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June 18, 2019

35GL-19-0628
Speaker Tina Rose Muña Barnes

JUN 18 2019
Time 10:47 (AM) ( )PM
Received By:

2019 JUN 19 AM 11:19

VIA HAND DELIVERY

Honorable Tina Rose Muna-Barnes
Speaker
35th Guam Legislature
Guam Congress Building
163 Chalan Santo Papa
Hagatna, Guam 96913

RE: A.B. Won Pat International Airport Authority, Guam (GIAA) Board of Directors Meeting Documents

Hafa Adai, Speaker:

Enclosed herewith is a USB flash drive containing the minutes and other documents from the A.B. Won Pat International Airport Authority, Guam (GIAA) Board of Directors meetings for the period September 2012 to March 2019. These documents are provided to you pursuant to 5GCA § 8113.1.

Should you have any questions, please contact our office at 646-0300.

Senseramente,

Thomas C. Ada
Executive Manager

Attachment

cc: GIAA BOD / Admin

0628

AMERICAN ASSOCIATION OF AIRPORT EXECUTIVES
AIRPORTS COUNCIL INTERNATIONAL
NASAO National Association of State Aviation Officials
TIACA THE INTERNATIONAL AIR CARGO ASSOCIATION

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BOARD OF DIRECTORS REGULAR MEETING

2:00 p.m., Tuesday, September 25, 2012
Terminal Conference Room No. 3

AGENDA

I. Call to Order and Attendance

II. Approval of Agenda

III. Approval of Minutes
- A. Board Regular Meeting, August 29, 2012

IV. Correspondence

V. Matters for Board Ratification/Approval
- A. Grant Agreement 3-66-0001-83 – Extend Runway 06L/24R – Phase X
- B. Grant Agreement 3-66-0001-84 – Rehabilitate Runway 06L/24R – Phase II
- C. Approval of GIAA FY2013 Insurance Program Renewal
- D. Ratification of Disbursements

VI. Old Business
- A. Executive Manager's Report
- B. Financial Report
- C. Legal Counsel's Report
- D. Tenant Matters
- E. Status of Capital Improvement Programs

VII. New Business

VIII. Executive Session

IX. Public Comment(s)

X. Adjournment

AMERICAN ASSOCIATION OF AIRPORT EXECUTIVES
AIRPORTS COUNCIL INTERNATIONAL
NASAO National Association of State Aviation Officials
TIACA THE INTERNATIONAL AIR CARGO ASSOCIATION

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MINUTES OF THE BOARD OF DIRECTORS REGULAR MEETING
2:00 p.m., Tuesday, September 25, 2012
GIAA TERMINAL CONFERENCE ROOM #3

I. CALL TO ORDER AND ATTENDANCE

Vice Chairman Francisco G. Santos called the A.B. Won Pat International Airport Authority, Guam (GIAA) regular meeting to order at 2:00 p.m. The presence of Directors is noted as follows Director Jesus Q. Torres, Director Rosalinda A. Tolan, and Director Martin J. Gerber. Also present Executive Manager Charles H Ada, II, Deputy Executive Manager, Peter Roy Martinez, Carlos P. Bordallo, Acting Comptroller, Frank R. Santos, Business and Financial Consultant, Jannalyn C. Damian, Legal Counsel. The Vice Chairman welcomed the presence of Airport Tenants, stakeholders and members of the public who are noted in a sign in sheet made as an attachment to the minutes.

II. APPROVAL OF AGENDA

Director Torres made a motion to approve the agenda, seconded by Director Tolan; motion carried.

III. APPROVAL OF MINUTES

A. August 29, 2012 Board Regular Meeting

Director Tolan made a motion to approve the minutes for the Board Regular Meeting on August 29, 2012, subject to correction, seconded by Director Gerber; motion carried.

IV. CORRESPONDENCE

No correspondence was presented.

V. MATTERS FOR BOARD RATIFICATION/APPROVAL

A. Grant Agreement - Extend Runway 06L/24R-Phase X

GIAA Business and Financial Consultant Mr. Frank R. Santos presented Grant Agreement 3-66-0001-83 to Extend Runway 06L/24R-Phase X for Board's Approval. Management has requested the Board's acceptance to approve the grant award of $2,000,000.00.

Director Gerber made a motion to ratify Grant Agreement – Extend Runway 06L/24R-Phase X, seconded by Director Tolan' motion carried.

AMERICAN ASSOCIATION OF AIRPORT EXECUTIVES
AIRPORTS COUNCIL INTERNATIONAL
NASAO National Association of State Aviation Officials
IACA THE INTERNATIONAL AIR CARGO ASSOCIATION

B. Grant Agreement-Rehabilitation Runway 06L24R – Phase II

Management has requested the Board's acceptance of Grant Agreement 3-66-0001-084 to Rehabilitate Runway 06L/24R-Phase II in the amount of $5,441,024.00.

Director Gerber made a motion to ratify Grant Agreement – Rehabilitate Runway 06L/24R-Phase II, seconded by Director Torres; motion carried.

C. Approval of GIAA FY2013 Insurance Program Renewal

The Executive Manager recognized the presence of the Airport's Insurance Broker, Ms. Annmarie Muna of AM Insurance, who presented a summary of various insurance carriers who responded to the insurance specifications for the Airport. She also explained the process of renewal and presented the following policies along with a comparison from FY 2012 to FY 2013:

POLICY	FY 2012	FY2013
Property	$ 741,671	$ 716,153
Property (Cat Cover)	*(Included in the Above Premium)*	
Airport Operators Liability	425,000	425,000
Directors & Officers	80,000	100,000
Workers Compensation	80,000	74,400
Automobile Insurance	45,698	38,486
Excess Automobile	*(Included in the Above Premium)*	
Crime Insurance	11,700	11,500
TOTAL:	**$1,384,069**	**$1,365,539**

(Premium in Comparison for FY2012 to FY2013 is $18,530 less)

Management recommends the Board adopt and ratify the FY2013 insurance as appended.

The premium costs for all coverage including Catastrophic perils for FY13 is $1,365,539 net of the broker's commissions. This represents a total savings of $18,530 per annum compared to the FY12 premium cost of $1,384,069.

As there were no further questions, Director Tolan made a motion to ratify the approval of FY 2013 Insurance Program Renewal, seconded by Director Gerber; motion carried.

In relation to Airport Insurance, the Executive Manager Mr. Charles H. Ada, presented a letter sent to the Board Chairman Mr. Michael Ysrael dated September 19, 2012 from Senator Rory J. Respecio concerning the Aviation Insurance Requirement. Mr. Ada informed the Board that Senator Respecio is referring to GIAA's general aviation

insurance requirement that sets its aviation liability insurance at $1M for each passenger on a seat in an aircraft, with a $10M minimum even if the aircraft has fewer than 10 passengers. Mr. Ada also reported that Senator Respicio's concern with GIAA's current policy limits the ability of the smallest aviation businesses to succeed and that the Board has the authority to change the self-imposed requirement. The Executive Manager reported the Senator Respicio is ready to assist GIAA in preparing and introducing a bill if a legal conclusion states that legislation is required. Management called on Mr. Mike Moody Airport Insurance Consultant from Iris, Ltd. to respond. Mr. Moody reported to the Board that he is currently exploring ideas and working on a study that would potentially bring down passenger liability costs, but at this time ould not make a presentation. Mr. Moody did assure the Board that a response regarding the matter should be presented to GIAA Management in the early part of next year. Board had no objection.

D. Ratification of Disbursements

Director Torres made a motion to ratify the approval of payments over the $50,000 threshold made to vendors for the period of September 5-September 24, 2012, seconded by Director Tolan; motion carried.

VI. OLD BUSINESS

A. Executive Manager's Report

The Executive Manager presented brief reports on Airline Issues, Executive and Legislative Issues, and he announced that GIAA will be entering the Fiscal Year 2013 which should commence on October 1, 2012. He reported that United Airlines remains committed to keeping Guam as one of its hubs, but plans to close the Guam contact center, reduce its airport operations staff and outsource cargo handling operations.

He also reported that Runway 6L became operational for taxi purposes on August 1, 2012 at 10:00 a.m. A notice to Airmen has been issued regarding the operations, and all airline operators have been briefed on Runway 6L issues.

It was reported that Airport Management conducted a brief Informational Briefing for the Committee of Transportation on the Airport's Master Plan on September 19, 2012. The Authority and its Master Plan Consultant, Parsons Transportation, delivered a presentation on the recommendations of the Master Plan and fielded questions from the legislators. This briefing followed a successful presentation to the signatory airlines held on September 18, 2012 and was followed by a stakeholders and the employees of GIAA briefing on September 20, 2012.

B. Financial Report

The Acting comptroller's report as of August 31, 2012 was presented for Board's information. He also announced an audit of the Airport's financials will commence next month.

C. Legal Counsel's Report

Legal counsel requested that the report be presented during Executive Session. The Board had no objection.

D. Tenant Matters

Miss Angela Ng, a representative of Eva Airlines addressed the Board and Management to introduce Mr. Garrin Lin, the new General Manager for Eva Air Guam. Mr. Lin thanked the Board and Management for allowing him the opportunity to formally introduce himself.

E. Status on Capital Improvement Programs

The Undistributed Obligation schedule was presented for the Board's information.

VII. NEW BUSINESS

No new business.

VIII. EXECUTIVE SESSION

Director Tolan made a motion to convene Executive Session after a brief recess, seconded by Director Gerber. At this time, the Executive Manager announced that he be excused from the Board meeting to prepare for his departure off-island and that the Deputy Executive Manager Mr. Peter Roy Martinez will take his place; Board had no objection. The meeting recessed at 3:30 p.m.

Executive Session was called at 4:02. Executive Session adjourned at 4:57 p.m., at which time the presence of two representatives from Tecker, Torres & Tecker (GIAA's Conflicts Council) were present, Mr. Brian Kelley and Miss Brooke Wright. Both representatives are present in place of Mr. Phil Torres, who is currently off-island, to discuss the opinion letter submitted by Mr. Torres regarding the issue of a conflict of interest concerning Chairman Michael Z. Ysrael.

The Board made a motion for Conflicts Counsel to draft a formal policy addressing the Chairman's conflict of interest. Director Torres made a motion to direct Conflicts

Counsel to work with Management to draft a general policy that articulates and provides direction that can be used to identify any conflict of interest on any issue that includes leasing of Airport property, whether it's aeronautical and non-aeronautical business, seconded by Director Tolan; motion carried.

Vice Chairman Santos requested the Board to make a motion to pay Pac Air LLC in the amount of $88,200 for the month of September, Director Tolan made the motion, seconded by Director Torres; motion carried.

IX. PUBLIC COMMENTS

No public comments.

X. ADJOURNMENT

As there was no further business, Director Torres made a motion to adjourn, seconded by Director Gerber; motion carried. The meeting adjourned at 6:15 p.m.

Respectfully Submitted,

Rochelle D. Uson
Board Secretary

APPROVED:

FRANCISCO G. SANTOS
Vice Chairman of the Board
Attachment

Date

A.B. WON PAT INTERNATIONAL AIRPORT AUTHORITY, GUAM

BOARD OF DIRECTORS REGULAR MEETING

2:00 P.M., TUESDAY, SEPTEMBER 25, 2012

GIAA TERMINAL CONFERENCE ROOM NO. 3

SIGN IN SHEET

	PRINT NAME	COMPANY/AGENCY
1.	CHARLES H. ADA II	GIAA
2.	J. G. JAVELLANA	GIAA
3.	A. BAUTISTA	GIAA
4.	BENNY A. BAZA +3	ARFF
5.	VICTOR J. CRUZ	GIAA
6.	Gerard BAUTISTA	ATM-GIAA
7.	Jimmy Camacho	Gen. T.C. Ada
8.	Jeffry Moon	C&C
9.	JEFF J. CALVO	GUAM
10.	Annmarie Muna	Am Dns.
11.	TRISH GRANILLO	AM INSUR.
12.	Mike Moody	IRIS, LTD.
13.	FRANK SANTOS	GIAA EXC
14.	ANGELA NG	EVA
15.	GARRIN UN	EVA.
16.	MUNA, EDWARD	GIAA
17.	BRIAN KELLY	Tucker Torres & Tucker
18.	Brooke Wright	"
19.		

20. _____

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BOARD OF DIRECTORS REGULAR MEETING

2:00 p.m., Tuesday, November 27, 2012
Terminal Conference Room No. 3

AGENDA

I. Call to Order and Attendance

II. Approval of Agenda

III. Approval of Minutes
   A. Board Regular Meeting, September 25, 2012

IV. Correspondence

V. Matters for Board Ratification/Approval
   A. Request for Proposals - A&E Services for Pipeline and Hydrant Systems (North and South Ramp)
   B. Request for Proposals - Development of GIAA Immigrant Investor Visa Program (EB-5)
   C. Request for Proposals - Real Estate Appraisal Consulting Services
   D. Ratification of Quarterly Travel Report
   E. Ratification of Disbursements

VI. Old Business
   A. Executive Manager's Report
   B. Financial Report
   C. Legal Counsel's Report
   D. Tenant Matters
   E. Status of Capital Improvement Programs

VII. New Business

VIII. Executive Session

IX. Public Comment(s)

X. Adjournment

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MINUTES OF THE BOARD OF DIRECTORS REGULAR MEETING
2:00 p.m., Tuesday, November 27, 2012
GIAA TERMINAL CONFERENCE ROOM #3

I CALL TO ORDER AND ATTENDANCE

Vice Chairman Francisco G. Santos called the A.B. Won Pat International Airport Authority, Guam (GIAA) regular meeting to order at 2:20 p.m. The presence of Directors is noted as follows Director Rosalinda A. Tolan, Director Martin J. Gerber, and Director Jesus Q. Torres. Also present Executive Manager Charles H Ada, II, Deputy Executive Manager, Peter Roy Martinez, Carlos P. Bordallo, Acting Comptroller, Frank R. Santos, Business and Financial Consultant, Jannalyn C. Damian, Legal Counsel. The Chairman welcomed the presence of Airport Tenants, stakeholders and members of the public who are noted in a sign in sheet made as an attachment to the minutes.

II APPROVAL OF AGENDA

Director Torres made a motion to approve the agenda as presented, seconded by Director Tolan; motion carried.

III APPROVAL OF MINUTES

A September 25, 2012, Board Regular Meeting

Director Torres made a motion to approve the minutes for the Board Regular Meeting on September 25, 2012, subject to correction, seconded by Director Tolan; motioned carried.

IV CORRESPONDENCE

No correspondence was presented.

V MATTERS FOR BOARD RATIFICATION/APPROVAL

A Request for Proposals - A & E Services for Pipeline and Hydrant Systems (North and South Ramp)

The Executive Manager reported that Board action is requested to approve the ranking results based on the request for proposals (RFP) process for A&E services for Pipeline and Hydrant Systems for the north and south ramp.

Mr. Ada stated that the RFP was advertised in the local newspapers throughout the months of August and September 2012. The established deadline to submit the proposals was on September 21, 2012. A total of fourteen (14) firms obtained the RFP package;

however four (4) firms responded by submitting their proposals by the established deadline.

After the evaluation committee completed their evaluations and the Procurement Office tabulated the scores. The Executive Manager announced the results in the order of their ranking as follows:

1. N.C. Macario & Associates
2. E.M. Chen & Associates
3. Duenas, Camacho, & Associates
4. GHD Inc.

Management has recommended the approval of the ranking results and the contract award to N.C. Marcario & Associates, as they are the highest ranked proposer for the A&E Pipeline and Hydrant Systems (North and South Ramp).

Director Tolan made a motion to award the RFP for A&E Pipeline and Hydrant systems (North and South Ramp) to N.C. Macario & Associates, seconded by Director Gerber; motion carried.

B Request for Proposals – Development of GIAA Immigrant Investor Visa Program (EB-5)

The Executive Manager announced the airport's initiative to solicit interest from other firms or individuals to provide professional services for the development of the GIAA Immigrant Investor Vise Program (EB-5). It had been reported that a total of eleven (11) firms/individuals had picked up packages and only two (2) had submitted proposals before the submission deadline:

1. DGT Consulting
2. Baumann Kondas, XU

Based on the tabulations of the scores submitted by the evaluation committee, Management has recommended that the Board award the contract to DGT Consulting.

Director Torres made a motion to approve the ranking results and award for the Development of GIAA Immigrant Investor Visa Program (EB-5) to DGT Consulting, seconded by Director Tolan; motion carried.

C. Request for Proposal – Real Estate Appraisal & Consulting Services

The Executive Manager announced the Request for Proposals (RFP) for Real Estate Appraisal and Consulting Services. For Board's information, Management reported that GIAA requires the professional services of a Firm(s)/Individual(s) for real estate

appraisal and consulting services whose principle focus will be to provide professional expertise in the area of real estate and consulting services, and other services as may be required by the authority.

After further discussion, Management requested the Board's approval of the selection of two (2) firms will allow the GIAA flexibility for real estate appraisal and consulting services. Therefore, based on the ranking results and based on the ranking results Management recommends the selection of Captain & Associates and Cornerstone Valuation Guam, Inc.

Director Gerber made a motion to award the RFP contract to Captain & Associates and Cornerstone Valuation Guam, Inc. , seconded by Director Tolan; motion carried.

D. Ratification of Quarterly Travel Report

Director Gerber made a motion to ratify the quarterly travel report for July 2012 – September 2012, seconded by Director Torres; motion carried.

E. Ratification of Disbursements

Director Torres made a motion to ratify payments above the $50,000.00 threshold made to vendors, seconded by Director Tolan; motion carried.

VI OLD BUSINESS

A Executive Manager's Report

The Executive Manager presented updates on various matters relating to airlines and announced United Airlines suspension of its twice-weekly service from Okinawa to Guam on October 27, 2012 due to lower than expected traffic demand and high operational costs. Mr. Ada also announced that Cebu Pacific Air's has submitted an application with the U.S. Department of Transportation to provide scheduled flights to Guam and that it had been approve on November 18, 2012 and the airline plans to start services on in April 2013.

B Financial Report

The Acting Comptroller's report as of September 30, 2012 was presented for Board's information, to include reports on the Airport's investment schedule.

C Legal Counsel's Report

At the request of counsel, all matters will be discussed during Executive Session. Board had no objection.

D Tenant Matters

No tenant matters to report.

E Status on Capital Improvement Programs

The UDO analysis was reported for Board's information.

VII NEW BUSINESS

The Executive Manager announced the the A.B. Won Pat international Airport Authority was the recipient of the 2012 Governor's MagPro Department of the Year for medium department/agency for the second time in a row. Director Torres commended Management and employees for their hard work.

VIII EXECUTIVE SESSION

The Vice Chairman suggested that the Board recess the meeting and convene Executive Session after the recess. Director Tolan made a motion to recess and convene Executive Session after the recess, seconded by Director Gerber; motion carried. The meeting recessed at 3:36.

IX PUBLIC COMMENTS

The Vice Chairman called upon any public member wishing to make comments. There was no response.

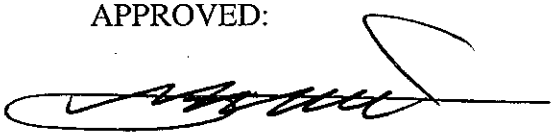
X ADJOURNMENT

Director Gerber made a motion to adjourn the meeting, seconded by Director Torres; motion carried. The meeting adjourned at 3:45 p.m.

Respectfully submitted,

Rochelle D. Uson
Board Secretary

APPROVED:



FRANCISCO G. SANTOS
Vice Chairman of the Board

Date

Attachment

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BOARD OF DIRECTORS SPECIAL MEETING

2:00 p.m., Tuesday, December 18 2012
Terminal Conference Room No. 3

AGENDA

I. Call to Order and Attendance

II. Approval of Agenda

III. Matters for Board Ratification/Approval

- A. Approval of Award for Airport Ambassador Program & Airport Information Center
- B. Approval of Board Resolution No. 13-01: Extension of the Agreement for Legal Services – Conflicts Counsel

IV. Adjournment

A.B. WON PAT
INTERNATIONAL AIRPORT AUTHORITY, GUAM
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MINUTES OF THE BOARD OF DIRECTORS SPECIAL MEETING
2:00 p.m., Tuesday, December 18, 2012
GIAA TERMINAL CONFERENCE ROOM #3

I. CALL TO ORDER AND ATTENDANCE

Acting Chairman Francisco G. Santos called the A.B. Won Pat International Airport Authority, Guam (GIAA) special meeting to order at 2:21 p.m. The presence of Directors is noted as follows Director Rosalinda A. Tolan, Director Lucy M. Alcorn, and Director Jesus Q. Torres. Also present Executive Manager Charles H Ada, II, Deputy Executive Manager, Peter Roy Martinez, Carlos P. Bordallo, Acting Comptroller, Frank R. Santos, Business and Financial Consultant, Janalynn C. Damian, Legal Counsel. The Chairman welcomed the presence of Airport Tenants, stakeholders and members of the public who are noted in a sign in sheet made as an attachment to the minutes.

II. APPROVAL OF AGENDA

Director Tolan made a motion to approve the agenda, seconded by Director Alcorn; motion carried.

III. MATTERS FOR BOARD RATIFICATION/APPROVAL

A. Approval of Award for Airport Ambassador Program & Airport Information Center

The Executive Manager reported that Board action is needed to approve the ranking results based on the evaluation process performed through the request for proposals (RFP) No. GIAA-FY13 for Airport Ambassador Program & Airport Information Center. He stated that the reference RFP was advertised in the local newspapers throughout the month of November 2012; the established deadline to submit the proposals was on December 6, 2012.

A total of eleven (11) firms shoed their interest by obtaining the RFP package; however two (2) firms responded by submitting their proposals before the established deadline.

1. Lima Corporation/Discover Guam
2. G4S Security System

Mr. Ada announced that the Airport Ambassador Program & Airport Information Center Agreement will be funded from the approval of the O&M Budget for Fiscal Year 2013. Management recommends the approval of the ranking results and the contract be award to Lima Corporation/Discover Guam, as the highest ranked proposer for the Airport Ambassador program & Airport Information Center.

Director Torres requested for further explanation on the ambassador program, the Airport Services Manager called on Ms. Rolenda Faasuamalie, Airport Marketing Administrator, to provide background information to the Board. Ms. Faasuamalie reported for Board's information the Airport Ambassador Program has been around for a while, and the ambassadors are multi-lingual individuals' station in the Customs and Border Protection hall. They are able to speak Chinese, Japanese, and Korean to assist passengers with their required forms upon entering Guam. Ms. Faasuamalie added the Airport Information Center is located outside the Customs area, and they provide information to passengers arriving to Guam who may need information on tour packages, location information, where to stay and how to get there. Mr. Ada added that the information center provides vital information to the Airport and GVB, as well as information used during the AOC meetings. Director Torres added that the program enhances the Airport's hospitality to its customers.

Director Torres made a motion to award for Airport Ambassador Program & Airport Information Center to Lima Corporation/Discover Guam, seconded by Director Tolan; motion carried.

B. Approval of Board Resolution No. 13-01: Extension of the Agreement for Legal Services – Conflicts Counsel

The Executive Manager announced that the Airport entered into an agreement with Attorney Tom Fisher a year ago and the referenced resolution is an extension of the same agreement for legal services. Director Tolan inquired with Management on the amount of work that has been given to Mr. Fisher. The Executive Manager reported that Mr. Fisher's workload has been very minimal but he has been very efficient to the Airport.

Director Tolan made a motion to approve the Extension of the Agreement for Legal Services for Attorney Tom Fisher – Conflicts Counsel, seconded by Director Torres; motion carried.

IV. ADJOURNMENT

Director Torres made a motion to adjourn the meeting, seconded by Director Alcorn; motion carried. The meeting adjourned at 2:31 p.m.

Respectfully submitted,

Rochelle D. Uson
Board Secretary

APPROVED:

Francisco G. Santos
Vice Chairman of the Board
Attachment

Date

A.B. WON PAT INTERNATIONAL AIRPORT AUTHORITY, GUAM
BOARD OF DIRECTORS SPECIAL MEETING
2:00 P.M., TUESDAY, DECEMBER 18, 2012
GIAA TERMINAL CONFERENCE ROOM NO. 3

SIGN IN SHEET

	PRINT NAME	COMPANY/AGENCY
1.	Ken Quintanilla /Jo-eTermulo	KUAM
2.	Gerard BAUTISTA	ATM GIAA
3.	FRANKLIN P. TAITANO	GIAA - ADMIN.
4.	Jean Amlen	GIAA
5.	DANIEL SPANG	GIAA ARFF
6.	BENNY BAZA	ARFF
7.	CHARLES H ADAIR	GIAA
8.	FRANK SANTOS	GIAA EPC
9.	VICTOR J. CRUZ	GIAA
10.	EDWARD MUNA	GIAA
11.	Jerich Salas	PDN
12.	ROBERT CAMACHO	A. POLICE.
13.	Carlos Bordallo	GIAA
14.		
15.		
16.		
17.		
18.		
19.		

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MINUTES OF THE BOARD OF DIRECTORS REGULAR MEETING
3:00 p.m., Tuesday, January 29, 2013
GIAA TERMINAL CONFERENCE ROOM #3

I. CALL TO ORDER AND ATTENDANCE

Vice Chairman Francisco G. Santos called the A.B. Won Pat International Airport Authority, Guam (GIAA) regular meeting to order at 3:06 p.m. The presence of Directors is noted as follows: Rosalinda A. Tolan; Martin J. Gerber; Edward G. Untalan; Lucy M. Alcorn, and Jesus Q. Torres. Also present were Peter Roy Martinez, Acting Executive Manager, Carlos P. Bordallo, Acting Comptroller, Frank R. Santos, Business and Financial Consultant, Janalynn C. Damian Esq., and Michael A. Pangelinan Esq., Legal Council. The Vice Chairman welcomed the presence of Airport Tenants, stakeholders, and members of the public who are noted in a sheet made as an attachment to the minutes.

The Vice Chairman welcomed new Board Member Edward G. Untalan, stating that he would be an asset to the airport. Board Members and all who were present applauded and welcomed Mr. Untalan.

II. APPROVAL OF AGENDA

The Vice Chairman suggested that a motion be made to amend the agenda to include election of new officers, and that the election take place before the approval of the minutes. Director Torres added that the Board may want to consider entertaining a Memorandum from the Vice Chairman regarding suggested Standing Committees. As there were no objections, Director Torres made motion to amend the agenda to add the Nomination and Election of Officers, and the Establishment of Board Standing Committees; seconded by Director Tolan; motion carried.

- Nomination and Election of Officers

Director Torres made a motion to nominate and elect Vice Chairman, Francisco G. Santos as Chairman of the Board. Vice Chairman called for any other nominations. As there were no other nominations, Director Untalan seconded the motion and was unanimously approved.

Director Gerber made motion to nominate and elect Director Torres as Vice Chairman, seconded by Director Untalan; motion carried. The newly elected Chairman stated that

it is an honor to be elected Chairman, and thanked the Board for giving him the opportunity to lead.

- Establishment of Board Standing Committee

In order to open dialogue with management on various Airport issues, Chairman Santos suggested for the Board to consider establishing committees as noted in the memorandum to the Board. The following committees were recommended:

1. Finance
2. Capital Projects
3. Personnel
4. Tenant Relations
5. Air Service Development
6. Operations

After some discussion, it was suggested that the following Board Members will take charge of chairing the respective committees:

1. Finance – Director Edward Untalan
2. Capital Projects – Director Martin Gerber
3. Personnel – Director Linda Tolan
4. Tenant Relations – Director Lucy Alcorn
5. Air Service Development
6. Operations – Vice Chairman Jesus Torres

It was noted that the Air Service Development Committee remain vacant until a later time. Vice Chair Torres made motion to approve suggested committees and their respective Chairpersons, seconded by Director Gerber; motion duly carried.

III. APPROVAL OF MINUTES

A. November 27, 2012, Board Regular Meeting
B. December 18, 2012, Board Special Meeting

Director Tolan made motion to approve both the regular meeting minutes, and the special meeting minutes, subject to correction, seconded by Director Gerber; motion carried.

IV. CORRESPONDENCE

No correspondence presented.

V. MATTERS FOR BOARD RATIFICATION/APPROVAL

A. Approval of GIAA FY12 Independent Financial Audit Report by Ernst & Young

Chairman Santos announced that the Airport's FY12 audit had been completed and introduced Mr. Jim Whitt from Ernst & Young LLP, (E&Y) who, together with the E&Y team has put together the results of the audit.

Mr. Whitt thanked the Airport Accounting Department and all other divisions for the excellent cooperation given to E&Y during the audit process. He preceded with a power point presentation of the audit results. At the end of the presentation, the Chairman thanked Mr. Whitt for the outstanding presentation and asked that E&Y continue to provide the airport with good recommendations.

The Acting Executive Manager noted that assistance of the Public Auditor's office was received to get the audit completed, and recognized the Airport's Accounting Division for their role in getting everything prepared. Director Untalan, made motion to approve the FY12 Audit, seconded by Director Tolan; motion carried.

B. Approval of Award for Independent Airport Consultant(s) RFP No. GIAA-004-FY13

Board action is requested to approve the ranking results based on the evaluation process performed through the Request for Proposals (RFP) No. GIAA-004-FY13. Acting Executive Manager stated that a total of 11 firms showed interest by obtaining packages. Only one firm responded, submitting a proposal by the deadline. The sole firm selected is as follows:

1. Leigh Fisher

The Acting Executive Manager went on to report that the Independent Airport Consultant(s) agreement will be funded from the approved O&M Budget for Fiscal Year 2013. Management recommended that the approval of the ranking results and the contract be awarded to Leigh Fisher, as the sole ranked proposer. Vice Chairman inquired about the number of firms that submitted proposals, if they were off-island firms, and suggested that in order to provide services to the airport, that they be authentic. Director Gerber made motion to approve management's recommendation, seconded by the Vice Chairman; motion carried.

C. Approval of Award for Air Service Development Plan RFP No. GIAA-001-FY13

Management has requested that the Board take action to approve the ranking results based on the evaluation process performed through the Request for Proposals (RFP) No.

GIAA-001-FY13. Acting Executive Manager presented the summary stating that the RFP was advertised in November. A total of eleven firms showed interest, with two submitting proposals by the deadline. After an evaluation was completed, the selected firms in order of ranking are as follows:

1. Airport Strategy & Marketing Ltd. (ASM)
2. Ascend Worldwide Limited

Management recommended that the approval of the ranking results and the contract be awarded to Airport Strategy & Marketing Ltd. (ASM), being the highest ranked proposer. Vice Chairman asked if either company were local, and if they had completed airport work locally. Mr. Santos replied stating that both are off-island companies, and that ASM had performed services for the airport, as well as CNMI. Mr. Santos also noted that ASM is a global, U.K. based company, and that Ascend Worldwide Limited is based out of Hong Kong. Vice Chairman noted that the company chosen will be involved in intensive activities to promote the airport in the Pacific and Asian regions, therefore needs to be skilled in that area, in order to generate activity and to lure other carriers.

Acting Executive Manager mentioned that he attended, along with Director Gerber and representatives from GVB, a Routes Asia Conference where meetings were also held with the ASM group. He added that through these meetings, which included various airlines, there were nine different companies that had expressed interest in Guam, two of them being Jeju Air, and Eva Air.

At this time Chairman welcomed the presence of Director Alcorn.

Vice Chairman Torres made motion to approve the Air Service Development Plan, awarding the project to Airport Strategy & Marketing Limited; seconded by Director Gerber; motion carried.

D. Ratification of Quarterly Travel

Director Untalan inquired if it is normal to ratify the Quarterly Travel report, or if the Board takes a look at the quarters of upcoming travel. Director Alcorn responded, stating that the Board ratifies the travel, after it has been approved by the Chairman at his discretion. Director Gerber asked if there were still a travel calendar. Management responded that the travel calendar is submitted during the budget proposal to the Board. Vice Chairman Torres made motion to ratify the quarterly travel report from October – December 2012, seconded by Director Alcorn; motion carried.

E. Ratification of Disbursements

Vice Chairman inquired about the payments paid out to Sumitomo Mitsui Construction Co. Ltd. for Runway 6L-24R totaling over $750, 000 and if it is part of the Instrument Landing System project (ILS). Mr. Santos responded that the runway is closed but departures are currently being allowed on the runway; the Instrument Landing System project is expected to be completed in April 2013, however the airport awarded the Runway Rehabilitation project for the same runway. The plan is that the runway will be closed during construction, but will open for departures only during windows of opportunity. Mr. Santos went on to explain that ILS serves runway 6L, but the Rehabilitation project covers both Runway 6L and the other end Runway 24R, the entire runway will be rehabilitated. The Runway Rehabilitation project is awaiting approval from FAA, upon approval, a notice to proceed will be issued; the project is expected to be completed by 2014.

Director Untalan made a motion to ratify payments above the $50,000.00 threshold made to vendors for the period of November 27, 2012 – January 25, 2013, seconded by Director Gerber; motion carried.

VI. OLD BUSINESS

A. Executive Manager's Report

The Acting Executive Manager presented updates on various matters relating to airlines including Cebu Pacific Air, a Philippine based carrier's application to provide scheduled flights between Guam and Manila. Approval by the U.S. Department of Transportation was made November 18, 2012, and service is planned to start in April 2013.

Star Flyer, based in Kitakyushu, will operate Charter flights from Kitakyushu Airport to Guam and Saipan during the summer 2013. Acting Executive Manager reported that Daisy S. Sablan, Station Manager for Saipan Delta Airlines has now been appointed Station Manger for both Guam and Saipan. GIAA and Japan Airlines (JAL) have been finalizing plans for a JAL flight crew training on Guam. Pilot training will commence on Guam in December 2013.

Acting Executive Manager announced that Guam Airport and GEDA will be presenting a briefing to a Standard & Poor's group on February 6, 2013 in preparation of the Airport's plan to refinance the 2003 Bonds. Acting Executive Manager went on to say that a listing of the Airport's goals and objectives, "Go 2013" has been compiled and shared with the Governor's Office and media, and a report of the 2012 accomplishments has been issued detailing the Airport's milestones over the past year which are attached to the report.

Director Tolan inquired if renovations to the Airport's restrooms would be part of the "Go 2013" list of goals and accomplishments, and recommended that the upgrade of restrooms be under Services and Community Engagement area in the that list.

B. Financial Report

For the Board's information, Acting Comptroller Carlos Bordallo presented the financial report as of December 31, 2012. Mr. Bordallo noted that the power bill has dropped significantly.

Director Untalan inquired about how much the Airport is expected to receive this year in grants. Mr. Santos replied that the amount should approximately be seven to eight million in grants.

C. Legal Counsel's Report

Legal Counsel recommended that discussions regarding litigation matters be reported during Executive Session. The Board had no objection.

D. Tenant Matters

No Tenant Matters were reported.

E. Status on Capital Improvement Programs

Mr. Frank Santos presented the UDO analysis.

VII. NEW BUSINESS

No New Business.

VIII. EXECUTIVE SESSION

The Chairman announced that the Board will recess and convene Executive Session after the recess. Director Tolan made motion to recess and convene Executive Session after the recess, seconded by Director Alcorn; motion carried. The board recessed at 4:17 p.m.

After recess, the meeting convened at 4:37 p.m. Chairman stated that no Executive Session would be held at this time.

IX. PUBLIC COMMENTS

The Vice Chairman called upon any public member wishing to make comments. There

was no response.

X. ADJOURNMENT

Director Tolan made a motion to adjourn the meeting, seconded by Director Alcorn; motion carried. The meeting adjourned at 4:37 p.m.

Respectfully submitted,

Amanda O'Brien-Rios
Board Secretary

APPROVED:

FRANCISCO G. SANTOS
Chairman of the Board

Date

Attachment

A.B. WON PAT
INTERNATIONAL AIRPORT AUTHORITY, GUAM
ATURIDAT PUETTON BATKON AIREN GUAHAN ENTENASIONAT

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www.guamairport.com

BOARD OF DIRECTORS REGULAR MEETING

3:00 p.m., Tuesday, January 29, 2013
Terminal Conference Room No. 3

AGENDA

I. Call to Order and Attendance

II. Approval of Agenda

III. Approval of Minutes

- A. November 27, 2012 Regular Meeting
- B. December 18, 2012 Special Meeting

IV. Correspondence

V. Matters for Board Ratification/Approval

- A. Approval of GIAA FY12 Independent Financial Audit Report by Ernst & Young
- B. Approval of Award for Independent Airport Consultant(s) RFP No. GIAA-004-FY13
- C. Approval of Award for Air Service Development Plan RFP No. GIAA-001-FY13
- D. Ratification of Quarterly Travel
- E. Ratification of Disbursements

VI. Old Business

- A. Executive Manager's Report
- B. Financial Report
- C. Legal Counsel's Report
- D. Tenant Matters
- E. Status of Capital Improvement Programs

VII. New Business

VIII. Executive Session

IX. Public Comment(s)

X. Adjournment

A.B. WON PAT INTERNATIONAL AIRPORT AUTHORITY, GUAM

A.B. WON PAT INTERNATIONAL AIRPORT AUTHORITY, GUAM
BOARD OF DIRECTORS REGULAR MEETING
3:00 P.M., TUESDAY, JANUARY 29, 2013
GIAA TERMINAL CONFERENCE ROOM NO. 3

SIGN IN SHEET

	PRINT NAME	COMPANY/AGENCY
1.	HESUS Q. TORRES	BOARD
2.	ANTONIO TAITINGFONG	GIAA POLICE
3.	Gerard BAUTISTA	GIAA ATM
4.	JERMAINE ALERTA	SEN. MIKE SAN NICOLAS
5.	ANN BANTISTA	GIAA
6.	Jerick Saslan	PDN
7.	VICTOR J. CRUZ	GIAA
8.	JOSEPH CALVO	P/T. GIAA
9.	BENNY A. BAZA	AAFF
10.	J.G. SAVELLANA	GIAA
11.	Jim Beighley	DFS
12.	Joann Camacho	DFS
13.	CHUCK SOVA	UNITED
14.	EDWARD MUNA	GIAA
15.	Polentina Fagamalie	GIAA Hdq
16.	Meg Paramygalan	United
17.	Justin Marion	United
18.		DFS
19.	Justina Palomo	DFS

20.	RAWLEN MANTANONA	
21.	CESAR CABOT	
22.	JOSE ONDEROND	GIAA PROCUREMENT
23.	Carlos Bordallo	GIAA/Accounting
24.	Geraldine Castillo	Marianas Variety
25.	Jean Ann	GIAA
26.	Frank Campos	GIAA
27.	RODALYN MARQUEZ	OPA
28.	Michael Pangelinan	Calvo Fisher & Jacob LLP
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A.B. WON PAT
INTERNATIONAL AIRPORT AUTHORITY, GUAM

ANTONIO B. WON PAT
INTERNATIONAL AIRPORT AUTHORITY, GUAM
(ATURIDAT PUETTON BATKON AIREN GUAHAN)
P.O. Box 8770 ▪ Tamuning, Guam 96931
Telephone: (671) 646-0300/01/02
Fax: (671) 646-8823

FACSIMILE TRANSMITTAL

MEDIA/COMPANY	CONTACT	FAX NO.
PDN Newsroom	Catriona Melyan	477-3079 (ext. 404)
Guam Business News	Maureen Maritita	649-8883
Marianas Variety	Amier Younis	648-2007
News Talk K-57	Ray Gibson	477-3982
KUAM Island News	Sabrina Salas	637-9865/70
Hit Radio 100 News	Rick Nauta	472-7663
KTWG Guam Pacific	Leilani Dahilig	477-6411
Governor's Office	Troy Torres	477-4826
Guam Visitors Bureau	Monte Mesa	646-8861
Continental Micronesia	S. Shinohara	649-6588
Japan Airlines	Jun Abe / Robert Navarro	642-6429/642-6459
Delta Air Lines	Daisy Sablan	649-4150
Korean Air	Jaeseung Lee	642-3219
Philippine Airlines	Romel Lat	632-1625
China Airlines	Norman Wang	649-0867
Jin Air Co. Ltd.	Ahn Hyun Seck	642-2801
Eva Air	Garrin Lin	648-7228
Fly Guam	Jeffrey Stern/Jessica Trevino	647-8080
DFS Guam	Carissa Fortino	646-8025
U.S. Immigration	Rocky Miner	642-7606
LSG Guam	Kelvin Chan	646-6793
Jeju Air	Jace Kim	649-3938

FROM: Pedro R. Martinez
Acting Executive Manager

DATE: January 28, 2013

SUBJECT: Board Meeting

MESSAGE:

Please be informed the Board of Directors of the A.B. Won Pat International Airport Authority has scheduled its Regular Board meeting on Tuesday, January 29, 2013 at 3:00 p.m. in the terminal conference room.

A copy of the agenda is available upon request. Parking is available in the Public Parking Lot. For special accommodations, please contact the Administration office at 646-0300. Thank you.

MINUTES OF THE BOARD OF DIRECTORS REGULAR MEETING
2:00 p.m., Tuesday, November 27, 2012
GIAA TERMINAL CONFERENCE ROOM #3

I CALL TO ORDER AND ATTENDANCE

Vice Chairman Francisco G. Santos called the A.B. Won Pat International Airport Authority, Guam (GIAA) regular meeting to order at 2:20 p.m. The presence of Directors is noted as follows Director Rosalinda A. Tolan, Director Martin J. Gerber, and Director Jesus Q. Torres. Also present Executive Manager Charles H Ada, II, Deputy Executive Manager, Peter Roy Martinez, Carlos P. Bordallo, Acting Comptroller, Frank R. Santos, Business and Financial Consultant, Jannalyn C. Damian, Legal Counsel. The Chairman welcomed the presence of Airport Tenants, stakeholders and members of the public who are noted in a sign in sheet made as an attachment to the minutes.

II APPROVAL OF AGENDA

Director Torres made a motion to approve the agenda as presented, seconded by Director Tolan; motion carried.

III APPROVAL OF MINUTES

A September 25, 2012, Board Regular Meeting

Director Torres made a motion to approve the minutes for the Board Regular Meeting on September 25, 2012, subject to correction, seconded by Director Tolan; motioned carried.

IV CORRESPONDENCE

No correspondence was presented.

V MATTERS FOR BOARD RATIFICATION/APPROVAL

A Request for Proposals - A & E Services for Pipeline and Hydrant Systems (North and South Ramp)

The Executed Manager reported that Board action is requested to approve the ranking results based on the request for proposals (RFP) process for A&E services for Pipeline and Hydrant Systems for the north and south ramp.

Mr. Ada stated that the RFP was advertised in the loacl newspapers throughout the months of August and September 2012. The established deadline to submit the proposals was on September 21, 2012. A total of fourteen (14) firms obtained the RFP package; however four (4) firms responded by submitting their proposals by the established deadline.

After the evaluation committee completed their evaluations and the Procurement Office tabulated the scores. The Executive Manager announced the results in the order of their ranking as follows:

1. N.C. Macario & Associates
2. E.M. Chen & Associates
3. Duenas, Camacho, & Associates
4. GHD Inc.

Management has recommended the approval of the ranking results and the contract award to N.C. Marcario & Associates, as they are the highest ranked proposer for the A&E Pipeline and Hydrant Systems (North and South Ramp).

Director Tolan made a motion to award the RFP for A&E Pipeline and Hydrant systems (North and South Ramp) to N.C. Macario & Associates, seconded by Director Gerber; motion carried.

B Request for Proposals – Development of GIAA Immigrant Investor Visa Program (EB-5)

The Executive Manager announced the airport's initiative to solicit interest from other firms or individuals to provide professional services for the development of the GIAA Immigrant Investor Vise Program (EB-5). It had been reported that a total of eleven (11) firms/individuals had picked up packages and only two (2) had submitted proposals before the submission deadline:

1. DGT Consulting
2. Baumann Kondas, XU

Based on the tabulations of the scores submitted by the evaluation committee, Management has recommended that the Board award the contract to DGT Consulting.

Director Torres made a motion to approve the ranking results and award for the Development of GIAA Immigrant Investor Visa Program (EB-5) to DGT Consulting, seconded by Director Tolan; motion carried.

C. Request for Proposal – Real Estate Appraisal & Consulting Services

The Executive Manager announced the Request for Proposals (RFP) for Real Estate Appraisal and Consulting Services. For Board's information, Management reported that GIAA requires the professional services of a Firm(s)/Individual(s) for real estate appraisal and consulting services whose principle focus will be to provide professional expertise in the area of real estate and consulting services, and other services as may be required by the authority.

After further discussion, Management requested the Board's approval of the selection of two (2) firms will allow the GIAA flexibility for real estate appraisal and consulting services. Therefore, based on the ranking results and based on the ranking results Management recommends the selection of Captain & Associates and Cornerstone Valuation Guam, Inc.

Director Gerber made a motion to award the RFP contract to Captain & Associates and Cornerstone Valuation Guam, Inc. , seconded by Director Tolan; motion carried.

D. Ratification of Quarterly Travel Report

Director Gerber made a motion to ratify the quarterly travel report for July 2012 – September 2012, seconded by Director Torres; motion carried.

E. Ratification of Disbursements

Director Torres made a motion to ratify payments above the $50,000.00 threshold made to vendors, seconded by Director Tolan; motion carried.

VI OLD BUSINESS

A Executive Manager's Report

The Executive Manager presented updates on various matters relating to airlines and announced United Airlines suspension of its twice-weekly service from Okinawa to Guam on October 27, 2012 due to lower than expected traffic demand and high operational costs. Mr. Ada also announced that Cebu Pacific Air's has submitted an application with the U.S. Department of Transportation to provide scheduled flights to Guam and that it had been approve on November 18, 2012 and the airline plans to start services on in April 2013.

B Financial Report

The Acting Comptroller's report as of September 30, 2012 was presented for Board's information, to include reports on the Airport's investment schedule.

C Legal Counsel's Report

At the request of counsel, all matters will be discussed during Executive Session. Board had no objection.

D Tenant Matters

No tenant matters to report.

E Status on Capital Improvement Programs

The UDO analysis was reported for Board's information.

VII NEW BUSINESS

The Executive Manager announced the the A.B. Won Pat international Airport Authority was the recipient of the 2012 Governor's MagPro Department of the Year for medium department/agency for the second time in a row. Director Torres commended Management and employees for their hard work.

VIII EXECUTIVE SESSION

The Vice Chairman suggested that the Board recess the meeting and convene Executive Session after the recess. Director Tolan made a motion to recess and convene Executive Session after the recess, seconded by Director Gerber; motion carried. The meeting recessed at 3:36.

IX PUBLIC COMMENTS

The Vice Chairman called upon any public member wishing to make comments. There was no response.

X ADJOURNMENT

Director Gerber made a motion to adjourn the meeting, seconded by Director Torres; motion carried. The meeting adjourned at 3:45 p.m.

Respectfully submitted,

Rochelle D. Uson
Board Secretary

APPROVED:

FRANCISCO G. SANTOS
Vice Chairman of the Board

Date

Attachment

MINUTES OF THE BOARD OF DIRECTORS SPECIAL MEETING
2:00 p.m., Tuesday, December 18, 2012
GIAA TERMINAL CONFERENCE ROOM #3

I. CALL TO ORDER AND ATTENDANCE

Acting Chairman Francisco G. Santos called the A.B. Won Pat International Airport Authority, Guam (GIAA) special meeting to order at 2:21 p.m. The presence of Directors is noted as follows Director Rosalinda A. Tolan, Director Lucy M. Alcorn, and Director Jesus Q. Torres. Also present Executive Manager Charles H Ada, II, Deputy Executive Manager, Peter Roy Martinez, Carlos P. Bordallo, Acting Comptroller, Frank R. Santos, Business and Financial Consultant, Janalynn C. Damian, Legal Counsel. The Chairman welcomed the presence of Airport Tenants, stakeholders and members of the public who are noted in a sign in sheet made as an attachment to the minutes.

II. APPROVAL OF AGENDA

Director Tolan made a motion to approve the agenda, seconded by Director Alcorn; motion carried.

III. MATTERS FOR BOARD RATIFICATION/APPROVAL

A. Approval of Award for Airport Ambassador Program & Airport Information Center

The Executive Manager reported that Board action is needed to approve the ranking results based on the evaluation process performed through the request for proposals (RFP) No. GIAA-FY13 for Airport Ambassador Program & Airport Information Center. He stated that the reference RFP was advertised in the local newspapers throughout the month of November 2012; the established deadline to submit the proposals was on December 6, 2012.

A total of eleven (11) firms shoed their interest by obtaining the RFP package; however two (2) firms responded by submitting their proposals before the established deadline.

1. Lima Corporation/Discover Guam
2. G4S Security System

Mr. Ada announced that the Airport Ambassador Program & Airport Information Center Agreement will be funded from the approval of the O&M Budget for Fiscal Year 2013.

Management recommends the approval of the ranking results and the contract be award to Lima Corporation/Discover Guam, as the highest ranked proposer for the Airport Ambassador program & Airport Information Center.

Director Torres requested for further explanation on the ambassador program, the Airport Services Manager called on Ms. Rolenda Faasuamalie, Airport Marketing Administrator, to provide background information to the Board. Ms. Faasuamalie reported for Board's information the Airport Ambassador Program has been around for a while, and the ambassadors are multi-lingual individuals' station in the Customs and Border Protection hall. They are able to speak Chinese, Japanese, and Korean to assist passengers with their required forms upon entering Guam. Ms. Faasuamalie added the Airport Information Center is located outside the Customs area, and they provide information to passengers arriving to Guam who may need information on tour packages, location information, where to stay and how to get there. Mr. Ada added that the information center provides vital information to the Airport and GVB, as well as information used during the AOC meetings. Director Torres added that the program enhances the Airport's hospitality to its customers.

Director Torres made a motion to award for Airport Ambassador Program & Airport Information Center to Lima Corporation/Discover Guam, seconded by Director Tolan; motion carried.

B. Approval of Board Resolution No. 13-01: Extension of the Agreement for Legal Services – Conflicts Counsel

The Executive Manager announced that the Airport entered into an agreement with Attorney Tom Fisher a year ago and the referenced resolution is an extension of the same agreement for legal services. Director Tolan inquired with Management on the amount of work that has been given to Mr. Fisher. The Executive Manager reported that Mr. Fisher's workload has been very minimal but he has been very efficient to the Airport.

Director Tolan made a motion to approve the Extension of the Agreement for Legal Services for Attorney Tom Fisher – Conflicts Counsel, seconded by Director Torres; motion carried.

IV. ADJOURNMENT

Director Torres made a motion to adjourn the meeting, seconded by Director Alcorn; motion carried. The meeting adjourned at 2:31 p.m.

Respectfully submitted,

Rochelle D. Uson
Board Secretary

APPROVED:

_____ _____

Francisco G. Santos
Vice Chairman of the Board
Attachment

Date

A.B. WON PAT
INTERNATIONAL AIRPORT AUTHORITY, GUAM
ATURIDAT PUETTON BATKON AIREN GUAHAN ENTENASIONAT

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www.guamairport.com

January 29, 2013

MEMORANDUM

TO: Board of Directors

FROM: Chairman of the Board, Acting

SUBJECT: **Establishment of Board Standing Committees**

As provided by the GIAA Board of Directors By-Laws, Standing Committees by the members of the Board shall be established, based on experience and work load. The following committees are suggested:

Finance
Capital Projects
Personnel
Tenant Relations
Air Service Development
Operations

I will be available should you have any questions or wish to discuss further.

Francisco G. Santos

cc: EM/DEM/Division Heads/Legal Counsel

Antonio B. WonPat
INTERNATIONAL AIRPORT AUTHORITY, GUAM
BOARD OF DIRECTORS
EXECUTIVE SUMMARY

REQUEST FOR PROPOSALS, RFP NO. GIAA-004-FY13
INDEPENDENT AIRPORT CONSULTANT(S)

January 29, 2013

Purpose

Board action is requested to approve the ranking results based on the evaluation process performed through the Request For Proposals (RFP) No. GIAA-004-FY13 for Independent Airport Consultant(s).

Background

The referenced RFP solicits proposals from firms to provide professional services to advise and assist management of GIAA on airport, aviation, planning and capital improvement projects and other related matters.

Procurement Background

The above referenced RFP was advertised in the local newspapers throughout the month of November 2012. The established deadline to submit the proposals was on January 4, 2013.

A total of eleven (11) firms showed their interest by obtaining the RFP package; however, one (1) firm responded by submitting their proposals before the established deadline.

After receipt of all proposals, an Evaluation Committee was established to perform an independent evaluation of the proposals to determine the best qualified proposer. As a result of the tabulation of scores, the sole firm selected are as follows:

1. Leigh Fisher

Legal Review

Upon Board approval, a standard professional services contract will be forwarded to Legal Counsel for review and approval as to form.

Financial Review

The Independent Airport Consultant(s) Agreement will be funded from the approved O & M Budget for Fiscal Year 2013.

Recommendation

Management recommends the approval of the ranking results and the contract award to **Leigh Fisher,** as the sole ranked proposer for the Independent Airport Consultant(s), subject to negotiations of fair and reasonable fees.

In the event that the negotiations prove unsuccessful, GIAA Management may re-solicit the services.

A.B. WON PAT
INTERNATIONAL AIRPORT AUTHORITY, GUAM
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www.guamairport.com

January 24, 2013

MEMORANDUM

TO: Charles H. Ada II, Executive Manager

FROM: Franklin P. Taitano, Supply Management Administrator

SUBJECT: Evaluation and Recommendation - Request For Proposal (RFP)
Independent Airport Consultant(s)
RFP No. GIAA-004-FY13

The referenced Request for Proposal (RFP) solicits interests from firms or individuals to provide professional services for the Independent Airport Consultant(s). The advertisement for this RFP was published in the local newspaper for the month of November 2012. The deadline to submit the proposals was on January 4, 2013.

Eleven (11) firms/individuals acknowledged receipt of the package and one (1) firm listed below have submitted qualification documents before the submission deadline:

1. Leigh Fisher

Evaluation and Selection

Pursuant to Section VIII of the package, after receipt of all proposals, the GIAA Evaluation Committee conducted an independent evaluation for the purpose of selecting the most responsive and responsible offeror based on the evaluation criteria. The committee which Management established to evaluate the firms' qualifications included the following:

a. Jean M. Arriola, Airport Services Manager
b. Carlos Bordallo, Controller
c. Frank R. Santos, Expansion Office

The committee completed their evaluation and the scores were tabulated as reflected on the attached summary worksheet. As a result of our tabulation, the sole firm below has earned the number one rank in this solicitation:

1. Leigh Fisher

Recommendation

It is determined that **Leigh Fisher** ranked number one and the best qualified firm to perform the required services in accordance with the criteria set forth in the RFP. Also, as a result of our review of the submitted required documents, the firm has been deemed to have met the standards of responsibility and responsiveness outlined in the Guam Procurement Regulations.

AMERICAN ASSOCIATION OF AIRPORT EXECUTIVES
AIRPORTS COUNCIL INTERNATIONAL
NASAO National Association of State Aviation Officials
TIACA THE INTERNATIONAL AIR CARGO ASSOCIATION

Therefore, it is recommended that the firm **Leigh Fisher** be given the first opportunity to negotiate a fee for the Independent Airport Consultant(s) contract. In the event that the aforementioned negotiations prove unsuccessful, the GIAA may re-solicit the services.

Should you have any questions or need to discuss this matter further, I am available at your request.

Franklin P. Taitano

APPROVED:

CHARLES H. ADA II
Executive Manager

Attachments

cc: Evaluation Committee
Procurement File

Antonio B. Won Pat
International Airport Authority, Guam

Evaluation Score Tally Sheet
INDEPENDENT AIRPORT CONSULTANT(S)
RFP NO. GIAA-004-FY13

NAME OF FIRM/PROPOSER	Evaluator 1		Evaluator 2		Evaluator 3		AVERAGE
	Score	Rank	Score	Rank	Score	Rank	Rank
Leigh Fisher	96	1	96	1	92	1	1

A.B. WON PAT
INTERNATIONAL AIRPORT AUTHORITY GUAM

MAJOR SHAREHOLDERS DISCLOSURE AFFIDAVIT

County of San Mateo
~~TERRITORY OF GUAM~~)
State of California) ss:
~~HAGÅTÑA, GUAM~~)

I, the undersigned, Mark Taylor, being first duly sworn,
(A partner or officer of company of, etc.)
deposes and says:

28. That the persons who have held more than ten percent (10%) of the company's shares during the past twelve months are as follows:

Name	Address	Percentage of Shares Held	Date Shares Held
Jacobs Engineering Group Inc.	1111 S. Arroyo Parkway Pasadena, CA 91106	100%	

Total Number of Shares

2. Persons who have received or are entitled to receive a commission, gratuity or other compensation for procuring or assisting in obtaining business related to the proposal for which this Affidavit is submitted are as follows:

Name	Address	Amount of Gratuity or Other Compensation
Not applicable		

Further, affiant sayeth naught.

Date: 12/21/2012

Signature of individual if bidder is a sole proprietorship; Partner, if the bidder is a partnership; Officer, if the bidder is a corporation.

Subscribed and sworn to before me this 21st day of DECEMBER, 2012.

F. SIMMONS
COMM. #1863767
Notary Public - California
San Mateo County
My Comm. Expires Oct. 1, 2013

By:

Notary Public
In and for the ~~Territory of Guam~~ County of San Mateo
My commission expires OCT. 1, 2013

THIS AFFIDAVIT MUST BE COMPLETED AND RETURNED IN THE ENVELOPE CONTAINING THE PROPOSAL.

Antonio B. WonPat
INTERNATIONAL AIRPORT AUTHORITY, GUAM
BOARD OF DIRECTORS
EXECUTIVE SUMMARY

REQUEST FOR PROPOSALS, RFP NO. GIAA-001-FY13
AIR SERVICE DEVELOPMENT PLAN

January 29, 2013

Purpose

Board action is requested to approve the ranking results based on the evaluation process performed through the Request For Proposals (RFP) No. GIAA-001-FY13 for Air Service Development Plan.

Background

The referenced RFP solicits proposals from a Consultant to assist in securing new international air service to regional and world markets by existing or new air carriers being served to or from Guam.

Procurement Background

The above referenced RFP was advertised in the local newspapers throughout the month of November 2012. The established deadline to submit the proposals was on November 21, 2012.

A total of eleven (11) firms showed their interest by obtaining the RFP package; however, two (2) firms responded by submitting their proposals before the established deadline.

After receipt of all proposals, an Evaluation Committee was established to perform an independent evaluation of the proposals to determine the best qualified proposer. The proposals were evaluated based on the point system assigned for each criteria identified in the RFP package.

The Evaluation Committee has completed their evaluations and the scores sheets were gathered and tabulated by Procurement Office. As a result, the selected firms in the order of their ranking are as follows:

1. Airport Strategy & Marketing Ltd. (ASM)
2. Ascend Worldwide Limited

Legal Review

Upon Board approval, a standard professional services contract will be forwarded to Legal Counsel for review and approval as to form.

Financial Review

The Air Service Development Plan Agreement will be funded from the O & M Budget for Fiscal Year 2013.

Recommendation

Management recommends the approval of the ranking results and the contract award to **Airport Strategy & Marketing Ltd.(ASM),** as the highest ranked proposer for the Air Service Development Plan subject to negotiations of fair and reasonable fees. In the event that the negotiations prove unsuccessful, GIAA Management will enter negotiations with the next highest ranked proposer.

A.B. WON PAT
INTERNATIONAL AIRPORT AUTHORITY, GUAM
ATURIDAT PUETTON BATKON AIREN GUAHAN ENTENASIONAT

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www.guamairport.com

January 23, 2013

MEMORANDUM

TO: Charles H. Ada II, Executive Manager

FROM: Franklin P. Taitano, Supply Management Administrator

SUBJECT: Evaluation and Recommendation - Request For Proposal (RFP)
Air Service Development Plan
RFP No. GIAA-001-FY13

The referenced Request for Proposal (RFP) solicits interests from firms or individuals to provide professional services for the Air Service Development Plan. The advertisement for this RFP was published in the local newspaper for the month of November 2012. The deadline to submit the proposals was on November 21, 2012.

Eleven (11) firms/individuals acknowledged receipt of the package and two (2) firms listed below have submitted qualification documents before the submission deadline:

1. Airport Strategy & Marketing Ltd. (ASM)
2. Ascend Worldwide Limited

Evaluation and Selection

Pursuant to Section VII of the package, after receipt of all proposals, the GIAA Evaluation Committee conducted an independent evaluation for the purpose of selecting the most responsive and responsible offeror based on the evaluation criteria. The committee which Management established to evaluate the firms' qualifications included the following:

a. Carlos Bordallo, Controller
b. Jean Arriola, Airport Services Manager
c. Rolenda Faasuamalie, Airport Marketing Administrator
d. Frank R. Santos, Expansion Office

The committee completed their evaluation and the scores were tabulated as reflected on the attached summary worksheet. As a result of our tabulation, the firms selected in the order of their ranking are as follows:

1. Airport Strategy & Marketing Ltd. (ASM)
2. Ascend Worldwide Limited

Recommendation

Based on the tabulation of the proposers ranking, it is determined that **Airport Strategy & Marketing Ltd.(ASM)** ranked number one and the best qualified firm to perform the required services in accordance with the criteria set forth in the RFP. Also, as a result of our review of the submitted required documents, the firm has been deemed to have met the standards of responsibility and responsiveness outlined in the Guam Procurement Regulations.

Therefore, it is recommended that the firm **Airport Strategy & Marketing Ltd.(ASM)** be given the first opportunity to negotiate a fee for the Air Service Development Plan contract. In the event that the aforementioned negotiations prove unsuccessful, the GIAA may enter negotiations with the next highest ranked proposer.

Should you have any questions or need to discuss this matter further, I am available at your request.

Franklin P. Taitano

APPROVED:

CHARLES H. ADA II
Executive Manager

Attachments

cc: Evaluation Committee
Procurement File

Antonio B. Won Pat
International Airport Authority, Guam

Evaluation Score Tally Sheet
AIR SERVICE DEVELOPMENT PLAN
RFP NO. GIAA-001-FY13

NAME OF FIRM/PROPOSER	Evaluator 1		Evaluator 2		Evaluator 3		Evaluator 4		AVERAGE
	Score	Rank	Score	Rank	Score	Rank	Score	Rank	Rank
Airport Strategy & Marketing Ltd. (ASM)	94	1	94	1	89	1	90	1	1
Ascend Worldwide Limited	84	2	89	2	72	2	86	2	2

A.B. WON PAT
INTERNATIONAL AIRPORT AUTHORITY, GUAM

MAJOR SHAREHOLDERS DISCLOSURE AFFIDAVIT

TERRITORY OF GUAM)
) ss:
HAGÅTÑA, GUAM)

I, the undersigned, MARK HOLDING RAGGIO, being first duly sworn,
(A partner or officer of company of, etc.)
deposes and says:

28. That the persons who have held more than ten percent (10%) of the company's shares during the past twelve months are as follows:

Name	Address	Percentage of Shares Held	Date Shares Held
UBM PLC	LUDGATE HOUSE LONDON UK	100%	06/01/2012

Total Number of Shares

2. Persons who have received or are entitled to receive a commission, gratuity or other compensation for procuring or assisting in obtaining business related to the proposal for which this Affidavit is submitted are as follows:

Name	Address	Amount of Gratuity or Other Compensation
N/A		

Further, affiant sayeth naught.

Date: November 16, 2012

Signature of individual if bidder is a sole proprietorship; Partner, if the bidder is a partnership; Officer, if the bidder is a corporation.

Subscribed and sworn to before me this 16th day of NOVEMBER 2012.

By:

Notary Public Katrina Maria Higgins
In and for DISTRICT OF COLUMBIA
My commission expires

KATRINA MARIA HIGGINS
NOTARY PUBLIC DISTRICT OF COLUMBIA
My Commission Expires May 14, 2016

KATRINA MARIA HIGGINS NOTARY PUBLIC EXP. 5-14-2016 DISTRICT OF COLUMBIA

THIS AFFIDAVIT MUST BE COMPLETED AND RETURNED IN THE ENVELOPE CONTAINING THE PROPOSAL.

A. B. Won Pat International Airport Authority, Guam
Travel Report
FY 2013 - 1st Quarter
October 2012 - December 2012

TA Number	Name of Traveler	Dates of Travel	Purpose	Destination	Cost of Travel	TA Expense Report Due	Expense Report Received
13-10-01	Pedro R. Martinez	10-01-12 to 10-03-12	Attended the FAA/NASAO Annual Aviation Directors Meetings	Carson City, Nevada	$2,990.89	October 16, 2012	October 8, 2012
13-10-02	Gerard E.M. Bautista	10-01-12 to 10-03-12	Attended the FAA/NASAO Annual Aviation Directors Meetings	Carson City, Nevada	$2,990.89	October 20, 2012	October 19, 2012
13-10-03	Edward A.P. Muna II	10-21-12 to 10-26-12	Attended the Airport Master Record Training Seminar for Pacific Airports	New Orleans, Louisiana	$3,295.76	November 10, 2012	November 1, 2012
13-11-04-B	Pedro R. Martinez	11-05-12 to 11-11-12	Attended theACI Asia Pacific Small Airports	Hyderabad, India	$6,264.46	November 22, 2012	November 21, 2012
13-11-05-B	Rolenda L. Faasuamalie	11-05-12 to 11-11-12	Attended theACI Asia Pacific Small Airports	Hyderabad, India	$5,522.99	November 22, 2012	November 21, 2012
13-11-06-B	Joseph G. Javellana	11-05-12 to 11-11-12	Attended theACI Asia Pacific Small Airports	Hyderabad, India	$5,509.99	November 22, 2012	November 21, 2012
13-11-07	William J. Castro	11-16-12 to 11-16-12	Attended the Aircraft Rescue Live Fire Re-Certification Per FAR 139.	Saipan	$789.20	November 26, 2012	November 21, 2012
13-11-08	David G. Cepeda	11-16-12 to 11-16-12	Attended the Aircraft Rescue Live Fire Re-Certification Per FAR 139.	Saipan	$796.87	November 26, 2012	November 21, 2012
13-11-09	Anthony O. Quinene	11-16-12 to 11-16-12	Attended the Aircraft Rescue Live Fire Re-Certification Per FAR 139.	Saipan	$668.36	November 26, 2012	November 21, 2012
13-11-10	Michael R. Cuasito	11-16-12 to 11-16-12	Attended the Aircraft Rescue Live Fire Re-Certification Per FAR 139.	Saipan	$668.36	November 26, 2012	November 21, 2012
13-11-11	Edwin H. Kaulia	11-16-12 to 11-16-12	Attended the Aircraft Rescue Live Fire Re-Certification Per FAR 139.	Saipan	$668.36	November 26, 2012	November 21, 2012
13-11-12	Banrdon J. Aflague	11-16-12 to 11-16-12	Attended the Aircraft Rescue Live Fire Re-Certification Per FAR 139.	Saipan	$668.36	November 26, 2012	November 21, 2012
13-11-13	Cindy Toves-Corpuz	11-16-12 to 11-16-12	Attended the Aircraft Rescue Live Fire Re-Certification Per FAR 139.	Saipan	$668.36	November 26, 2012	November 21, 2012
13-11-14-A	Edward J. Calvo	11-16-12 to 11-17-12	Sendai Delegation to establish a sister airport relationship with Sendai airport, and met with President Ito and Lt. Governor Miyagi Predecture	Sendai, Japan	$1,918.29	November 27, 2012	November 27, 2012
13-11-15-A	Henry J. Taitano	11-16-12 to 11-17-12	Sendai Delegation to establish a sister airport relationship with Sendai airport, and met with President Ito and Lt. Governor Miyagi Predecture	Sendai, Japan	$1,890.94	November 27, 2012	November 27, 2012
13-11-16-A	Jeffrey Duenas	11-16-12 to 11-17-12	Sendai Delegation to establish a sister airport relationship with Sendai airport, and met with President Ito and Lt. Governor Miyagi Predecture	Sendai, Japan	$1,754.19	November 27, 2012	November 27, 2012

13-11-17-A	Pedro R. Martinez	11-16-12 to 11-17-12	Sendai Delegation to establish a sister airport relationship with Sendai airport, and met with President Ito and Lt. Governor Miyagi Predecture	Sendai, Japan	$2,103.94	November 27, 2012	November 26, 2012
13-11-18-A	Rolendal L. Faasuamalie	11-16-12 to 11-17-12	Sendai Delegation to establish a sister airport relationship with Sendai airport, and met with President Ito and Lt. Governor Miyagi Predecture	Sendai, Japan	$1,754.19	November 27, 2012	November 27, 2012
13-11-19	Joseph L. Calvo	11-11-12 to 11-15-12	Traveller attended the Airfield Marketing Symposium	Daytona Beach, Florida	$3,798.16	November 29, 2012	November 26, 2012
13-11-20	Roland T. Lubasan	11-11-12 to 11-15-12	Traveller attended the Airfield Marketing Symposium	Daytona Beach, Florida	$3,798.16	November 29, 2012	November 26, 2012
13-12-21-A	Gerard E.M. Bautista	12-10-12 to 12-11-12	Traveller would have attended the 12th Annual AAAE/TSA/DHS Aviation Security Sum	Arlington, Virginia	$125.00	Cancelled	Cancelled
13-11-22	Francisco G. Santos	11-16-12 to 11-17-12	Sendai Delegation to establish a sister airport relationship with Sendai airport, and met with President Ito and Lt. Governor Miyagi Predecture	Sendai, Japan	$1,890.94	November 27, 2012	November 23, 2012

BOARD APPROVAL OF DISBURSEMENTS
November 27, 2012 - January 25, 2013
Ratified by the Board of Directors on
January 29, 2013 Regular Meeting

Payee	Amount	Purpose	Date Approved
BEJJESS Enterprises Inc. DBA: GEMCCO	$90,897.18	CIP - AIP65 Electrical (Power Hardening Phase 2)	11/27/2012
GMP International, LLC	$83,480.64	CIP - AIP 74 Runway 6L-24R	11/27/2012
Propacific Builder Corporation	$84,420.00	CIP - Replace GIAA Secondary Fence	11/27/2012
GPA	$607,609.28	Power	11/30/2012
Government of Guam Retirement Fund	$141,778.54	Payroll Employee & Employers Contribution for PPE 12/01/12	12/6/2012
AM Insurance	$338,884.75	FY2013 Insurance Premium 3rd Installment	12/12/2012
GPA	$590,150.80	Power	12/20/2012
Government of Guam Retirement Fund	$142,289.16	Payroll Employee & Employers Contribution for PPE 12/15/12	12/20/2012
GMP International, LLC	$88,364.37	CIP - AIP 74 Runway 6L-24R	12/26/2012
DB's Builders	$59,561.15	Terminal Water Distribution System	12/26/2012
Sumitomo Mitsui Construction Co. Ltd.	$541,506.60	CIP - ILS 6L24R AIP7/478	12/26/2012
AM Insurance	$338,884.75	FY2013 Insurance Premium Final Installment	12/27/2012
Pac Air Properties LLC	$88,200.00	Rental Space Lease	12/27/2012
Continental Micronesia	$78,600.60	Loading Bridge Maintenance	1/2/2013
Government of Guam Retirement Fund	$141,219.28	Payroll Employee & Employers Contribution for PPE 12/29/12	1/3/2013
Propacific Builder Corporation	$50,515.65	CIP - AIP65 Replace/Upgrade Apron Area Ramp Light System	1/10/2013
Sumitomo Mitsui Construction Co. Ltd.	$230,161.35	CIP - ILS 6L24R AIP7/478	1/10/2013
GMP International, LLC	$70,356.69	CIP - AIP 74 Runway 6L-24R	1/10/2013
GMP International, LLC	$70,356.69	CIP - AIP 74 Runway 6L-24R	1/15/2013
Pac Air Properties LLC	$88,200.00	Rental Space Lease	1/15/2013
J.J. Global Services	$85,284.08	Janitorial Sevices for the month of December 2012	1/18/2013
Aircraft Service International Group	$253,389.19	Outbound Baggage System for Oct 2012 - Dec 2012	1/18/2013
Continental Micronesia	$81,883.34	Loading Bridge Maintenance	1/18/2013
Otis Elevator Company	$67,070.07	Elevator Services	1/18/2013

GPA	$572,523.59	Power	1/25/2013
GWA	$81,765.95	Nov - Dec 2012 Water/Sewer	1/25/2013
Aircraft Service International Group	$123,203.99	Bar Code Scanner Oct - Dec 2012 & Fuel Farm Improvement Jan - Nov 2012	1/25/2013
TOTAL:	**$5,190,557.69**		

Executive Manager's Report
GIAA Board of Directors Meeting
January 29, 2013

AIRLINE ISSUES

Cebu Pacific

Philippine-based carrier Cebu Pacific Air's application with the U.S. Department of Transportation to provide scheduled flights to Guam was approved November 18, 2012, and plans to start service in April 2013. Cebu Pacific will become the third airline to provide scheduled flights between Guam and Manila, joining United and Philippine Airlines. They will provide service under a "wet lease" arrangement, in which aircraft and crew of another airline will be used until the FAA upgrades the airline's Philippine safety rating to Category 1.

Star Flyer

A Star Flyer technical and operations team met with GIAA division managers during a fact-finding tour conducted mid November, 2012. Star Flyer, based in Kitakyushu, plans to operate charter flights from the Kitakyushu Airport to Guam and Saipan during summer 2013. Kitakyushu Airport operates 24 hours daily, which allows Star flyer to schedule takeoffs in the early morning hours for arrival in the morning, local time.

Delta Air Lines

Daisy S. Sablan has been appointed station manager for Guam and Saipan for Delta airlines. She was previously Saipan station manager for Delta and its predecessor Northwest Airlines. She is well known in the regional aviation arena, having also served as marketing and reservations director for Pacific Island Aviation.

Japan Airlines

GIAA and Japan Airlines (JAL) have been finalizing plans for JAL flight crew training to occur on Guam. JAL pilots will be conducting touch and go and full stop landing operations utilizing B737 and B767 aircraft. Pilot training will commence in December 2013 with approximately 6 cadets on island for training, and will continue through the term ending June of 2015.

Standard & Poor's Guam Airport Briefing

Guam Airport and GEDA, through their consultants, Citigroup, will be presenting a "Credit Update" briefing to a Standard & Poor's contingent on February 6, 2013, in the GIAA Board Conference room. This is in preparation of the Airport's plan to refinance the 2003 Bonds that would provide capital for much needed projects.

"GO 2013" AND 2012 ACCOMPLISHMENTS

The Goals and Objectives for 2013 has been compiled and shared with the Governor's Office and media for reference. Additionally, a report of 2012 Accomplishments has also been issued detailing the Airport's milestones this past year. (Attached).

PROCUREMENT

IFB for Custodial Maintenance

Announced:	January 25, 2013
Pre Bid:	February 6, 2013 10:00am
Submission Deadline:	February 15, 2013 2:00pm

IFB: Purchase/Delivery of Airport Police Vehicle

Announced:	January 17, 2013
Pre Bid:	January 24, 2013 10:00am
Submission Deadline	February 5, 2013 2:00 pm

ANNOUNCEMENTS

- A portion of Sunset Boulevard will be reduced to one lane beginning January 28 through February 9, 2013, between the hours of 9am through 4pm. The contractor will be performing work on this very busy roadway. A public notice has been issued to all media, and ads notifying the public of the lane closure has been scheduled to run in the papers.

A.B. Won Pat International Airport Authority, Guam
Management Goals & Objectives
"GO 2013"

Air Service Development

1. Capture air service from new airline operators (Star Flyer, Summer 2013; Cebu Pacific, Fall 2013) with engaged air service development consultant.
2. Incentivize stopover flight operations from foreign airlines.
3. Refine new air service incentives.
4. Market GUM for regional airline flight training.
5. Establish cooperative agreements with industry stakeholders for air service development. (GEDA/GVB joint marketing initiatives)
6. Be China ready for potential approval of parole authority for visa waiver.

Finance

1. Refinance 2003 Revenue Bonds.
2. Assess need for new capital bonds.
3. Influence re-affirmed or upgraded bond ratings.
4. Apply for EB-5 airport regional center status.
5. Continue cost containment and efficiency maximization.
6. Increase non-aeronautical revenue sources.
7. Sustain downward trend for airline costs.
8. Implement next phase for employee compensation program.
9. Obtain "0" findings in financial and compliance audits.

Capital Programs

1. Rehabilitate Runway 6L/24R.
2. Complete installation of new ILS for Runway 6L.
3. Finalize master plan update pending noise exposure maps.
4. Install PAPI navaid for Runway 24L.
5. Proceed with Noise Mitigation Program.
6. Invite bids for final demolition packages.
7. Initiate design for concourse segregation project.
8. Complete FAA sponsored Airport Geographic Information System (AGIS) pilot program.
9. Commence design for new ARFF facility.
10. Replace one ARFF vehicle.
11. Conduct planning for common use passenger check-in facilities.

Doc. No. 35GL-19-0628.*

Operations

1. Implement Table Top Annual Disaster Exercise for Certification.
2. Obtain "0" discrepancies in Annual FAA Inspections.
3. Improve efficiency in terminal equipment to include full implementation of the Energy Performance Management Program.
4. Adopt minimum standards for aeronautical activities.
5. Assess and adopt tiered aviation insurance requirements.
6. Start new fuel system operations and maintenance contract.
7. Negotiate new water system O&M contract with GWA.
8. Enhance Drug Free Workplace.

Services & Community Engagement

1. Expand Ambassador Program Services.
2. Support implementation of CBP Global Entry program.
3. Lobby for TSA Pre-Check expedited screening initiative.
4. Award and negotiate retail concession agreement.
5. Adopt upgraded business model for food & beverage services.
6. Enhance Website with Mobile Application Capability.
7. Engage Community Discussion with Social Media Applications.
8. Initiate landscaping improvements.
9. Support DPW projects for the Tiyan Parkway and expanded Route 10A roadways.

A.B. Won Pat International Airport Authority, Guam
2012 Accomplishments

Finance

1. (Audit Findings – ongoing/to be approved at the Board Meeting tentatively scheduled for January 29, 2013)
2. Ratings giant Standard & Poor affirmed its BBB rating with a stable outlook for the A.B. Won Pat International Airport, Guam's 2003 Revenue Bonds . Per S& P, "The rating reflects our view of the airports continued adequate financial performance against a fluctuating demand profile, low levels of fully unrestricted liquidity and cash flow debt service coverage and a strong business position serving Guam" .
3. Completed short-term, USDA guaranteed, low interest loan from FHB for energy efficient equipment.

Capital Programs

1. Runway 6L/24R - 2,000 linear foot extensions completed
2. Commissioned operations of new airport water system
3. Full replacement of terminal carpeting
4. Completed EDA funded site development for leasable north Tiyan properties
5. Partial refurbishment of airport fuel system completed

Operations

1. Takeoffs on Runway 6L Effective September 2012
2. GIAA welcomed Inaugural charter flight from Dalian, China on January 23, 2012, operated by United Airlines. This represents the 6th destination in China operated by United Airlines.
3. Effective January 15, 2012, GIAA started seeing Russian tourist arrivals with Russian nationals flying into Guam under the Guam-CNMI Visa Waiver Program, primarily via Seoul, Korea.
4. FEDEX opened its office in July of 2012 at the Integrated Air Cargo Building in Tiyan, marking its presence onsite, vs. offsite sales and freight office of the past.
5. Jeju commenced daily operations from Seoul to Guam on September 28, 2012. Operating a B737-800 with a 186 passenger seat capacity, this which translates to 1,302 additional seats weekly between Guam and Seoul.

Services & Community Engagement

1. On November 19 2012, a Sister Airport relationship was established with the Sendai Airport in Miyagi prefecture located in northern Japan. This area was the hardest hit by

the Great Earthquake and Tsunami in March 2011 and the flight to Guam was the first international flight that resumed operations in July 2011 (operated by United Airlines). Guam has four flights weekly to and from Sendai.

2. Enhanced communication and passenger service were the result of new web applications on the www.guamairport.com site.
    - Lost and Found Electronic Filing and Recording system
    - Airport Information Query System
    - Requests for Proposals and Invitations to Bid Electronic Copies download capability.
    - Business Prospectus for Prospective Investors download capability
    - Airport Tour Request Form download capability
    - Subscriber to Airport News and Announcements allows interested individuals to receive automatic electronic messages of all new postings on the www.guamairport.com site.
3. GIAA won first place for its Liberation Float entry in the Government Agency category in July of 2012, marking a two year in the row first place prize. The theme "68 years of progress through peace inspired the design of Airport history starting with the Quonset Hut to the modern facility we have today.
4. GIAA won 1st place accolades as a medium sized agency in the MagPro Government of Guam Best Agency division
5. GIAA received acknowledgement of the "Innovative Cost Savings Initiative" with the Implementation of the Energy Performance contract in May of 2012. This program calls for the replacement of inefficient terminal equipment and lighting to realize savings of over $1.3 million annually in power consumption in the terminal.
6. The Airport Authority secured Board level appointment in the prestigious Airports Council International Asia- Pacific Region (ACI Asia-Pacific), an industry organization, with the appointment of Deputy Manager Peter Roy Martinez as First Vice Chair of the Small Airports Committee.

A.B. WON PAT
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January 28, 2013

MEMORANDUM

To: Mr. Francisco G. Santos
Vice-Chairman
GIAA Board of Directors

From: Carlos Bordallo
Acting Comptroller

Subject: **Operating Results - Revenues and Expenses as of December 31, 2012**

Attached herewith is GIAA's Operating Results Report for the month ending December 31, 2012. This report summarizes the Budgeted versus Actual Revenues and Expenses for the month and year-to-date results ended December 31, 2012.

The key operating results for 3 month(s) of FY 2013 ending December 31, 2012 - (in $000's) are:

CATEGORY	YEAR-TO-DATE				FORECAST FOR FULL YEAR-FY13	
	Budget FY 13 Y-T-D	Actual FY 13 Y-T-D	% Variance Budget vs. Actual		Actual Y-T-D + Remaining FY 13 Budget	% Variance Budget vs. Estimate for Full Year
			Y-T-D Current Month	Y-T-D Last Month		
Total Signatory Revenues	$6,622.1	$7,136.3	7.8%	7.3%	$27,836.3	1.9%
Total Concession Revenues	$2,639.7	$2,765.6	4.8%	5.2%	$10,948.1	1.2%
Total PFC's	$1,446.9	$1,503.0	3.9%	1.9%	$6,031.5	0.9%
Total Other Revenues	$3,664.7	$3,779.1	3.1%	2.5%	$15,247.4	0.8%
Total Operating Revenues	$14,373.4	$15,183.9	5.6%	5.2%	$60,099.3	1.4%
Total Operating Expenses	$11,271.3	$8,220.0	-27.1%	-28.1%	$37,391.1	-7.5%
Net Revenues from Operations	$3,102.1	$6,963.9	124.5%	145.4%	$22,708.2	20.5%
Non-Operating Expenses	$250.0	$0.0	-100%	-100%	$250.0	-50.0%
Other Available Moneys/other sources of funds	$1,195.8	$1,082.1	-9.5%	-9.5%	$4,669.6	-2.4%
Net Debt Service Coverage	**.99**	**1.92**	**93.5%**	**101.1%**	**1.63**	**16.7%**

Year-to-date Total Signatory Revenues for the month ending December 31, 2012 are above Budgeted revenues by **7.8%.** Signatory revenue estimates are based on projections submitted by Signatory airlines and adopted in the annual budget.

Year-to-date Total Concession Revenues and Passenger Facility Charges are above budget estimates by **4.8%** and **3.9%,** respectively.

Year-to date Total Other Revenues, inclusive of non-signatory and non-airline revenues, are above the budget estimate by **3.1%.**

Year-to-date Total Operating Revenues Actual of **$15.2M** is **5.68%** above the budget estimate of **$14.4M.**

Year-to-date Total Operating Expenses are below budget by **-27.1%** from budget. Components of this line item include a **-19.2%** decrease in Personnel Service, a **-30.2%** decrease in Contractual Services and a **-57.3%** decrease in Materials & Supplies from budgeted amounts for these respective categories.

The actual year-to-date Net Revenues from Operations of **$6.96M** reflects an increase of **124.5%** over the year-to-date budgeted amount of **$3.1M.**

Finally, our year-to-date results for Debt Service Coverage is at **1.63** versus the requirement of **1.25.**

Should you have any questions, please contact me at your convenience.

Attachments

cc: Board of Directors
Executive Manager
Deputy Executive Manager
Frank R. Santos, Expansion
Division Heads

GIAA Program Status and UDO Analysis on Open AIP Grants

FY	Loc ID	Description	Grant #	Grant Amount	Balance as of 11/27/12	UDO	Balance as of 1/29/13	UDO	Comments
2007	GUM	Noise mitigation measures for residences within 65 DNL	3-66-0001-056	$3,500,000	$0	0%	$0	0%	FOR CLOSE OUT (FCO)
2007	GUM	Extend Runway 6L/24R - Phase 3	3-66-0001-057	$4,536,213	$0	0%	$0	0%	FCO
2007	GUM	Improve Airport Utilities Inftrastructure -Phase 5 (MAP)	3-66-0001-058	$6,800,000	$0	0%	$0	0%	FCO
		Amendment No. 1 to AIP 58	*3-66-0001-58*	*$755,815*	*$422,352*	*56%*	*$375,284*	*50%*	
			Sub Total:	**$14,836,213**	**$0**	**0%**	**$0**	**0%**	
2008	GUM	Noise Mitigation Measures for Residences w/n 65-69 DNL -Phase 4	3-66-0001-59	$2,000,000	$0	0%	$0	0%	FCO
2008	GUM	Complete Construction of Parallel Taxiway - Phase 1	3-66-0001-60	$5,797,441	$0	0%	$0	0%	FCO
		Amendment No. 1 to AIP 60	*3-66-0001-60*	*$869,616*	$0	0%	$0	0%	FCO
2008	GUM	Extend Runway 6L/24R - Phase 4	3-66-0001-61	$14,000,000	$0	0%	$0	0%	FCO
		Amendment No. 1 to AIP 61	*3-66-0001-61*	*$2,100,000*	$0	0%	$0	0%	FCO
2008	GUM	Miscellaneous Airport Improvements - Phase 2	3-66-0001-62	$2,000,000	$0	0%	$0	0%	FCO
		Amendment No.1 to AIP 62	*3-66-0001-62*	*$300,000*	$0	0%	$0	0%	FCO
2008	GUM	Improve Terminal Building (Seismic Zone 4 Upgrade) - Phase 2	3-66-0001-64	$1,148,913	$0	0%	$0	0%	FCO
			Sub Total:	**$28,215,970**	**$0**	**0%**	**$0**	**0%**	
2009	GUM	Improve Airport Utility Infrastructure (Electrical System) - Phase 1	3-66-0001-65	$7,000,000	$6,435,851	92%	$6,312,954	90%	
2009	GUM	Conduct Airport Master Plan Study Update	3-66-0001-66	$700,000	$111,523	16%	$111,523	16%	
2009	GUM	Extend Runway 6L/24R - Phase 5	3-66-0001-67	$744,647	$0	0%	$0	0%	FCO
2009	GUM	Rehabilitate Runway 6L/24R	3-66-0001-68	$4,807,180	$0	0%	$0	0%	FCO
2009	GUM	Noise Mitigation Measures for Residences w/n 65-69 DNL-Phase 5	3-66-0001-69	$2,000,000	$1,121,959	56%	$1,121,959	56%	
2009	GUM	Extend Runway 6L/24R - Phase 7	3-66-0001-70	$3,294,390	$0	0%	$0	0%	FCO
		Amendment No. 1 to AIP 70	*3-66-0001-70*	$494,158	$0	0%	$0	0%	FCO
2009	GUM	Complete Construction of Parallel Taxiway - Phase 2	3-66-0001-71	$3,005,610	$0	0%	$0	0%	FCO
		Amendment No. 1 to AIP 71	*3-66-0001-71*	*$450,842*	$0	0%	$0	0%	FCO
			Sub Total:	**$22,496,827**	**$7,669,333**	**34%**	**$7,546,436**	**34%**	
2010	GUM	Extend Runway 6L/24R - Phase 8	3-66-0001-72	$4,000,000	$0	0%	$0	0%	FCO
		Amendment No. 1 to AIP 72	*3-66-0001-72*	*$600,000*	$0	0%	$0	0%	FCO
2010	GUM	Rehabilitate Runway 6L/24R - Phase 1 (Design only)	3-66-0001-73	$1,500,000	$312,028	21%	$312,028	21%	
2010	GUM	Install Instrument Landing System (ILS) Runway 6L - Phase 1	3-66-0001-74	$2,172,362	$1,027,521	47%	$943,575	43%	
2010	GUM	Noise Mitigation Measures for Residences w/n 65-69 DNL - Phase 6	3-66-0001-75	$2,000,000	$1,938,683	97%	$1,938,683	97%	
2010	GUM	Improve Airport Utility Infrastructure (Sewer & Storm Water Drainage) - Phase 1 (Design only)	3-66-0001-76	$1,550,000	$1,546,768	100%	$1,546,768	100%	
2010	GUM	Collect Airport Data for the Airports Geographic Information System (AGIS)	3-66-0001-77	$675,000	$215,290	32%	$215,290	32%	
2010	GUM	Install Instrument Landing System (ILS) Runway 6L-Phase 2	3-66-0001-78	$4,827,638	$3,094,693	64%	$2,463,398	51%	
2010	GUM	Conduct Environmental Assessment for Sewer and Storm water Drainage	3-66-0001-79	$700,000	$513,550	73%	$513,550	73%	
			Sub Total:	**$18,025,000**	**$8,648,533**	**48%**	**$7,933,292**	**44%**	
2011	GUM	Extend Runway 6L/24R - Phase 9	3-66-0001-80	$1,975,678	$0	0%	$0	0%	FCO
2011	GUM	Miscellaneous Airport Improvements - Phase 3	3-66-0001-81	$2,304,801	$2,248,460	98%	$2,248,460	98%	
2011	GUM	Miscellaneous Airport Improvements - Phase 4	3-66-0001-82	$1,400,000	$1,347,533	96%	$1,347,533	96%	
			Sub Total:	**$5,680,479**	**$3,595,993**	**63%**	**$3,595,993**	**63%**	
2012	GUM	Extend Runway 6L/24R - Phase 10	3-66-0001-83	$2,000,000	$0	0%	$0	0%	FCO
2012	GUM	Rehabilitate Runway 6L/24R - Phase 2	3-66-0001-84	$5,441,024	$5,441,024	0%	$5,441,024	0%	
			Sub Total:	**$7,441,024**	**$5,441,024**	**73%**	**$5,441,024**	**73%**	
			GRAND TOTAL:	**$96,695,513**	**$25,354,883**	**26%**	**$24,516,745**	**25%**	

CALVO FISHER & JACOB LLP

259 MARTYR STREET
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RECOMMENDATION OF COUNSEL

TO: Board of Directors
ANTONIO B. WON PAT INTERNATIONAL AIRPORT AUTHORITY, GUAM

CC: Mr. Charles H. Ada II
Executive Manager
ANTONIO B. WON PAT INTERNATIONAL AIRPORT AUTHORITY, GUAM

FROM: Janalynn Cruz Damian
CALVO FISHER & JACOB LLP

DATE: January 22, 2013

SUBJECT: **Executive Session**

Pursuant to 5 G.C.A. § 8111(c)(1), I hereby recommend that the Board of Directors of GIAA conduct an Executive Session at the next regularly scheduled Board meeting to discuss pending or threatened litigation to which GIAA is or may be a party.

A.B. WON PAT
INTERNATIONAL AIRPORT AUTHORITY, GUAM
ATURIDAT PUETTON BATKON AIREN GUAHAN ENTENASIONAT

P.O. Box 8770
Tamuning, GU 96931

Tel (671) 646-0300
Fax (671) 646-8823

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MINUTES OF THE BOARD OF DIRECTORS REGULAR MEETING
3:00 p.m., Thursday, February 28, 2013
GIAA TERMINAL CONFERENCE ROOM #3

I. CALL TO ORDER AND ATTENDANCE

Chairman Francisco G. Santos called the A.B. Won Pat International Airport Authority, Guam (GIAA) regular meeting to order at 3:07 p.m. The presence of Directors is noted as follows: Jesus Q. Torres, Vice Chairman, Rosalinda A. Tolan; Martin J. Gerber; Edward G. Untalan; and Lucy M. Alcorn. Also present were Charles H. Ada, Executive Manager, Peter Roy Martinez, Deputy Executive Manager, Carlos P. Bordallo, Acting Comptroller, Frank R. Santos, Business and Financial Consultant, and Janalynn C. Damian Esq., Legal Counsel. The Chairman welcomed the presence of Airport Tenants, stakeholders, and members of the public who are noted in a sheet made as an attachment to the minutes.

II. APPROVAL OF AGENDA

Vice Chair Torres made motion to approve the agenda as presented, seconded by Director Tolan; motion carried.

III. APPROVAL OF MINUTES

A. January 29, 2013, Board Regular Meeting

Director Alcorn made motion to approve the minutes, subject to correction, seconded by Vice Chair Torres; motion carried.

IV. CORRESPONDENCE

No correspondence presented.

V. MATTERS FOR BOARD RATIFICATION/APPROVAL

A. Approval of TSA Other Transaction Agreement

Mr. Frank Santos presented a request for Board's approval of the TSA Other Transaction Agreement. He stated it is a grant agreement from TSA, in the amount of $444,000.00. Mr. Santos explained that there are two parts to the agreement involving the baggage screening; the first part is Recapitalization, the replacement of two machines for a

newer model; the second part is Optimization, the relocation of the checked baggage screening pods. TSA has agreed to fund both up to 30%. The amount of $444,000.00 was derived from a proposal by Siemens, the manufacturer of the baggage systems currently in use. Mr. Santos stated there are also two parts to the request; the TSA Other Transaction Agreement and the approval of the selection of Siemens to perform the work, also adding that Siemens is the company that did the design work for the "In-line" project which fell through because of funding issues. After some discussion on the positive impact the Recapitalization effort will bring, Vice Chair made motion to approve the TSA Other Transaction Agreement, seconded by Director Tolan; motion carried.

B. Approval of Award for Residential Sound Insulation Phase 2A – IFB No. GIAA-C02-FY13

The Executive Manager presented a summary of the Invitation For Bid for the above noted project. The project is phase 2 under the Noise Mitigation Program, with an objective of providing noise reduction to those homes mostly affected by aircraft operations. Of the fourteen (14) firms/individuals that purchased bid packages, six (6) firms submitted bid proposals before the submission deadline of February 5, 2013. Management recommended that the Board approve the contract award of $1,787,324.04 to Nippo Corporation who has been determined to have met the standards of responsibility and responsiveness outlined in the Guam Procurement Regulations. Janalynn Damian, Legal Counsel, made a disclosure for the record that the item be referred to Conflict Counsel as Calvo Fisher & Jacob LLP represent two (2) of the bidders. Director Tolan made motion to approve management's recommendation to authorize the contract award to Nippo Corporation, seconded by Vice Chair Torres; motion carried.

C. Ratification of Disbursements

Vice Chair Torres made a motion to ratify payments above the $50,000.00 threshold made to vendors for the period of January 30, 2013 – February 22, 2013, seconded by Director Gerber; motion carried.

VI. OLD BUSINESS

A. Executive Manager's Report

The Executive Manager presented updates on various matters concerning airlines, including an announcement of Japan based airline, Skymark commencing services with charter flights. The flights are planned to start during March 14 – 23. The key element to Skymark's service is to operate during non-peak hours.

The Manager reported on the Airports part in returning families and the deceased back to Japan after the tragic attack of tourists in Tumon in February. Executive Manager noted the assistance provided by GIAA Marketing and Airport Police who worked closely with GVB, GPD and the Governor's Office from February 14 – 18.

The Executive Manager announced the Pacific Asia Travel Associations' (PATA's) recent nomination of GIAA's Executive Manager, Charles H. Ada II to the PATA Board, which was accepted by Mr. Ada. The nomination will now be ratified at the PATA Annual Summit from April 25 – 28. Another upcoming event also announced was the 8th Airports Council International (ACI) Asia-Pacific Regional Assembly, Conference and Exhibition which will be held in Phuket, Thailand from April 22 – 25. A delegation from GIAA led by Deputy Executive Manager, Peter Roy Martinez, Director Gerber, and two (2) Marketing staff will be in attendance at the Conference.

The Manager reported that GIAA and GEDA presented a 'Credit Update' briefing to a contingent from Standard & Poor's on February 6, 2013 in preparation of the Airport's plan to refinance the 2003 Bonds. Director Untalan was in attendance for the briefing and informed the Board that he thought the presentation went rather well, staff and Management did an excellent job and provided a wealth of information to the group that represented Standard & Poors.

B. Financial Report

For the Board's information, Carlos P. Bordallo, Acting Comptroller presented the financial report as of January 31, 2013.

Vice Chair Torres inquired about the Airport Police having an adequate number of vehicles to operate appropriately, and explained that now would be the perfect time to request as the budget allows for it. The Chairman stated that he would rather see a golf cart in front instead of a patrol vehicle, and went on to suggest that Chief Robert Camacho request for two to three golf carts.

C. Legal Counsel's Report

Legal Counsel recommended that discussions regarding litigation matters be reported during Executive Session. The Board had no objection.

D. Tenant Matters

No Tenant Matters reported.

E. Status on Capital Improvement Programs

Mr. Frank Santos presented the UDO analysis.

VII. NEW BUSINESS

No New Business presented.

The Chairman announced that the Board will recess and convene Executive Session after the recess. Vice Chair Torres made motion to recess and convene Executive Session after the recess, seconded by Director Untalan; motion carried. The Board recessed at 4:03 p.m.

VIII. EXECUTIVE SESSION

Chairman Santos called Executive Session to order at 4:14 p.m. Executive Session adjourned at 4:30 p.m.

IX. PUBLIC COMMENTS

The Chairman called upon any public member wishing to make comments. There was no response.

X. ADJOURNMENT

Director Untalan made a motion to adjourn the meeting, seconded by Director Tolan; motion carried. The meeting adjourned at 4:35 p.m.

Respectfully submitted,

Amanda O'Brien-Rios
Board Secretary

APPROVED:

FRANCISCO G. SANTOS
Chairman of the Board

04/10/13
Date

Attachment

A.B. WON PAT
INTERNATIONAL AIRPORT AUTHORITY, GUAM
ATURIDAT PUETTON BATKON AIREN GUAHAN ENTENASIONAT

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BOARD OF DIRECTORS REGULAR MEETING

3:00 p.m., Thursday, February 28, 2013
Terminal Conference Room No. 3

AGENDA

I. Call to Order and Attendance

II. Approval of Agenda

III. Approval of Minutes

- **A.** January 29, 2013 Regular Meeting

IV. Correspondence

V. Matters for Board Ratification/Approval

- **A.** Approval of TSA Other Transaction Agreement
- **B.** Approval of Award for Residential Sound Insulation Phase 2A - IFB No. GIAA-C02-FY13
- **C.** Ratification of Disbursements

VI. Old Business

- **A.** Executive Manager's Report
- **B.** Financial Report
- **C.** Legal Counsel's Report
- **D.** Tenant Matters
- **E.** Status of Capital Improvement Programs

VII. New Business

VIII. Executive Session

IX. Public Comment(s)

X. Adjournment

AMERICAN ASSOCIATION OF AIRPORT EXECUTIVES
ACI AIRPORTS COUNCIL INTERNATIONAL
NASAO National Association of State Aviation Officials
TIACA THE INTERNATIONAL AIR CARGO ASSOCIATION

A.B. WON PAT INTERNATIONAL AIRPORT AUTHORITY, GUAM
BOARD OF DIRECTORS REGULAR MEETING
3:00 P.M., THURSDAY, FEBRUARY 28, 2013
GIAA TERMINAL CONFERENCE ROOM #3

SIGN IN SHEET

	PRINT NAME	COMPANY/AGENCY
1.	Gerard BAUTISTA	GIAA
2.	JERMAINE AUERTA	OFFICE OF SEN. SAN NICOLAS
3.	Carlos Bordallo	Antonio / GIAA
4.	VICTOR J. CRUZ	GIAA
5.	Steve Gun	DFS.
6.	Joann Camacho	DFS
7.	J.G. JAVELLANA	GIAA
8.	ANDREW SCANLON	AECOM
9.	CHARLES H. ADAIR	GIAA
10.	BENNY A BAZA	ARFF
11.	~~FRANK~~ P. TAITANO	GIAA
12.	FRANK SANTOS	GIAA EPC
13.	EDWARD MUNA	GIAA EPC
14.	Jessica Toft	Cabot Montenara
15.	Darlito	KUAM
16.	Fred Tupaz	PDN
17.	CHUCK SOUA	UNITED
18.	JAMES WOJOYLO	UNITED
19.	Jerich Sablan	PDN

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Japan posts record $17.4B trade deficit in January

TOKYO (AP) – Japan posted a record 1.63 trillion yen ($17.4 billion) trade deficit in January as rebounding exports lagged behind surging imports of crude oil and gas due to rising prices and the weakening yen.

The provisional data released Wednesday show exports for the world's third-biggest economy rose 6.4 percent to 4.8 trillion yen ($51.2 billion) in January from a year earlier, the first year-on-year increase in eight months. Imports jumped 7.3 percent to 6.43 trillion yen ($68.6 billion.)

A weakening in Japan's currency over the past few months has helped boost exports by making its products more price competitive overseas. But it has also inflated the value of resource-scarce Japan's imports of crude oil and other commodities, which offset a recovery in demand for Japanese-made vehicles and machinery.

Prime Minister Shinzo Abe is expected to seek help from Japan's ally the U.S. in a visit later this week to Washington, where he plans to appeal to President Barack Obama for wider access to cheaper exports of U.S. shale gas, Kyodo News Service and other local reports said Wednesday.

Abe's office would not confirm those reports. But it did say that "the government of Japan attaches utmost importance to the necessity of cooperation in the areas of resources and energy, particularly considering our current stringent energy situation," after the March 2011 disasters.

The Fukushima Dai-Ichi nuclear accident, triggered by a massive earthquake and tsunami, led to the closures of most of Japan's nuclear power plants, necessitating a sharp increase in imports of oil and gas.

Abe took office in December vowing to boost the economy by restoring Japan's export competitiveness, while at the same time stimulating demand at home through higher public works spending. He also has promised to push ahead with politically tough reforms needed to sustain growth in the longer term, though such efforts have not made much headway in the past.

Trade with the United States and major Asian trading partners rose early this year as the global recovery strengthened and the economic impact of friction with China over a territorial dispute appeared to recede. But trade with European countries remained weak, with a 6 percent decline in exports from a year earlier. Imports from Western Europe climbed 6.3 percent.

Exports to the United States jumped 11 percent from the year before to 839.8 billion yen ($8.97 billion), while imports rose 5.8 percent to 521.1 billion yen ($5.6 billion). That boosted Japan's surplus with the U.S. by 20 percent from a year earlier to 318.7 billion yen ($3.4 billion)

Exports to China climbed 3 percent but imports also surged, leaving a deficit of 654.6 billion yen ($7 billion), up 11 percent from the year before.

Delta employees earn $372M in profit sharing

GUAM/SAIPAN – Delta Air Lines will pay $372 million in earned profit sharing as part of the company's commitment to recognize its 80,000 employees for their crucial role in achieving financial and operational goals in 2012. Employees' individual payouts will equal 6.67 percent of their eligible 2012 earnings.

"This year's profit sharing payment is a reflection of the hard work and dedication Delta people have shown in delivering what our customers have come to expect – great operations and service," said Delta CEO Richard Anderson. "Profit sharing is not only a demonstration of appreciation for employees' hard work in 2012, it's an investment in improving our customer experience on Delta now and in the future."

Along with base pay, Delta's additional compensation elements like the Delta Annual Profit Sharing Plan and "Shared Rewards" program, which pays monthly bonuses for meeting corporate operational goals, are designed to allow employees to earn more when the company performs well. In 2012, Delta employees earned $91 million in "Shared Rewards," which, combined with profit sharing, results in a total of $463 million in performance pay for 2012. The company has paid out more than $1.1 billion in profit sharing and "Shared Rewards" over the past three years.

Boeing close to fixing Dreamliner battery

NEW DELHI (Reuters) – Boeing Co. has found a way to fix battery problems with its grounded 787 Dreamliner jets which involves increasing the space between cells, a source familiar with the U.S. company's plans told Reuters.

"The gaps between cells will be bigger. I think that's why there was overheating," said the source, who declined to be identified because the plans are private.

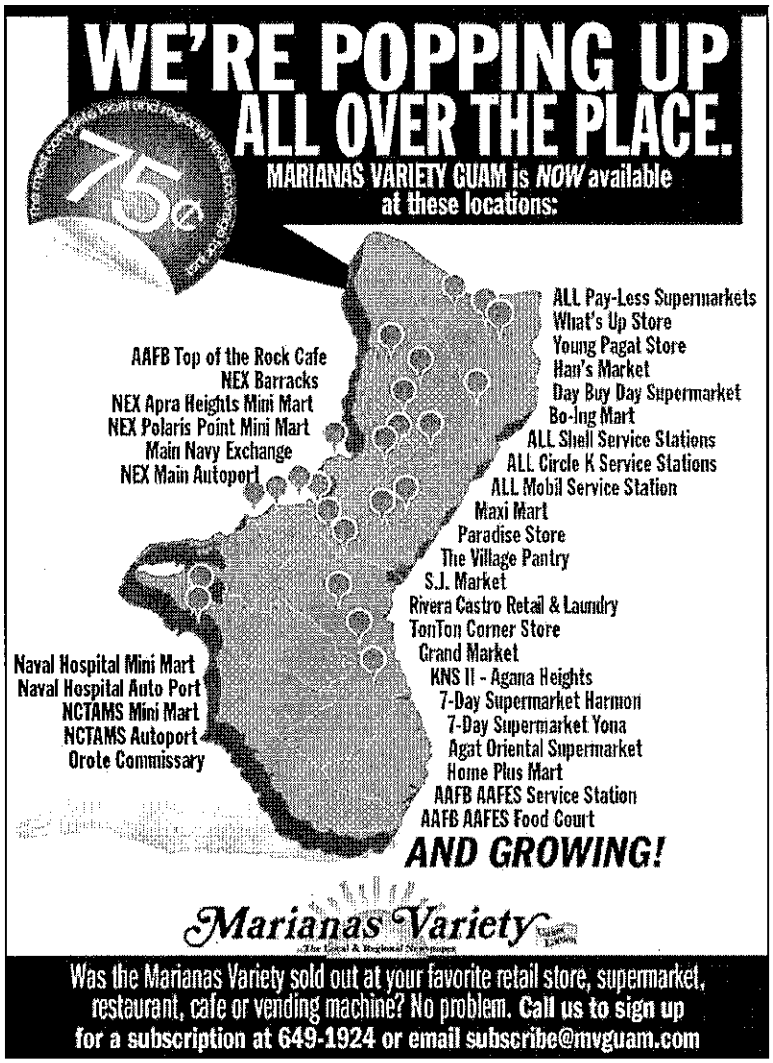
The 50 Dreamliners in commercial service were grounded worldwide last month after a series of battery-related incidents including a fire on board a parked plane in the United States and an in-flight problem on another jet in Japan.

Until the Dreamliner is cleared to fly again, Boeing will be starved of delivery payments.

The logical solution for Boeing would be to install ceramic plates between each cell and add a vent to the battery box, Kiyoshi Kanamura, a professor at Tokyo Metropolitan University who has conducted research with several Japanese battery makers, told Reuters on Tuesday.

Earlier on Wednesday, the chairman of state-run Air India said Boeing is hopeful of getting the Dreamliner back in service by early April.

"They said that these planes should start flying again from early April. They can't be sure but they are hopeful," Rohit Nandan said.



GWIB
PUBLIC NOTICE

The Guam Workforce Investment Board will hold its Regular Monthly Meeting on **Thursday, February 28, 2013** at **4:00 p.m.** at the GDOL/AHRD Conference Room, 3rd floor, GCIC Building in Hagåtña.

For more information, or for special accommodations, please contact Joleen Santos at 300-4385/4501 or email joleen.santos@dol.guam.gov

This activity is solely supported by the Agency for Human Resources Development

The Honorable EDDIE B. CALVO Governor
A.B. WON PAT
The Honorable RAY TENORIO Lt. Governor

PUBLIC NOTICE

The Board of Directors of the A.B. Won Pat International Airport Authority, Guam (GIAA) will convene its Regular Board meeting on Thursday, February 28, 2013 at 3:00 p.m. in Terminal Conference Room No. 3. In addition to regular matters, pursuant to 5 G.C.A §8111(c)(2), Executive Session will be held to discuss pending litigation to which GIAA is a party. Parking is available in the Public Parking Lot.

For special accommodations or agenda items, please call the Board Office at 642-4717/18.

(This ad paid for by GIAA)

Marshalls Energy Company going after 'power thieves'

By Giff Johnson
For Variety

MAJURO – The Marshalls Energy Company has launched a campaign to root out electricity cheaters.

"We may not catch you now," said Marshalls Energy Company General Manager David Paul, "but we will definitely catch you."

"We are inventorying our meters and meter numbers to update our system," Paul said. These inspections are already uncovering numerous instances of meter tampering by local residents.

The initial survey last week found more than 25 residences cheating on power, Paul said. He expects the number to go up as utility crews inspect all meters on Majuro in the coming weeks. As part of its campaign to discourage meter tampering, the utility published a notice in the Feb. 22 edition of the Marshall Islands Journal, titled "Illegal hookups – Names of Shame," and named 28 customers.

"We have a newly formed department called the Meter Inspection Team," Paul said. He warned power cheaters and people considering tampering with their meters to beware. "They're out there (the Meter Inspection Team) and you never know but they are watching you," he said.

He encouraged anyone who has illegally tampered with their meter to immediately correct the problem. Anyone caught tampering with their meter is subject to immediate disconnection, a $1,000 fine and a $100 reconnection fee.

Students frustrated over online courses

By Thomas Lee A. Manglona II
Marianas Variety
Junior Reporter

ROTA – The CNMI Public School System's $9 million deficit triggered the launch of online courses for public high school students last school year. Students from Dr. Rita H. Inos Jr./Sr. High School (RHI) say they are frustrated with online courses and want to return to the traditional system of learning from teachers in the classroom.

RHI Sophomore Kelina Hocog said," I find it really challenging because I'm the type who needs someone to teach me face to face instead of me doing it on my own. I am not learning. It's like they just throw work at us and we have to do it on our own without guidance."

The Public School System makes most of its classes available online because of the shortage of teachers. The shortage is more evident at RHI where a large number of students expressed dissatisfaction with the online program because they could not get their questions answered promptly. Students also complain that on many occasions online assignments are not clear and immediate help is not available.

CUC contracts IT&E for call center service

By Junhan B. Todeno
junhan.todeno@mvariety.com
Variety News Staff

SAIPAN – Commonwealth Utilities Corp. CFO Charles H. Warren said they have recently contracted IT&E to provide call center service.

The services, he said, are available 24 hours a day, every single day of the week.

The program is in line with CUC's "goal of improving customer service and access to CUC departments," he said.

Warren said any CUC department and division, including trouble calls, can now be reached by calling 670-664-4CUC.

He said calls will be answered by a live operator, and will either be handled directly or connected to the appropriate CUC employee.

CUC acting Executive Director Alan W. Fletcher said they are still in the trial run for the online bill payment and payment via phone program.

He said service orders will soon be dispatched electronically to field operation crews via tablets, a feature of the new customer information system.

CUC has an ongoing water system improvement project in areas across Northern Marianas College on Chalan Msgr. Guerrero Road; along ChalanTun Herman Pan Road by Herman's Bakery; and near Dandan Elementary School on Dandan Road.

PBS GUAM KGTF Channel 12

PROGRAMMING SCHEDULE

Week of Feb. 25 - Mar. 3

PBS weekly programming schedule brought to you by Marianas Variety

To view the entire month's schedule visit pbsguam.org

MONDAY

6:00	Sesame Street
7:00	Curious George
7:30	The Cat in the Hat Knows A Lot About That!
8:00	Super Why!
8:30	Dinosaur Train: Submarine Adventure
9:00	Sid the Science Kid
10:00	Martha Speaks
10:30	Arthur
11:00	Wild Kratts
11:30	WordGirl
12:00	Cyberchase
12:30	The Electric Company
1:00	Washington Week
1:30	Need to Know
2:00	Religion & Ethics Newsweekly
2:30	Tavis Cooking with Bernie Sibe
3:00	This Old House Hour
4:00	American Masters "Sister Rosetta Tharpe: The Godmother of Rock & Roll"
5:00	Nova "Murder at Cluny"
7:00	Masterpiece Classic "Downton Abbey Series 3"
9:00	Masterpiece Contemporary "Page Eight"
11:00	Austin City Limits "Esperanza Spalding" (58 minutes)

TUESDAY

6:00	Clifford the Big Red Dog
6:30	Wild Kratts
7:00	Arthur
7:30	Martha Speaks
8:00	Curious George
8:30	The Cat in the Hat Knows A Lot About That!
9:00	Dinosaur Train: Submarine Adventure (Special)
9:30	Dinosaur Train
10:00	Sesame Street
11:00	Daniel Tiger's Neighborhood
11:30	Sid the Science Kid
12:00	WordWorld
12:30	Barney & Friends
1:00	Caillou
1:30	Daniel Tiger's Neighborhood
2:00	Super Why!
2:30	Dinosaur Train: Submarine Adventure (Special)
3:00	The Cat in the Hat Knows A Lot About That!
3:30	Curious George
4:00	Arthur
4:30	WordGirl
5:00	Wild Kratts
5:30	The Electric Company
6:00	Martha Speaks
6:30	Curious George
7:00	PBS NewsHour
8:00	Antiques Roadshow "Myrtle Beach" (Hour One)
9:00	Make Mine Music "Peter and the Wolf"
10:00	Independent Lens "All Watched Over Sorry"
11:30	Need to Know "The Struggle for a Country" (Documentary)

WEDNESDAY

6:00	Clifford the Big Red Dog
6:30	Wild Kratts
7:00	Arthur
7:30	Martha Speaks
8:00	Curious George
8:30	The Cat in the Hat Knows A Lot About That!
9:00	Super Why!
9:30	Dinosaur Train
10:00	Sesame Street
11:00	Daniel Tiger's Neighborhood
11:30	Sid the Science Kid
12:00	WordWorld
12:30	Barney & Friends
1:00	Caillou
1:30	Daniel Tiger's Neighborhood
2:00	Super Why!
2:30	Dinosaur Train
3:00	The Cat in the Hat Knows A Lot About That!
3:30	Curious George
4:00	Arthur
4:30	WordGirl
5:00	Wild Kratts
5:30	The Electric Company
6:00	Martha Speaks
6:30	Curious George
7:00	PBS NewsHour
8:00	Makers: Women Who Make America
11:00	Charlie Rose (60 minutes)

THURSDAY

6:00	Clifford the Big Red Dog
6:30	Wild Kratts
7:00	Arthur
7:30	Martha Speaks
8:00	Curious George
8:30	The Cat in the Hat Knows A Lot About That!
9:00	Super Why!
9:30	Dinosaur Train
10:00	Sesame Street
11:00	Daniel Tiger's Neighborhood
11:30	Sid the Science Kid
12:00	WordWorld
12:30	Barney & Friends
1:00	Caillou
1:30	Daniel Tiger's Neighborhood
2:00	Super Why!
2:30	Dinosaur Train
3:00	The Cat in the Hat Knows A Lot About That!
3:30	Curious George
4:00	Arthur
4:30	WordGirl
5:00	Wild Kratts
5:30	The Electric Company
6:00	Martha Speaks
6:30	Curious George
7:00	PBS NewsHour
8:00	Nature "Ellie: An Elephant to Remember"
9:00	Save the Elephants (Special)
10:00	Nova "Japan's Killer Quake"
11:00	Charlie Rose (60 minutes)

FRIDAY

6:00	Clifford the Big Red Dog
6:30	Wild Kratts
7:00	Arthur
7:30	Martha Speaks
8:00	Curious George
8:30	The Cat in the Hat Knows A Lot About That!
9:00	Super Why!
9:30	Dinosaur Train
10:00	Sesame Street
11:00	Daniel Tiger's Neighborhood
11:30	Sid the Science Kid
12:00	WordWorld
12:30	Barney & Friends
1:00	Caillou
1:30	Daniel Tiger's Neighborhood
2:00	Super Why!
2:30	Dinosaur Train
3:00	The Cat in the Hat Knows A Lot About That!
3:30	Curious George
4:00	Arthur
4:30	WordGirl
5:00	Wild Kratts
5:30	The Electric Company
6:00	Martha Speaks
6:30	Curious George
7:00	PBS NewsHour
8:00	This Old House Hour
9:00	Stand Tall to Those Without Borders (Documentary)
10:00	Antiques Roadshow "Myrtle Beach" (Hour Two)
11:00	Charlie Rose (60 minutes)

SATURDAY

6:00	Clifford the Big Red Dog
6:30	Wild Kratts
7:00	Arthur
7:30	Martha Speaks
8:00	Curious George
8:30	The Cat in the Hat Knows A Lot About That!
9:00	The Cat in the Hat Knows A Lot About That!/Dinosaur Train
9:30	Dinosaur Train
10:00	Sesame Street
11:00	Daniel Tiger's Neighborhood
11:30	Sid the Science Kid
12:00	WordWorld
12:30	Barney & Friends
1:00	Caillou
1:30	Daniel Tiger's Neighborhood
2:00	Super Why!
2:30	Dinosaur Train
3:00	The Cat in the Hat Knows A Lot About That!
3:30	The Cat in the Hat Knows A Lot About That!/Dinosaur Train
4:00	Arthur (repeat)
4:30	WordGirl
5:00	Wild Kratts
5:30	The Electric Company
6:00	Martha Speaks
6:30	Curious George
7:00	PBS Kratt Hour
8:00	Washington Week
8:30	Need to Know
9:00	PBS Arts from Cleveland: Rivers Who Rock (Documentary)
10:00	Stand Tall to Those Without Borders (Documentary)
11:30	Charlie Rose (60 minutes)

SUNDAY

6:00	Bob the Builder
6:30	Daniel Tiger's Neighborhood
7:00	Curious George
7:30	The Cat in the Hat Knows A Lot About That!
8:00	The Cat in the Hat Knows A Lot About That!
8:30	Dinosaur Train: Submarine Adventure
9:00	Thomas & Friends
9:30	Angelina Ballerina: The Next Steps
10:00	This Old House Hour
11:00	The Pacific Way
11:30	The Pacific Way
12:00	In Julia's Kitchen with Master Chefs
12:30	The Victory Garden
1:00	This Old House
1:30	This Old House
2:00	Ask This Old House
2:30	Hometime
3:00	The Woodwrights Shop
3:30	Motorweek
4:00	The Mind of a Chef
4:30	Martha Stewart's Cooking School
5:00	Market Warriors "Antiquing in Oronoco, MN"
6:00	History Detectives
7:00	Antiques Roadshow "Myrtle Beach"
8:00	PBS Arts from Cleveland: Women Who Rock (Documentary)
9:00	PBS Arts from Cleveland: Women Who Rock (Documentary)
10:00	"Nova: Japan's Killer Quakes"
11:00	Austin City Limits "Widespread Panic" (60 minutes)

PUBLICATION NOTICE

In accordance with the provisions of Guam Code Annotated, Title XI, Chapter III, Section 3315, notice is hereby given that:

Maanao, Julie N.B.
dba: AMA'S Kitchen

has applied for a Class: **4 On Sale Alcoholic Beverage License.** said premises being marked as Lot:

Paseo Stadium, Hagatna

A.B. WON PAT

The Honorable
EDDIE B. CALVO
Governor

The Honorable
RAY TENORIO
Lt. Governor

PUBLIC NOTICE

The Board of Directors of the A.B. Won Pat International Airport Authority, Guam (GIAA) will convene its Regular Board meeting on Thursday, February 28, 2013 at 3:00 p.m. in Terminal Conference Room No. 3. In addition to regular matters, pursuant to 5 G.C.A §8111(c)(2), Executive Session will be held to discuss pending litigation to which GIAA is a party. Parking is available in the Public Parking Lot.

For special accommodations or agenda items, please call the Board Office at 642-4717/18.

(This ad paid for by GIAA)

Doc. No. 35GL-19-0628.*

MINUTES OF THE BOARD OF DIRECTORS REGULAR MEETING
3:00 p.m., Tuesday, January 29, 2013
GIAA TERMINAL CONFERENCE ROOM #3

I. CALL TO ORDER AND ATTENDANCE

Vice Chairman Francisco G. Santos called the A.B. Won Pat International Airport Authority, Guam (GIAA) regular meeting to order at 3:06 p.m. The presence of Directors is noted as follows: Rosalinda A. Tolan; Martin J. Gerber; Edward G. Untalan; Lucy M. Alcorn, and Jesus Q. Torres. Also present were Peter Roy Martinez, Acting Executive Manager, Carlos P. Bordallo, Acting Comptroller, Frank R. Santos, Business and Financial Consultant, Janalynn C. Damian Esq., and Michael A. Pangelinan Esq., Legal Council. The Vice Chairman welcomed the presence of Airport Tenants, stakeholders, and members of the public who are noted in a sheet made as an attachment to the minutes.

The Vice Chairman welcomed new Board Member Edward G. Untalan, stating that he would be an asset to the airport. Board Members and all who were present applauded and welcomed Mr. Untalan.

II. APPROVAL OF AGENDA

The Vice Chairman suggested that a motion be made to amend the agenda to include election of new officers, and that the election take place before the approval of the minutes. Director Torres added that the Board may want to consider entertaining a Memorandum from the Vice Chairman regarding suggested Standing Committees. As there were no objections, Director Torres made motion to amend the agenda to add the Nomination and Election of Officers, and the Establishment of Board Standing Committees; seconded by Director Tolan; motion carried.

- Nomination and Election of Officers

Director Torres made a motion to nominate and elect Vice Chairman, Francisco G. Santos as Chairman of the Board. Vice Chairman called for any other nominations. As there were no other nominations, Director Untalan seconded the motion and was unanimously approved.

Director Gerber made motion to nominate and elect Director Torres as Vice Chairman, seconded by Director Untalan; motion carried. The newly elected Chairman stated that it is an honor to be elected Chairman, and thanked the Board for giving him the opportunity to lead.

- Establishment of Board Standing Committee

In order to open dialogue with management on various Airport issues, Chairman Santos suggested for the Board to consider establishing committees as noted in the memorandum to the Board. The following committees were recommended:

1. Finance
2. Capital Projects
3. Personnel
4. Tenant Relations
5. Air Service Development
6. Operations

After some discussion, it was suggested that the following Board Members will take charge of chairing the respective committees:

1. Finance – Director Edward Untalan
2. Capital Projects – Director Martin Gerber
3. Personnel – Director Linda Tolan
4. Tenant Relations – Director Lucy Alcorn
5. Air Service Development
6. Operations – Vice Chairman Jesus Torres

It was noted that the Air Service Development Committee remain vacant until a later time. Vice Chair Torres made motion to approve suggested committees and their respective Chairpersons, seconded by Director Gerber; motion duly carried.

III. APPROVAL OF MINUTES

A. November 27, 2012, Board Regular Meeting
B. December 18, 2012, Board Special Meeting

Director Tolan made motion to approve both the regular meeting minutes, and the special meeting minutes, subject to correction, seconded by Director Gerber; motion carried.

IV. CORRESPONDENCE

No correspondence presented.

V. MATTERS FOR BOARD RATIFICATION/APPROVAL

A. Approval of GIAA FY12 Independent Financial Audit Report by Ernst & Young

Chairman Santos announced that the Airport's FY12 audit had been completed and introduced Mr. Jim Whitt from Ernst & Young LLP, (E&Y) who, together with the E&Y team has put together the results of the audit.

Mr. Whitt thanked the Airport Accounting Department and all other divisions for the excellent cooperation given to E&Y during the audit process. He preceded with a power point presentation of the audit results. At the end of the presentation, the Chairman thanked Mr. Whitt for the outstanding presentation and asked that E&Y continue to provide the airport with good recommendations.

The Acting Executive Manager noted that assistance of the Public Auditor's office was received to get the audit completed, and recognized the Airport's Accounting Division for their role in getting everything prepared. Director Untalan, made motion to approve the FY12 Audit, seconded by Director Tolan; motion carried.

B. Approval of Award for Independent Airport Consultant(s) RFP No. GIAA-004-FY13

Board action is requested to approve the ranking results based on the evaluation process performed through the Request for Proposals (RFP) No. GIAA-004-FY13. Acting Executive Manager stated that a total of 11 firms showed interest by obtaining packages. Only one firm responded, submitting a proposal by the deadline. The sole firm selected is as follows:

1. Leigh Fisher

The Acting Executive Manager went on to report that the Independent Airport Consultant(s) agreement will be funded from the approved O&M Budget for Fiscal Year 2013. Management recommended that the approval of the ranking results and the contract be awarded to Leigh Fisher, as the sole ranked proposer. Vice Chairman inquired about the number of firms that submitted proposals, if they were off-island firms, and suggested that in order to provide services to the airport, that they be authentic. Director Gerber made motion to approve management's recommendation, seconded by the Vice Chairman; motion carried.

C. Approval of Award for Air Service Development Plan RFP No. GIAA-001-FY13

Management has requested that the Board take action to approve the ranking results based on the evaluation process performed through the Request for Proposals (RFP) No. GIAA-001-FY13. Acting Executive Manager presented the summary stating that the RFP was advertised in November. A total of eleven firms showed interest, with two submitting proposals by the deadline. After an evaluation was completed, the selected firms in order of ranking are as follows:

1. Airport Strategy & Marketing Ltd. (ASM)
2. Ascend Worldwide Limited

Management recommended that the approval of the ranking results and the contract be awarded to Airport Strategy & Marketing Ltd. (ASM), being the highest ranked proposer. Vice Chairman asked if either company were local, and if they had completed airport work locally. Mr. Santos replied stating that both are off-island companies, and that ASM had performed services for the airport, as well as CNMI. Mr. Santos also noted that ASM is a global, U.K. based company, and that Ascend Worldwide Limited is based out of Hong Kong. Vice Chairman noted that the company chosen will be involved in intensive activities to promote the airport in the Pacific and Asian regions, therefore needs to be skilled in that area, in order to generate activity and to lure other carriers.

Acting Executive Manager mentioned that he attended, along with Director Gerber and representatives from GVB, a Routes Asia Conference where meetings were also held with the ASM group. He added that through these meetings, which included various airlines, there were nine different companies that had expressed interest in Guam, two of them being Jeju Air, and Eva Air.

At this time Chairman welcomed the presence of Director Alcorn.

Vice Chairman Torres made motion to approve the Air Service Development Plan, awarding the project to Airport Strategy & Marketing Limited; seconded by Director Gerber; motion carried.

D. Ratification of Quarterly Travel

Director Untalan inquired if it is normal to ratify the Quarterly Travel report, or if the Board takes a look at the quarters of upcoming travel. Director Alcorn responded, stating that the Board ratifies the travel, after it has been approved by the Chairman at his discretion. Director Gerber asked if there were still a travel calendar. Management responded that the travel calendar is submitted during the budget proposal to the Board. Vice Chairman Torres made motion to ratify the quarterly travel report from October – December 2012, seconded by Director Alcorn; motion carried.

E. Ratification of Disbursements

Vice Chairman inquired about the payments paid out to Sumitomo Mitsui Construction Co. Ltd. for Runway 6L-24R totaling over $750, 000 and if it is part of the Instrument Landing System project (ILS). Mr. Santos responded that the runway is closed but departures are currently being allowed on the runway; the Instrument Landing System project is expected to be completed in April 2013, however the airport awarded the Runway Rehabilitation project for the same runway. The plan is that the runway will be

closed during construction, but will open for departures only during windows of opportunity. Mr. Santos went on to explain that ILS serves runway 6L, but the Rehabilitation project covers both Runway 6L and the other end Runway 24R, the entire runway will be rehabilitated. The Runway Rehabilitation project is awaiting approval from FAA, upon approval, a notice to proceed will be issued; the project is expected to be completed by 2014.

Director Untalan made a motion to ratify payments above the $50,000.00 threshold made to vendors for the period of November 27, 2012 – January 25, 2013, seconded by Director Gerber; motion carried.

VI. OLD BUSINESS

A. Executive Manager's Report

The Acting Executive Manager presented updates on various matters relating to airlines including Cebu Pacific Air, a Philippine based carrier's application to provide scheduled flights between Guam and Manila. Approval by the U.S. Department of Transportation was made November 18, 2012, and service is planned to start in April 2013.

Star Flyer, based in Kitakyushu, will operate Charter flights from Kitakyushu Airport to Guam and Saipan during the summer 2013. Acting Executive Manager reported that Daisy S. Sablan, Station Manager for Saipan Delta Airlines has now been appointed Station Manger for both Guam and Saipan. GIAA and Japan Airlines (JAL) have been finalizing plans for a JAL flight crew training on Guam. Pilot training will commence on Guam in December 2013.

Acting Executive Manager announced that Guam Airport and GEDA will be presenting a briefing to a Standard & Poor's group on February 6, 2013 in preparation of the Airport's plan to refinance the 2003 Bonds. Acting Executive Manager went on to say that a listing of the Airport's goals and objectives, "Go 2013" has been compiled and shared with the Governor's Office and media, and a report of the 2012 accomplishments has been issued detailing the Airport's milestones over the past year which are attached to the report.

Director Tolan inquired if renovations to the Airport's restrooms would be part of the "Go 2013" list of goals and accomplishments, and recommended that the upgrade of restrooms be under Services and Community Engagement area in the that list.

B. Financial Report

For the Board's information, Acting Comptroller Carlos Bordallo presented the financial report as of December 31, 2012. Mr. Bordallo noted that the power bill has dropped significantly.

Director Untalan inquired about how much the Airport is expected to receive this year in grants. Mr. Santos replied that the amount should approximately be seven to eight million in grants.

C. Legal Counsel's Report

Legal Counsel recommended that discussions regarding litigation matters be reported during Executive Session. The Board had no objection.

D. Tenant Matters

No Tenant Matters were reported.

E. Status on Capital Improvement Programs

Mr. Frank Santos presented the UDO analysis.

VII. NEW BUSINESS

No New Business.

VIII. EXECUTIVE SESSION

The Chairman announced that the Board will recess and convene Executive Session after the recess. Director Tolan made motion to recess and convene Executive Session after the recess, seconded by Director Alcorn; motion carried. The board recessed at 4:17 p.m.

After recess, the meeting convened at 4:37 p.m. Chairman stated that no Executive Session would be held at this time.

IX. PUBLIC COMMENTS

The Vice Chairman called upon any public member wishing to make comments. There was no response.

X. ADJOURNMENT

Director Tolan made a motion to adjourn the meeting, seconded by Director Alcorn; motion carried. The meeting adjourned at 4:37 p.m.

Respectfully submitted,

Amanda O'Brien-Rios
Board Secretary

APPROVED:

_____ _____

FRANCISCO G. SANTOS
Chairman of the Board

Date

Attachment

OTHER TRANSACTION AGREEMENT

BETWEEN

DEPARTMENT OF HOMELAND SECURITY
TRANSPORTATION SECURITY ADMINISTRATION

AND

A.B. WON PAT INTERNATIONAL AIRPORT AUTHORITY

RELATING TO

A.B. WON PAT INTERNATIONAL AIPORT
Checked Baggage Recapitalization Screening Design Services Project

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Negotiated by the TSA pursuant to
Aviation and Transportation Security Act, Pub. L. 107-71, 115 Stat. 597
49 U.S.C. §114(m)(1) and 106(l)(6) and

HSTS04-13-H-CT1045

ARTICLE I – PARTIES

The parties to this Other Transaction Agreement (OTA or Agreement) are the U.S. Department of Homeland Security, Transportation Security Administration (TSA) and the A.B. Won Pat International Airport Authority, Guam (Aiport Authority) as owner and operator of the A.B. Won Pat International Airport, Guam (GUM). The TSA and the GUM agree to cooperate in good faith and to perform their respective obligations in executing the purpose of this Agreement.

ARTICLE II – LEGAL AUTHORITY

This Agreement is entered into under the authority of the Aviation and Transportation Security Act, Pub. L. 107-71, 115 Stat. 597, specifically 49 U.S.C. § 114(m)(1) and 106(l)(6), which authorizes other transactions.

ARTICLE III – SCOPE

Objectives

The purpose of this Agreement is to set forth the terms and conditions, as well as establish the respective cost-sharing obligations of the TSA and the GUM with respect to the design services necessary to implement the TSA Recapitalization effort at A.B. Won Pat International Airport. The design services will result in 100% drawings and specifications, and will be submitted to TSA for review in accordance with the published TSA Planning Design Guidelines and Design Standards (PGDS) Version 4.1. http://www.tsa.gov/research-center/airport-checked-baggage-guidance-materials

The Aiport Authority will be responsible for developing various cost-effective solutions to replace the aging Explosive Detection System (EDS) machines currently deployed at the airport, while minimizing the impact to operations and reducing the number of EDS by using higher throughput technology units (as appropriate). These solutions will be offered by establishing a current and future baggage screening rate to allow TSA to consider the optimum solution and act utilizing all cost factors from the analysis.

Background

The Electronic Baggage Screening Program (EBSP) of the Transportation Security Administration monitors the status of its existing EDS equipment to ensure compliancy, functionality and efficiency. The TSA Headquarters keeps the following detailed, historical records relating to each EDS machine: age, maintenance logs, performance (rate), technical obsolescence, and local TSA reported issues, among others. When triggered by one or more of these factors, an examination of the system becomes warranted and TSA develops a modification plan to correct any outstanding conditions. The TSA has established the Recapitalization Program to address these needs.

- **Recapitalization** is the replacement of EDS equipment that has reached the end of its useful life. Typically, such EDS machines will be replaced with a newer model of EDS machine that has similar throughput and capabilities. The EDS replacement

may include some minor modifications to the existing conveyor shunts and Programmable Logic Controllers (PLC) programming to foster the EDS machine placement and operation. NOTE: Baggage Handling System (BHS) modifications that extend beyond the scope of work of this design OTA are cPSPsified as "Optimization".

Typically, the aging CTX 9000 EDS machine (400 bph) will be replaced with an MDI 9800 EDS machine (680 bph); and the aging L3 6600 (400 bph) will be replaced with the L3 6700 (540 bph) or the L3 6700ES (680 bph). Although these are typical plans, TSA reserves the right to determine the model of EDS machine(s) to be used in a recapitalization project at an airport. The differences in processing capabilities – when applied to the future needs of the airport - may provide for a "Return on the Investment" (ROI) when the quantity of required EDS is reduced. When applicable, the ROI for the Recapitalization process, which is to be calculated based on a 10 year period, shall be specifically identified by the Aiport Authority.

Project Summary

Deliverables:

1) Establish and provide to TSA the current baggage rates in accordance with the PGDS (v.4.1), Chapter 5. The baggage rate analysis must be for the current year (2013), and forecast the baggage rate 6 years into the future (through 2019). The quantity of EDS machines as a result of Recap will be based on the future demand, which is based on the baggage rate analysis. The report shall include information (graphs, charts, tables, figures, diagrams, etc) about the steps and calculations performed (see PGDS Chapter 5).
2) Provide a report containing a minimum of two solutions (including a cost estimate formatted to the CWE in Appendix F of PGDS) that reflects the most cost efficient solution to recapitalize the EDS units (candidate units and terminal information are included in Attachment 1). The solutions shall take into account the available speed EDS machine options and the costs associated with the following elements:
    a. EDS price
    b. EDS maintenance
    c. Phasing required to install the new EDS units
    d. Necessary modifications to the Baggage Handling System (BHS) (e.g. egress, quick disconnect, accommodations for new EDS machines)
3) The report shall include a cost/benefits analysis comparison, advantages and disadvantages for each solution, and a suggestion as to the best solution proposed. Provide documentation of airport/airline configuration changes that will affect the current and future baggage rates (additional gates, airline moves, additional flights, etc). This documentation shall also include the Aiport Authority master plan, when available.
4) Identify and provide a required statement of work, whenever minor BHS changes are necessary to accommodate the replacement EDS machines. By providing this statement of work, the Aiport Authority is not entitled to reimbursement of the costs of such work unless allowed for in a separate OTA or other agreement with TSA.
5) If major BHS system modifications are needed, the Aiport Authority shall provide a scope of work with a solution to support the increased baggage rate requirement (see "Constraints", paragraph 4). By providing this statement of work, the Aiport Authority is not entitled to reimbursement of the costs of such work unless allowed for in a separate OTA or other

agreement with TSA.

Constraints:

A) The Aiport Authority must comply with the following rules and regulations governing the deliverables to be provided in support of the TSA Recapitalization Program:

1) Reports shall contain ALL supporting documentation. This documentation includes, but is not limited to: flight schedules, airport master plan, arrival distributions applied, equipment demand calculations, cost analysis tools, among others. The TSA reserves the right to request any additional information that is not provided along with the deliverables listed in this section.

2) PGDS where applicable.

3) Contact TSA to obtain the available historical data of the airport in study. The historical data includes:

- Monthly total passengers per checkpoint
- Daily total passengers per checkpoint
- Hourly total passenger per hour
- Bag information reports (a.k.a. FDRS reports) for all the EDS for the ADPM
- Bags per passengers for each airline
- Enhanced Staffing Model results and reports

4) If the existing BHS is unable to sustain the future expected baggage rate, as predicated by EDS machine replacement alone, the system may not be a viable candidate for the Recapitalization effort. If this is the case, please contact the TSA Regional Deployment Coordinator (RDC).
5) If the Field Data Reporting System (FDRS) reports are available and can be provided by the TSA, the Aiport Authority shall use this data to establish the baggage rate demands and contrast it with the flight schedule analysis.
6) When possible, the replacement EDS units shall be of the same type as the existing EDS equipment that is currently deployed at the airport, to eliminate an unnecessary need for a new network system, and any other unnecessary modifications to the system.
7) The Aiport Authority shall examine the existing BHS's status and ensure that the conveyor system is capable of supporting the new EDS rate, independently and as a system. (The intent is that the EDS machines can be fully utilized at their rated capacity). Redundant EDS machines – as per the PGDS – are to be an integral requirement. If major BHS modifications are needed, and only with the RDM's approval, the Aiport Authority may produce a scope of work with a solution to support the increased rate requirements. By providing a scope of work, the Aiport Authority is not entitled to reimbursement of the costs of such work unless allowed for in a separate OTA or other agreement with TSA.

In both solutions provided pursuant to this OTA, the Aiport Authority shall identify the removal

path for the EDS machines, include special requirements, and/or identify limitations or constraints.

This Design Services Project requires the Aiport Authority to provide the architect and engineering services to develop the design and construction specifications to install the inline systems designated for replacement within the Airport Terminal (hereinafter the Design Project). The Checked Baggage Inspection System (CBIS) design needs to address Airport Terminal modifications required to be made to incorporate the new systems to include required changes per the instructions below: The objective of the Design Services Agreement is to provide the design documents and specifications to identify the necessary construction modifications required to install an inline CBIS to enhance the security and baggage screening capabilities at the Airport. The TSA detailed design deliverables for each Design Phase to be provided by the Aiport Authority are outlined per Appendix A of this Agreement. The Design Phases include:

1. Pre-Design Phase: Preliminary Alternative Analysis Report and Preferred Analysis Report
2. Schematic Design Phase: Basis of Design Report and associated deliverables
3. Detailed Design Phase
    a. 30 % Design Submittals and associated deliverables
    b. 70% Design Submittals and associated deliverables
    c. 100% Design Submittals and associated deliverables

4. Construction Bid proposal documentation to include contract solicitation, requirements issued to prospective contractors, bid specifications and other applicable documents that complete the local request for proposal package listed at the CITY's public point of entry.
5. Construction Bid proposal evaluation.

Any future allowable, allocable and reasonable costs for Recapitalization Project construction, project management, construction management, and commissioning/site acceptance testing is anticipated to be funded through a separate Agreement or OTA modification in accordance with Article XIII "Changes and/or Modifications" between the Aiport Authority and the TSA. This Design Agreement shall not be construed to obligate the TSA, in any manner, to provide construction cost funding or obligate the TSA to enter into an Agreement with the Aiport Authority for reimbursement of construction costs related to the Recapitalization Project. TSA funding for the construction portion of the project is subject to the Congressional authorization and appropriation budget process.

ARTICLE IV – COST SHARING AND OTHER RESPONSIBILITIES

1. Capital Costs: The estimated cost of the Design Project refers to the design services to be completed by the Aiport Authority to develop the necessary design documents for the construction modifications needing to be made to the Terminal building and associated baggage conveyor system to support the Recapitalization Project. It does not include the costs of acquisition, delivery or installation of the EDS equipment itself. All work performed by the Aiport Authority pursuant to this Agreement shall be accomplished in accordance with the TSA PGDS in effect at the time this Agreement is executed and in accordance with the applicable local Aiport Authority Building Standards and Criteria. Recognizing the uniqueness of this Design Project, in the event of any conflicts between the provision of the PGDS and this

Agreement, the Parties agree to resolve such conflicts through the design review and Alternative Analysis processes described in the TSA PDGS.

2. The estimated cost for the design services for the Design Project is **$$444,000**. TSA agrees to reimburse the Aiport Authority for (100%) of the allowable, allocable and reasonable costs of the design services for the Design Project, not to exceed a total reimbursement of **$$444,000**. TSA reimburses for allowable, allocable and reasonable costs submitted by the Aiport Authority for reimbursement up to the TSA funded amount of **$$444,000**.

3. TSA will determine allowable and allocable costs in accordance with the OMB Circular A-87 "Cost Principles for State, Local and Indian Tribal Governments" codified at 2 C.F.R. Part 225 (together with Appendices A – D) and Appendix F of the TSA PGDS in effect upon the signing of this Agreement by both parties. TSA will reimburse the Aiport Authority on an actual expense basis supported by one or more invoices submitted by the Aiport Authority in accordance with Article X – Payment. The parties understand and agree that all design costs in excess of **$$444,000**, as well as any costs that are inconsistent with OMB A-87 and the guidance set forth in Appendix F of the TSA PGDS in effect at the time the Agreement is executed, shall be borne solely by the Aiport Authority unless otherwise agreed by the TSA in a modification in accordance with Article XIII – Changes and/or Modifications. Should the TSA contributions of **$$444,000** represent more than the total final TSA allowable, allocable, and reasonable design costs for the Design Project, the Aiport Authority will refund TSA sufficient funds such that TSA's total reimbursement will be no more than the total allowable, allocable and reasonable costs submitted by the Aiport Authority.

4. The Design Project costs which TSA will reimburse are limited specifically to those costs associated with the Design Deliverables mandated by the TSA PGDS, outlined in Appendix A "TSA PGDS Design Deliverables Checklist."

5. Change orders shall not be considered authorization to exceed TSA's reimbursement limit of **$$444,000** for the Design Project, unless the TSA Deployment Manager and TSA Contracting Officer have been notified in advance of the impact the Change Order has on the total cost of the design services for the Design Project, and TSA provides its written approval to proceed with the work identified in the Change Order. Use of contingency funds for the TSA Design Project requires TSA's prior written approval.

ARTICLE V: PROJECT RESPONSIBILITIES

The primary Project responsibilities of the TSA and the Aiport Authority are outlined below. The Design Project will be overseen by the Aiport Authority.

A. TSA Responsibilities

1. Review and concur with the Recapitalization Project design, plans, and specifications for alternative analysis, schematic, 30%, 70% and 100% design packages for the installation of the replacement EDS units in the CBIS based upon the recommendations and guidelines in the TSA PGDS in effect at the time of execution of this Agreement.
2. The Aiport Authority must receive concurrence from TSA at each stage of the design

review in order to proceed to the next design review stage.
3. Consider design alternatives during the design review process in order to achieve the most efficient screening solution for both TSA and the Aiport Authority.
4. Provide the applicable version of the TSA PGDS as well as the EDS equipment specification(s) as required.
5. Advise the type of EDS equipment to be provided at each stage of the design.
6. Provide EDS Original Equipment Manufacturer Technical Advisory Support Services to the Aiport Authority regarding integration of the EDS units into the baggage handling system (BHS).
7. Review and consider requested changes to the design and associated costs.

B. Aiport Authority Responsibilities

1. Except for the responsibilities of the TSA, as outlined above, the Design Project will be managed and overseen by the Aiport Authority. The Aiport Authority, acting through such contractors as it may engage, will provide the engineering and design services necessary for successful completion of the Design Project. The Aiport Authority will provide oversight of such contractor(s) to ensure the design of the Recapitalization Project conforms to the TSA design guidelines identified in the PGDS and is completed within the project milestone schedule.
2. The Aiport Authority must receive concurrence from TSA at each stage of the design review in order to proceed to the next design review stage.
3. Provide a budgetary construction cost estimate with the schematic, 30% design review and subsequent 70% and 100% design reviews for the Recapitalization Project.
4. Obtain all necessary licenses, insurance permits and approvals.
5. Ensure the EDS OEM site planning, installation, integration and networking guidelines are incorporated into the design to ensure operational, maintenance and environmental specifications are met.
6. As part of the design, provide reasonable measures to protect the EDS and ETD equipment from harm, theft, and water intrusion in the screening area.
7. Incorporate heating, ventilation, air conditioning into the design as well as OSHA requirements for those spaces occupied by TSA personnel.
8. Submit monthly progress reports by the 10th of each month to the TSA Deployment Manager via e-mail at OSTCBD@tsa.dhs.gov

ARTICLE VI - EFFECTIVE DATE AND TERM

The period of performance for this Agreement is effective on the date signed by TSA and ends on August 31, 2013 unless earlier terminated by the parties pursuant to Article XV "Termination" as provided herein or extended by mutual written agreement pursuant to Article XIII "Changes and/or Modifications." The period of performance allows the Aiport Authority time to submit a final invoice, close out the Design Project, and address any other issues.

Aiport Authority will establish and provide Design Schedule Milestones to the TSA that allow objective measurement of progress toward completion. Design Schedule Milestones will be provided to the TSA within 30 days after the Aiport Authority has established their design services contract(s). TSA maintains the right to identify any additional milestones to be tracked.

ARTICLE VII - ACCEPTANCE AND TESTING

TSA will deem the Design Project complete upon review and concurrency of the 100% design package for each Terminal. The design must conform to the TSA PGDS in effect at the time that this Agreement is executed.

ARTICLE VIII - AUTHORIZED REPRESENTATIVES

The authorized representative for each party shall act on behalf of that party for all matters related to this Agreement. Each party's authorized representative may appoint one or more personnel to act as an authorized representative for any administrative purpose related to this Agreement, provided written notice of such appointments is made to the other party to this Agreement. The authorized representatives for the parties are as follows:

A. TSA Points of Contact:
Regional Deployment Coordinator/Contracting Officer's Representative:
Shahzan Akber
Mail Stop TSIF #32
Transportation Security Administration
1 Post Office Road
Washington, DC 20528-6032
Phone: 571-227-5645
E-Mail: shahzan.akber@dhs.gov

Contracting Officer:
William Melanson
701 South 12th Street
Arlington, Va. 20598
Phone: 571-227-3266
E-Mail: william.melanson@dhs.gov

Only the TSA Contracting Officer (CO) shall have the authority to bind the Federal government with respect to funding and liability. The TSA Regional Deployment Coordinator (RDC) is also the TSA Contracting Officer Representative (COR) and is responsible for the technical administration of this Agreement and technical liaison with the Aiport Authority and the Airport. The TSA COR is not authorized to change the scope of work, to make any commitment or otherwise obligate the TSA, or authorize any changes which affect the liability of the TSA such as amount or level of funding.

The Aiport Authority must notify the TSA CO and COR in the event that any TSA employee or TSA contracted agent takes any action that may be interpreted by the Aiport Authority as direction which could increase the Design Project costs and could cause the Aiport Authority to seek reimbursement from TSA in excess of the of the TSA's total reimbursement liability as defined in Articles IV and IX of this Agreement.

B. Aiport Authority Points of Contact:

The A.B. Won Pat International Airport Authority Point of Contact for all correspondence is:
Mr. Ada II
P.O. Box 8770
Tamuning, Guam 96931

ARTICLE IX - FUNDING AND LIMITATIONS

TSA will provide funding to the Aiport Authority in an amount not to exceed **$$444,000**. Funds in the amount of **$$444,000** are hereby obligated and made available for payment for performance of this Agreement. Expenses incurred in executing the work identified herein are chargeable to:

PR: 21-13-203-CT1045
Accounting Code: 5CF10XB010D2013SWE044GE013723006200622CTO 5903001505010000 251B

Amount: $$444,000

In the event of termination or expiration of this Agreement, any TSA funds that have not been spent or incurred for allowable expenses prior to the date of termination and are not reasonably necessary to cover termination expenses will be returned and/or de-obligated from this Agreement. TSA's liability to make payments to the Aiport Authority is strictly limited to the amount of funds obligated and available for payment hereunder, including written modifications to this Agreement.

Under no circumstances will TSA be responsible to reimburse the Aiport Authority for profit or the general costs of government. The Aiport Authority may recover the allowable direct costs of the Aiport Authority personnel performing work necessary under this Agreement, as well as the allowable and allocable costs of the contractors hired by the Aiport Authority to perform the necessary work under this Agreement. Profit and overhead costs for the Aiport Authority's contractors performing work on the TSA Project are allowable costs. Submission of a cost allocation plan is required to address any indirect costs, to include Aiport Authority employees, who work on multiple activities that will result in a request for reimbursement under this Agreement. TSA will not be responsible for costs incurred by the Aiport Authority, its contractors or agents to perform work not in compliance with the TSA requirements in this Agreement. The TSA has the right to recoup any payments made to the Aiport Authority if the TSA Contracting Officer determines that the invoices submitted by the Aiport Authority exceed the actual costs incurred, or if the work substantially deviates from the TSA-approved design requirements for the Project pursuant to this Agreement.

TSA will reimburse only for allowable, allocable and reasonable costs in accordance with the OMB Circular No. A-87 in effect on the Effective Date of the Agreement (codified at 2 C.F.R. Part 225) and the allowable/not-allowable costs identified in the TSA PGDS in effect as of the effective date of this Agreement.

ARTICLE X – PAYMENT

The United States Coast Guard Finance Center performs the payment function on behalf of the TSA. For purposes of submission to the Coast Guard Finance Center, the Aiport Authority must submit a completed Summary Invoice. Registration in the System for Award Management (SAM) is mandatory for invoice payment; for information regarding SAM, please refer to https://www.sam.gov/portal/public/SAM/.

Invoices for reimbursable expenses will be submitted every thirty (30) days, as expenses are incurred. For periods in which the Aiport Authority has not incurred a reimbursable expense, an invoice is not required. Expenses are considered to accrue on the date that the Aiport Authority is invoiced from a sub-contractor, supplier, or provider of services. Reimbursement by TSA is conditioned upon submission to TSA of an invoice identifying the Project costs that have been incurred and paid. The TSA intends to make payment to the Aiport Authority within 120 days of receipt of each properly prepared invoice for reimbursement of incurred costs.

In the event that an invoice for reimbursable expenses is not received by the TSA within a twelve (12) month period, the TSA reserves the right to terminate the Agreement per Article XV "Termination."

The TSA reimbursement process consists of two steps.

Step 1 – Summary Invoice Submittal to the U.S. Coast Guard Finance Center for Payment, and at a minimum should contain the following information:

(1) Agreement Number:HSTS04-13-H-CT1045
(2) Invoice Number and Invoice Date
(3) Complete Business Name and Remittance Address
(4) Point of Contact with address, telephone, fax and e-mail address
(5) Tax Identification Number and DUN's Number
(6) Dollar Amount of Reimbursement requested
(7) Signature of the Aiport Authority's authorized representative and the following certification language: *"This is to certify that the services set forth herein were performed during the period stated and that the incurred costs billed were actually expended for the Project."*

The Summary Invoice may be submitted by standard email or by electronic transmission to the following address(s):

Mailing Address: TSA Commercial Invoices
USCG Finance Center
P.O. Box 4111
Chesapeake, VA 23327

Email: FIN-SMB-TSAINVOICES@uscg.mil

Step 2 – Submission of Summary Invoice and Supporting Documentation Submittal to TSA for Approval of Payment:

The TSA CO and the COR are required to review and approve all invoices prior to payment. To aid in this review, the Aiport Authority shall provide a copy of the Summary Invoice along with all receipts, contractor pay requests and other supporting information which specify the vendor, services provided, and products delivered as well as the appropriate identifications that the Aiport Authority has paid these obligations. The Aiport Authority should provide this supporting information simultaneously with Step 1 to expedite the payment process.

The Support Documentation should contain the following items:

- Summary Invoice from Step 1
- An executive summary project overview with the first invoice
- A summary spreadsheet providing a categorized breakdown of the amount invoiced.
- Signed, approved and legible copies of each individual contractor's invoice to include schedules of values statements of work.
  - Copies of contracts and change orders that provide support for the actual work being invoiced
  - Vendor and subcontractor invoices with specific details about services provided
  - Rationale for all allocations or unusual calculations or assumptions
  - Proof of delivery to the project sponsor
  - Copies of subcontractor's invoices if listed on a prime contractor's invoice as a single amount (copies of timesheets and detailed backup not required if descriptions are clear and specific).
- Proof of payment by the Aiport Authority for each invoice in the form of copies of check/warrants, bank wire transfers, or accounting systems transactions

The Summary Invoice and supporting documentation may be submitted by email or mail via CD or paper documents to the below addresses. The final closeout invoice should include proof that all required deliverables have been provided.

Shahzan Akber
Mail Stop TSA TSIF - #32
Transportation Security Administration
1 Post Office Way
Washington, D.C. 20528-6032
Email: OSTCBD @tsa.dhs.gov

William Melanson
C/O Mr. Henry Edquist
Faithful & Gould
1725 Duke Street, Suite #200
Alexandria, VA 22314
Phone: 571-403-8777
Email: Henry.Edquist@fgould.com

Upon completion of the review of the supporting documentation for the Summary Invoice, the TSA CO and the TSA RDM/COR will advise the Coast Guard Finance Center regarding payment of the Summary Invoice.

ARTICLE XI - AUDITS

The Federal Government, including the Comptroller General of the United States, has the right to examine or audit relevant financial records for a period not to exceed three (3) years after expiration of the terms of this Agreement. The Aiport Authority's and its contractors must maintain an established accounting system that complies with generally accepted accounting principles. Records related to disputes arising out of this Agreement shall be maintained and made available until such disputes have been resolved. As used in this provision, "records" includes books, documents, accounting procedures and practices, and other data, regardless of type and regardless of whether such items are in written form, in the form of computer data, or in any other form.

The Aiport Authority shall maintain all records and other evidence sufficient to reflect costs claimed to have been incurred or anticipated to be incurred directly or indirectly in performance of this Agreement. The TSA CO or the authorized representative of the TSA CO shall have the right to examine and audit those records at any time, or from time to time. The right of examination shall include inspection at all reasonable times at the offices of the Aiport Authority or at the offices of the Aiport Authority's contractor(s) responsible for the Project. The Aiport Authority will be required to submit cost or pricing data and supporting information in connection with any invoice relating to this Agreement if requested by the TSA CO.

This Article XI shall not be construed to require the Aiport Authority or its contractors or subcontractors to create or maintain any record that they do not maintain in the ordinary course of business pursuant to a provision of law, provided that those entities maintain records which conform to generally accepted accounting practices.

The Aiport Authority shall insert a clause containing the terms of Article XI – Audits in all its contracts and subcontracts under this Agreement that exceed $100,000.00 (One Hundred Thousand Dollars).

ARTICLE XII – REQUIRED FEDERAL PROCUREMENT PROVISIONS

Competition in the award of contracts or procurements resulting from this Project is strongly encouraged and the Aiport Authority should promote competition to the maximum extent practicable.

The Aiport Authority agrees to include in its contract(s) a provision that the Airport Terminal designs for this Project are required to comply with the TSA's PGDS.

ARTICLE XIII – CHANGES AND/OR MODIFICATIONS

Changes and modifications to this Agreement shall be in writing and signed by the TSA CO and duly executed by the authorized representative of the Aiport Authority. Any modification shall cite this Agreement and shall state the exact nature of the change and/or modification. No oral statement by any person shall be interpreted as modifying or otherwise affecting the terms of this Agreement. The properly signed written modification shall be attached to this Agreement and thereby become a part of this Agreement.

ARTICLE XIV – DISPUTES

When possible, disputes will be resolved by informal discussion between the parties. All disputes arising under or related to this Agreement shall be resolved under this Article. Disputes, as used in this Agreement, mean a written demand or written assertion by one of the parties seeking, as a matter of right, the adjustment or interpretation of Agreement terms, or other relief arising under this Agreement. The dispute shall be made in writing and signed by a duly authorized representative of the Aiport Authority or the TSA. At a minimum, a dispute under this Agreement shall include a statement of facts, adequate supporting data. In the event that the parties are unable to resolve any disagreement through good faith negotiations, the dispute will be resolved by the TSA Assistant Secretary or his or her designee. The parties agree that the TSA Assistant Secretary's decision shall be final and not subject to further judicial or administrative review and shall be enforceable and binding upon the parties.

ARTICLE XV – TERMINATION

In addition to any other termination rights provided by this Agreement, either party may terminate this Agreement at any time prior to its expiration date, with or without cause, and without incurring any liability or obligation to the terminated party (other than payment of amounts due and performance of obligations accrued, in each case on or prior to the termination date) by giving the other party at least thirty (30) days prior written notice of termination. Upon receipt of a notice of termination, the receiving party shall take immediate steps to stop the accrual of any TSA additional obligations that might require payment.

In the event of termination or expiration of this Agreement, any TSA funds that have not been spent or incurred for allowable expenses prior to the date of termination and are not reasonably necessary to cover termination expenses will be returned and/or de-obligated from this Agreement.

ARTICLE XVI – CONSTRUCTION OF THE AGREEMENT

This Agreement is an "other transaction" issued under 49 U.S.C. § 106(l) and 114(m)(1) and is not a procurement contract, grant or cooperative agreement. Nothing in this Agreement shall be construed as incorporating by reference or implication any provision of Federal acquisition law or regulation. It is not intended to be, nor shall it be construed as creation of a partnership, corporation, or other business entity between the parties.

Each party acknowledges that all parties hereto participated equally in the negotiation and drafting of this Agreement and any amendments thereto, and that, accordingly, this Agreement shall not be construed more stringently against one party than against the other.

This Agreement constitutes the entire agreement between the parties with respect to the subject matter hereof and supersedes all prior agreements, understandings, negotiations and discussions, whether oral or written, of the parties.

In the event that any Article and/or parts of this Agreement are determined to be void or otherwise invalid or unenforceable, such Article or portions thereof shall lapse. No such lapse will affect the rights, responsibilities, and obligations of the parties under this Agreement, except

as provided therein. If either party determines that such lapse has or may have a material effect on the performance of the Agreement, such party shall promptly notify the other party, and shall negotiate in good faith a mutually acceptable amendment to the Agreement if appropriate to address the effect of the lapse.

ARTICLE XVII - PROTECTION OF INFORMATION

The parties agree that they shall take appropriate measures to protect all proprietary, privileged, confidential, or otherwise Sensitive Security Information (SSI) that may come into their possession as a result of this Agreement.

A. RELEASE OF TECHNICAL DATA

No Sensitive Security Information (SSI), as defined in 49 CFR Parts 15 and 1520, concerning the scope of this Agreement, shall be published or released to the public without prior written approval of the TSA Assistant Secretary or his or her designee. Guidance regarding SSI may be found in Appendix G, Checked Baggage Screening Equipment Sensitive Security Information Identification Guide", of the TSA PGDS.

B. RECORDS AND RELEASE OF INFORMATION

All Sensitive Security Information (SSI), as defined in 49 CFR Part 1520, shall be handled in accordance with TSA policies and regulations. All employees, contractors, and subcontractors assigned to work under this Agreement are subject to the provisions of 49 CFR Part 1520, Protection of Sensitive Security Information, because they act for, or carry out duties for, or on behalf of the TSA. SSI may not be disclosed except in accordance with the provisions of that rule or where TSA otherwise approves.

C. MEDIA

Neither the Aiport Authority, nor its contractors shall make publicity or public affairs activities related to the subject matter of this Agreement unless written approval has been received from the TSA Office of Security Technology or the TSA Office of Strategic Communication and Public Affairs. The purpose of this provision is to preclude the inadvertent release of SSI to the general public.

ARTICLE XVIII - SURVIVAL OF PROVISIONS

The following provision of this Agreement shall survive the termination of this Agreement: Article XII – Required Federal Procurement Provisions; Article XI – Audits; Article XIV – Disputes, Article XVII – Protection of Information and Article XVIII – Survival of Provisions.

IN WITNESS WHEREOF, the Parties have entered into this Agreement by their duly authorized officers this _____ day of _____, 2013.

U. S. Department of Homeland Security **Transportation Security Administration**	**Insert Airport Authority**
_____	_____
William Melanson **TSA Contracting Officer**	**Insert Name** **Title**
_____	_____
Date	**Date**

Appendix A
TSA Planning Guidelines and Design Standards
Design Deliverables Checklist

Figure 2-4
DELIVERABLES CHECKLIST

PROJECT PHASE DELIVERABLES	SECTION	Completed Yes	Completed No
Pre-Design Phase	2.2.1	☐	☐
Preliminary Alternatives Analysis Report		☐	☐
Preferred Alternatives Analysis Report		☐	☐
Schematic Design Phase		☐	☐
Basis of Design Report	2.2.2	☐	☐
Detailed Program Requirements		☐	☐
High-Level Flow-Based Modeling Assumptions and Results		☐	☐
Preliminary Concept Plans		☐	☐
Phasing and Constructability Technical Memoranda		☐	☐
ROM Estimate of Probable Construction and O&M Costs		☐	☐
Stakeholder Review and Approval Documentation		☐	☐
Preliminary Project Schedule		☐	☐
Detailed Design Phase	2.2.2	☐	☐
30% Design Submittals	2.2.3.1	☐	☐
Updated Basis of Design Report		☐	☐
Operational Standards Assessment		☐	☐
Preliminary Plans		☐	☐
Cross Sections		☐	☐
Description of Operations		☐	☐
Baggage and Data Flow Charts		☐	☐
Table of Contents for CBIS		☐	☐
Screening Equipment Installation Guidelines		☐	☐
Outline of Reporting Capabilities		☐	☐
Stakeholder Review and Approval Documentation		☐	☐
30% Estimate of Probable Construction and O&M Costs		☐	☐
Preliminary Phasing Schedule		☐	☐
Conveyor Manifest		☐	☐
EDS Equipment List		☐	☐
70% Design Submittals	2.2.3.2	☐	☐
Updated Basis of Design Report		☐	☐
Updated Operational Standards Assessment		☐	☐
70% Design Drawings		☐	☐
Cross Sections		☐	☐

PROJECT PHASE DELIVERABLES	SECTION	Completed Yes	Completed No
Detailed Design Phase (continued)		☐	☐
70% Design Submittals (continued)		☐	☐
Description of Operations		☐	☐
Preliminary Contingency Plan		☐	☐
70% Specifications		☐	☐
Draft Site Specific Configuration Management Plan		☐	☐
Stakeholder Review and Approval Documentation		☐	☐
70% Estimate of Probable Construction and O&M Costs		☐	☐
Phasing Schedule		☐	☐
Conveyor Manifest		☐	☐
Updated EDS Equipment List		☐	☐
100% Design Submittals	2.2.3.3	☐	☐
Bid Documents		☐	☐
Final Description of Operations		☐	☐
Contingency Plans		☐	☐
Project Specifications		☐	☐
Final Site Specific Configuration Management Plan		☐	☐
Stakeholder Review and Approval Documentation		☐	☐
Final Estimate of Probable Construction and O&M Costs		☐	☐
Final Phasing Schedule		☐	☐
Updated EDS Equipment List		☐	☐
Operations Training Materials and Documentation		☐	☐
Construction Phase	2.2.4	☐	☐
Changes to Approved 100% Design Submittals		☐	☐
Construction Schedule		☐	☐
Courtesy Copies of Shop and Installation Drawings		☐	☐
Testing and Commissioning Phase	2.2.5	☐	☐
Pre-ISAT Documentation		☐	☐
ISAT Documentation		☐	☐
Project Closeout Phase	2.2.6	☐	☐
As-built CBIS Documentation Submittal		☐	☐
Final Copy of the PLC Program with Drawings		☐	☐
Final Copy of Disaster Recovery Procedures		☐	☐

APPENDIX B, SCHEDULE OF DELIVERALBES

The following deliverables are required to be submitted by the A.B. Won Pat International Airport Authority.

Item	Submitted To:	Frequency or Due Date
Schedule to include Project Milestones (Design and proposed Construction)	TSA Deployment Manager, OSTCBD@tsa.dhs.gov and TSA Contracting Officer	Within 30 days of the A.B. Won Pat International Airport Authority awarding the design contract. Updates submitted with monthly TSA report.
Pre-Design Phase, Schematic, 30%, 70% and 100% Design deliverables	TSA Deployment Manager, OSTCBD@tsa,dhs.gov	In accordance with the TSA PGDS Deliverables Checklist
Preferred Alternative Package	TSA Deployment Manager, OSTCBD@tsa,dhs.gov	April 2013
30% Design	TSA Deployment Manager, OSTCBD@tsa,dhs.gov	June 2013
Design Contract Schedule of Fees	TSA Deployment Manager, TSA Contracting Officer, OSTCBD@tsa.dhs.gov	Provide upon issuing Design Contract
Copies of the Design Contract(s) and Change Orders	TSA Deployment Manager, TSA Contracting Officer. OSTCBD@tsa.dhs.gov	Change Orders requiring advanced TSA approval.
Monthly Project Report	TSA Deployment Manager, OSTCBD@tsa.dhs.gov	By the 10th of each month. Electronic submission is requested.
Requests for Information or Clarification	TSA Deployment Manager	As needed
Final Invoice	TSA Deployment Manager TSA Contracting Officer, OSTCBD@tsa.dhs.gov	No later than 90 days after completion of the CBIS Construction Project.

The Monthly Project Report is to be submitted by the 10th of each month to the TSA Deployment Lead, and OSTCBD@tsa.dhs.gov and shall address the following:

- Design Schedule in both PDF and "live"/usable format to depict the critical path, baseline and actual date information; predecessors/successors. The Design Schedule will be used for all planned TSA activities.

Attachment 1: A.B. Won Pat International Airport Authority Recapitalize EDS Candidate Units and Terminal Information

Main FIS	**C613, C605**

SIEMENS

Infrastructure & Cities

Chuck Ada
Executive Manager
Antonio B. Won Pat Guam International Airport Authority
355 Chalan Pasaheru, Route 10A
Tamuning, Guam 96931

February 26, 2013

Subject: A.B. Won Pat International Airport– TSA Recapitalization effort under TSA PDGS Version 4.1

Mr. Ada,

Thank you very much for your interest in working with Siemens to assist you in the development of the A.B. Won Pat International Airport Recapitalization effort project. We appreciate this opportunity to provide a proposal for the Baggage Handling System (BHS) engineering services for the above mentioned project.

At this time we are submitting only ROM pricing for the attached scopes of work until a final definition of the scope of work is agreed to. These two **ROM** prices are based on developing each scope of work in series, if a more defined scope is developed for both packages worked in parallel, an overall reduction in total cost could occur.

This proposal is for the baggage handling engineering services required to produce a 100% drawings and specifications for submittal to TSA for review in accordance with the published TSA Planning Design Guidelines and Design Standards (PGDS) Version 4.1 for the recapitalization effort. The pricing and scope of this system will be consider under the Mini In-Line CBIS requirements for PDGS 4.1

The project summary as defined by your Other Transaction Agreement (OTA) with the TSA for the Recapitalization effort at A.B. Won Pat International Airport is outlined below.

Project Summary – Recapitalization Effort

Deliverables:

1) Establish and provide to TSA the current baggage rates in accordance with the PGDS (v.4.1), Chapter 5. The baggage rate analysis must be for the current year (2013), and forecast the baggage rate 6 years into the future (through 2019). The quantity of EDS machines as a result of Recap will be based on the future demand, which is based on the baggage rate analysis. The report shall include information (graphs, charts, tables, figures, diagrams, etc) about the steps and calculations performed (see PGDS Chapter 5).
2) Provide a report containing a minimum of two solutions (including a cost estimate formatted to the CWE in Appendix F of PGDS) that reflects the most cost efficient solution to recapitalize the EDS units (candidate units and terminal information are included in Attachment 1). The solutions shall take into account the available speed EDS machine options and the costs associated with the following elements:
    a. EDS price
    b. EDS maintenance
    c. Phasing required to install the new EDS units
    d. Necessary modifications to the Baggage Handling System (BHS) (e.g. egress, quick disconnect, accommodations for new EDS machines)
3) The report shall include a cost/benefits analysis comparison, advantages and disadvantages for each solution, and a suggestion as to the best solution proposed. Provide documentation of airport/airline configuration changes that will affect the current and future baggage rates (additional gates, airline moves, additional flights,

USA / Infrastructure & Cities / Mobility and Logistics / Infrastructure Logistics

Postal address:
P.O. Box 613209
DFW Airport, TX 75261

Office address:
2700 Esters Blvd Suite 200B
DFW Airport, TX 75261
Tel: 972-947-7100

etc). This documentation shall also include the Aiport Authority master plan, when available.

4) Identify and provide a required statement of work, whenever minor BHS changes are necessary to accommodate the replacement EDS machines. By providing this statement of work, the Aiport Authority is not entitled to reimbursement of the costs of such work unless allowed for in a separate OTA or other agreement with TSA.
5) If major BHS system modifications are needed, the Aiport Authority shall provide a scope of work with a solution to support the increased baggage rate requirement (see "Constraints", paragraph 4). By providing this statement of work, the Aiport Authority is not entitled to reimbursement of the costs of such work unless allowed for in a separate OTA or other agreement with TSA.

Constraints:

A) The Aiport Authority must comply with the following rules and regulations governing the deliverables to be provided in support of the TSA Recapitalization Program:
   1) Reports shall contain ALL supporting documentation. This documentation includes, but is not limited to: flight schedules, airport master plan, arrival distributions applied, equipment demand calculations, cost analysis tools, among others. The TSA reserves the right to request any additional information that is not provided along with the deliverables listed in this section.
   2) PGDS where applicable.
   3) Contact TSA to obtain the available historical data of the airport in study. The historical data includes:
      - Monthly total passengers per checkpoint
      - Daily total passengers per checkpoint
      - Hourly total passenger per hour
      - Bag information reports (a.k.a. FDRS reports) for all the EDS for the ADPM
      - Bags per passengers for each airline
      - Enhanced Staffing Model results and reports
   4) If the existing BHS is unable to sustain the future expected baggage rate, as predicated by EDS machine replacement alone, the system may not be a viable candidate for the Recapitalization effort. If this is the case, please contact the TSA Regional Deployment Coordinator (RDC).
   5) If the Field Data Reporting System (FDRS) reports are available and can be provided by the TSA, the Aiport Authority shall use this data to establish the baggage rate demands and contrast it with the flight schedule analysis.
   6) When possible, the replacement EDS units shall be of the same type as the existing EDS equipment that is currently deployed at the airport, to eliminate an unnecessary need for a new network system, and any other unnecessary modifications to the system.
   7) The Aiport Authority shall examine the existing BHS's status and ensure that the conveyor system is capable of supporting the new EDS rate, independently and as a system. (The intent is that the EDS machines can be fully utilized at their rated capacity). Redundant EDS machines – as per the PGDS – are to be an integral requirement. If major BHS modifications are needed, and only with the RDM's approval, the Aiport Authority may produce a scope of work with a solution to support the increased rate requirements. By providing a scope of work, the Aiport Authority is not entitled to reimbursement of the costs of such work unless allowed for in a separate OTA or other agreement with TSA.

In both solutions provided pursuant to this OTA, the Aiport Authority shall identify the removal path for the EDS machines, include special requirements, and/or identify limitations or constraints.

This Design Services Project requires the Aiport Authority to provide the architect and engineering services to develop the design and construction specifications to install the inline systems designated for replacement within the Airport Terminal (hereinafter the Design Project). The Checked Baggage Inspection System (CBIS) design needs to address Airport Terminal modifications required to be made to incorporate the new systems to include

required changes per the instructions below: The objective of the Design Services Agreement is to provide the design documents and specifications to identify the necessary construction modifications required to install an inline CBIS to enhance the security and baggage screening capabilities at the Airport. The TSA detailed design deliverables for each Design Phase to be provided by the Aiport Authority are outlined per Appendix A of this Agreement. The Design Phases include:

1. Pre-Design Phase: Preliminary Alternative Analysis Report and Preferred Analysis Report
2. Schematic Design Phase: Basis of Design Report and associated deliverables
3. Detailed Design Phase
    a. 30 % Design Submittals and associated deliverables
    b. 70% Design Submittals and associated deliverables
    c. 100% Design Submittals and associated deliverables

4. Construction Bid proposal documentation to include contract solicitation, requirements issued to prospective contractors, bid specifications and other applicable documents that complete the local request for proposal package listed at the CITY's public point of entry.
5. Construction Bid proposal evaluation.

ROM Pricing - Recapitalization Effort

1. We are estimating that this project should take approximately 3 months for the entire scope of work including time for all required site trips (3 trips and 9 man days).
2. Travel expenses have not been included in the project estimate below for any travel. All travel and per diem will be billed at actual expenses plus 10% for processing (airline tickets, hotel, car and $50.00/day per Diem) estimated at approximately $7,500 for project.
3. Simulation of the conveyor system may be required and we have budgetary estimates of $6,500 for a 100% AVI development and deliverable for just the screening matrix.
4. All submittal packages will be delivered on CD on PDF format. CADD drawings can be supplied if requested.
5. This price includes the development of the bid packages with A.B. Won Pat International Airport using the TSA submittal information.
6. Siemens will be working for you as a subcontractor; as such we (Siemens) will want to bid on the project when the project solicitation occurs.
7. Our proposal is based on mutually agreeable terms and conditions between Siemens and A.B. Won Pat International Airport.

Pre-Design Phase	$ 11,700
Schematic Design Submittal	$ 17,550
30% Design Submittal	$ 40,950
70% Design Submittal	$ 23,400
100% Design Submittal	$ 23,400
Construction Bid Proposal Documentation (BHS scope only)	$ 5,000
Construction Bid Proposal Evaluation (BHS scope only)	$ 3,000
Travel and Simulation Budget	$ 14,000
TOTAL	**$ 139,000**

SIEMENS

Project Summary – Optimization Effort

The scope identified below indicates the basis for the work by the designer to achieve a TSA compliant submittal for a 100% EDS; if during the evaluation process it was determined that the scope would produce a submittal for an Optimization of the existing system the following scope would be included. . As the requirement for your project is only a Recapitalization many of the deliverables below are required by both efforts, however the work load for the Optimization effort is larger than for the Recapitalization effort.

A 100% TSA design submittal consists of 5 phases.

- Pre-Design Phase
- Schematic Design Phase
- 30% Design Phase
- 70% Design Phase
- 100% Design Phase

Our design as well as budgetary pricing will incorporate all PDGS requirements for Version 4.1 as well as incorporating all of our "Lessons Learned" from previous projects.

Antonio B. Won Pat Guam International Airport Authority may be required to assist Siemens by providing local information pertaining to operations for the airport and the TSA as well as budgetary construction costs to accommodate the baggage handling system, if required.

Antonio B. Won Pat Guam International Airport Authority and Local Stakeholders may be required to assist Siemens by providing local information pertaining to the operations for the airlines and the TSA.

Pre-Design Phase

Below is the breakdown of the Pre-Design Phase:

Task 1 - Data Collection and Facilities Inventory
Task 2 - Zoning Scheme Definitions and Demand Estimates
Task 3 - Preliminary Screening Alternatives Development
Task 4 - Preliminary Screening Alternatives Evaluation
Task 5 - Preliminary Screening Alternatives Selected
Task 6 - Preliminary Alternatives Analysis Report
Task 7 - Selected Screening Alternative Refinement Task 8 – Staffing Level Estimates for life cycle costs
Task 9 - ROM Evaluations and Life-Cycle Cost Analyses
Task 10 - Preferred Screening Alternative Selection
Task 11 - Preferred Alternatives Analysis Report
Task 12 - Approval/Rejection and Submittal Comments

Deliverables for Pre-Design

The significant deliverables to be submitted by the project sponsor to the TSA during the Pre-Design Phase are listed below in chronological order:

- Preliminary Alternatives Analysis Report. This report should document the assumptions and methodology used to derive the design-year baggage screening demand, the process used to develop alternatives, a description of all alternatives considered, and a list of the preliminary set of alternatives to be carried forward for analysis on a life-cycle cost basis.

- Preferred Alternatives Analysis Report. This report should document the life-cycle cost analysis and basis for selection of the preferred alternative(s) to be further developed in the Schematic Design Phase.

TSA Responsibilities

- As part of the review process during the Pre-Design Phase, TSA Headquarters is expected to provide the project sponsor with the following:
    - Estimates of staffing levels necessary to complete the lifecycle cost analysis in preparing the Preferred Alternatives Analysis Report.
    - Formal approval/rejection and comments on the report submittals.

Schematic Design Phase

Below is the breakdown of the Schematic Design Phase:

Task 1 - Preferred Alternative Refinement.
Task 2 - ROM and the Life-Cycle Cost Refinement.
Task 3 - Program Schedule Refinement.
Task 4 - Indication of Expected Equipment Type.
Task 5 - Basis of Design Report.
Task 6 - Approval/Rejections and Submittal Comments.
Task 7 - ILDT/TSA Meeting.

Deliverables for Schematic Design

The major deliverable for this phase will be a Basis of Design Report, which will add the following elements to Pre-Design Phase work products:

- Detailed Program Requirements, including planning and modeling assumptions and results, a conceptual system overview, and a system evaluation of the preferred alternative which will be the proposed system in the bid documents
- High-level flow-based modeling assumptions and results based on information supplied by TSA, Airport Authority and flight data obtained from OAG .
- Preliminary Concept Plans for the existing BHS, as well as the planned configuration of the in-line CBIS.
- Phasing and Constructability Technical Memoranda documenting project-specific issues for each discipline, including CBIS design and architectural, structural, mechanical, plumbing, electrical, and communications considerations.
- ROM estimate of probable construction costs and operating and maintenance (O&M) costs based on the Basis of Design Report documentation.
- Documentation of stakeholder review and approval.
- Preliminary Project Schedule.
- TSA Responsibilities
    - As part of the review process at the end of the Schematic Design Phase, TSA Headquarters is expected to provide the project sponsor with the following: (A.B. Won Pat International Airport)
    - Preliminary indication of expected equipment type to be delivered. (assumed this has already happened)
    - Formal approval/rejection and comments on the Basis of Design Report. (we only expect comments back on our design assumptions)
- TSA Funding Application we will work with you to submit the application.

30% Design Phase

Below is the breakdown of the 30% Design Tasks:

Task 1 - Based on the TSA-approved Basis of Design Report, refine detailed design.
Task 2 - Refine ROM construction and O&M cost estimates.
Task 3 - Update the preliminary program schedule developed in the Schematic Design Phase.
Task 4 - Obtain an updated indication of expected equipment type(s) from TSA.
Task 5 - Submit the 30% design deliverables specified below.
Task 6 - Receive comments on the 30% design submittals and formal approval/rejection from TSA.
Task 7 - Receive TSA memorandum stating that TSA responses must be addressed and that the CBIS design cannot be bid until after TSA approval of the 100% design submittal.
Task 8 - Conduct a meeting with the ILDT and TSA to review the 30% design submittals.

Deliverables for 30% Design Package

Preliminary Plans for all disciplines, including: – Plan views of outlined conveyors (and rights of ways), mechanical, showing EDS locations and CBRA area(s) – EDS machine removal route as well as all other O&M related access
Inclines/declines

- Conveyor delineations, especially near the EDS machines and in the CBRA
- Conveyor identification (ID) labels
- Elevations of significant areas (floor/wall penetrations, steep gradients, congested areas)
- Top of Bed (TOB) approximate elevations
- Approximate (Master Control Panel) MCP locations
- Demolition and phasing plans
- CBRA plans shall include:
    - Elevations
    - Bag lift-assist operation
    - BRPs in relation to workstations
    - OS bag staging
    - Shrouding materials
    - Flooring material
    - Lighting design
    - Noise reduction design
    - Minimum environmental conditions
- Cross Sections showing the vertical dimensions of the CBIS including equipment removal paths.
- Prepare an Operational Standards Assessment (OSA) including a BHS Simulation Analysis and AVI as described in the PGDS
- Table of contents for CBIS but not limited to specifications for equipment for On-Screen Resolution (OSR) room, CBRA, BSDs, conveyor specifications prior to EDS, insert/removal point of IQ bags, and reference to all of the TSA-furnished screening equipment to be used in the CBIS.
- Screening Equipment Installation Guidelines, documenting the satisfactory accommodation of the selected screening equipment in compliance with the manufacturer's site-installation guide.
- Outline of Reporting Capabilities to be provided by the CBIS (see Appendix A for examples of detailed reports generated.)
- Documentation of stakeholder review and approval, including responses to TSA OSO and OST comments concerning OSR and CBRA areas for TSA review.
- 30% estimate of probable construction and O&M costs.
- Preliminary phasing schedule
- Conveyor manifest showing:

  - Conveyor identifiers
  - Approximate conveyor lengths
  - Approximate conveyor speeds
- A list of EDS equipment, by make, model, and serial number that will be decommissioned after the proposed inline system is operational.

TSA Responsibilities
As part of the review process at the end of the 30% design subphase, TSA Headquarters is expected to provide the project sponsor with the following:

- Updated indication of expected equipment type to be delivered.
- Formal approval/rejection and comments on the 30% design submittals.
- A memorandum from TSA stating that TSA responses must be addressed (if appropriate) and that the CBIS design cannot be bid until after TSA approval of the 100% design submittal.

Meetings

- A meeting will be conducted with the ILDT and TSA at the end of this sub-phase to review the above-mentioned deliverables

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70% Design Phase

Below is the breakdown of the 70% Design Phase:

Task 1 - Based on TSA-comments on the 30% design submittals, refine detailed design drawings.
Task 2 - Refine ROM construction and O&M cost estimates.
Task 3 - Update the preliminary program schedule developed in the 30% design sub-phase.
Task 4 - Obtain an updated indication of expected equipment type from TSA.
Task 5 - Submit the 70% design deliverables specified below.
Task 6 - Receive comments on the 70% design submittals and formal approval/rejection from TSA.
Task 7 - Conduct a meeting with the ILDT and TSA to review the 70% design submittals.

Deliverables for 70% Design Package

- Updated Basis of Design Report.
- Prepare an Operational Standards Assessment (OSA) including a BHS Simulation Analysis and AVI as described in the PGDS
- 70% design drawings for all disciplines, including:
- Mechanical drawings, including:
  - Motor/drive package locations
  - Catwalk/platforms/ladders and stairways
  - Dimensions of points of intersection
  - Realistic elevations and TOB identifiers, including areas of interest
  - Pertinent details (specific required structural attachments, maintenance space requirements, etc.) Notable interference issues
- Demolition requirements
- Electrical
  - Control station locations
  - E-stop zones (drawings which reflect areas and activating stations)
  - Device locations (photo-eyes, shaft encoders, audio/visual alarms, remote I/O boxes)
  - Final MCP locations and sizing

- EDS machine removal route as well as all other O&M related access
- Control room location (if applicable)
- Demolition and phasing plans
- Any refinements to CBRA plans
- Cross sections showing the vertical dimensions of the CBIS.
- Refinements to the Description of Operations including refinements to the discussion of how the system is intended to work with emphasis on the CBRA
- Preliminary Contingency Plan describing contingency operations in the event of:
    - Screening equipment failure
    - Conveyance equipment failure
    - Loss of utility power
    - Unplanned surges in system demand
- 70% specifications, with specific reference made to the responsibility of the BHS contractor to meet TSA-specified CBIS design performance requirements and current CBIS commissioning requirements for final TSA approval as well as documentation on the reporting capabilities for which the CBIS is designed and related operational procedures (e.g., jam clear procedures).
- Draft Site-Specific Configuration Management Plan,
- Documentation of stakeholder review and approval, including responses to TSA OSO and OST comments concerning OSR and CBRA areas for TSA review.
- 70% estimate of probable construction and O&M costs.
- Refined phasing schedule.
- Conveyor manifest, including:
    - Motor sizing
    - Total amperage requirements
    - Conveyor speeds (refined)
- An updated list of EDS equipment, by make, model, and serial number that will be decommissioned after the proposed in-line system is operational.

TSA Responsibilities
As part of the review process at the end of the 70% design subphase, TSA Headquarters is expected to provide the project sponsor with the following:

- Updated indication of the expected equipment type to be delivered.
- Formal approval/rejection and comments on the 70% design submittals.

Meetings

- A meeting will be conducted with the ILDT and TSA at the end of this sub-phase to review the above-mentioned deliverables.

100% Design Phase

Below is the breakdown of the 100% Design Phase: (All Tasks Required in Recapitalization)

Task 1 - Based on TSA-comments on the 70% design submittals, refine and finalize detailed design drawings.
Task 2 - Refine and finalize ROM construction and O&M cost estimates.
Task 3 - Update the preliminary program schedule developed in the 70% design sub-phase.
Task 4 - Confirm with TSA the exact equipment to be delivered and expected delivery schedule.
Task 5 - Submit the 100% design deliverables specified below.
Task 6 - Receive comments on the 100% design submittals and formal approval/rejection from TSA.
Task 7 - Conduct a meeting with the ILDT and TSA to review the 100% design submittals.

Deliverables for 100% Design Package

- Bid Documents, including: We will include the following with our 100% submittal package; however they will not be titled Bid Documents. We will supply CADD files, excel and word documents for your use.
    - Cover sheet (with noted stakeholders, project locale, title, dates, revision block).
    - Drawing index
    - Legend sheet
    - Mechanical
        - Conveyor manifest sheet(s)
        - Plan views (including catwalk, stairs, egress)
- Elevation views
    - Project specific/standard details
    - Phasing drawings
    - Demolition requirements
- Electrical
    - o Control stations/devices/MCP locations
    - o E-stop zones, with relevant control station
- Demolition and phasing plans
- EDS machine removal route as well as all other O&M related access
- CBRA plans
- Final Description of Operations including the final discussion of how the system is intended to work with emphasis on the CBRA
- Contingency Plans, including diagrammatic depictions of baggage screening contingencies, as well as other screening methods and mitigation measures. A consolidated document shall be provided to TSA describing the conditions that would trigger mitigation measures and protocols for operation. In addition, a directory of all project stakeholders with direct responsibilities for operation of the CBIS should be included in the document. (all contingency plans would come from A.B. Won Pat International Airport with our assistance)
- Project specifications, with specific reference as to the responsibility of the BHS contractor to meet TSA-specified
- CBIS design performance requirements and current commissioning requirements for final TSA approval, including functional specifications of the system.
- Final Site-Specific Configuration Management Plan, including any updates on documentation of the boundaries of the screening system, areas of responsibility among TSA, the project sponsor, and the airlines (if they are not the project sponsor), and procedures for documenting and informing relevant parties of modifications to the CBIS after submission of documentation for the SSTP.
- Documentation of stakeholder review and approval, including responses to TSA OSO and OST comments concerning OSR and CBRA areas for TSA review. (A.B. Won Pat International Airport)
- Final estimate of probable construction and O&M costs.
- Final phasing schedule.
- An updated list of EDS equipment, by make, model, and serial number that will be decommissioned after the proposed in-line system is operational.
- Operations training materials and documentation

TSA Responsibilities
As part of the review process at the end of the 100% design subphase, TSA Headquarters is expected to provide the project sponsor with the following:

- Confirmation of the exact equipment to be delivered and the expected delivery schedule.
- Formal approval/rejection and comments on the 100% design submittals.

Meetings

- A meeting will be conducted with the ILDT and TSA at the end of this sub-phase to review the above-mentioned deliverables.

ROM Pricing - Optimization Effort

1. We are estimating that this project should take approximately 6 months for the entire scope of work including time for all required site trips (approximately 6 trips and 18 man days).
2. Travel expenses have not been included in the project estimate below for any travel. All travel and per diem will be billed at actual expenses plus 10% for processing (airline tickets, hotel, car and $50.00/day per Diem) estimated at approximately $15,000 for project.
3. Simulation of the conveyor system will be required and we have estimated it will be $10,000 for the 30% AVI development and deliverables through 100% design.
4. All drawings will be transmitted to you as *.dwg files for your use under your own boarders if required, all other documents submitted in Microsoft Word, Excel, Projects, etc.
5. This price includes the development of the bid packages with A.B. Won Pat International Airport using the TSA submittal information.
6. Siemens will be working for you as a subcontractor; as such we (Siemens) will want to bid on the project when the project solicitation occurs.
7. Our proposal is based on mutually agreeable terms and conditions between Siemens and A.B. Won Pat International Airport.

Pre-Design Phase	$ 28,000
Schematic Design Submittal	$ 42,000
30% Design Submittal	$ 98,000
70% Design Submittal	$ 56,000
100% Design Submittal	$ 56,000
Travel and Simulation Budget	$ 25,000
TOTAL	**$ 305,000**

We have assumed Siemens terms and conditions for this proposal. Our proposal is valid for 45 days. If you have any questions please call me at anytime at (972) 947-7465 or on my cell at (817) 475-6240.

Sincerely,
Siemens Industry Incorporated

Dan Stricklin

Dan Stricklin
Business Development Manager

Cc: Frank Santos

ANTONIO B. WON PAT
INTERNATIONAL AIRPORT AUTHORITY, GUAM
BOARD OF DIRECTORS
EXECUTIVE SUMMARY

INVITATION FOR BID
RESIDENTIAL SOUND INSULATION PROGRAM PHASE 2A
IFB NO. GIAA-C02-FY13
PROJECT NO. GIAA-FY13-02-5; AIP NO. 3-66-0001-69 & 75

February 28, 2013

Purpose

Board action is requested to approve the bid award of the above project under the Invitation For Bid No. GIAA-C02-FY13.

Background

The project is under the Noise Mitigation Grant Program which has an overall objective of providing noise reduction to selected homes mostly affected by the aircraft operations. The project consists of alterations and modifications to privately owned and occupied selected residences. The work includes minor removal/demolition and installation of windows, doors, door frames, interior wall/ceiling treatments, air conditioning system and electrical system modifications.

Procurement Background

The solicitation announcement was advertised through the local newspapers during the months of December 2012 and January 2013. The bid submission deadline and bid opening took place on February 5, 2013.

Fourteen (14) firms/individuals purchased bid package and six (6) firms submitted bid proposal before the submission deadline. All six (6) firms were evaluated and determined that five (5) firms to be acceptable. As required by the Procurement Rules and Regulations, the bids were publicly opened and read aloud in the presence of the bidders.

The submitted bids are presented below:

BIDDER'S NAME	AMOUNT
ProPacific Builder Corp.	$1,914,500.00
BME & Sons Inc.	$1,803,824.85
J&B Modern Tech	$1,981,422.59
Nippo Corporation	$1,787,324.04
Reliable Builders Inc.	$2,239,987.31
Inland Builders Corp.**	$1,639,950.00

**rejected for non compliance

Legal Review

Upon receipt of the required Performance and Payment Bonds, contract documents will be forwarded to legal counsel for review prior to execution and issuance of Notice to Proceed.

Financial Review

The lowest responsive, responsible total bid amount received is $1,787,324.04. Funding for this project is available under the AIP grant no.3-66-0001-69 & 75.

Recommendation

Management recommends the contract award of **$1,787,324.04** to **Nippo Corporation,** who has been determined to have met the standards of responsibility and responsiveness outlined in Guam Procurement Regulations.

A.B. WON PAT
INTERNATIONAL AIRPORT AUTHORITY, GUAM
ATURIDAT PUETTON BATKON AIREN GUAHAN ENTENASIONAT

P.O. Box 8770
Tamuning, GU 96931

Tel (671) 646-0300
Fax (671) 646-8823

www.guamairport.com

February 26, 2013

MEMORANDUM

TO: Charles H. Ada II, Executive Manager

FROM: Franklin P. Taitano, Supply Management Administrator
Victor J. Cruz, Chief Engineer

SUBJECT: Bid Evaluation and Recommendation "Invitation For Bid"
Residential Sound Insulation Program Phase 2A
IFB No. GIAA-C02-FY13
Project No. GIAA-FY13-02-5; AIP No. 3-66-0001-69 & 75

Procurement Background:
The above referenced Invitation For Bid was publicly announced through the local newspaper during the months of December 2012 and January 2013. The bid submission deadline and bid opening took place on February 5, 2013.

Fourteen (14) firms/individuals purchased the bid package and six (6) firms submitted proposals before the bid submission deadline. The bid submittals were opened in the presence of the bidders, members of the public and several GIAA representatives. The bid offer was read aloud by the Supply Management Administrator and tabulated by a Procurement staff.

The results of the bid price submittals are as follows in the order they were received and opened:

BIDDER'S NAME	AMOUNT
ProPacific Builder Corp.	$1,914,500.00
BME & Sons Inc.	$1,803,824.85
J&B Modern Tech	$1,981,422.59
Nippo Corporation	$1,787,324.04
Reliable Builders Inc.	$2,239,987.31
Inland Builders Corp.**	$1,639,950.00

**rejected for non compliance

Bid Analysis and Evaluation:
Pursuant to Section 9 of the Instructions to Bidders, the contract is to be awarded, if it is to be awarded, as soon as possible to the lowest responsible, responsive bidder. To determine the responsibility of bidders, the bid package specified the required documents that bidders must submit with their bid packages. The attached abstract illustrates the inventory of required documents and bidders submittal.

Propacific Builders Corp.: The firm has submitted a total bid price of **$1,914,500.00.** The bidder submitted a copy of their current Guam Contractors License **#5135**. All other required documents are complete and in conformance with the Invitation For Bid.

BME & Sons Inc.: The firm has submitted a total bid price of **$1,803,824.85.** The bidder submitted a copy of their current Guam Contractors License **#3028**. All other required documents are complete and in conformance with the Invitation For Bid.

J&B Modern Tech: The firm has submitted a total bid price of **$1,981,422.59.** The bidder submitted a copy of their current Guam Contractors License **#7487**. All other required documents are complete and in conformance with the Invitation For Bid.

Nippo Corporation: The firm has submitted a total bid price of **$1,787,324.04.** The bidder submitted a copy of their current Guam Contractors License **#7978**. All other required documents are complete and in conformance with the Invitation For Bid.

Reliable Builders Inc.: The firm has submitted a total bid price of **$2,239,987.31.** The bidder submitted a copy of their current Guam Contractors License **#1224, #6519, #5288**. All other required documents are complete and in conformance with the Invitation For Bid.

****Inland Builders Corp.:*** The firm has submitted a total bid price of **$1,639,950.00.** The bidder submitted a copy of their current Guam Contractors License **#1072**. All other required documents are complete and in conformance with the Invitation For Bid. The bidder did not submit the required "Buy American Preferences".

The proposal was submitted to the designer of record, Rim Architects to evaluate and to determine if the proposed materials meet the minimum required specifications. Although the firm submitted all the documents required under this bid, the proposed specification did not meet all the required minimum specifications according to the attached analysis submitted by Rim Architect. **Inland Builders Corp. is deemed to be non-responsive and non-responsible bidder. Therefore, the bid is rejected.

Recommendation:
Pursuant to the guidelines in Item 9 of the Instruction to Bidders, the award of contract will be made to the **lowest responsible, responsive bidder.** Nippo Corporation has been determined to have met the standards of responsibility and responsiveness outlined in the Guam Procurement Regulations and has deemed to be the lowest responsible, responsive bidder.

Therefore, it is recommended that **Nippo Corporation** be awarded the contract in the amount of **$1,787,324.04** for this project.

Should you have any questions or concerns, please call our office at your convenience.

Victor Cruz **Franklin P. Taitano**

APPROVED:

CHARLES H. ADA II
Executive Manager

attachment
cc: Admin/Proc/Eng/Expansion

INVITATION NUMBER: GIAA-C02-FY13

PROJECT NO: GIAA-FY13-02-5; AIP NO. 3-66-0001-69 & 75

RESIDENTIAL SOUND INSULATION PROGRAM PHASE 2A

Antonio B. Won Pat

Guam International Airport Authority

BID ABSTRACT

Opening Date: 5-Feb-13

Opening Time: 2:00 P.M.

Page 1 of 1 pages

No. of Invitations Issued: 14

No. of Bids Received: 6

	SUMMARY OF SCOPE OF WORK:	Special Reminder to Prospective Bidders	BID GUARANTEE Cashier's Check Letter of Credit Bid Bond	Disclosure of Major Shareholders	Non-Collusion Affidavit	Statement of Previous Contracts Subject to FHD	Certification of Non-Segregated Facilities	Designation of Sub-contractors	Statement of Experience of Bidders with Returns	Certificate Concerning Foreign Interest	CFR 29 Part 29 Req'ts for Solicitation	Certification Contracts, Grants, Loans, & Coop Agreem't	Certification of Bidders Regarding FHD	Buy American Certificate	Standard Clause for DBE	Business or Contractors License	ADDENDUM(S) A B C	TOTAL BID PRICE
1	Pro Pacific Builder Corp.	✓	BB 012413 15%	✓	✓	✓	✓	(A) ✓	(B) ✓	✓	✓	✓	✓	✓	✓	(C) ✓	✓ ✓ ✓	1,914,500.00
2	BME & Son Inc	✓	BB 117 15%	✓	✓	✓	✓	(A) ✓	(B) ✓	✓	✓	✓	✓	✓	✓	(C) ✓	✓ ✓ ✓	1,803,824.80
3	J & B Modern Tech	✓	BB BN0201222A01 15%	✓	✓	✓	✓	(A) ✓	(B) ✓	✓	✓	✓	✓	✓	✓	(C) ✓	✓ ✓ ✓	1,981,422.50
4	Nippo Corporation	✓	BB 15%	✓	✓	✓	✓	(A) ✓	(B) ✓	✓	✓	✓	✓	✓	✓	(C) ✓	✓ ✓ ✓	1,787,324.00
5	Reliable Builders Inc	✓	BB 254 15%	✓	✓	✓	✓	(A) ✓	(B) ✓	✓	✓	✓	✓	✓	✓	(C) ✓	✓ ✓ ✓	2,239,987.00
6	Inland Builders Corp.	✓	BB 15%	✓	✓	✓	✓	(A) ✓	(B) ✓	✓	✓	✓	✓	(D) X	✓	(C) ✓	✓ ✓ ✓	1,639,950.00
7																		
8																		
9																		
10																		

I hereby certify that all bids received in response to this invitation were opened under my personal supervision and that the names of all bidders have been entered hereon.

SIGNATURE

TABULATED BY: SIGNATURE

Date: 2/5/13

BASIS FOR AWARD:

- X LOWEST RESPONSIVE & RESPONSIBLE BIDDER
- X HIGHEST RESPONSIVE & RESPONSIBLE BIDDER
- X OTHER AWARD
- X THE BID
- X COMBINED TOTAL
- X ITEM PER ITEM

INVITATION NUMBER: GIAA-C02-FY13

PROJECT NO: GIAA-FY13-02-5; AIP NO. 3-66-0001-69 & 75

RESIDENTIAL SOUND INSULATION PROGRAM PHASE 2A

Antonio B. Won Pat

International Airport Authority, Guam

NOTES/REMARKS FOR BID ABSTRACT

Vendor No.	COMMENTS
1	(A) SUBCONTRACTORS "NONE" (B) PROJ. LIST 2006-2013, W/RESUMES (C) GCL #5135 FOR REQUIRED B.
2	(A) DESIGNATES "POLYPHASE INC." FOR ELECTRICAL WORK (B) PROJ. LIST 2009-2013, W/RESUMES (C) GCL #3028 FOR REQUIRED B.
3	(A) SUBCONTRACTORS "NONE" (B) PROJ. LIST 2003-2012, W/RESUMES (C) GCL #7487 FOR REQUIRED B.
4	(A) DESIGNATES "POLYPHASE SYSTEMS INC." FOR ELECTRICAL/"TJI AIRCONDITIONING" FOR AIRCONDITIONING WORK. (B) PROJ. LIST 2002-2012, W/RESUMES (C) GCL #7978, FOR REQUIRED B.
5	(A) DESIGNATES "MER CONTRACTER" FOR MECHANICAL/"PIC (GUAM), INC." FOR ELECTRICAL WORK (B) PROJ. LIST 2003-2012, W/RESUMES (C) GCL #1224, #6519, #5288 FOR REQUIRED B.
6	(A) SUBCONTRACTORS "NONE" (B) PROJ. LIST 1968-2012, W/RESUMES (C) GCL #1072 FOR REQUIRED B. (D) NON COMPLIANCE TO "BUY AMERICAN CERTIFICATE"
7	
8	
9	
10	

Prepared By:

SIGNATURE

MAJOR SHAREHOLDERS DISCLOSURE AFFIDAVIT

CITY OF TAMUNING)
) ss.
ISLAND OF GUAM)

A. I, the undersigned, being first duly sworn, depose and say that I am an authorized representative of the offeror and that *[please check only one]:*

[ ] The offeror is an individual or sole proprietor and owns the entire (100%) interest in the offering business.

[x] The offeror is a corporation, partnership, joint venture, or association known as *[please state name of offeror company],* and the persons, companies, partners, or joint venturers who have held more than 10% of the shares or interest in the offering business during the 365 days immediately preceding the submission date of the proposal are as follows *[if none, please so state]:*

Name	Address	% of Interest
NIPPON OIL CORP.	1-3-12 Nishi Shinbashi	57.2%
	Minatoku, Tokyo	
	105-8412 Japan	

B. Further, I say that the persons who have received or are entitled to receive a commission, gratuity or other compensation for procuring or assisting in obtaining business related to the bid or proposal for which this affidavit is submitted are as follows *[if none, please so state]:*

Name	Address	Compensation
NONE	N/A	N/A

C. If the ownership of the offering business should change between the time this affidavit is made and the time an award is made or a contract is entered into, then I promise personally to update the disclosure required by 5 GCA §5233 by delivering another affidavit to the government.

MAKOTO NAKAGAWA
GEN. MANAGER NIPPO CORP. GUAM

Signature of one of the following:
Offeror, if the offeror is an individual:
Partner, if the offeror is a partnership;
Officer, if the offeror is a corporation.

Subscribed and sworn to before me this
28TH day of JANUARY, 2012 & 2013

NOTARY PUBLIC
My commission expires: APRIL 02, 2016

JEANY T. BONDOC
NOTARY PUBLIC
In and for Guam, U.S.A.
My Commission Expires: April 02, 2016
P.O. Box 26823 Barrigada, Guam 96921

JEANY T. BONDOC NOTARY PUBLIC

THIS AFFIDAVIT MUST BE COMPLETED AND RETURNED IN THE ENVELOPE CONTAINING THE BID

RIM
ARCHITECTS

ALASKA · CALIFORNIA · GUAM · HAWAI'I
316 Hernan Cortez Avenue, Suite 300
Hagåtña, Guam 96910
Phone: 671.477.2111
Fax: 671.477.2125
www.rimarchitects.com

February 22, 2013

PCR Environmental
266 Father San Vitores St.
Tamuning, Guam 96911

Re: **Residential Sound Insulation Program Phase 2**
Tiyan, Guam
RIM Project No. 09406

Dear Ms. Tara Perez-Steffy,

As requested, we have reviewed the documentation submitted by Inland Builders to justify the use of non-domestic materials (aluminum windows and doors) as provided for in the "Buy American Preferences" provision in the bid documents for the Residential Sound Insulation Program Phase 2. The following is our analysis and recommendations.

1. Inland Builders states as their justification that the "Buy American Preference" provision states that "manufactured products from non-domestic sources are allowed if inclusion of domestic material will increase the cost of the overall project contract by more than twenty-five percent (25%). They then include calculations that show that their bid increased by more than 25%. The problem with their justification is they are just comparing costs with their own bid and not the bids submitted by others on the project. The actual cost that it should be compared to is the bid of the next lowest bidder, Nippo Corporation, who from the documentation is using domestic materials throughout the project. This comparison shows that the overall project contract price would only increase by approximately nine-percent (9%) and based on a level playing field assuming all the other bidders used domestic materials in their bids; Inland Builders would be ranked 5th out of the six bidders.
2. Inland Builders has provided no documentation that the windows and doors will meet the project specifications. In fact, what they have provided has made it dubious in our minds that they will. In the notes of their justification, they state it is noteworthy that the non-domestic windows are not pre-fabricated like the domestic windows. This is noteworthy in the fact that it raises doubts in our minds that the windows will meet the specifications, because the domestic windows are prefabricated in a factory under controlled conditions and that the quality control of the fabrication of the windows is much better, which will lead to a higher quality product.
3. The windows to be approved for use in the project will need to meet the following requirements of the specifications; otherwise our office will never approve them for use on the project.
   a. The windows will need to be certified by a NVLAP certified acoustical testing facility to a minimum of STC-44. Since the windows are to be assembled on Guam, in order to insure that the window conforms to the specification, it would be necessary for the window to be first fabricated on Guam and send to a NVLAP lab for testing to get the results.

Larry S. Cash, CEO | Timothy L. Armour | Scott A. Bohne | James E. Dougherty | Michelle M. Jones | David L. McVeigh
Eric R. Nelson | Phillip L. Noret | Krista R. Phillips | Matthew P. Vogel | Brent L. Wiese | Christine M. Wolke

Results with IMagination

b. The windows need to be impacted tested in accordance with TAS-201 and TAS-202 or ASTM E 1886 and ASTM E 1996, this is an International Building Code 2009 requirement.
c. The windows need to meet the performance requirements for AAMA 101, and the wind load requirements in the specification.
d. There are other requirements such as air infiltration, water leakage, and forced entry that the windows are required to meet.

Based on our analysis, the bid from Inland Builders should be rejected for non-compliance with the "Buy American Preference "provision of the specification, since their justification does not adequately satisfy the requirements to meet that exception. There is also serious doubt that the product that they have proposed to use, will meet the requirements of the specifications. Doing otherwise will call into question the integrity of the whole bid process for the project.

Best Regards,

Phillip Noret, AIA, LEED AP
RIM Architects, LLC

BOARD APPROVAL OF DISBURSEMENTS
January 30, 2013 - February 22, 2013
Ratified by the Board of Directors on
February 28, 2013 Regular Meeting

Payee	Amount	Purpose	Date Approved
Government of Guam Retirement Fund	$198,339.86	Payroll Employee & Employers Contribution for PPE 01/26/13	1/30/2013
BEJJESS Enterprises Inc. DBA: GEMCCO	$104,143.94	CIP - AIP65 Electrical (Power Hardening Phase 2)	2/1/2013
Propacific Builder Corporation	$209,953.11	CIP - AIP65 Replace/Upgrade Apron Area Ramp Light System	2/1/2013
GMP International, LLC	$95,787.99	CIP - AIP 74 Runway 6L-24R	2/13/2013
Johnson Control Inc.	$75,864.00	Construction Measurement & Verification (July 2012 - March 2013)	2/15/2013
Government of Guam Retirement Fund	$147,075.04	Payroll Employee & Employers Contribution for PPE 02/09/13	2/15/2013
J.J. Global Services	$83,169.68	Janitorial Services for the month of January 2013	2/15/2013
GMP International, LLC	$101,341.98	CIP - AIP 73 Design Rehab Runway 6L-24R	2/15/2013
Pac Air Properties LLC	$88,200.00	Rental Space Lease	2/19/2013
Guam Power Authority	$554,027.73	Power	2/21/2013
Sumitomo Mitsui Construction Co. Ltd.	$578,773.52	CIP - ILS 6L24R AIP7/478	2/22/2013
TOTAL:	**$2,236,676.85**		

A.B. WON PAT
INTERNATIONAL AIRPORT AUTHORITY, GUAM

Executive Manager's Report
GIAA Board of Directors Meeting
February 28, 2013

Recovery Support

GIAA Marketing and Airport Police Protocol worked very closely with GVB, GPD and Adelup to coordinate the return of the families and deceased persons who were part of the tragic attack of tourist in Tumon in February. Coordination necessitated the approvals of TSA with a tailored outbound process to keep the affected travelers away from the harassment of the local and international media swarming the airport. Approved was GPD escort of bus/ambulance from hospital/hotel to airport, Airport Police escort on AOA from Main Gate to Gate 8/9 elevator with check-in and boarding pass issuance by HIS tour operator traveling with outbound passengers. The process was replicated for the following flights:

- **14 Feb.** (Thursday) UA #196 Guam-Narita – 3 pax (3 adults) + 1 nurse escort
- **15 Feb.** (Friday) JAL 942 Guam-Narita –23 pax (18 adults, 2 children, 2 infants, 1 HIS Tour Mgr.) + 1 nurse escort
- **16 Feb.** (Saturday) UA #165 Guam–Fukuoka – 3 pax (2 adults, 1 HIS Tour Staff)
- **18 Feb.** (Monday) UA #196 Guam – Narita – 6 pax (6 adults, including stretcher) + 1 doctor & 1 nurse escort

Pacific Asia Travel Association (PATA) – Board

The Pacific Asia Travel Association (PATA) recently informed GIAA of its nomination to the PATA Board. Executive Manager, Charles H. Ada II, accepted the nomination, which will be placed before the voting membership of PATA for ratification at the PATA Annual Summit from April 25 - 28, 2013 in Bangkok, Thailand. The appointment will be for a two-year term, effective April 28, 2013 at the PATA Annual General Meeting, and will end at the meeting prior to the Annual Conference in April 2015.

ACI Asia Pacific

The 8th Airports Council International (ACI) Asia-Pacific Regional Assembly, Conference and Exhibition will be held in Phuket, Thailand from April 22 through 25, 2013. A delegation from GIAA led by the DEM Martinez, Director Gerber plus 2 Marketing staff will be in attendance, who will staff our exhibit booth. GIAA's presence is critical to push attendance for our upcoming hosting of the 2013 Small and Emerging Markets Seminar from October 8 - 11, 2013. This was announced at the ACI Asia-Pacific Conference in Hyderabad, India, October 2012 building up on the announcement at last year's ACI Asia Pacific's Regional Assembly in Singapore, wherein GIAA Deputy Executive Manager Peter Roy Martinez was appointed First Vice Chair of the Small and Emerging Airports Committee.

Executive Manager's Report
GIAA Board of Directors Meeting
February 28, 2013

AIRLINE ISSUES

Skymark
Skymark is commencing service with charter flights planned to take place between March 14, 2013 and March 23, 2013. In summary, there will be 9 charters between NRT and GUM with B-738 aircraft with a 177-seat configuration. Total seat capacity for the charter flights is 1,593. The key element with Skymark's service is they plan to operate during our non-peak hours with ETAs at 7:35pm and ETDs at 9:40am.

Star Flyer
A Star Flyer technical and operations team met with GIAA division managers during a fact-finding tour conducted mid-November 2012. Star Flyer, based in Kitakyushu, plans to operate charter flights from the Kitakyushu Airport to Guam and Saipan during summer 2013. Kitakyushu Airport operates 24-hours daily, which allows Star flyer to schedule takeoffs in the early morning hours for arrival in the morning, local time.

Delta Air Lines
Daisy S. Sablan has been appointed station manager for Guam and Saipan for Delta airlines. She was previously Saipan station manager for Delta and its predecessor Northwest Airlines. She is well known in the regional aviation arena, having also served as marketing and reservations director for Pacific Island Aviation.

Japan Airlines
GIAA and Japan Airlines (JAL) have been finalizing plans for JAL flight crew training to occur on Guam. JAL pilots will be conducting touch and go and full stop landing operations utilizing B737 and B767 aircraft. Pilot training will commence in December 2013 with approximately 6 cadets on island for training, and will continue through the term ending June of 2015.

Cebu Pacific
Philippine-based carrier Cebu Pacific Air's application with the U.S. Department of Transportation to provide scheduled flights to Guam was approved November 18, 2012, and plans to start service in April 2013. Cebu Pacific will become the third airline to provide scheduled flights between Guam and Manila, joining United and Philippine Airlines. They will provide service under a "wet lease" arrangement, in which aircraft and crew of another airline will be used until the FAA upgrades the airline's Philippine safety rating to Category 1.

"GO 2013" AND 2012 ACCOMPLISHMENTS

The Goals and Objectives for 2013 has been compiled and shared with the Governor's Office and media for reference. Additionally, a report of 2012 Accomplishments has also been issued detailing the Airport's milestones this past year. (Attached).

Executive Manager's Report
GIAA Board of Directors Meeting
February 28, 2013

PROCUREMENT

IFB for Custodial Maintenance

Announced:	January 25, 2013
Pre Bid:	February 6, 2013 10:00am
Submission Deadline:	February 15, 2013 2:00pm

Addendum A
Pre Bid date moved from February 6, 2013, 10:00 a.m. to February 7, 2013, 10:00 a.m.

Addendum B -
Bid inquiries submission deadline moved from February 7, 2013, 5:00 p.m. to February 11, 2013, 5:00 p.m.
Bid submissions deadline moved from February 15, 2013, 2:00 p.m. to March 15, 2013, 2:00 p.m.

IFB: Purchase/Delivery of Airport Police Vehicle

Announced:	January 17, 2013
Pre Bid:	January 24, 2013 10:00am
Submission Deadline	February 5, 2013 2:00 pm

ANNOUNCEMENTS

- A portion of Sunset Boulevard was reduced to one-lane traffic from the period beginning January 28 and ending February 9, 2013, between the hours of 9am through 4pm. The contractor Sumitomo Mitsui Construction Co., Ltd performed necessary trenching work with traffic movement directed by signage and flagmen. Public notification was issued to all media, and an ad notifying the public of the lane closure was printed in the PDN advising motorists to be on the alert for posted signs, directions of flagmen, and to drive cautiously on the heavily traveled Sunset Boulevard.

- Guam Airport and GEDA officials presented a "Credit Update" briefing to a contingent from Standard & Poor's on February 6, 2013, in the GIAA Board Conference room. This is in preparation of the Airport's plan to refinance the 2003 Bonds that would provide capital for much needed projects. The briefing was followed by a tour of the ongoing and planned airport projects throughout our property footprint.

A.B. WON PAT
INTERNATIONAL AIRPORT AUTHORITY, GUAM
ATURIDAT PUETTON BATKON AIREN GUAHAN ENTENASIONAT

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www.guamairport.com

February 27, 2013

MEMORANDUM

To: Mr. Francisco G. Santos
Chairman
GIAA Board of Directors

From: Carlos Bordallo
Acting Comptroller

Subject: **Operating Results - Revenues and Expenses as of January 31, 2013**

Attached herewith is GIAA's Operating Results Report for the month ending January 31, 2013. This report summarizes the Budgeted versus Actual Revenues and Expenses for the month and year-to-date results ended January 31, 2013.

The key operating results for 4 month(s) of FY 2013 ending January 31, 2013 - (in $000's) are:

CATEGORY	YEAR-TO-DATE				FORECAST FOR FULL YEAR-FY13	
	Budget FY 13 Y-T-D	Actual FY 13 Y-T-D	% Variance Budget vs. Actual		Actual Y-T-D + Remaining FY 13 Budget	% Variance Budget vs. Estimate for Full Year
			Y-T-D Current Month	Y-T-D Last Month		
Total Signatory Revenues	$9,036.7	$9,741.8	7.8%	7.8%	$28,027.3	2.6%
Total Concession Revenues	$3,682.7	$3,762.0	1.2%	4.8%	$10,901.5	0.4%
Total PFC's	$1,982.5	$2,253.2	13.7%	3.9%	$6,246.1	4.5%
Total Other Revenues	$4,717.7	$5,139.4	8.9%	3.1%	$15,554.7	2.8%
Total Operating Revenues	$19,419.6	$20,860.4	7.4%	5.6%	$60,729.6	2.4%
Total Operating Expenses	$15,132.4	$11,301.0	-25.3%	-27.1%	$36,611.0	-9.5%
Net Revenues from Operations	$4,287.3	$9,559.4	123.0%	124.5%	$24,118.6	28.0%
Non-Operating Expenses	$250.0	$173.6	-30.5%	-39.3%	$423.6	-15.3%
Other Available Moneys/other sources of funds	$1,594.4	$1,442.8	-9.5%	-9.5%	$4,631.7	-3.2%
Net Debt Service Coverage	**1.03**	**1.94**	**87.4%**	**91.1%**	**1.69**	**21.6%**

AMERICAN ASSOCIATION OF AIRPORT EXECUTIVES
AIRPORTS COUNCIL INTERNATIONAL
NASAO National Association of State Aviation Officials
TIACA THE INTERNATIONAL AIR CARGO ASSOCIATION

Year-to-date Total Signatory Revenues for the month ending January 31, 2013 are above Budgeted revenues by **7.8%.** Signatory revenue estimates are based on projections submitted by Signatory airlines and adopted in the annual budget.

Year-to-date Total Concession Revenues and Passenger Facility Charges are above budget estimates by **1.2%** and **13.7%,** respectively.

Year-to date Total Other Revenues, inclusive of non-signatory and non-airline revenues, are above the budget estimate by **8.9%.**

Year-to-date Total Operating Revenues Actual of **$20.8M** is **7.4%** above the budget estimate of **$19.4M**.

Year-to-date Total Operating Expenses are below budget by **-25.3%** from budget. Components of this line item include a **-11.8%** decrease in Personnel Service, a **-31.9%** decrease in Contractual Services, a **-46.8%** decrease in Materials & Supplies and a **-100%** decrease in Equipment/Furnishings from budgeted amounts for these respective categories.

The actual year-to-date Net Revenues from Operations of **$9.56M** reflects an increase of **123.0%** over the year-to-date budgeted amount of **$4.29M**.

Finally, our year-to-date results for Debt Service Coverage is at **1.69** versus the requirement of **1.25**.

Should you have any questions, please contact me at your convenience.

Attachments

cc: Board of Directors
Executive Manager
Deputy Executive Manager
Frank R. Santos, Expansion
Division Heads

GIAA Program Status and UDO Analysis on Open AIP Grants

FY	Loc ID	Description	Grant #	Grant Amount	Balance as of 11/27/12	UDO	Balance as of 2/28/13	UDO	Comments
2007	GUM	Noise mitigation measures for residences within 65 DNL	3-66-0001-056	$3,500,000	$0	0%	$0	0%	FOR CLOSE OUT (FCO)
2007	GUM	Extend Runway 6L/24R - Phase 3	3-66-0001-057	$4,536,213	$0	0%	$0	0%	FCO
2007	GUM	Improve Airport Utilities Inftrastructure -Phase 5 (MAP)	3-66-0001-058	$6,800,000	$0	0%	$0	0%	FCO
		Amendment No. 1 to AIP 58	*3-66-0001-58*	*$755,815*	*$422,352*	*56%*	*$375,284*	*50%*	
			Sub Total:	**$14,836,213**	**$0**	**0%**	**$0**	**0%**	
2008	GUM	Noise Mitigation Measures for Residences w/n 65-69 DNL -Phase 4	3-66-0001-59	$2,000,000	$0	0%	$0	0%	FCO
2008	GUM	Complete Construction of Parallel Taxiway - Phase 1	3-66-0001-60	$5,797,441	$0	0%	$0	0%	FCO
		Amendment No. 1 to AIP 60	*3-66-0001-60*	*$869,616*	$0	0%	$0	0%	FCO
2008	GUM	Extend Runway 6L/24R - Phase 4	3-66-0001-61	$14,000,000	$0	0%	$0	0%	FCO
		Amendment No. 1 to AIP 61	*3-66-0001-61*	*$2,100,000*	$0	0%	$0	0%	FCO
2008	GUM	Miscellaneous Airport Improvements - Phase 2	3-66-0001-62	$2,000,000	$0	0%	$0	0%	FCO
		Amendment No.1 to AIP 62	*3-66-0001-62*	*$300,000*	$0	0%	$0	0%	FCO
2008	GUM	Improve Terminal Building (Seismic Zone 4 Upgrade) - Phase 2	3-66-0001-64	$1,148,913	$0	0%	$0	0%	FCO
			Sub Total:	**$28,215,970**	**$0**	**0%**	**$0**	**0%**	
2009	GUM	Improve Airport Utility Infrastructure (Electrical System) - Phase 1	3-66-0001-65	$7,000,000	$6,435,851	92%	$5,895,595	84%	
2009	GUM	Conduct Airport Master Plan Study Update	3-66-0001-66	$700,000	$111,523	16%	$90,335	13%	
2009	GUM	Extend Runway 6L/24R - Phase 5	3-66-0001-67	$744,647	$0	0%	$0	0%	FCO
2009	GUM	Rehabilitate Runway 6L/24R	3-66-0001-68	$4,807,180	$0	0%	$0	0%	FCO
2009	GUM	Noise Mitigation Measures for Residences w/n 65-69 DNL-Phase 5	3-66-0001-69	$2,000,000	$1,121,959	56%	$1,121,959	56%	
2009	GUM	Extend Runway 6L/24R - Phase 7	3-66-0001-70	$3,294,390	$0	0%	$0	0%	FCO
		Amendment No. 1 to AIP 70	*3-66-0001-70*	$494,158	$0	0%	$0	0%	FCO
2009	GUM	Complete Construction of Parallel Taxiway - Phase 2	3-66-0001-71	$3,005,610	$0	0%	$0	0%	FCO
		Amendment No. 1 to AIP 71	*3-66-0001-71*	*$450,842*	$0	0%	$0	0%	FCO
			Sub Total:	**$22,496,827**	**$7,669,333**	**34%**	**$7,107,889**	**32%**	
2010	GUM	Extend Runway 6L/24R - Phase 8	3-66-0001-72	$4,000,000	$0	0%	$0	0%	FCO
		Amendment No. 1 to AIP 72	*3-66-0001-72*	*$600,000*	$0	0%	$0	0%	FCO
2010	GUM	Rehabilitate Runway 6L/24R - Phase 1 (Design only)	3-66-0001-73	$1,500,000	$312,028	21%	$214,425	14%	
2010	GUM	Install Instrument Landing System (ILS) Runway 6L - Phase 1	3-66-0001-74	$2,172,362	$1,027,521	47%	$785,737	36%	
2010	GUM	Noise Mitigation Measures for Residences w/n 65-69 DNL - Phase 6	3-66-0001-75	$2,000,000	$1,938,683	97%	$1,938,683	97%	
2010	GUM	Improve Airport Utility Infrastructure (Sewer & Storm Water Drainage) - Phase 1 (Design only)	3-66-0001-76	$1,550,000	$1,546,768	100%	$1,545,031	100%	
2010	GUM	Collect Airport Data for the Airports Geographic Information System (AGIS)	3-66-0001-77	$675,000	$215,290	32%	$200,305	30%	
2010	GUM	Install Instrument Landing System (ILS) Runway 6L-Phase 2	3-66-0001-78	$4,827,638	$3,094,693	64%	$2,244,745	46%	
2010	GUM	Conduct Environmental Assessment for Sewer and Storm water Drainage	3-66-0001-79	$700,000	$513,550	73%	$513,550	73%	
			Sub Total:	**$18,025,000**	**$8,648,533**	**48%**	**$7,442,476**	**41%**	
2011	GUM	Extend Runway 6L/24R - Phase 9	3-66-0001-80	$1,975,678	$0	0%	$0	0%	FCO
2011	GUM	Miscellaneous Airport Improvements - Phase 3	3-66-0001-81	$2,304,801	$2,248,460	98%	$2,232,118	97%	
2011	GUM	Miscellaneous Airport Improvements - Phase 4	3-66-0001-82	$1,400,000	$1,347,533	96%	$1,332,099	95%	
			Sub Total:	**$5,680,479**	**$3,595,993**	**63%**	**$3,564,217**	**63%**	
2012	GUM	Extend Runway 6L/24R - Phase 10	3-66-0001-83	$2,000,000	$0	0%	$0	0%	FCO
2012	GUM	Rehabilitate Runway 6L/24R - Phase 2	3-66-0001-84	$5,441,024	$5,441,024	0%	$5,441,024	0%	
			Sub Total:	**$7,441,024**	**$5,441,024**	**73%**	**$5,441,024**	**73%**	
			GRAND TOTAL:	**$96,695,513**	**$25,354,883**	**26%**	**$23,555,606**	**24%**	

Doc. No. 35GL-19-0628.*

CALVO FISHER & JACOB LLP

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RECOMMENDATION OF COUNSEL

TO: Board of Directors
ANTONIO B. WON PAT INTERNATIONAL AIRPORT AUTHORITY, GUAM

CC: Mr. Charles H. Ada II
Executive Manager
ANTONIO B. WON PAT INTERNATIONAL AIRPORT AUTHORITY, GUAM

FROM: Janalynn Cruz Damian
CALVO FISHER & JACOB LLP

DATE: February 20, 2013

SUBJECT: **Executive Session**

Pursuant to 5 G.C.A. § 8111(c)(1), I hereby recommend that the Board of Directors of GIAA conduct an Executive Session at the next regularly scheduled Board meeting to discuss pending or threatened litigation to which GIAA is or may be a party.

A.B. WON PAT
INTERNATIONAL AIRPORT AUTHORITY, GUAM
ATURIDAT PUETTON BATKON AIREN GUAHAN ENTENASIONAT

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MINUTES OF THE BOARD OF DIRECTORS REGULAR MEETING
3:00 p.m., Thursday, March 28, 2013
GIAA TERMINAL CONFERENCE ROOM #3

1. CALL TO ORDER AND ATTENDANCE

Chairman Francisco G. Santos called the A.B. Won Pat International Airport Authority, Guam (GIAA) regular meeting to order at 3:06 p.m. The presence of Directors is noted as follows: Jesus Q. Torres, Vice Chairman, Rosalinda A. Tolan; Martin J. Gerber; Edward G. Untalan, and Lucy M. Alcorn. Also present were Charles H. Ada II, Executive Manager, Peter Roy Martinez, Deputy Executive Manager, Carlos P. Bordallo, Acting Comptroller, Frank R. Santos, Business and Financial Consultant, Janalynn C. Damian Esq., and Michael A. Pangelinan Esq., Legal Counsel. The Chairman welcomed the presence of Airport Tenants, stakeholders, and members of the public who are noted in a sheet made as an attachment to the minutes.

2. APPROVAL OF AGENDA

Vice Chair Torres made motion to approve the agenda as presented, seconded by Director Tolan; motion carried.

3. APPROVAL OF MINUTES

A. February 28, 2013 Board Regular Meeting

Director Untalan made motion to approve the minutes, subject to correction, seconded by Director Alcorn; motion carried.

4. CORRESPONDENCE

Chairman called upon Executive Manager to present any correspondence. The Executive Manager informed the Board that in January 2013 the Federal Aviation Administration (FAA) received a letter at the Honolulu Airports District Office regarding allegations in reference to GIAA's Lease Agreement with Pac Air and its operations. Executive Manager went on to say that GIAA has been in extensive discussion with the FAA regarding this issue. In closing, the Executive Manager informed the Board that a letter dated March 27, 2013 was received stating that GIAA did not violate any federal regulations, and the matter is now considered closed.

Copies were provided for the Board's information.

5. MATTERS FOR BOARD RATIFICATION/APPROVAL

A. Approval of Award for Specialty Retail Concession Multi Concepts RFP No. GIAA010-FY12

Chairman Santos disclosed for the record that there have been some media reports relating to the trip to Korea for the inaugural flight of Jeju Air in September 2012, that both the Chairman and Director Tolan attended. Although there were statements of supposed gifts received by the Chairman and Director, he stated that he did not believe there were any ethical violations. However, to avoid the appearance of any wrong doing, and to maintain the publics' confidence and integrity of the solicitation process, the Chairman chose to abstain from participating in any discussions or votes relating to this particular RFP. The Chairman requested the item be chaired by Vice Chair Torres. At this time, Director Tolan also chose to abstain and removed herself from any discussion or vote on this item. As there were no objections from the members, the meeting proceeded with Vice Chairman Torres presiding.

Acting Chairman Torres called for an open discussion regarding the RFP. Legal Counsel, Michael A. Pangelinan informed the Board that after the two Directors abstained, there is still a quorum of four (4) Directors for today's meeting. The Board's By-Laws refer to Robert's Rules of Order to determine how a Board will pass an agenda item, and states that a majority vote will pass an agenda item. The By-Laws also state that the Chairman of the meeting shall only vote if the vote could affect the outcome. Board members discussed and reiterated the voting process and the number of votes needed to pass the agenda item. Director Untalan suggested the Board proceed with the Executive Managers presentation before discussing voting numbers in depth.

Executive Manager informed the Board that the Airport issued a Request For Proposal seeking a qualified concessionaire to develop, construct and operate a high quality specialty retail concession at the main passenger terminal featuring branded merchandise products using exciting and innovative marketing and merchandising techniques to enhance the terminal environment and to appeal to the traveling public. The RFP was advertised in the Pacific Daily News July 19, 23, and 25, 2012; and in the Marianas Variety July 19, 23, and 30, 2012. The deadline to submit proposals was originally September 21, 2012 but was extended to October 17, 2012 due to an amendment to the RFP. The Manager reported that eight (8) firms obtained RFP packages, however only four (4) firms submitted proposals before the established deadline. To maintain the confidentiality requirement of the procurement law, each of the proposers were randomly assigned a letter designation. An evaluation committee was established, and as a result of the tabulation of scores, the order of ranking is as follows:

1. Proposer 'A'
2. Proposer 'D'
3. Proposer 'C'
4. Proposer 'B'

Management requests that the Board of Directors approve the ranking results of the highest ranked proposer, being proposer 'A', and that proposer 'A' be awarded the Specialty Retail Concession Agreement. Acting Chairman Torres called for any Board member that would like to comment or discuss the RFP that the Executive Manager presented. Director Untalan inquired about the random letter designation, to which Legal Counsel Damian responded that the letter designation was in the order of how the proposals were received. Director Untalan asked how it was handled afterwards, and was the evaluation committee and Executive Manager aware of the results? Ms. Damian responded stating yes, the Executive Manager was aware of the evaluation results. Director Untalan went on to ask if there was a third party that assisted the evaluation committee with conducting a review of the financial analysis. The Executive Manager's response was yes, there was a third party that assisted, and it was an off-island consultant. Director Untalan inquired if the off-island consultant gave a recommendation or just provided an analysis? The Executive Manager informed the Board that there was no recommendation, purely analytical. Discussion followed with Acting Chairman Torres questioning the assignment of the random letter designation, leaving the names of the proposers confidential. He stated that the Airport has never done this before, and found the process to be questionable.

At this time, a recess was suggested. Director Untalan made motion to recess and convene the regular meeting after the recess, seconded by Director Alcorn; motion carried. The Board recessed at 3:54 p.m.

After recess, the regular meeting convened at 4:11 p.m.

Director Untalan stated he would like to make a motion that the item be tabled, so that Legal Counsel may be able to review all of the matters that were raised accordingly, seconded by Director Alcorn. Discussion followed with Mr. Pangelinan informing the Board that Counsel would like to do an analysis and come up with a recommendation on how to proceed with this matter. As there were no further discussions, the motion was duly carried.

B. Approval of Board Resolution No. 13-02: Extension of the Agreement for Legal Services with Calvo Fisher & Jacob LLP and the Agreement for Legal Services with Teker Torres & Teker

The Executive Manager stated that item (B) is a Board Resolution relative to consenting to the Extension of the Agreement for Legal Services with Calvo Fisher & Jacob (Legal

Counsel) and Teker Torres & Teker now known as Torres Law Group (Conflict Counsel). Agreements were entered into with both firms in May 2010. Director Tolan inquired on the number of Conflict Counsels providing services to GIAA. Executive Manager replied stating there are currently two (2) Conflict Counsels providing services, Attorney Tom Fisher and Torres Law Group. Ms. Arriola also added that Torres Law Group is on a one (1) year contract and only handle particular matters; unless Conflict Counsel, Tom Fisher has a conflict, in which case Torres Law Group will then provide services. Director Tolan made motion to approve Board Resolution No. 13-02, which extends the term of the Agreement for Legal Services between GIAA and Calvo Fisher & Jacob, LLP for a period of year, commencing on March 23, 2013; and the Agreement for Legal Services between GIAA and Torres Law Group, commencing on March 1, 2013. The motion was seconded by Director Gerber; motion carried.

C. Ratification of Disbursements

Vice Chair Torres made a motion to ratify payments above the $50,000.00 threshold made to vendors for the period of February 27, 2013 – March 26, 2013, seconded by Director Untalan; motion carried.

6. OLD BUSINESS

A. Executive Manager's Report

The Executive Manager presented brief reports on various issues and announcements relating to Airlines, System Upgrades and a number Legislative Issues, to include Bill 60-32; an act to create the "Made in Guam" business incubator program within the GIAA. The incubator program gives opportunities to small businesses to provide "Made in Guam" products at the Airport. The Executive Manager reported that some concerns were raised regarding Bill 60-32, which he had transmitted to Senators and the Oversight Chairman. He went on to state that written testimony will be provided by GIAA during the Public Hearing scheduled for the upcoming Monday. Vice Chair Torres requested for a copy of the written testimony.

The Executive Manager announced that a representative from FAA's Airport District Office will be meeting with Management and Division Heads on April 15 and 16, 2013 to discuss project updates and general compliance. Also, scheduled for April 29, 2013 FAA will conduct their annual certification inspection of Guam Airport facilities; along with reviews of re-certifications, record-keeping and documentation, there will also be inspections of the airfield, runways, aprons and safety areas.

The Manager reported that under the LEO Reimbursement Program, GIAA was awarded $1,051,200.00 to fund three (3) years of services. Effective April 1, 2013, approximately $350,000.00 per year for Airport Police services at the TSA checkpoint.

B. Financial Report

For the Board's information, Carlos P. Bordallo, Acting Comptroller presented the financial report as of February 28, 2013. Director Gerber noted the 80.8% increase over the budgeted amount for the Net Revenues from Operations and commended the Comptroller for the report.

C. Legal Counsel's Report

Legal Counsel recommended that discussions regarding litigation matters be reported during Executive Session. The Board had no objection.

D. Tenant Matters

No Tenant Matters reported.

E. Status on Capital Improvement Programs

Mr. Frank Santos presented the UDO analysis, reporting that the Airport received approval to advertise for Phase 2 of the Runway Rehabilitation Project. A Notice to Proceed is expected to be issued for the Noise Mitigation Project in April 2013, which will be another twenty-eight homes to be sound-proofed. Mr. Santos reported that "Grant Season" is approaching and from May – June GIAA will be working with the FAA with regard to what grants to anticipate for Fiscal Year 2013. Mr. Santos informed the Board that GIAA has been working with GEDA regarding the proposed bond refunding and he will provide a detailed report at the next regular Board meeting. Director Tolan inquired on the Air-conditioning systems and installation, if it was completed. Mr. Santos replied, stating that it is expected to be completed by May 2013.

7. NEW BUSINESS

No New Business presented.

8. EXECUTIVE SESSION

The Chairman announced that the Board will recess and convene Executive Session after the recess. Vice Chair Torres made motion to recess and convene Executive Session after the recess, seconded by Director Tolan; motion carried. The Board recessed at 4:42 p.m.

Chairman Santos called Executive Session to order at 4:59 p.m. Executive Session adjourned at 5:10 p.m., at which time the Board reconvened the regular meeting.

9. PUBLIC COMMENTS

The Chairman called upon any public member wishing to make comments. There was no response.

10. ADJOURNMENT

The Chairman announced that the next regular meeting is scheduled for Thursday, April 25, 2013. Director Untalan made a motion to adjourn the meeting, seconded by Director Tolan; motion carried. The meeting adjourned at 5:14 p.m.

Respectfully submitted,

Amanda O'Brien-Rios
Board Secretary

APPROVED:

FRANCISCO G. SANTOS
Chairman of the Board

05/01/13
Date

Attachment

A.B. WON PAT
INTERNATIONAL AIRPORT AUTHORITY, GUAM
ATURIDAT PUETTON BATKON AIREN GUAHAN ENTENASIONAT

P.O. Box 8770
Tamuning, GU 96931

Tel (671) 646-0300
Fax (671) 646-8823

www.guamairport.com

BOARD OF DIRECTORS REGULAR MEETING

3:00 p.m., Thursday, March 28, 2013
Terminal Conference Room No. 3

AGENDA

1. Call to Order and Attendance
2. Approval of Agenda
3. Approval of Minutes
   - **A.** February 28, 2013 Regular Meeting
4. Correspondence
5. Matters for Board Ratification/Approval
   - **A.** Approval of Award for Specialty Retail Concession Multi Concepts RFP No. GIAA010-FY12
   - **B.** Approval of Board Resolutions No. 13-02 and 13-03: Extension of the Agreement for Legal Services with Calvo Fisher & Jacob, LLP (Legal Counsel), and Teker Torres & Teker (Conflict Counsel)
   - **C.** Ratification of Disbursements
6. Old Business
   - **A.** Executive Manager's Report
   - **B.** Financial Report
   - **C.** Legal Counsel's Report
   - **D.** Tenant Matters
   - **E.** Status of Capital Improvement Programs
7. New Business
8. Executive Session
9. Public Comment(s)

10. Adjournment

A.B. WON PAT INTERNATIONAL AIRPORT AUTHORITY, GUAM
BOARD OF DIRECTORS REGULAR MEETING
3:00 P.M., THURSDAY, MARCH 28, 2013
GIAA TERMINAL CONFERENCE ROOM #3

SIGN IN SHEET

	PRINT NAME	COMPANY/AGENCY
1.	G. PEREZ	LEADING EDGE
2.	L. FRITZ	FRITZ & ASSOC.
3.	Tobe/ Yoro	Lotte
4.	STEVE PARK	LOTTE.
5.	A. COOK	LIGHTFOOT
6.	TAEWOO KIM	LOTTE
7.	Jim Beightley	DFS.
8.	Joann Camacho	DFS
9.	Mindy Aguon	GUAM
10.	Mike Pangelinan	CFJ
11.	Jamalynn Damian	CFJ
12.	Jen Amich	GIAA
13.	Sandra Silverio	JRDF
14.	Joey Santos	Estee Lauder companies
15.	RAWLON MANTANONA	CABOT MANTANONA
16.	CESAR CABOT	CABOT MANTANONA
17.	Steve Gu	DFS
18.	VICTOR J. CRUZ	GIAA
19.	FRANK P. TAITANO	GIAA

20.	[illegible] –	CHH – [illegible]
21.	Jg. Avellana	GIAA
22.	Jerich Sablan	PDN
23.	Jermaine Marta	Legislature
24.	Monte Mesa	GPO
25.	BILL BLAIR	BSJM
26.	R. Faasuncion	GIAA Mktg
27.	Benny A. BAZA	ARPF
28.	Geraldine Castillo	MV Guam
29.	MARIA CRISTOBAL	ISLA
30.	ERISA CRISTOBAL	ISLA
31.	ANN BAUTISTA	HCCTI
32.	Bruce Lloyd	CBN
33.	Kari T Peng.	UOG
34.	Sarah	CFJ
35.	Carlos Bordallo	GIAA
36.	CHARLES H- ADAIR	GIAA
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Police officers plead not guilty in Blue House case

Court jurisdiction debated

By Geraldine Castillo
geraldine@mvguam.com
Variety News Staff

TWO police officers implicated in the Blue House Lounge prostitution and kidnapping case yesterday pled not guilty to a set of new charges contained in a third superseding indictment in Superior Court.

Guam Police Department Officers David Manila and Anthony Quenga appeared for an arraignment before Magistrate Judge Alberto Tolentino and waived a reading of the indictment, pleading not guilty to the charges and requesting a jury of 12, discovery, and for grand jury proceedings to be provided.

Their co-defendant Blue House owner Song Ja Cha, however, declined to enter a plea due to a pending appeal in the Supreme Court of Guam.

Because of issues raised between Cha's defense counsel Jeffrey Moots and lead prosecutor Assistant Attorney General Nelson Werner, the judge scheduled a continued arraignment hearing for Cha on March 27 at 1 p.m.

"What will happen is the court – as to Miss Cha – will delay the arraignment for one week. This will allow the court to do a little more research on the issue," Tolentino said.

"As to the two gentlemen – Mr. Quenga and Mr. Manila – the court will proceed with the arraignment on the third superseding indictment. The court believes that the appeal as to Miss Cha does not affect the government's ability to go forward with the superseding incitement against you," Tolentino told the two officers.



Guam Police Department Officer David Manila appeared for an arraignment before Magistrate Judge Alberto Tolentino. Matt Weiss / Variety

Jurisdiction issues

According to Moots, because Cha has a pending appeal in the Supreme Court, the lower court has no jurisdiction to take a plea from the defendant.

The interlocutory appeal, filed by Cha's attorney F. Randall Cunliffe, challenged Judge Anita Sukola's denial of a motion for dismissal on grounds of double jeopardy.

Sukola, who is hearing the case, recently denied several motions to dismiss filed by the defendants. The interlocutory appeal is an appeal to the high court of a ruling by the lower court that was made before the conclusion of a trial.

Moots argued that the appeal in Supreme Court takes the case from Superior Court's custody.

Werner disagreed, stating that while the prosecution was aware of the interlocutory appeal, a motion to stay in the lower court was required.

"No motion to stay was filed," he told the court: "And therefore it's our position that we have jurisdiction to proceed with the superseding indictment."

Apart from the continued arraignment for Cha, all defendants are scheduled to return to court on April 1 for a status hearing before Sukola. All remain behind bars.

Charges

Cha and Officers Quenga and Manila now face a total of 17 charges in the third superseding indictment which include kidnapping, felonious restraint, compelling and promoting prostitution, criminal sexual conduct, criminal intimidation, and official misconduct, among others.

The alleged crimes committed by the defendants in the case occurred in a period between April 2006 and January 2008 and lists up to 10 female victims who were subjected to prostitution at the Blue House Lounge.

A third police officer previously named in the case, Mario Laxamana, pleaded guilty last week and agreed to fully cooperate with prosecutors as well as testify when his co-defendants go to trial. Laxamana pleaded guilty to felonious restraint as a third-degree felony and official misconduct as a misdemeanor while prosecutors agreed to dismiss the remaining charges.

GWiB PUBLIC NOTICE

The Guam Workforce Investment Board will hold its Regular Monthly Meeting on **Thursday, March 28, 2013** at **4:00 p.m.** at the GDOL/AHRD Conference Room, 3rd floor, GCIC Building In Hagåtña.

For more information, or for individuals needing special accommodations, please contact Joleen Santos or Marie Martir at 300-4585/4581 or email joleen.santos@dol.guam.gov

This ad was paid with government funds by the Agency for Human Resources Development

GUAM ECONOMIC DEVELOPMENT AUTHORITY
Adelup Buildings Hagåtña, Guam

NOTICE OF REGULAR BOARD MEETING

The Guam Economic Development Authority (GEDA), a public corporation, will be its Regular Board of Directors meeting on **Thursday, March 28, 2013 at 1:30 p.m.** in the GEDA conference room located in Suite 511, 5th Floor, International Trade Center (ITC) Building, 590 South Marine Corps Drive, Tamuning, Guam.

Persons requiring special accommodations should contact GEDA's ADA coordinator, Mr. George Bamba, at 647-4332 ext. 120 or gbamba@guameda.net.

/s/ Henry J. Taitano
Acting Administrator
This ad was paid for with GEDA's General Fund

The Honorable EDDIE B. CALVO Governor
The Honorable RAY TENORIO Lt. Governor
A.B. WON PAT INTERNATIONAL AIRPORT AUTHORITY, GUAM

PUBLIC NOTICE

The Board of Directors of the A.B. Won Pat International Airport Authority, Guam (GIAA) will convene its Regular Board meeting on Thursday, March 28, 2013 at 3:00 p.m. in Terminal Conference Room No. 3. In addition to regular matters, pursuant to 5 G.C.A §8111(c)(2), Executive Session will be held to discuss pending litigation to which GIAA is a party. Parking is available in the Public Parking Lot.

For special accommodations or agenda items, please call the Board Office at 642-4717/18.

(This ad paid for by GIAA)

DeSoto defense wants more time to review 456 pages of documentation

By Geraldine Castillo
geraldine@mvguam.com
Variety News Staff

MURDER suspect Chad Ryan DeSoto appeared briefly in Superior Court yesterday for a trial setting, but the hearing was continued to next month, allowing more time for his attorney to go over hundreds of pages of discovery documents pertinent to his case.

DeSoto's attorney, Public Defender Eric D. Miller, informed the court that he received a disk of discovery, which includes police reports and grand jury proceedings. However, he said he still needed to go over the material with DeSoto.

"We have received a disk of discovery. I do not know yet if it's all of it, [but] we certainly have received a lot of it," Miller told Judge Anita Sukola.

In response, Sukola told Miller to make sure he has gone over all information with his client.

Miller said he hasn't had the opportunity yet to go over the discovery with his client due to the high volume of documents, which amounted to 456 pages.

"It's a lot of material, your honor. It's on a disk. I know it's hundreds of pages," he said. "We filed motion for discovery but we need a chance to review what we have so far before we determine what else we're going to need."

Meanwhile, Sukola informed the present prosecutor, Assistant Attorney General Jesse Nasis, that she expected the assigned prosecutor, Assistant Attorney General Gerald Henderson, to be available at the next court hearing.



Murder suspect Chad Ryan DeSoto appeared briefly in Superior Court yesterday for a trial setting. Matt Weiss / Variety

The 21-year-old DeSoto is scheduled to return to court for another trial setting on April 10 at 10 a.m.

DeSoto is being held on $3 million bail in connection with the Feb. 12 Tumon attack that left three Japanese tourists dead and 11 others injured.

He pled not guilty by reason of mental illness to three counts of aggravated murder and 11 counts of attempted aggravated murder, both as first-degree felonies and attached with special allegation of possession and use of a deadly weapon.

Marianas Variety-Guam Edition is circulated by home and office delivery, consignments, and vending machines throughout Guam, as mail delivery to the Federated States of Micronesia, the Marshall Islands, South Pacific, Hawaii, Japan and the continental U.S. Daily coverage can also be read from our website **www.mvguam.com.**

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Doc. No. 35GL-19-0628.*

More visitor traffic anticipated with Seafix's warship repair certification

By Raquel C. Bagnol
raquel.bagnol@mvariety.com
Variety News Staff

SAIPAN – Seafix Inc., a company that specializes primarily in ship repair and maintenance in Micronesia, is anticipating an increase in visitor traffic in the following months following the award they got to repair visiting U.S. military vessels and warships.

In an interview with Variety, Seafix Inc. GM Mark R. Blackburn said the exclusive Boat Repair Agreement issued by the Military Sealift Command/ Ship Support Unit Guam is seen to increase not only visitor traffic but also revenue.

Blackburn said the U.S. navy has lots of choices on where to go for Rest and Recreation but they get lots of A-1 feedback from those who have been here. "If they realize they can come for R&R and get some needed maintenance at the same time, it would make Saipan more attractive," Blackburn said.

He said that to clarify earlier reports, Seafix Inc. has been working with the government vessels like all the preposition ships on Saipan since they started business for the last 18 years, providing industrial assistance and maintenance work.

"The vessels that are being referred to in the ABR are the military vessels or war ships that visit the islands for rest and recreation," he said.

He said the ABR award is another highlight in the Seafix milestone and accomplishments, after over three years of working to meet all the requirements and standards of the U.S. military.

Blackburn said Seafix Inc. did repairs on the USS Cowpens as a test model during the audit for quality assurance.

"The quality control/assurance people from the navy flew in here and witnessed all our procedures and paperwork and everything that we do, and saw that we fit seamlessly with the standards of the U.S. navy," Blackburn said.

He said that was the final qualifying factor before they were awarded the ABR.

"We had been audited by several groups of from the navy who checked our capabilities, procedures, financial capability and everything else," Blackburn said.

The award is a reward for years of renewed capabilities and continued improvement of Seafix's Quality Management System as the only American Bureau of Shipping certified to provide ship repair and industrial assistance on Saipan, a release Blackburn provided to the Variety stated.

Seafix Inc. is an an affiliate company of the Ambyth Group of Companies. For more information visit www.seafix.net.

Navy, House discuss increased CNMI buildup

By Emmanuel T. Erediano
emmanuel.erediano@mvariety.com
Variety News Staff

SAIPAN – Two officials of the U.S. Navy met last week with House representatives to discuss additional military buildup in the CNMI.

But Adm. Tilghman D. Payne, commander of the Joint Region Marianas of the U.S. Pacific Command, said the proposed action to provide more training sites in the islands "has nothing to do" with North Korea's recent threat to attack U.S. military facilities in Guam and Japan.

Payne was accompanied by Defense coordinating officer and political-military advisor Roy N. Tsutsui in a meeting with the lawmakers at the House chamber at 10 a.m. Thursday last week.

They presented Pentagon's proposed action to "establish a series of ranges and training areas within the CNMI to meet unfilled unit-level and combined-level military training requirements in the Western Pacific."

The purpose is to "reduce existing and anticipated joint training deficiencies for Pacific Command and its service components in the Western Pacific."

Payne and Tsutsui said the military has identified Tinian and Pagan as only possible locations for combined and unit-level training.

Payne told reporters that these proposals are just part of the continuing dialogue between the NMI Legislature and the Defense Department. It is an interaction between the military and our community.

In separate interview, Senate Floor Leader Ray N. Yumul said the Senate welcomes the military buildup here, knowing there be will economic activities that come with it.

Army base workers in Marshall Islands face layoffs

By Giff Johnson
For Variety

MAJURO – Workers at a missile testing range in the Pacific are facing job losses as U.S. government budget "sequestration" cutbacks begin hitting home 7,000 miles from Washington D.C.

The U.S. ambassador to the Marshall Islands briefed President Christopher Loeak and otherelected leaders earlier this week on the possibility that 15 percent of the Marshall Islands workforce at the Reagan Test Site on Kwajalein Atoll could lose their jobs.

"One hundred and thirty (job cuts) is the number on the table," Foreign Minister Phillip Muller said Thursday following a briefing by U.S. Ambassador Thomas Armbruster. There are currently about 900 Marshall Islands workers at the base. American workers are also expected to be affected by the funding cutbacks.

GUAM POWER AUTHORITY
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Simon A. Sanchez II, CCU Chairman — Joaquin C. Flores, P.E., General Manager

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INVITATION FOR BID

This notice is paid for by the GUAM POWER AUTHORITY EXTERNAL FUNDS
Public Law 26-12

BID NO.:	DUE DATE:	TIME:	DESCRIPTION:
GPA-038-13	03/21/2013	2:00 P.M.	New Transmission and Distribution Steel Pole

Bid package may be picked up at the GPA Procurement Office, 1st, Floor, GPA Central Office, 1911 Route 16, Harmon, Guam 96911 or downloaded from GPA website: www.guampowerauthority.com. All interested firms should register with our GPA's Procurement Division to be able to paricipate in the bid. Please call our office at (671) 648-3054 / 3055 to register. Registration is required to ensure that all "Amendments and Special Reminders" are communicated to all bidders throughout the bid process.

GUAM ECONOMIC DEVELOPMENT AUTHORITY

NOTICE OF REGULAR BOARD MEETING

The Guam Economic Development Authority (GEDA), a public corporation, will be its Regular Board of Directors meeting on **Thursday, March 28, 2013 at 1:30 p.m.** in the GEDA conference room located in Suite 511, 5th Floor, International Trade Center (ITC) Building, 590 South Marine Corps Drive, Tamuning, Guam.

Persons requiring special accommodations should contact GEDA's ADA coordinator, Mr. George Bamba, at 647-4332 ext. 120 or gbamba@guamceda.net.

/s/ Henry J. Taitano
Acting Administrator
This ad was paid for with GEDA's General Fund

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INVITATION FOR BID

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Public Law 26-12

BID NO.:	DUE DATE:	TIME:	DESCRIPTION:
GPA-034-13	04/11/2013	2:30 P.M.	Indefinite Quantity Contract for Concrete Poles, 35' and 45'
GPA-037-13	04/11/2013	2:00 P.M.	SF6 Gas Recovery Machine
GPA-041-13	04/11/2013	3:00 P.M.	Local Courier Services

Bid packages may be picked up at the GPA Procurement Office, 1st, Floor, GPA Central Office, 1911 Route 16, Harmon, Guam 96911 or downloaded from GPA website: www.guampowerauthority.com. All interested firms should register with our GPA's Procurement Division to be able to paricipate in the bid. Please call our office at (671) 648-3054 / 3055 to register. Registration is required to ensure that all "Amendments and Special Reminders" are communicated to all bidders throughout the bid process. Procurement instructruction are posted on the Authority's website at http://www.guampowerauthority.com/procurement/index.html

The Honorable EDDIE B. CALVO, Governor
The Honorable RAY TENORIO, Lt. Governor
A.B. WON PAT INTERNATIONAL AIRPORT AUTHORITY, GUAM

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For special accommodations or agenda items, please call the Board Office at 642-4717/18.

(This ad paid for by GIAA)

Doc. No. 35GL-19-0628.*

MINUTES OF THE BOARD OF DIRECTORS REGULAR MEETING
3:00 p.m., Thursday, February 28, 2013
GIAA TERMINAL CONFERENCE ROOM #3

I. CALL TO ORDER AND ATTENDANCE

Chairman Francisco G. Santos called the A.B. Won Pat International Airport Authority, Guam (GIAA) regular meeting to order at 3:07 p.m. The presence of Directors is noted as follows: Jesus Q. Torres, Vice Chairman, Rosalinda A. Tolan; Martin J. Gerber; Edward G. Untalan; and Lucy M. Alcorn. Also present were Charles H. Ada, Executive Manager, Peter Roy Martinez, Deputy Executive Manager, Carlos P. Bordallo, Acting Comptroller, Frank R. Santos, Business and Financial Consultant, and Janalynn C. Damian Esq., Legal Council. The Chairman welcomed the presence of Airport Tenants, stakeholders, and members of the public who are noted in a sheet made as an attachment to the minutes.

II. APPROVAL OF AGENDA

Vice Chair Torres made motion to approve the agenda as presented, seconded by Director Tolan; motion carried.

III. APPROVAL OF MINUTES

A. January 29, 2012, Board Regular Meeting

Director Alcorn made motion to approve the minutes, subject to correction, seconded by Vice Chair Torres; motion carried.

IV. CORRESPONDENCE

No correspondence presented.

V. MATTERS FOR BOARD RATIFICATION/APPROVAL

A. Approval of TSA Other Transaction Agreement

Mr. Frank Santos presented a request for Board's approval of the TSA Other Transaction Agreement. He stated it is a grant agreement from TSA, in the amount of $444,000.00. Mr. Santos explained that there are two parts to the agreement involving the baggage screening; the first part is Recapitalization, the replacement of two machines for a

newer model; the second part is Optimization, the relocation of the checked baggage screening pods. TSA has agreed to fund both up to 30%. The amount of $444,000.00 was derived from a proposal by Siemens, the manufacturer of the baggage systems currently in use. Mr. Santos stated there are also two parts to the request; the TSA Other Transaction Agreement and the approval of the selection of Siemens to perform the work, also adding that Siemens is the company that did the design work for the "In-line" project which fell through because of funding issues. After some discussion on the positive impact the Recapitalization effort will bring, Vice Chair made motion to approve the TSA Other Transaction Agreement, seconded by Director Tolan; motion carried.

B. Approval of Award for Residential Sound Insulation Phase 2A – IFB No. GIAA-C02-FY13

The Executive Manager presented a summary of the Invitation For Bid for the above noted project. The project is phase 2 under the Noise Mitigation Program, with an objective of providing noise reduction to those homes mostly affected by aircraft operations. Of the fourteen (14) firms/individuals that purchased bid packages, six (6) firms submitted bid proposals before the submission deadline of February 5, 2013. Management recommended that the Board approve the contract award of $1,787,324.04 to Nippo Corporation who has been determined to have met the standards of responsibility and responsiveness outlined in the Guam Procurement Regulations. Janalynn Damian, Legal Counsel, made a disclosure for the record that the item be referred to Conflict Counsel as Calvo Fisher & Jacob LLP represent two (2) of the bidders. Director Tolan made motion to approve management's recommendation to authorize the contract award to Nippo Corporation, seconded by Vice Chair Torres; motion carried.

C. Ratification of Disbursements

Vice Chair Torres made a motion to ratify payments above the $50,000.00 threshold made to vendors for the period of January 30, 2013 – February 22, 2013, seconded by Director Gerber; motion carried.

VI. OLD BUSINESS

A. Executive Manager's Report

The Executive Manager presented updates on various matters concerning airlines, including an announcement of Japan based airline, Skymark commencing services with charter flights. The flights are planned to start during March 14 – 23. The key element to Skymark's service is to operate during non-peak hours.

The Manager reported on the Airports part in returning families and the deceased back to Japan after the tragic attack of tourists in Tumon in February. Executive Manager noted the assistance provided by GIAA Marketing and Airport Police who worked closely with GVB, GPD and the Governor's Office from February 14 – 18.

The Executive Manager announced the Pacific Asia Travel Associations' (PATA's) recent nomination of GIAA's Executive Manager, Charles H. Ada II to the PATA Board, which was accepted by Mr. Ada. The nomination will now be ratified at the PATA Annual Summit from April 25 – 28. Another upcoming event also announced was the 8th Airports Council International (ACI) Asia-Pacific Regional Assembly, Conference and Exhibition which will be held in Phuket, Thailand from April 22 – 25. A delegation from GIAA led by Deputy Executive Manager, Peter Roy Martinez, Director Gerber, and two (2) Marketing staff will be in attendance at the Conference.

The Manager reported that GIAA and GEDA presented a 'Credit Update' briefing to a contingent from Standard & Poor's on February 6, 2013 in preparation of the Airport's plan to refinance the 2003 Bonds. Director Untalan was in attendance for the briefing and informed the Board that he thought the presentation went rather well, staff and Management did an excellent job and provided a wealth of information to the group that represented Standard & Poors.

B. Financial Report

For the Board's information, Carlos P. Bordallo, Acting Comptroller presented the financial report as of January 31, 2013.

Vice Chair Torres inquired about the Airport Police having an adequate number of vehicles to operate appropriately, and explained that now would be the perfect time to request as the budget allows for it. The Chairman stated that he would rather see a golf cart in front instead of a patrol vehicle, and went on to suggest that Chief Robert Camacho request for two to three golf carts.

C. Legal Counsel's Report

Legal Counsel recommended that discussions regarding litigation matters be reported during Executive Session. The Board had no objection.

D. Tenant Matters

No Tenant Matters reported.

E. Status on Capital Improvement Programs

Mr. Frank Santos presented the UDO analysis.

VII. NEW BUSINESS

No New Business presented.

The Chairman announced that the Board will recess and convene Executive Session after the recess. Vice Chair Torres made motion to recess and convene Executive Session after the recess, seconded by Director Untalan; motion carried. The board recessed at 4:03 p.m.

VIII. EXECUTIVE SESSION

Chairman Santos called Executive Session to order at 4:14 p.m. Executive Session adjourned at 4:30 p.m.

IX. PUBLIC COMMENTS

The Chairman called upon any public member wishing to make comments. There was no response.

X. ADJOURNMENT

Director Untalan made a motion to adjourn the meeting, seconded by Director Tolan; motion carried. The meeting adjourned at 4:35 p.m.

Respectfully submitted,

Amanda O'Brien-Rios
Board Secretary

APPROVED:

_____ _____

FRANCISCO G. SANTOS
Chairman of the Board

Date

Attachment

A.B. WON PAT
INTERNATIONAL AIRPORT AUTHORITY, GUAM
ÅTURIDAT PUETTON BATKON AIREN GUAHAN ENTENASIONAT

P.O. Box 8770
Tamuning, GU 96931

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March 15, 2013

Mr. Ron Simpson
Manager, Airports District Office
Federal Aviation Administration
300 Ala Moana Blvd.
Room 7128
Honolulu, Hawaii 96250

Hafa Adai Mr. Simpson:

Thank you for opportunity to respond to and clarify some concerns which have been raised in regard to GIAA. Mr. Ysrael makes a number of general allegations and false assumptions in his comments. This letter will respond with specific facts. In particular, we are responding to the list of items numbered 1 through 25 which was sent to us by Mr. Juan Reyes. Going through these items, we found that they would best be addressed by grouping related items together, so our response is categorized under the subject headings as follows:

1) The Pac Air Ground Lease Agreement and Terms
2) The Customs and Quarantine Sublease
3) Rental Valuation
4) Tax-related Inquiries
5) Leases to Non-Aeronautical Tenants
6) Airport Security

Despite these categories, our answers to these inquiries should be taken as a whole, as some concerns may touch on more than one category. We will continue to identify the individual queries based on their number in the list from Mr. Reyes. We will first address the concerns raised regarding the Pac Air Ground Lease Agreement and Terms:

I. THE PAC AIR GROUND LEASE AGREEMENT AND TERMS

(1) ***Unusual for a lease to be amended four different times, all conditions beneficial to the lessee and detrimental to GIAA and on the conditions of the lease, e.g. cost of the improvements to be made.***

The business decision to amend the lease was made by GIAA Board of Directors based on the best information and opportunity at the time the agreements

were made. Analysis of the actual terms of the Ground Lease Agreement and Amendments is stated below.

The Ground Lease Agreement between the A.B. Won Pat International Airport Authority and Pac Air Properties, LLC was entered into on October 31, 2006 ("Ground Lease"). The First Amended and Restated Ground Lease Agreement ("First Amended Agreement,") required Pac Air to spend Twenty-Five Million Dollars ($25,000,000.00), on agreed-upon capital improvements to the leased space, instead of the Five Million Dollars required by the original Ground Lease. In return, the rent for the construction period was deferred for five years (not waived), with a specific schedule for repayment. The term of the original Ground Lease was thirty (30) years, and Pac Air was permitted to obtain a 10 year extension (maximum two times) for each additional 2.5 million dollars spent over its obligated $5,000,000 investment, The First Amended Agreement, §2(A), changed this by extending the lease term to fifty years from thirty years. The First Amended Agreement also provided GIAA with the right to approve subleases under the Ground Lease Agreement (*See* First Amended Agreement §6).

Other alterations made by the The First Amended Agreement include a requirement that Pac Air reimburse GIAA for costs of seeking remedies under the agreement in case of termination through Pac Air's default, while clarifying the definition of default under the Agreement. (First Amended Agreement §23C-D). Finally, it places any mortgage or encumbrance "subject and subordinate to" GIAA's bond indentures and the rights of the bondholders. CITE

After the First Amended Agreement, the parties entered into The Second Amended and Restated Ground Lease Agreement ("Second Amended Agreement"). The difference between the Second and the First Amended Agreement is that the Second Amended Agreement clarified that the rent was payable on a monthly basis and corrected the payment schedule, in accordance to the lease terms. The terms themselves remain the same.

The Third Amended and Restated Ground Lease Agreement ("Third Amended Agreement") is largely the same as the First and Second, but was entered when Customs desired to move to the new Pac Air Cargo Facility from its location on a less desirable part of the Airport Property in Tiyan. Because Customs had an existing tenant relationship with GIAA, and the payment methodology had already been set up for GIAA to receive rental payments from Customs, it was decided by the parties that it would be most efficient for Customs to maintain its tenant relationship with GIAA, and for GIAA to sublease the property from Pac Air in order to provide Customs with space in the facility. This would allow GIAA to continue to receive rent revenues from Customs as well, in support of its mandate to be self-sufficient. Therefore, the Third Amended Agreement provides for GIAA to enter three separate 5-year subleases in the completed facility: one of 7,500 ft^2 for $1.50 per square foot per month; one of 7500 ft^2 for the accommodation of Guam Customs

and Cargo Inspections, which was already housed in a less-desirable part of the Tiyan facility, for $3.05 per square foot per month; and one of 17,500 Square feet, also to accommodate Customs and Cargo Inspections, built to suit their needs, for $2.60 per square foot per month, with an additional $0.49 per square foot per month to be paid back for the construction of the Customs facility.

The Fourth Amended and Restated Ground Lease clarified the language in the agreement regarding Pac Air's obligations under GIAA's security requirements, including security directives and FAA regulations. It extended these duties of compliance to Pac Air's agents, employees and invitees.

(2) Did it meet the minimum Twenty-Five Million Dollar ($25,000,000.00) investment?

Under the terms of the Ground Lease Agreement §7I(i), Pac Air must provide GIAA with certification of the Twenty-Five Million Dollars ($25,000,000.00) spent on the project, setting forth the development and construction costs, with details of all the component costs. Pac Air provided and GIAA reviewed and accepted its certification as set forth in the Agreement. The certification was for investment in excess of $27 Million, and FAA is in possession of a copy of this certification.

(3) Was extending the lease terms from 30 years to 50 years with an optional ten more years, for a total of 60 years, in violation of existing law, of 40 years?

Guam has passed laws which place limitations on lease durations. For example, 12 G.C.A. §1105 deals with GIAA powers generally and limits GIAA to a forty (40) year maximum on leases with the Government of Guam and the United States. However, with respect to lease terms with private entities, there is not restriction on the airport. Thus, 12 GCA 1005 does not apply to the lease agreement between Pac Air and GIAA.

Airport counsel has addressed this issue and confirmed the Airport's authority to enter into leases in excess of 40 years. In addition to the above statute, Counsel has also found authority at 12 GCA 1203 which grants GIAA the power to "... (f) Improve, construct or reconstruct, lease, furnish or refurnish, use, repair, maintain, control, sell or dispose of its property, including any buildings, structures, lighting equipment and all other equipment and facilities necessary therefor; and notwithstanding any other provision of law, make and enter into contracts, leases and permits for the use of airport facilities and properties for airport purposes, and visitor related activities, and make and enter into airline agreements, without prior approval of I Liheslaturan Guahan, " Thus, the Pac Air lease term does not violate Guam law.

(15) GIAA agrees in the ground lease to "delay" all ground rents for 5 years. So, after GIAA spent considerable time and money developing a business (salaries

of the various GIAA employees involved in leasing ground) and legal fees, no income for 5 years.

Before the Pac Air Lease, the land was vacant and not utilized. GIAA furthered its mission statement by having Pac Air lease and develop the land. GIAA had envisioned an integrated cargo building long before Pac Air's proposal. Pac Air assumed all of the financial risk of the development. A rent deferral is a small and reasonable incentive to capture an improvement worth over Twenty-Five Million Dollars ($25,000,000.00). The deferral of rent is the cost of doing business and achieving GIAA's goal in that regard. The rental payments have been deferred for five (5) years, with the deferral period ending and payment of the deferred rental commencing in September 2014, in addition to the monthly rent due from Pac Air.

(16) After Pac Air completes the enormous Air Cargo building (way beyond any rational need), GIAA then begins a series of "amendment to the Ground lease" to provide various forms of subsidies to PacAir.

There were several factors considered in determining the ultimate size of the cargo facility, including a proposed runway extension, U.S. Department of Transportation air cargo service exemptions, and the anticipated Guam Military Buildup. The Board is tasked with envisioning the needs for GIAA not only at present, but for decades in the future. After considering all variables, Pac Air determined that it would be most efficient and least expensive to build one facility of the present size, rather than building in phases to increase the size of the facility in the future. This could be analogized to the development of large hotels in the Tumon area of Guam; initially this was seen as a needless waste, flooding the market; but the investment paid off in the long run. Now, tourists to Guam are turned away during peak seasons, because there are not enough hotel rooms to accommodate them all. The criticism of flooding the market was proven wrong. Likewise, to determine the size of the air cargo facility based on current needs rather than the needs of the future would be shortsighted, inefficient and wasteful. The financial risk in developing the facility was all Pac Air 's, and as discussed in item (1) above, it is inaccurate to characterize the Ground Lease Amendments as "subsidies" to Pac Air . At present, the facility is around 60% occupied.

(17) GIAA agrees to "guarantee" a portion of PacAir's construction loan. In exchange for this "guarantee", GIAA has the privilege of leasing some 15,000 square feet of cargo area for $1.50 per square foot per month. There is no evidence the airport guaranteed any portion of the loan.

The Ground Lease agreement, §7I(2), provided that GIAA would "consider" providing up to $4million in loan guarantee for Pac Air to aid in financing the construction of the cargo facility, but this provision was never implemented and GIAA never guaranteed any loans to Pac Air , so GIAA never acquired the right to lease space under that provision. Therefore, this is a moot issue.

(21) Next, GIAA "directly" leased some 15,000 square feet of cargo area for its "maintenance department". Again, the rent was in the $1.50 range which is at least double the rent outside. Again, the lease was via an "amendment" to the Ground lease. No bidding

GIAA leased 7500 square feet of cargo facility space for its maintenance department, not 15,000 square feet. GIAA's maintenance department had previously been working out of a loading dock in the basement level of the terminal building, which was inadequate and an inefficient use of Airport resources. When the new facility was completed, management decided to consolidate the maintenance department and move it into a more appropriate space.

II. THE CUSTOMS AND QUARANTINE SUBLEASE

(10) Where is the RFP from GIAA when they went out and leased '32,500 sq. ft". of space, that resulted in a monthly rental expenditure of $80,000 to Pac Air which was sub-leased back to Customs and Quarantine.

No RFP was required for Customs' relocation to the Pac Air building. Customs was already a tenant of GIAA's air terminal and south Tiyan property when it elected to relocate to the new Pac Air facility. Under the Agreement, GIAA was given a sublease of the property, for the purpose of accommodating the needs of Customs. That property was sub-subleased to Customs and Quarantine, and that sub-sublease was approved by both the Guam Attorney General and the Governor of Guam. As discussed above, the parties entered into this lease arrangement because of the existing relationship between Customs and GIAA. It benefits GIAA to have the lease revenue from Customs, and it benefits Customs to maintain its tenant relationship with GIAA rather than going through the process of developing a new payment method with PacAir.

(12) and (13) ***Space in these new buildings was rented back to GIAA for $1.50 and $3.60 per square foot, monthly, without benefit of a RFP. Outside warehouse space, in the open market, is available at the rate of $0.50 cents monthly rental per square foot. Why was the Guam Customs and Quarantine Lease entered into via a sub-lease with GIAA, rather than a direct lease with the Lessor? Was it to avoid THE NEED OF AN RFP (Request for Proposal), or the scrutiny by the Legislature and the public?***

This is inaccurate, as can be seen by reference to the Agreement and Sublease documents. As stated above, there was no requirement for an RFP.

The GIAA Board of Directors and Executive Manager approved the sublease rate for the second 7,500 square foot space, and the 17,500 square foot space for $3.05, and $3.09 per square foot per month, respectively; GIAA then sub-subleased

the space to Customs, as provided in the sublease agreement, for $3.57, and $3.57 per square foot, per month, respectively, for the first five years, dropping to $2.60 for each for the next five years; thus, the rent is basically a pass-through minus an administrative fee charged for Customs by GIAA. The rental rates were a result of negotiations between Customs and and GIAA, taking into account the tenant fit-out costs for Pac Air upgrades to the rental space. Rent is collected by the Airport in accordance with 5 GCA 73145 and 73146.

Mr. Ysrael asserts that other warehouse spaces is available for $0.50 per square foot per month in other areas of Guam. GIAA cannot confirm whether warehouse space exists on Guam for $0.50/ft2, but even assuming it to be true for the sake of argument, it is not relevant to the Pac Air Cargo Facility. The Pac Air Cargo facility is not general warehouse space; it is a fully improved Cargo Facility at the Guam International Airport. The $0.50 suggested rental amount does not take this into account. The original Ground Lease Agreement rental price was determined according to an appraisal, and finalized after a solicitation of interest.

Rental rates for subleasing space in the facility vary on a lease-by-lease basis, depending on the amount of fitting out required of Pac Air by the tenant. Clearly, if space is available elsewhere for $.50/square foot, then there is no unfair competition with private entities in the Guam market.

(18) and (19) how much space does Guam Customs really need? Are they incurring space unnecessarily just so GIAA can provide a subsidy to Pac Air for their disastrous business decision? Though there is a "lease agreement" between Guam Customs and GIAA, the GIAA to Pac Air deal is part of an "amendment to Ground Lease". This is all internal. There has been no evaluation of "fair rents" through a public bidding process.

GIAA entered the lease at Customs' request pursuant to Customs' needs. Before the present arrangement, Customs was leasing two barracks in South Tiyan from GIAA consisting of approximately 32,000 square feet. Due to facility conditions and space requirements, Customs elected to relocate in whole to the terminal and the Pac Air facility. Customs is required to be located on airport property.

No other appropriate space exists at the airport that meets Customs' requirements.

(25) Where is the RFP from GIAA when they went out and leased '32,500 sq. ft". of space, that resulted in a monthly rental expenditure of $80,000?

As stated above, there was no similar space available at or near the airport to meet the needs of GIAA. Also as stated above, an RFP was never required. Airport

management made the decision to rent the space to be more responsive to its clientele and mission statement.

III. RENTAL VALUATION

(7) Land rental lease is below fair market value.

The land rental lease rate was determined based on an appraisal and entered into with the approval of both parties, after a solicitation of interest for the development of the facility. Though the initial Appraisal was for a thirty-year lease term and the actual lease was later amended to be extendable for up to 50 years, the original Appraisal also accounted for an extended term by increasing the rental amount by 10% every 5 years, which is a standard real estate practice on Guam. *See* Second Amended Agreement, Exhibit C.

(8) Rental back to GIAA is higher than prevailing fair market value.

Where GIAA is in a tenancy arrangement, as a landlord it is required to get no less than fair market value. In this case,the tenancy agreement is agreeable to all parties, and Customs does not agree that it is paying a rate in excess of a fair market value for the building, the location, and other advantages therein.

1. In my opinion, some ground leases, have been entered into for a monthly rental of $0.04 cents per square foot, lower than prevailing Fair Market Value, and that these rental payments were deferred, interest free, and paid back on installments basis, fully paid up on the fifteenth (15) year of the lease agreement.

The Airport board of Directors views this agreement in its entirety, and rent is stated in annual terms and paid in monthly payments over the term of the lease. Pac Air expects to recoup its investment, and the Airport is expected to get the benefit of an integrated Air Cargo Facility.

IV. TAX-RELATED INQUIRIES

(9), (14), and (24). Leases were entered into in direct competition with tax paying entities. GIAA does not pay real estate taxes, income taxes, or Gross Receipts Taxes on its revenues.

This is true, but it is not a violation any law or regulation. The legislature granted GIAA a tax-exempt status in order for GIAA to be able to raise revenue and operate in a self-sufficient manner. Pursuant to this legislative mandate, GIAA has entered into lease- and sub-lease agreements. GIAA is not unique among Government of Guam instrumentalities; the Guam Economic Development Authority and the Ancestral Lands Commission, for example, also enter into commercial lease

agreements. As an enterprise fund, GIAA can earn revnue and incur expenses without being subject to local taxes. GIAA is required to be self-sustaining and is granted the power to improve its facilities and enter into contracts and leases. Under its Grant Assurances, it is required to do so. Pac Air and the subtenants, on the other hand, are not beneficiaries of GIAA's exemption. They are subject to the same taxes as any other private enterprise on Guam.

V. LEASES TO NON-AERONAUTICAL TENANTS

(4) ***Sub-leases to non-airport related activities, (Social Security Services).***

Pac Air has subleased space to non-aviation tenants, but this is not a violation of law, FAA Grant Assurances or lease terms, and no aviation-related tenant has been denied space.

The Ground Lease Agreement, §1A, requires subleases for certain specified air-transportation-related activities set forth in Exhibit "B" to the agreement. It also provides, however, that subleases for other activities may be entered into with GIAA's written consent. GIAA has consented to all existing subleases. Most of the present Pac Air facility's tenants were GIAA tenants before the facility was built; only a limited number of Federal Agencies, such as the Social Security Administration, moved from other locations. No tenant with airport-related business has ever been turned away from subleasing in the facility, and there remains vacant space available to any aviation-related tenant who desires the property.

(22) Pac Air leasing space to non-airport related entities. As you point out, the FAA wants to see maximum utilization of Airport assets. However, these rents are going to PacAir, not GIAA.

The statement above presumes that GIAA gathers no benefits from its relationship with Pac Air. In fulfilling its missioin statement, GIAA entered into the tenancy agreement to develop an integrated air cargo facility, and this has now been done. The Ground Lease Agreement gives aviation-related tenants preference in the cargo building, and reserves to GIAA the authority to veto any lease by withholding its consent. There is still vacant space in the facility, and no aviation-related tenant has ever been turned away in favor of a non-aviation-related tenant.

GIAA has acquired the asset and at present, GIAA is accruing $259,200.00 in deferred annual rental income from Pac Air, and is receiving $1,024,200.00 in rental income from Customs, while paying Pac Air $1,058,400.00 for rental space. These numbers will dramatically increase to the positive in September 2014, when GIAA begins receiving monthly rent and deferred rent from Pac Air.

(23) GIAA made its deal in the very beginning, a low ground rent based on the promise that the facility would be used for Airport related activities.

This is inaccurate and does not reflect the terms of the Ground Lease Agreement. As discussed above, the Ground Lease agreement provides for non-aviation-related subleases with GIAA's approval, and the approval shall not be withheld unreasonably. This is an agreement that benefits both GIAA and Pac Air as previously stated.

VI. AIRPORT SECURITY

(5) and (6) where is airport security at risk, when the public can now come to the air cargo building to visit non-airport related activities? Where is the security to the Federal Offices, when a car or truck can come up to the cargo building to unload and it can carry explosives?

The Pac Air Facility and all tenants are included in GIAA's general security requirements, and a perimeter fence separates the Air Operations Area (AOA). There is no general access to the AOA from the Pac Air facility nor is there direct access to the AOA from the mezzanine level.

The Airport Security Program includes three levels of security: The first relates to Air Operations Area (AOA) access, which is under airport security and requires a SIDA badge for access. The second level of security is at the tenant level. Tenants may either use the airport SIDA system or develop their own method of restricting access within their space, but non-SIDA-badge-carrying tenant affiliates will not be permitted access to the AOA area. The third security level is at the gatehouse, which monitors access to the parking area. The entire facility can be placed on lockdown in the event of a general or specific threat.

The Fourth Amendment to the Ground Lease Agreement requires that "LESSEE shall comply with and conform its use of the Premises to Lessor's Airport Security Program, Security Directives and Emergency Amendments and FAA regulations (collectively, "Security Requirements")." The Airport Security Program meets Federal TSA requirements, and is subject to FAA and TSA inspection.

VII. CONCLUSION

GIAA's lease, as amended, with Pac Air for the cargo facility is fair, reasonable, and non-discriminatory and not in violation of any leases term nor any Guam or federal law, regulation or any policy established by the Board of Directors. The FAA has recognized that compatible land uses include such entities as motels and hotels, restaurants, shipping agencies, aircraft related industries, industries that benefit from access to the airport and provide a broad range of services and conveniences for the customers of the Airport. The tenants of Pac Air are there with the

knowledge and consent of GIAA. Compatible land use is an evolving dynamic and the Airport is a good neighbor of the Guam community. It does not solicit tenants for Pac Air nor has it ever refused aeronautical or airport-related tenants nor displaced any; rather, the present arrangement has allowed GIAA to get sustainable use out of its land which was previously undeveloped land. This is consistent with GIAA's mission statement and mandates under Guam Law and the FAA grant assurances.

Si Yu'us Ma'ase,

Charles H. Ada, II
Executive Manager

U.S. Department
of Transportation
**Federal Aviation
Administration**

Western-Pacific Region
Airports Division

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March 27, 2013

Mr. Charles H. Ada, II
Executive Manager
A. B. Won Pat International
Airport Authority, Guam
P. O. Box 8770
Tamuning, Guam 96931

Dear Mr. Ada:

We are replying to the allegations communicated to our office regarding the lease agreement between the Guam International Airport Authority and PacAir for the construction and operation of a new cargo building at Guam International Airport. The following report discloses the results of our investigation into the allegations made in a series of E-mails we received during January and February 2013.

Introduction

This matter was brought to the attention of the Federal Aviation Administration (FAA) Honolulu Airports District Office based on the informal complaint filed in accordance with the FAA Investigative and Enforcement Procedures, Title 14 Code of Federal Regulations (CFR) Part 13.1.

Mr. Alfred C. Ysrael and Mr. Michael Ysrael (Complainants) have filed an informal complaint pursuant to Title 14 CFR Part 13.1 against the Guam International Airport Authority (GIAA) owner, sponsor, and operator of Guam International Airport, the United States Territory of Guam (GUM or Airport).

The Complainants allege the GIAA engaged in questionable leasing and rate setting practices with regard to the air cargo facility at GUM, which may represent acts or omissions that do not comply with the requirements of the Sponsor Grant Assurances.

With respect to the allegations presented, in consideration of the specific circumstances at the Airport, and based on the evidence of record, the FAA finds GIAA is not currently in violation of its federal obligations with respect to Grant Assurances. The FAA's decision in this matter is based on applicable federal law and FAA policy and the review of the statements and supporting documentation submitted by the parties to the complaint.

Complainant

Messrs. Alfred and Michael Ysrael are residents of Guam. Mr. Michael Ysrael was a former member of the GIAA Board of Directors. Neither is presently a tenant or officer at Guam International Airport.

Issues

The FAA analyzed the following allegations as presented to us by the Complainants to determine if any non-compliance with the grant assurance exists.

1. The GIAA executed the original lease with PacAir for a low ground rent so the cargo building could be used for airport related activities.

2. A lease agreement with PacAir was amended four different times incorporating provisions that were beneficial to PacAir and detrimental to GIAA. For example,
   - GIAA subsidizes PacAir by paying rent to PacAir for space in the cargo building.
   - Rent is deferred and repaid in installments over 15 years without interest.
   - GIAA expended resources to promote and execute the development of the new cargo center.
   - Space in the cargo building was subleased to GIAA at excessive rental rates.
   - GIAA sub-subleased space to Customs.

3. The lease term was extended from 30 to 50 years. Including the 10-year option, the full term of the lease was increased to a total of 60 years. Under Guam law, leases greater than 40 years are illegal.

4. GIAA allowed subleasing the PacAir cargo building to non-aeronautical tenants such as the Social Security Administration.
   - PacAir leases space to tenants, some of which are non-aviation businesses. PacAir, rather than GIAA, collects these rents.

5. A security risk exists because pedestrians and vehicles have access to the cargo building when they visit the facility.

6. The rental rate for the land is below fair market value.
   - Rental rate that GIAA pays to PacAir is more than fair market value.
   - Rental rate of $0.04 monthly per square foot for ground leases is lower than fair market value.
   - Rental rate for warehouse space elsewhere in Guam is $0.50 monthly per square foot.
   - GIAA pays a rate that exceeds fair market value for subleased space in the cargo building for its maintenance department in order to subsidize PacAir.

7. Lease in the cargo building represents direct competition with tax paying entities.
   - GIAA does not pay real estate taxes, income taxes, or gross receipts taxes.
   - GIAA is competing with tax paying entities when it consummates leases on the airport.

8. Requests for proposals were not used to solicit bids for spaces occupied by Customs.

9. GIAA agreed to provide loan guarantees to PacAir for a portion of a construction loan.

10. Customs may be leasing more space than needed, which results in higher rental payments to PacAir.

11. GIAA leased 32,500 square feet of space and spent $80,000 in the process.

Applicable Federal Law and FAA Policy

The federal role in civil aviation has been augmented by various legislative actions that authorize programs for providing federal funds and other assistance to local communities for the development of airport facilities. In each such program, the airport sponsor assumes certain obligations, either by contract or by restrictive covenants in property deeds and conveyance instruments, to maintain and operate its airport facilities safely and efficiently and in accordance with specified conditions. Commitments assumed by airport sponsors in property conveyance or grant agreements are important factors in maintaining a high degree of safety and efficiency in airport design, construction, operation and maintenance, as well as ensuring the public fair and reasonable access to the airport.

The following is a disclosure meant to explain the Airport Improvement Program, Airport Sponsor Assurances, the FAA Airport Compliance Program, and the enforcement of Airport Sponsor Assurances.

The Airport Improvement Program
Title 49 U.S.C. § 47101, *et seq.*, provides for federal airport financial assistance for the development of public-use airports under the Airport Improvement Program (AIP) established by the Airport and Airway Improvement Act of 1982, as amended. Title 49 U.S.C. § 47107, *et seq.*, sets forth assurances to which an airport sponsor agrees as a condition of receiving federal financial assistance. Upon acceptance of an AIP grant, the assurances become a binding contractual obligation between the airport sponsor and the federal government. The assurances made by airport sponsors in AIP grant agreements are important factors in maintaining a viable national airport system.

Airport Sponsor Assurances
As a condition precedent to providing airport development assistance under the Airport Improvement Program, 49 U.S.C. § 47107, *et seq.*, the Secretary of Transportation and, by extension, the FAA must receive certain assurances from the airport sponsor. Title 49 U.S.C. § 47107(a) sets forth the statutory sponsorship requirements to which an airport sponsor receiving federal financial assistance must agree.

The FAA has a statutory mandate to ensure that airport owners comply with these sponsor assurances. FAA Order 5190.6B, *FAA Airport Compliance Manual* (Order), issued on September 30, 2009, provides the policies and procedures to be followed by the FAA in carrying out its legislatively mandated functions related to compliance with federal obligations of airport sponsors. The FAA considers it inappropriate to provide federal assistance for improvements to

airports where the benefits of such improvements will not be fully realized due to inherent restrictions on aeronautical activities.

Certain FAA grant assurances apply to the circumstances set forth in this Complaint: (1) Grant Assurance 5, *Preserving Rights and Powers*; (2) Grant Assurance 19, *Operation and Maintenance;* (3) Grant Assurance 22, *Economic Nondiscrimination;* (4) Grant Assurance 23, *Exclusive Rights;* and (5) Grant Assurance 24, *Fee and Rental Structure*.

Grant Assurance 5, Preserving Rights and Powers

Grant Assurance 5, *Preserving Rights and Powers* (Grant Assurance 5), requires the airport owner or sponsor to retain all rights and powers necessary to ensure the continued operation of the airport consistent with its federal obligations. This assurance implements the provisions of the AAIA, 49 U.S.C. § 47107(a), et seq., and requires, in pertinent part, that the owner or sponsor of a federally obligated airport "...will not take or permit any action which would operate to deprive it of any of the rights and powers necessary to perform any or all of the terms, conditions, and assurances in the grant agreement without the written approval of the Secretary, and will act promptly to acquire, extinguish or modify any outstanding rights or claims of right of others which would interfere with such performance by the sponsor."

Grant Assurance 19, *Operation and Maintenance*

Grant Assurance 19, *Operation and Maintenance* (Grant Assurance 19), requires the owner of an airport developed with federal assistance to operate and maintain a safe airport at all times. The owner will not permit any activity that would interfere with the airport purpose of the facility. Grant Assurance 19 deals with safety and implements the provisions of 49 U.S.C. § 47107(a)(7) and requires that the airport and facilities on or connected with the airport be operated and maintained in a safe manner.

Grant Assurance 22, *Economic Nondiscrimination*

Grant Assurance 22, *Economic Nondiscrimination* (Grant Assurance 22), requires the owner of any airport developed with federal grant assistance to operate the airport for the use and benefit of the public and to make it available to all types, kinds, and classes of aeronautical activity on fair and reasonable terms, and without unjust discrimination. Grant Assurance 22 deals with both the reasonableness of airport access and the prohibition of adopting unjustly discriminatory conditions as a potential for limiting access. Grant Assurance 22 implements the provisions of 49 U.S.C. § 47107(a)(1) through (6), and requires, in pertinent part, that the sponsor of a federally obligated airport:

> *...will make its airport available as an airport for public use on reasonable terms, and without unjust discrimination, to all types, kinds, and classes of aeronautical activities, including commercial aeronautical activities offering services to the public at the airport.* [Grant Assurance 22(a)]

...may establish such fair, equal, and not unjustly discriminatory conditions to be met by all users of the airport as may be necessary for the safe and efficient operation of the airport. [Grant Assurance 22(h)]

...may...limit any given type, kind, or class of aeronautical use of the airport if such action is necessary for the safe operation of the airport or necessary to serve the civil aviation needs of the public. [Grant Assurance 22(i)]

Grant Assurance 23, *Exclusive Rights*

Grant Assurance 23, *Exclusive Rights* (Grant Assurance 23), implements the provisions of 49 U.S.C. §§ 40103(e) and 47107(a)(4), and requires, in pertinent part, that the owner or sponsor of a federally obligated airport:

...will permit no exclusive right for the use of the airport by any persons providing, or intending to provide, aeronautical services to the public.

...will not, either directly or indirectly, grant or permit any person, firm, or corporation, the exclusive right at the airport to conduct any aeronautical activities...

...will terminate any exclusive right to conduct an aeronautical activity now existing at such an airport before the grant of any assistance under Title 49 United States Code.

Grant Assurance 24, *Fee and Rental Structure*

Grant Assurance 24, *Fee and Rental Structure* (Grant Assurance 24), requires the owner of an airport developed with federal assistance to make the airport as self-sustaining as possible. Grant Assurance 24 implements the provisions of 49 U.S.C. § 47107(a)(13) and requires that the airport owner maintain a schedule of charges for use of facilities and services at the airport that will make the airport as self-sustaining as possible under the circumstances existing at the airport, including volume of traffic and economy of collection. It also requires the airport owner to undertake reasonable efforts when entering into new and revised agreements establishing rates, charges, and fees to make the airport as self-sustaining as possible under the circumstances existing at the airport.

The FAA Airport Compliance Program

The FAA discharges its responsibilities for ensuring airport owners' compliance with their federal obligations through its Airport Compliance Program. The FAA's airport compliance efforts are based on the contractual obligations an airport owner accepts when receiving federal grant funds or the transfer of federal property for airport purposes. These obligations are incorporated in grant agreements and instruments of conveyance in order to protect the public's interest in civil aviation and to ensure compliance with federal laws.

The FAA Airport Compliance Program is designed to ensure the availability of a national system of safe and properly maintained public-use airports operated in a manner consistent with the airport owners' federal obligations and the public's investment in civil aviation.

The Airport Compliance Program does not control or direct the operation of airports. Rather, it monitors the administration of the valuable rights pledged by airport sponsors to the people of the United States in exchange for monetary grants and donations of federal property to ensure that the public interest is being served. FAA Order 5190.6B sets forth policies and procedures for the FAA Airport Compliance Program. The Order establishes the policies and procedures to be followed by FAA personnel in carrying out the FAA's responsibilities for ensuring airport compliance. It provides basic guidance for FAA personnel in interpreting and administering the various continuing commitments made to the United States by airport owners as a condition of receiving a grant of federal funds or the conveyance of federal property for airport purposes. The Order analyzes the various obligations set forth in the standard airport sponsor assurances, addresses the nature of those assurances, addresses the application of those assurances in the operation of public-use airports, and facilitates interpretation of the assurances by FAA personnel.

The FAA Compliance Program is designed to achieve voluntary compliance with federal obligations accepted by owners and/or operators of public-use airports developed with FAA-administered assistance. Therefore, in addressing allegations of noncompliance, the FAA will make a determination as to whether an airport sponsor is *currently* in compliance with the applicable federal obligations. Consequently, the FAA will consider the successful action by the airport to cure any alleged or potential past violation of applicable federal obligation to be grounds for dismissal of such allegations.

FAA Enforcement Responsibilities

The Federal Aviation Act of 1958, as amended (FAAct), 49 U.S.C. § 40101, et seq., assigns the FAA Administrator broad responsibilities for the regulation of air commerce in the interests of safety, security, and development of civil aeronautics. Pursuant to 49 U.S.C. § 47122, the FAA has a statutory mandate to ensure that airport owners comply with their federal grant assurances.

Analysis and Discussion

For the most part, the allegations describe decisions made by GIAA that led to actions or omission that concerned the two Complainants. However, the complaint did not describe how and which grant assurances were being violated as a result of GIAA's decisions. The above grant assurances were selected for review because they provide a standard against which to compare the allegations and are the ones that more commonly cause compliance problems for airport owners.

1. Allegation: The GIAA executed the original lease with PacAir for a low ground rent so the cargo building could be used for airport related activities.
FAA Analysis: The record shows that GIAA entered into the original lease and used a professional appraisal to determine the fair market value (FMV) of the leased property based on a proposed use that included both aviation and non-aviation users.

Conclusion: It would appear that GIAA exercised due diligence to plan and execute a lease for the airport property. GIAA did not compromise its rights and powers by soliciting and executing the lease. (Grant Assurance 5) The FAA concludes that there is no grant assurance violation.

2. Allegations: A lease agreement with PacAir was amended four different times incorporating provisions that were beneficial to PacAir and detrimental to GIAA. For example,

- GIAA subsidizes PacAir by paying rent to PacAir for space in the cargo building.
- Rent is deferred and repaid in installments over 15 years without interest.
- GIAA expended resources to promote and execute the leases for the new cargo center.
- Space in the cargo building was subleased to GIAA at excessive rental rates.
- GIAA sub-subleased space to Customs.

FAA Analysis: GIAA made decisions to amend the lease agreement several times and changed the terms and conditions of the lease considerably. In doing so, GIAA exercised its management discretion and prerogative. The FAA cannot replace its own decision for that of the airport sponsor. GIAA has the ability to make good and bad decisions. The quality of a decision does not determine whether or not it complies with the grant assurances. Although critics may deride an airport sponsor's decisions, the decisions may not actually conflict with the grant assurances because even bad decisions may not violate a grant assurance. A decision must cross the line into noncompliance and actually violate the grant assurances before they can be found to be noncompliant by the FAA.

Conclusion: Grant Assurance 24 directs GIAA to make the airport available on reasonable terms for aeronautical uses. Grant Assurance 24 directs GIAA to make the airport as self-sustaining as possible. The assurances do not describe the specific means that GIAA should follow to make the airport available and self-sustaining. Although the criticism alleges that GIAA's decisions were imprudent, imprudence alone is not a violation of the grant assurances. Therefore, we must conclude that they were not a violation of the grant assurances.

3. The lease term was extended from 30 to 50 years. Along with the 10-year option, the full term of the lease was increased to a total of 60 years. Under Guam law, leases greater than 40 years are illegal.

FAA Analysis: In accordance with Grant Assurance 22, the airport must be made available on reasonable terms without unjust discrimination to all classes of aeronautical activities. GIAA was negotiating with PacAir for a new airport cargo facility. Furthermore, GIAA and PacAir apparently considered the new term to be reasonable in view of the other changes to the lease agreements. Furthermore, GIAA provided information to indicate that the lease with PacAir, although greater than 40 years, is not a violation of Guam law.

Conclusion: The FAA cannot speculate whether or not GIAA could have negotiated better terms and conditions. At the time of the negotiations, the terms and conditions were deemed reasonable by the parties. As a result, The FAA concludes that there is no grant assurance violation.

4. GIAA allowed subleasing the PacAir cargo building to non-aeronautical tenants, such as the Social Security Administration.

- PacAir leases space to tenants, some of which are non-aviation businesses. PacAir, rather than GIAA, collects these rents.

FAA Analysis: Both the appraisal and the lease agreement anticipated that the cargo building would be used for aviation and non-aviation activities. The appraisal estimated FMV based on the contemplated use of the building for both aviation and non-aviation tenants. It was also expected that existing airport tenants might relocate to the new facility form elsewhere on the airport. The lease was drafted and the building was built to accommodate the space needs of these different airport groups. Apparently, some off-airport tenants chose to move to the cargo building, such as the Social Security Administration. It appears that the building has ample space, so it can accommodate extra tenants from off the airport without displacing any airport or aeronautical tenants.
Conclusion: The FAA cannot speculate why the Social Security Administration, or any other off-airport entity, relocated to the airport cargo building. The decision to include non-aeronautical tenants in the cargo building is not necessarily improper if the right conditions and approval exist, as they do in this case. Per Grant Assurance 19, non-aviation uses should not interfere with aeronautical uses of the airport. The FAA would not object to leasing of available space to the Social Security Administration at FMV if there is vacant space available in the building that can be used to accommodate aeronautical tenants that might need space in the future. Since the FAA is not objecting to the non-aviation tenants, the FAA concludes that there is no grant assurance violation.

5. A security risk exists because pedestrians and vehicles have access to the cargo building when they visit the facility.
FAA Analysis: GIAA reports that controls are in place to keep unauthorized people from entering the airfield, so GIAA is complying with Grant Assurance 19. The FAA enforces Title 14 Code of Federal Regulations Part 139.329 and 335 and requires that airport owners maintain an effective program to keep pedestrians and vehicles away from the airfield. The Transportation Security Administration (TSA) maintains regulations limiting access to the secured areas of the airport. GIAA is subject to inspections by both the FAA and TSA to ensure these regulations are being enforced. The FAA has not detected any violations of these safety standards during our inspections at GUM.
Conclusion: The FAA concludes that there is no grant assurance violation.

6. Rental rate for the land is below FMV.
   - Rental rate that GIAA pays to PacAir is more than FMV.
   - Rental rate of $0.04 monthly per square foot for ground leases is lower than FMV.
   - Rental rate for warehouse space elsewhere in Guam is $0.50 monthly per square foot.
   - GIAA subleases space in excess of market rates in the cargo building for its maintenance department to subsidize PacAir.

FAA Analysis: The planning done for the cargo center included a professional appraisal to determine the FMV of the airport property. The application of the Grant Assurance 24 to leases for airport property requires that the following standards be used: Aeronautical users must be charged *reasonable rates,* which allow certain flexibility in the rate setting process depending on the specific airport circumstances and the terms of the deal. Non-aeronautical users must be charged *fair market value* rates that are best established using an appraisal.
It is true that the subleasing arrangement of the amended leases has complicated the relationships between landlord and tenants. We are not evaluating the merits of this arrangement. The fact is that GIAA has allowed non-aviation uses of the cargo building, both as landlord and subtenant,

which should be subject to FMV rental rates. Therefore, the FMV standard is appropriate to the existing airport circumstances that exist in the cargo building. Under the master lease, PacAir is subject to a ground rent, which is based on a reasonable standard. As the master tenant, PacAir is entitled to seek a return on its investment and is charging what is considers to be FMV. GIAA has chosen to pay the rental rate that PacAir imposed. Therefore, the two parties have agreed on the rate they consider to be FMV.
As specified in Grant Assurance 22, GIAA made the airport available for an aeronautical activity. GIAA and PacAir negotiated and agreed to rental terms and rates. As explained in the FAA policy, *Policy Regarding Airport Rates and Charges,* airport sponsors have substantial discretion in establishing airport fees and rates structures. The FAA does not set fee levels. The FAA will not generally challenge a fee that is low and prevents a sponsor from recovering its full costs unless the shortfall is unreasonably shifted to another aeronautical group or user. Furthermore, the FAA will not generally investigate fees set by agreement unless it can be shown that its terms and conditions violate a grant assurance, for example, an agreement that grants an exclusive right in violation of Grant Assurance 23. It is assumed the parties to the agreement exercised their due diligence when agreeing to the terms of the agreement and the specific rental rates.
Conclusion: In view of the circumstances, the FAA concludes that there is no grant assurance violation.

7. The lease for the cargo building represents direct competition with tax paying entities.
   - GIAA does not pay real estate taxes, income taxes, or gross receipts taxes.
   - GIAA is competing with off-airport tax paying entities when it executes on-airport leases.

FAA Analysis: It is true that public entities and local government agencies may not be subject to certain local taxes for land they own and control. The FAA does not consider the tax exemption to be a compliance problem with airport leases. This is standard practice for local governments on the United States mainland and in its Territories. However, one may wish to consider if public agencies paid taxes of their own property, they would have to pass these costs along to the users and taxpayers.
Conclusion: The FAA concludes that tax issue does not violate the grant assurances.

8. Requests for proposals (RFP) were not used to solicit bids for spaces occupied by Customs.
FAA Analysis: GIAA reported that there is no local requirement to use RFP's to lease space at the airport. When making the airport available for aviation uses, per Grant Assurance 22, FAA policy does not specify that RFP's are mandatory. The FAA does recommend the use of RFP's when airport space is limited. Use of an RFP helps to avoid the appearance of favoritism or conflict of interest in the selection process. Since RFP's are not mandatory, there is no compliance problem.
Conclusion: The FAA concludes that there is no grant assurance violation.

9. GIAA agreed to provide loan guarantees to PacAir for a portion of a construction loan.
FAA Analysis: GIAA reported that no loans were ever guaranteed. Therefore, there is no issue with a loan guarantee.
Conclusion: The FAA concludes that there is no grant assurance violation.

10. Customs may be leasing more space than needed, which results in higher rental payments to PacAir.
FAA Analysis: The FAA cannot speak for Customs or formulate an opinion regarding its space requirements. This is a local government matter.
Conclusion: The FAA concludes that there is no grant assurance violation.

11. GIAA leased 32,500 square feet of space and spent $80,000 in the process.
FAA Analysis: GIAA explained that it could not reconcile this statement with the actual square feet being leased and the actual amount of rental payments being paid because the allegation does not match the actual figures. Therefore, there is no response to this allegation, although information offered elsewhere in this document does respond to issues dealing with rental space and costs.
Conclusion: The FAA concludes that there is no grant assurance violation.

Final Determination

We have given consideration to all the concerns expressed by the Complainants and have concluded that GIAA's decisions did not result in acts or omissions that represent non-compliance with the grant assurances. While it is true that reasonable people may disagree with decisions made by GIAA, its decisions may not result in a violation of any grant assurance. Within the range of decisions that airport sponsors can make, whether satisfactory or not, the FAA takes an interest in correcting decisions that do not comply with the grant assurances. If a decision does not violate the grant assurances, the FAA does not have authority to intercede to change it. It is GIAA's governing body that is empowered to monitor the actions and decisions of airport management to ensure they are prudent, comply with the law, and safeguard the airport's financial interest.

Unless there is new evidence to demonstrate that GIAA has violated specific grant assurances, the Honolulu Airport District Office considers this matter closed.

Sincerely,

Ronnie V. Simpson
Manager, Honolulu Airports District Office

cc:
Mr. Alfred Ysrael
Mr. Michael Ysrael

ANTONIO B. WON PAT INTERNATIONAL AIRPORT AUTHORITY, GUAM
BOARD OF DIRECTORS RESOLUTION NO. 13-02

RELATIVE TO THE
EXTENSION OF THE AGREEMENT FOR LEGAL SERVICES WITH CALVO FISHER & JACOB LLP AND THE AGREEMENT FOR LEGAL SERVICES WITH TEKER TORRES & TEKER NOW KNOWN AS TORRES LAW GROUP

WHEREAS, an Agreement for Legal Services was entered into on May 5, 2010, by and between the ANTONIO B. WON PAT INTERNATIONAL AIRPORT AUTHORITY, GUAM ("GIAA") and Calvo Fisher & Jacob LLP ("CFJ") (the "CFJ Agreement"); and

WHEREAS, an Agreement for Legal Services was entered into on May 5, 2010, by and between the ANTONIO B. WON PAT INTERNATIONAL AIRPORT AUTHORITY, GUAM ("GIAA") and Teker Torres & Teker now known as Torres Law Group ("Torres") (the "Teker Agreement"); and

WHEREAS, the CFJ Agreement provides for a term of one year with four options to extend for a period of one year each, not to exceed a total contract period of five years with GIAA approval; and

WHEREAS, the Teker Agreement provides for a term of one year with four options to extend for a period of one year each, not to exceed a total contract period of five years with GIAA approval; and

WHEREAS, the Board of Directors has determined that GIAA continues to require the services of CFJ and that it is in the best interests of GIAA to extend the term of the CFJ Agreement for an additional one year period commencing on March 23, 2013, under the same terms and conditions as set forth in the CFJ Agreement.

WHEREAS, the Board of Directors has determined that GIAA continues to require the services of Torres and that it is in the best interests of GIAA to extend the term of the Torres Agreement for an additional one year period commencing on March 1, 2013 under the same terms and conditions as set forth in the Torres Agreement.

NOW, THEREFORE, BE IT RESOLVED, that the Board of Directors of GIAA hereby extends the term of the CFJ Agreement for an additional one year period commencing on March 23, 2013, under the same terms and conditions as set forth in the CFJ Agreement; and

BE IT FURTHER RESOLVED, that the Board of Directors of GIAA hereby extends the term of the Torres Agreement for an additional one year period commencing on March 1, 2013, under the same terms and conditions as set forth in the Torres Agreement.

DULY AND REGULARLY ADOPTED BY THE BOARD OF DIRECTORS OF THE ANTONIO B. WON PAT INTERNATIONAL AIRPORT AUTHORITY, GUAM AT THE MARCH 28, 2013 REGULAR BOARD MEETING.

FRANCISCO G. SANTOS, Chairman	**ROSALINDA A. TOLAN**
JESUS Q. TORRES	**MARTIN GERBER**
LUCY ALCORN	**EDWARD G. UNTALAN**

ATTEST:

AMANDA RIOS, Board Secretary

BOARD APPROVAL OF DISBURSEMENTS
February 27, 2013 - March 26, 2013
Ratified by the Board of Directors on
March 28, 2013 Regular Meeting

Payee	Amount	Purpose	Date Approved
Aircraft Service International Group	$87,054.09	Outbound Baggage System for Jan 2013	2/27/2013
Government of Guam Retirement Fund	$147,252.76	Payroll Employee & Employers Contribution for PPE 02/23/13	2/28/2013
BEJJESS Enterprises Inc. DBA: GEMCCO	$80,949.79	CIP - AIP65 Electrical (Power Hardening Phase 2)	3/6/2013
DB's Builders	$52,242.66	Terminal Water Distribution System	3/6/2013
Treasurer of Guam	$76,278.24	FY13 Supplemental Benefits	3/7/2013
J.J. Global Services	$92,669.68	Janitorial Services for the month of January and February 2013	3/7/2013
Government of Guam Retirement Fund	$146,188.29	Payroll Employee & Employers Contribution for PPE 03/09/13	3/14/2013
Pac Air Properties LLC	$88,200.00	Rental Space Lease	3/15/2013
Morrico Equipment	$226,899.00	Purchase Rescue/Tow Vehicle	3/15/2013
Aircraft Service International Group	$89,074.40	Outbound Baggage System for Feb 2013	3/19/2013
Propacific Builder Corporation	$108,422.82	CIP - AIP65 Replace/Upgrade Apron Area Ramp Light System	3/20/2013
Continental Micronesia	$225,371.22	Loading Bridge Maintenance	3/20/2013
Sumitomo Mitsui Construction Co. Ltd.	$672,286.64	CIP - ILS 6L24R AIP7/478	3/25/2013
E&A Engineers	$81,224.01	CIP - Code Upgrade & Survey Mapping	3/25/2013
Guam Power Authority	$533,821.84	Power	3/26/2013
TOTAL:	**$2,707,935.44**		

A.B. WON PAT
INTERNATIONAL AIRPORT AUTHORITY, GUAM

Executive Manager's Report
GIAA Board of Directors Meeting
March 28, 2013

AIRLINE ISSUES

CHARTER FLIGHTS

Delta

Delta will be increasing operations between Japan and Guam for Golden week as follows:

- Nagoya/ Guam - Service increases from 7 to 9 weekly from May 2 through 6, 2013.
- Osaka Kansai/ Guam - Service increases from 7 to 9 weekly from May 2 through 6, 2013
- Tokyo Narita /Guam - 1 of 3 daily service will be operated by Airbus A330-300 instead of Boeing 757 from April 26 through May 6, 2013.

Delta regular operations are three daily flights from Tokyo to Guam, one daily flight from Osaka to Guam, and a daily flight from Nagoya to Guam.

Skymark

Skymark, a Japanese domestic airline, commenced service with nine charter flights that operated March 14 through 23, 2013 on the NRT/GUM route utilizing B738 aircraft with a 177-seat capacity, adding 1,593 seats in this 9-day period. The charters were unique in operating during non-peak hours with Skymark's arrival at 7:35pm and departure at 9:40am. Speculation within the industry is that Skymark may be positioning itself to join SkyTeam, of which Delta Air Lines is a member airline.

EVA Air

EVA Air operated 5 additional round trip charter flights to their twice-weekly scheduled flights on the TPE/GUM route between March 17 and 23, utilizing A330 aircraft with a 252 seat capacity. With the inclusion of Taiwan to not only the Guam CNMI Visa Waiver Program, but extended to the U.S. Visa Waiver Program, Guam has become an increasingly convenient and preferred destination for Taiwan travelers with direct flights to Guam serviced by EVA Air and China Airlines.

TICKET COUNTER CONSTRUCTION

Ticket counter construction is underway in the West ticket lobby. Six passenger check-in counter positions are planned to accommodate increased demand and anticipated new market entrants.

FIDS/BIDS System Upgrades

Interim upgrades to the FIDS/BIDS system will begin with the replacement of monitors and system software updates which will include access to the system to all airlines and staff as well as remote user capabilities. The current system software is 16 years old, and the modification or upgrade will tie into all electronic signage at gates, baggage information monitors, and Flight Information Display units. The replacement monitors are 42" LEDs, which are 16 inches larger than current monitors for enhanced visibility.

Executive Manager's Report
GIAA Board of Directors Meeting
March 28, 2013

LEGISLATIVE ISSUES

Bill 60-32
An act to create the "*Made in Guam*" business incubator program within the Antonio B. Won Pat Guam International Airport Authority; to authorize the promulgation of rules and regulations for the program; to provide incentives for eligible businesses; and, to provide sources of funding for the program.

Bill 55-32
An act relative to transfer of the a tract of land currently leased to South Pacific Petroleum Corporation from the Guam International Airport Authority to the Chamorro Land Trust Commission.

Bill 52-32
An act relative to the transfer of autonomous agency revenues to the autonomous agency collections fund. This pertains to the $875k annual assessment on GIAA, PAG, and GPA for use of general fund services, uncollected since 1985 to present, and to the future, be null and void.

Bill No. 29-32
An act relative to Competitive Equalization Act on the leasing of Government of Guam property. This bill would require all income received from commercial land leases made by autonomous agencies and public entities to be assessed business privilege taxes, and that all improvements made on these commercial leased properties be assessed real estate taxes.

Bill 69 -32
An act to relative to the duration of commercial leases for public real property and related facilities. This bill seeks to establish a five (5) year standard for the duration of leases, inclusive of extension and renewal options.

FAA Visit
Representatives from FAA's Airport District Office will be meeting with Management and Division Heads on April 15 and 16, 2013 to discuss AIP project updates and general compliance. FAA's annual certification inspection of Guam Airport facilities is scheduled for April 29, 2013. Training, annual re-certifications, self inspections, documentation and record-keeping will be reviewed, along with the airfield, runways, aprons and safety areas.

TSA
TSA has awarded the Airport Authority of $1,051,200.00 to fund 3 years services under its LEO Reimbursement Program. This programs approximately $350K a year for Airport Police services at the TSA checkpoint, and is effective April 1, 2013.

PROCUREMENT
IFB for Custodial Maintenance

Announced:	January 25, 2013
Pre Bid:	February 6, 2013 10:00am
Submission Deadline:	March 29, 2013 2:00pm

Executive Manager's Report
GIAA Board of Directors Meeting
March 28, 2013

ANNOUNCEMENTS

- Career Day Presentations – Airport Police Patrol and K9 Units, along with ARFF firefighters, were guest speakers at Untalan Middle School for Career Day, on March 22, 2013.
- Special Olympics Volunteers – Airport Police officers and recruits volunteered to support the Special Olympics held Saturday, March 23, 2013 at the Okkodo High School campus.
- GIAA's ARFF Division will be supporting United's Annual Plane Pull with a firetruck display/standby and EMT support for the event.
- A Si Yu'us Ma'ase to all GIAA employees, airlines and tenants for their support and participation in our Annual Gupot Chamorro fiesta held last Thursday in the East Ticket Lobby. We also thank all the volunteers for their coordination and set up for the weekly meriendas for our visitors in the first two weeks of March.

A.B. WON PAT
INTERNATIONAL AIRPORT AUTHORITY, GUAM
ATURIDAT PUETTON BATKON AIREN GUAHAN ENTENASIONAT

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Tamuning, GU 96931

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March 26, 2013

MEMORANDUM

To: Mr. Francisco G. Santos
Chairman
GIAA Board of Directors

From: Carlos Bordallo
Acting Comptroller

Subject: **Operating Results - Revenues and Expenses as of February 28, 2013**

Attached herewith is GIAA's Operating Results Report for the month ending February 28, 2013. This report summarizes the Budgeted versus Actual Revenues and Expenses for the month and year-to-date results ended February 28, 2013.

The key operating results for 5 month(s) of FY 2013 ending February 28, 2013 - (in $000's) are:

CATEGORY	YEAR-TO-DATE				FORECAST FOR FULL YEAR-FY13	
	Budget FY 13 Y-T-D	Actual FY 13 Y-T-D	% Variance Budget vs. Actual		Actual Y-T-D + Remaining FY 13 Budget	% Variance Budget vs. Estimate for Full Year
			Y-T-D Current Month	Y-T-D Last Month		
Total Signatory Revenues	$11,342.5	$12,319.1	8.6%	7.8%	$28,298.9	3.6%
Total Concession Revenues	$4,642.5	$4,580.0	-1.3%	1.2%	$10,795.7	-0.6%
Total PFC's	$2,490.0	$2,761.1	10.9%	13.7%	$6,246.5	4.5%
Total Other Revenues	$6,454.6	$6,470.4	.2%	8.9%	$15,148.7	.1%
Total Operating Revenues	$24,929.6	$26,130.6	4.8%	7.4%	$60,489.8	2.0%
Total Operating Expenses	$18,336.2	$14,208.9	-22.5%	-25.3%	$36,315.1	-10.2%
Net Revenues from Operations	$6,593.4	$11,921.7	80.8%	123.0%	$24,174.7	28.3%
Non-Operating Expenses	$250.0	$195.4	-21.8%	-30.5%	$445.4	-10.9%
Other Available Moneys/other sources of funds	$2,004.7	$1,803.5	-10.0%	-0.0%	$4,582.1	-4.2%
Net Debt Service Coverage	**1.22**	**1.94**	**59.2%**	**87.4%**	**1.69**	**21.5%**

AMERICAN ASSOCIATION OF AIRPORT EXECUTIVES
AIRPORTS COUNCIL INTERNATIONAL
NASAO National Association of State Aviation Officials
TIACA THE INTERNATIONAL AIR CARGO ASSOCIATION

Year-to-date Total Signatory Revenues for the month ending February 28, 2013 are above Budgeted revenues by **8.6%.** Signatory revenue estimates are based on projections submitted by Signatory airlines and adopted in the annual budget.

Year-to-date Total Concession Revenues are below budget estimate by **-1.3%** and Passenger Facility Charges are above budget estimates by **10.9%.**

Year-to date Total Other Revenues, inclusive of non-signatory and non-airline revenues, are above the budget estimate by **.2%.**

Year-to-date Total Operating Revenues Actual of **$26.1M** is **4.8%** above the budget estimate of **$24.9M.**

Year-to-date Total Operating Expenses are below budget by **-22.5%** from budget. Components of this line item include a **-11.5%** decrease in Personnel Service, a **-27.7%** decrease in Contractual Services, a **-44.0%** decrease in Materials & Supplies and a **-100%** decrease in Equipment/Furnishings from budgeted amounts for these respective categories.

The actual year-to-date Net Revenues from Operations of **$11.9M** reflects an increase of **80.8%** over the year-to-date budgeted amount of **$6.6M.**

Finally, our year-to-date results for Debt Service Coverage is at **1.69** versus the requirement of **1.25.**

Should you have any questions, please contact me at your convenience.

Attachments

cc: Board of Directors
Executive Manager
Deputy Executive Manager
Frank R. Santos, Expansion
Division Heads

CALVO FISHER & JACOB LLP

259 MARTYR STREET
SUITE 100
HAGÅTÑA, GUAM 96910
P: 671.646.9355 F: 671.646.9403
WWW.CALVOFISHER.COM

writer's direct e-mail:
jdamian@calvofisher.com

RECOMMENDATION OF COUNSEL

TO: Board of Directors
ANTONIO B. WON PAT INTERNATIONAL AIRPORT AUTHORITY, GUAM

CC: Mr. Charles H. Ada II
Executive Manager
ANTONIO B. WON PAT INTERNATIONAL AIRPORT AUTHORITY, GUAM

FROM: Janalynn Cruz Damian
CALVO FISHER & JACOB LLP

DATE: March 20, 2013

SUBJECT: **Executive Session**

Pursuant to 5 G.C.A. § 8111(c)(1), I hereby recommend that the Board of Directors of GIAA conduct an Executive Session at the next regularly scheduled Board meeting to discuss pending or threatened litigation to which GIAA is or may be a party.

A.B. WON PAT
INTERNATIONAL AIRPORT AUTHORITY, GUAM
ATURIDAT PUETTON BATKON AIREN GUAHAN ENTENASIONAT

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MINUTES OF THE BOARD OF DIRECTORS SPECIAL MEETING
3:00 p.m., Friday, April 12, 2013
GIAA TERMINAL CONFERENCE ROOM #3

1. CALL TO ORDER AND ATTENDANCE

Chairman Francisco G. Santos called the A.B. Won Pat International Airport Authority, Guam (GIAA) special meeting to order at 3:15 p.m. The presence of Directors is noted as follows: Jesus Q. Torres, Vice Chairman, Rosalinda A. Tolan; Martin J. Gerber; Edward G. Untalan, and Lucy M. Alcorn. Also present were Charles H. Ada II, Executive Manager, Peter Roy Martinez, Deputy Executive Manager, Carlos P. Bordallo, Acting Comptroller, Frank R. Santos, Business and Financial Consultant, Janalynn C. Damian Esq., and Michael A. Pangelinan Esq., Legal Counsel. The Chairman welcomed the presence of Airport Tenants, stakeholders, and members of the public who are noted in a sheet made as an attachment to the minutes.

At this time Chairman Santos acknowledged the presence of Mr. Pedro (Sonny) Perez Ada III. The Chairman informed the Board that Mr. Ada's Confirmation Hearing was April 8th, 2013; he is now just awaiting approval from the Legislature before becoming an official Board Member. The Chairman stated it is honor for Mr. Ada to be a part of the Airport Board of Directors and thanked him for attending the meeting.

2. APPROVAL OF AGENDA

Director Tolan made motion to approve the agenda as presented, seconded by Vice Chair Torres; motion carried.

3. MATTERS FOR BOARD RATIFICATION/APPROVAL

A. Appropriation to Capital Improvement Fund

Mr. Frank Santos presented item A. He informed the Board that during the course of the year, GIAA has worked closely with FAA in planning future projects for the Airport. The three (3) projects listed were anticipated during the budget preparation for Fiscal Year 2013. Board's approval is requested to appropriate the sponsors share for each project to the Capital Improvement Fund. Once approved, preparation may begin on the Request For Proposals for each project. The projects are as follows:

	Sponsor	FAA
1. Sterile Arrivals Corridor (Design Only)	$139,000	$1,250,000
2. Aeronautical Survey (AGIS) Phase 2	$ 54,000	$ 486,000
3. Extend Runway 6L/24R Completion Part B	$222,845	$2,005,605
TOTAL	$415,845	$3,741,605

Mr. Santos informed the Board, that the requested amount to be appropriated is $415,845.00. Vice Chair Torres inquired on project number one (1), the Sterile Arrivals Corridor, and if this project will include eliminating the divider in the Arrivals Corridor. Mr. Santos responded stating that the divider will be eliminated, but needs to be designed first. This will be an ongoing upgrade project consisting of three (3) phases so as not to disrupt the flow of the arrivals area. Vice Chair Torres made motion to appropriate the requested amount of $415,845.00 to the Capital Improvement Fund, seconded by Director Alcorn; motion carried.

B. Approval of Award for Specialty Retail Concession Multi Concepts RFP No. GIAA010-FY12

The Executive Manager stated that the Airport solicited proposals from qualified concessionaires to develop, construct and operate a high quality specialty retail concession at the main passenger terminal featuring branded merchandise products using exciting and innovative marketing and merchandising techniques to enhance the terminal environment and to appeal to the traveling public. A total of eight (8) firms obtained RFP packages, however only four (4) firms submitted proposals before the deadline of October 17, 2012. To maintain the confidentiality requirement of the procurement law, each of the proposers were randomly assigned a letter designation. The four (4) proposals were evaluated by a committee and as a result, Management recommends that the Board approve the contract award to the highest ranked proposer, Proposer 'A'; subject to the successful negotiation of the said Agreement. If negotiations prove unsuccessful, Management may commence negotiations with the next highest ranked proposer. Before voting commenced, the Chairman stated for the record that he and Director Tolan will continue to abstain from discussing or voting on item B, and requested that item B be chaired by the Vice Chairman. Since the Board had no objection, the Acting Chairman called for a motion on item B. Director Untalan made motion to approve Management's recommendation, seconded by Director Alcorn; motion carried.

At this time Acting Chairman called on the Executive Manager to announce the concessionaire that was randomly designated the letter 'A'. The Manager announced that the proposer ranked number one and approved to commence negotiations is Lotte Duty Free.

4. ADJOURNMENT

Vice Chair Torres made a motion to adjourn the meeting, seconded by Director Tolan; motion carried. The meeting adjourned at 3:32 p.m.

Respectfully submitted,

Amanda O'Brien-Rios
Board Secretary

APPROVED:

FRANCISCO G. SANTOS
Chairman of the Board

05/23/13
Date

Attachment

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BOARD OF DIRECTORS SPECIAL MEETING

3:00 p.m., Friday, April 12, 2013
Terminal Conference Room No. 3

AGENDA

1. Call to Order and Attendance

2. Approval of Agenda

3. Matters for Board Ratification/Approval

   A. Appropriation to Capital Improvement Fund
   B. Approval of Award for Specialty Retail Concession Multi Concepts RFP No. GIAA010-FY12

4. Adjournment

A.B. WON PAT INTERNATIONAL AIRPORT AUTHORITY, GUAM
BOARD OF DIRECTORS SPECIAL MEETING
3:00 P.M., FRIDAY, APRIL 12, 2013
GIAA TERMINAL CONFERENCE ROOM #3

SIGN IN SHEET

	PRINT NAME	COMPANY/AGENCY
1.	STEVE PARK	LOTTE DUTY FREE
2.	NICOLE SUJIN NAMKUNG	LOTTE DUTY FREE
3.	VICTOR J. CRUZ	GIAA
4.	FRANKLIN P. TAITAGUE	GIAA
5.	[illegible]	LOTTE
6.	JAMES ROH	DFS
7.	Dana Gutierrez	MMST
8.	Jeong Ho Cha	The Shilla Duty Free
9.	Jay Cho	The Shilla Duty Free
10.	RAYLEN MANTANONA	CABOT MANTANONA
11.	JOANN CUMACH	DFS
12.	Jerich Sablan	PDN
13.	Cesar PEREZ	
14.	Jillian Arriola	GIAA
15.	Sandra Silverio	JRDF
16.	CESAR CABOT	CM LAW
17.	E. CRISTOBAL	isla apparel
18.	J.G. JAVELLANA	GIAA
19.	ANN BAUTISTA	GIAA ACFR

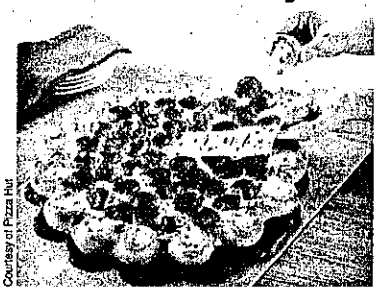
20.	Jim Berg Wey	DFS
21.	Mindy Aguon	KUAM
22.	Carlito Rozanski	KUAM
23.	Gerard BAUTISTA	GIAA - ATM
24.	Jermaine Alerta	Sen. San Nicolas
25.	Brenda Diego	GBNews
26.	CHANTER N. ADAT	GIAA
27.	Benny A. BAZA	BRFF
28.	Meg Paranganlan	UA
29.	ART DAY	UNITED
30.	Ladd Daumann	J. Richards
31.	David Castro	Mariana Variety
32.	Cami Peng	
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Pizza Hut – From a secret lab comes a cheesy idea

PLANO – For around 16 months, Chef Wiley Bates III has done his work in a closely monitored, difficult-to-access test kitchen in Plano, Texas, one where research is conducted, where ideas are abandoned or advanced, and where product development is handled with care.

It is near this kitchen, located within an attractive building in a suburban office park, that he and a set of his colleagues are seated around the newest product from the pizza seller, the Crazy Cheesy Crust pizza.

The name is a fair one, though perhaps only by seeing it in person can one truly appreciate it. This particular item relies on the hand-tossed crust, but it comes with an immediately noticeable difference rather than the slices ending in that familiar arc of baked dough, each piece of the Crazy Cheesy Crust has appended to it two edible pockets filled with melted cheese.



Courtesy of Pizza Hut

"You notice how the dough actually nestles around," Chef Bates says. "The hand-tossed [crust] lends itself to absorbing some of those wonderful flavors, while again maintaining the integrity of the cheese."

His description of the pizza's characteristics and how it came to exist can perhaps be summed up by one short statement he adds: "Consumers always want more cheese."

(Yahoo! News)

Weak economic reports send stock market lower

NEW YORK (AP) – Weak reports on hiring and service industries sent the stock market sharply lower Wednesday, giving the Dow Jones industrial average its worst day in more than a month.

The Dow fell 111.66 points, or 0.8 percent, to 14,550.35, its worst decline since Feb. 25. The Standard & Poor's 500 index dropped 16.56 points, or 1.1 percent, to 1,553.69. Both indexes closed at record highs the day before.

The reports Wednesday disappointed the market and came two days after news that U.S. manufacturing growth slowed unexpectedly last month.

The losses were widespread. All 10 industry groups in the S&P 500 index fell. Banks and energy stocks had the worst losses, 1.7 percent and 1.6 percent. Utilities, which investors hold when they want to play it safe, fell the least, 0.3 percent.

Japan central bank revamps policy to boost economy

TOKYO (AP) – Japan is making a sweeping shift in its monetary policy, aiming to spur inflation and get the world's third-largest economy out of a long, debilitating slump.

Bowing to demands from Prime Minister Shinzo Abe for more aggressive monetary easing, the Bank of Japan announced Thursday a policy overhaul intended to double the money supply and achieve a 2 percent inflation target at the "earliest possible time, with a time horizon of about two years."

The central bank said it was launching "a new phase of monetary easing both in terms of quantity and quality" to "drastically change the expectations of markets and economic entities."

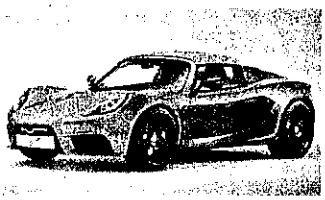
Financial markets, which had feared new BOJ Gov. Haruhiko Kuroda might not live up to expectation for bold steps, reacted with relief. The Japanese yen, which was trading at about 92.8 yen per U.S. dollar, dropped to about 94.95 yen per dollar by mid-afternoon Thursday after the announcement. The benchmark Nikkei 225 stock index rebounded from negative territory to close 2.2 percent higher.

The policy shift is a coup for Abe, whose Liberal Democratic Party needs to make headway in reviving the economy before an upper house parliamentary election in July. The LDP is hoping for a strong enough mandate to push ahead with other items on their wish list, such as politically difficult economic and educational reforms and changes to the constitution to give Japan's military a higher profile.

$135K battery-powered sports car

DETROIT (Reuters) – Detroit Electric, a startup electric-car maker reviving a brand that dates back more than a century, unveiled its first model on Wednesday: a $135,000, battery-powered sports car that is to go into limited production in August.

With a projected top speed of 155 mph, the Detroit Electric SP:01 is "the world's fastest pure-electric sports car," the company says, adding the two-seater has a range of "just under 190 miles" between charges.



◀Detroit Electric's two-seat all electric sports car model named SP:01 is shown in this recent photo released to Reuters on April 3. Reuters

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The Local & Regional Newspaper

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EFFECTIVE APRIL 8, 2013, GHURA'S NEW OPERATING HOURS WILL CHANGE FROM:
7:00 A.M. - 5:00 P.M.
to
8:00 A.M. - 5:00 P.M.
Monday through Friday; closed holidays and weekends

The Honorable EDDIE B. CALVO Governor
The Honorable RAY TENORIO Lt. Governor
A.B. WON PAT

PUBLIC NOTICE

The Board of Directors of the A.B. Won Pat International Airport Authority, Guam (GIAA) will hold a Special Board Meeting on Friday, April 12, 2013 at 3:00 p.m. in GIAA Terminal Conference Room No. 3 to discuss the RFP for Specialty Retail Concession and appropriation to GIAA's Capital Improvement Fund. Parking is available in the Public Parking Lot.

For special accommodations, please call the Board Office at 642-4717/18.
(This ad paid for by GIAA)

Doc. No. 35GL-19-0628.*

Income tax filing deadline approaches

By Frank Whitman
frank@mvguam.com
Variety News Staff

ON MONDAY, April 15, Department of Revenue and Taxation officials estimate about 7,000 taxpayers will file their 2012 income tax returns. In order to ease the filing process and avoid congestion at DRT's Barrigada office, the department will man tables to accept returns at the center courts of Micronesia Mall and the Agana Shopping Center from 10 a.m. to 4 p.m. on Friday, April 12 and on Monday, the final day to file the returns without penalty.

"You can drop off returns [at the shopping centers]," said Marie Benito, deputy director of Revenue and Taxation. "There will be no payments accepted; there won't be any cashiers there." The satellite shopping center locations will each be staffed with six Rev and Tax employees.

The satellite locations will also have available "basic" tax forms – 1040EZ, 1040A and 1040, Schedule B, Schedule 8812 and Schedule EIC, "and of course, the Form 4868, [for an] automatic six-month extension," Benito said. "If you need any of the complicated forms or other schedules, then you have to come to the department."

The department has offered the satellite locations for the past two years, Manglona said. Last year, 2,000 or 3,000 taxpayers filed their returns at the shopping centers. "We had comments from the public that it's so convenient," she said.

At the Barrigada office, canopies will be set up in the parking lot where returns can also be dropped off, though payments will only be accepted at the collections branch and the Treasurer of Guam cashier inside the Rev and Tax building. Payments are also accepted at the other Treasurer of Guam locations – the Department of Administration in Hagåtña and the Department of Public Works One Stop Center in Upper Tumon.

A drop box is also at the front of the building, and returns can be placed inside it – no later than midnight, April 15 to avoid a penalty. "The drop box is monitored," Benito said. "[Staff is] here all night collecting the returns. Anything dropped off after midnight is considered April 16."

Mail

Taxpayers can also mail returns to the department which will in turn consider them timely, provided the returns are postmarked no later than April 15.

Online filing is also available at myguamtax.com only for taxpayers using form 1040EZ. Electronic forms must be filed not later than midnight, April 15.

The returns of taxpayers who file Form 4868 for an extension are due Oct. 15.

Benito said taxpayers should take care to avoid mistakes that might result in penalties or delay refunds. "Do not put down your residential address if that's not where you get your mail," she said. "It must be where you get your mail."

Taxpayers should make sure the proper schedules and copy B of Form W-2 are attached to the return. "Review the return for errors," she said. "If it's mathematical, we will correct it and send them the adjustment."

Any incorrect Social Security number – for taxpayer, spouse or dependent – may result in a $50 penalty, Benito said. She also reminded taxpayers that returns must be signed. "If we find something that we need to clarify, we'll send a notice to the taxpayer," she said. "It's called a 30-day notice and they'll come in and respond to that."

As of yesterday, 38,947 taxpayers had filed 2012 returns, leaving more than 22,000 still to file, Benito said. About 46,000 returns require refunds, she said. The department expects about $4 million in income tax payments. Based on recent years, officials expect about 5,900 taxpayers to file for extensions and they will pay about $2.2 million when they file returns.



Marie Benito

Refunds

As of March 27, the government had paid about $29 million in tax refunds for all 7,668 taxpayers who had filed error-free returns through Feb. 12. The administration of Gov. Eddie Calvo is "making every effort" to continue paying refunds in a timely manner, said Benita Manglona, director of the Department of Administration.

While the government has paid out refunds with almost all of the money it had designated for that purpose, it will continue to set aside 26 percent of tax revenues every month to pay refunds. "Tax refunds are a priority of this administration," she said. "This is the first time they have been paid in such a timely manner."

She also acknowledged that the government "is mindful" of the permanent injunction issued by the District Court of Guam in January mandating that tax refunds be paid within six months. The injunction was the result of a class-action lawsuit regarding the government's historical record of paying tax refunds years after returns were filed.

Calvo cancels his China trip

By Frank Whitman
frank@mvguam.com
Variety News Staff

DUE to the ongoing North Korea threat, Gov. Eddie Calvo has canceled a trip to China planned for next week, according to a statement yesterday from the Governor's Office. During the trip, Calvo was to meet with Chinese officials and the U.S. Ambassador. The governor will remain on Guam.

"While my meetings in China are important, there is always another time to go," Calvo said in the statement. "There is a need for everyone to be vigilant and prepared for anything, even though the threat level isn't alarming at this time. We've been busy preparing and testing the components of our emergency management system, and we've been fielding calls at the Joint Information Center. Many people have concerns. I want to stay with Guamanians during this time to help relieve any concerns there may be. I'm not going anywhere. Because of our current heightened status, it's important we work together to get Guam prepared and to sharpen our vigilance."

According to a release on the National Governors Association website, Calvo was to have been a member of a four-governor delegation that includes Gov. Terry Branstad of Iowa, Gov. Bob McDonnell of Virginia and Gov. Scott Walker of Wisconsin. While there, they were to participate in the third U.S.-China Governors Forum.

I Mina'trentai Dos na Liheslaturan Guåhan
32nd GUAM LEGISLATURE
Senator Vicente (ben) Cabrera Pangelinan
Committee on Appropriation, Public Debt, Legal Affairs, Retirement
Public Parks, Recreation, Historic Preservation, and Land

INEKUNGOK PUPBLEKO • (PUBLIC HEARING)
gi Betnes, gi diha 12 gi Abrit, 2013) • Friday, April 12, 2013
Kuåtton Inekungok Pupbleko gi Liheslaturan Guåhan • (Guam Legislature Public Hearing Room)
Alas ocho i media gi eggan'an • (8:30 AM)
TAREHA • (AGENDA)

Priniponi Siha: • (Bills)

Bill No. 16-32 (COR) – Introduced by Senator Rory Respicio: An Act to rezone Lot 2181-4NEW-R1NEW-R2, Lot 2181-4NEW-R1NEW-2, Lot 2181-4NEW-1-1, Lot 2181-4NEW-1-2, Lot 2181-4NEW-1-3, Lot 2181-4NEW-1-4, Lot 2181-4NEW-1-R4 and Lot Naval Air Station Agana -21-R1, (Airport Parcel 4) in the Municipality of Tiyan, Barrigada from Agricultural Zone (A) to Light Industrial Zone (M-1); and to change the reference of Limited Industrial to Light Industrial.

~~**Bill No. 25-32 (COR) – Introduced by Sen. Dennis Rodriguez: An Act to reprogram available funds from the Highway 2001 Bond Construction Fund and the Highway 1985 Bond Construction Fund, and designate and prioritize certain capital improvement projects, and purchase heavy equipment needed by DPW for flood mitigation.** Removed from agenda per Senator Rodriquez' request.~~

Bill No. 28-32 (COR) – Introduced by Senator Aline Yamashita: An Act relative to authorizing the re-allocation of undistributed collection funds by the Child Support Enforcement Division of the Office of the Attorney General, to provide for the critical support needed for child support and protective services; through amending §34111 of Chapter 34, Title 5, Guam Code Annotated.

Bill No. 52-32 (LS) – Introduced by Senator Tom Ada: An Act to Repeal §22421 of Chapter 22, 5 GCA, Relative to the transfer of autonomous agency revenues to the Autonomous Agency Collections Fund.

Bill No. 67-32 (COR) – Introduced by Senator Vicente Pangelinan: An Act to Amend Section 2(a) and Section 3(b) and to add a new Section 4 of Public Law 24-33 relative to amending the license agreement between the Guam Football (Soccer) Association and the Government of Guam.

Bill No. 76-32 (COR – Introduced by Senator Frank Aguon: An Act relative to establishing a mechanism that will ensure the immediate implementation of the mandates of the Criminal Injuries Compensation Commission, and providing amendments therein, in order to require the timely compensation of crime victims and their families for injuries incurred; through amending §§161.15, §§161.125 and §§161.130 of Title 8, Guam Code Annotated.

Bill No. 77-32 (COR) – Introduced by Senator Vicente Pangelinan: An Act to amend Section 68975 of Chapter 68, Article 11, Title 21 of the Guam Code Annotated relative to the development of the Farmer's Market Facility by the Farmer's Cooperative Association of Guam, Inc.

Yanggen un nisisita espesiat na setbisio put fabot agang i lisitan Senadot ben pangelinan gi 473-Yanggen un nisisita espesiat na setbision, put fabot agang I lisinan Sinadot Vicente (ben) Cabrera Pangelinan gi 473-4236/7. Yanggen un nisisita koplan I prinipont siha gimen este na tareha, haloin gi i uefsoit I Liheslaturan Guåhan gi www.guamlegislature.com Yanggen para un na'halom testigu-mu-chule' para i lisinan-ndmi gi 324 West Soledad Avenue gi iya Hagåtña, pat guatto gi I Kuattion Katta gi I Liheslatura, pat faks gi 473-4238, patsino imel gi senbenp@guam.net. Este na notisiu kinapisi ou I tendon guhetna-mento.

If you require any special accommodations, auxiliary aids or other special services or for further information, please call the Office of Senator Vicente (ben) Cabrera Pangelinan at 473-4236/7. For copies of any of the Bills listed on this agenda, you may log on to the Guam Legislature's website at www.guamlegislature.com. Testimonies may be submitted directly to our office at 324 West Soledad Avenue in Hagatña or at the Mail Room of the Guam Legislature, via fax at 473-4238, or via email at senbenp@guam.net.

This ad paid with government funds.

REGULAR SESSION MEETING

Guam Board of Examiners for Dentistry Regular Session Meeting, Wednesday, April 17, 2013, 3:00 p.m., Health Professional Licensing Office, Terlaje Professional Building, Conference Room 209, 194 Hernan Cortes Avenue, Hagatna. Agenda copies available.

Persons with disabilities needing special accommodations, please call the Health professional Licensing Office at 735-7407 or the telecommunication device for the Hearing/Speech Impaired (TDD) at 649-1801. Agenda's available at the licensing board office. Executive meeting may be called if necessary.

Note: Please announce 7 days (April 10) and 2 days (April 15) prior to date of meeting to comply with the Open Government Law.

Release Dates: April 10 and 15, 2013

A.B. WON PAT

The Honorable EDDIE B. CALVO
Governor

The Honorable RAY TENORIO
Lt. Governor

PUBLIC NOTICE

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(This ad paid for by GIAA)

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GIAA BOARD OF DIRECTORS

SPECIAL MEETING

April 12, 2013, 3:00 p.m.

Appropriation to Capital Improvement Fund

In anticipation of federally-assisted grants for FY'13, management requests Board consideration and favorable action to appropriate unencumbered funds to the Capital Improvement Fund as outlined below.

The funds to be appropriated represent the sponsor or GIAA's share of a FAA grant at a 90/10 percentage split. The projects are as follows:

	Sponsor	FAA
1. Sterile Arrivals Corridor (Design Only)	$139,000	$1,250,000
2. Aeronautical Survey (AGIS) Phase 2	54,000	486,000
3. Extend Runway 6L/24R Completion Part B	222,845	2,005,605
TOTAL	$415,845	$3,741,605

The amount requested to be appropriated to the CIF is $415,845.

We appreciate the Board's consideration and approval.

ANTONIO B. WON PAT INTERNATIONAL AIRPORT AUTHORITY, GUAM
BOARD OF DIRECTORS
EXECUTIVE SUMMARY

REQUEST FOR PROPOSAL FOR
SPECIALTY RETAIL CONCESSION – MULTIPLE CONCEPTS
RFP NO. GIAA010-FY12

April 12, 2013

Purpose

Board action is requested to approve the ranking results by the Evaluation Committee of the proposals submitted in response to Request for Proposal No. GIAA-010-FY12, Specialty Retail Concession – Multiple Concepts.

Background

Under the RFP, GIAA seeks a qualified concessionaire to develop, construct, and operate a high quality specialty retail concession at the GIAA Main Passenger Terminal. GIAA seeks a concessionaire who will market and sell high quality, branded merchandise products, using exciting, innovative marketing and merchandising techniques that will appeal to the traveling public, and will employ culturally and aesthetically pleasing facility designs that will enhance the GIAA Terminal environment.

Procurement Background

The RFP was issued on July 19, 2012. The advertisement for this RFP was published in the Pacific Daily News on July 19, 23, and 25, 2012, and in the Marianas Variety on July 19, 23, and 30, 2012. The deadline for the submission of proposals in response to the RFP was October 17, 2012 via an addendum to the RFP.

Eight (8) firms acknowledged receipt of the RFP package and four (4) firms submitted proposals on or before the submission deadline.

To maintain the confidentiality requirements of the Procurement Law, each of the proposers were randomly assigned a letter designation of A, B, C, or D, by lottery. The designations are a part of the Procurement Record.

An Evaluation Committee was appointed by me comprised of the following individuals:

a. Pedro R. Martinez, Deputy Executive Manager
b. Jean M. Arriola, Airport Services Manager
c. Carlos Bordallo, Comptroller
d. Frank Santos, Expansion Office

Pursuant to Part III (F) of the RFP package, after receipt of all proposals the GIAA Evaluation Committee conducted an independent evaluation of the four (4) proposals

submitted for the purpose of selecting the best qualified proposer based on the evaluation criteria established in the RFP. Interviews with each proposer were also conducted.

Ranking Results

The Evaluation Committee completed their evaluation and the scores were tabulated and ranking established. As a result of the tabulation of the ranking, the proposers were ranked as follows:

1. Proposer A
2. Proposer D
3. Proposer C
4. Proposer B

Financial

The rent under the concession agreement will be the greater of a minimum annual guarantee or a percentage of the concessionaire's gross revenues.

Proposers were required to propose Minimum Annual Guaranteed Rent (MAG) in an amount equal to or exceeding $6,000,000.00 each lease year.

Proposers were required to propose a Percentage Rent at a rate equal or exceeding 25% of the concessionaire's annual gross revenues for each lease year

Capital investments for the retail space must exceed $250 per square foot.

Legal

Subject to successful negotiations and legal review, a concession agreement will be entered into with the highest ranked proposer. If negotiations are unsuccessful, GIAA may commence negotiations with the next highest ranked proposer.

Recommendation

Based on the tabulation of Evaluation Committee's ranking of the proposers, **Proposer A** is ranked number one and is the best qualified firm to perform the required services in accordance with the criteria set forth in the RFP. Also, **Proposer A** has been determined to have met the standards of responsibility and responsiveness outlined in the Guam Procurement Regulations.

Therefore, it is recommended that the Board of Directors approve the ranking of the proposers as determined by the Evaluation Committee, that **Proposer A** be given the first opportunity to negotiate the Specialty Retail Concession Agreement, and that in the event that the aforementioned negotiations prove unsuccessful, GIAA may commence negotiations with the next highest ranked proposer.

A.B. WON PAT
INTERNATIONAL AIRPORT AUTHORITY, GUAM
ATURIDAT PUETTON BATKON AIREN GUAHAN ENTENASIONAT

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MINUTES OF THE BOARD OF DIRECTORS REGULAR MEETING
3:00 p.m., Thursday, April 25, 2013
GIAA TERMINAL CONFERENCE ROOM #3

1. CALL TO ORDER AND ATTENDANCE

Chairman Francisco G. Santos called the A.B. Won Pat International Airport Authority, Guam (GIAA) regular meeting to order at 3:08 p.m. The presence of Directors is noted as follows: Jesus Q. Torres, Vice Chairman, Rosalinda A. Tolan; Edward G. Untalan; Pedro P. Ada III, and Lucy M. Alcorn. Also present were Charles H. Ada II, Executive Manager, Carlos P. Bordallo, Acting Comptroller, Frank R. Santos, Business and Financial Consultant, Janalynn C. Damian Esq., and Michael A. Pangelinan Esq., Legal Counsel. The Chairman welcomed the presence of Airport Tenants, stakeholders, and members of the public who are noted in a sheet made as an attachment to the minutes.

At this time Chairman Santos acknowledged the presence of Director Ada. The Chairman welcomed the Director informing the Board that he was sworn-in at the Governor's Office this morning. Director Ada thanked the Chairman and stated that he looks forward to being an asset to the GIAA Board of Directors and that he appreciated the support shown to him by GIAA at the Legislative Hearing and the Swearing-In Ceremony this morning. The Board members welcomed the new Director.

2. APPROVAL OF AGENDA

Vice Chair Torres made motion to approve the agenda as presented, seconded by Director Alcorn; motion carried.

3. APPROVAL OF MINUTES

A. March 28, 2013 Board Regular Meeting
B. April 12, 2013 Board Special Meeting

Vice Chair Torres made motion to approve the minutes of both meetings, subject to correction, seconded by Director Alcorn; motion carried.

4. CORRESPONDENCE

The Executive Manager informed the Board that several correspondence were received relative to the Specialty Retail Concession that was recently awarded, and suggested that it be moved to Executive Session.

5. MATTERS FOR BOARD RATIFICATION/APPROVAL

A. Approval of Award for Custodial Services IFB No. GIAA-001-FY13

An Invitation For Bid was announced to solicit bids from professional firms to provide custodial services at the Guam International Air Terminal, inclusive of all labor, materials, supplies and equipment. The term of the contract is for a period of three (3) years with options for renewal, not to exceed a total term of five (5) years. Of the twenty-one (21) firms that received bid packages, seven (7) firms submitted bids before the submission deadline. In reviewing the bid prices submitted, the potential amount of the bid award for all of the Terminal Levels totaled $875,557.68. The Manager stated that additional custodial services were added to include: Administration third floor offices and balcony, Air Terminal Services offices, Properties and Facilities break room, Terminal Conference Rooms 1, 2, and 3, Ramp Control Center office, and Terminal Center. The Executive Manager requested that the Board authorize the contract award for the four (4) bid items as follows:

ITEM & DESCRIPTION	**AWARD TO**
Item 1: Basement Level	MTO Maintanance
Item 2: Apron Level	Guam Cleaning Masters
Item 3: Concourse Level	Guam Cleaning Masters
Item 4: Other Facilities	JJ Global

It has been determined that all three firms have met the standards of responsibility and responsiveness outlined in Guam Procurement Regulations. Director Tolan inquired on Item 4, and what area JJ Global will be servicing. The Executive Manager answered, informing the Board that Item 4 consists of the additional custodial services that were added, to include Administration Offices third floor and balcony. Director Ada asked that if the contract is awarded to the lowest bidder, how Management upholds the standard. Executive Manager responded, stating that there are provisions within the contract allowing Management to monitor their work and even withhold payment if the standards outlined in the scope of work are not met. Vice Chair Torres made motion to approve Managements recommendation, seconded by Director Ada; motion carried.

B. 2013 Bond Legislation

The Executive Manager informed the Board the Bond Legislation consists of three (3) components and handed over the presentation to Mr. Frank Santos, Business and Financial Consultant. Mr. Santos informed the Board members that the handouts given

out include the proposed legislation in draft form and presentation material regarding an overview and background of the 2003 Bonds.

The first of the three (3) components is the refunding of the 2003 Bonds. The 2003 Bonds were issued to refund the 1993 GIAA Bonds which financed the construction of the new Airport. The estimated amount outstanding is $145,415,000. Refunding it precludes GIAA from paying the Bond Insurer, MBIA. In October of this year, GIAA will be required to pay approximately $795,000 to MBIA if the 2003 Bonds are outstanding, including $25,000 annual Surveillance Fee. Mr. Santos stated that GIAA is looking at a lower interest rate and avoiding charges that do not make sense at this point. The current Bonds are approximately 5.95%. As of today, GIAA is looking at a potential rate of 3.5%, which justifies the refunding of the Bonds. Mr. Santos informed the Board that the Legislation in itself is calling for a maximum interest rate of 6.5%. Once GIAA requests for a lower rate than the one stated by law, GIAA cannot pursue the refinancing, the maximum rate of 6.5% would be capped but likely wouldn't be lowered to make the refunding feasible.

Mr. Santos stated that the second component is to refinance the subordinate loan, the Energy Management Program taken out last year of 11.9 million. The loan would have been paid over five (5) years with the bulk of the principal interest paid in the last four (4) years, committing to 3.2% per year. To extend the loan out over a ten (10) year term would mean a lower annual payment.

The third component is New Money. Mr. Santos informed the Board that the master plan identified nine (9) projects estimating $77,300,000. Mr. Santos handed out a three (3) year draft list of projects which showed a $41,960,000 in Bond proceeds. Based on the savings from the refunding, if GIAA were to take 10% of the GIAA Debt Service of eighteen (18) million, 10% savings is 1.8 million. That 1.8 million can translate into 45-65 million dollars worth of projects, without increasing the current Debt Services. Therefore, the new money is from the savings of the Debt Service because of the lower interest rate.

After a brief presentation of the three financial components, Refunding, Refinancing the Energy Management loan and New Money, Mr. Santos stated that there is no projected increase in Debt Service therefore, no increases in airline rates and charges at this time that GIAA is contemplating. There are administrative components to the Legislation, to include increasing any subordinate loans from five (5) years to ten (10) years. It also includes increasing the terms for exclusive service agreements from five (5) years to ten (10) years. Mr. Santos went on to say that once Board approves the authorization, Management will introduce the draft Legislation to be revised, to include additional projects and any other modifications that the finance team should make. The finance team consists of GEDA, the Airport, and the Governor's Office from the Government Sector. The private sector is the Underwriter's: Citigroup, Wells Fargo, the Bond Council,

and the Underwriter's Council. Mr. Santos stated that a finance team was set up to process all of the official statements, the offer, preparing for the two (2) formal presentations to Standard & Poor's and Moody's.

The presentation to the rating agencies is expected in June, the Bond pricing in July, and the Bond closing in August 2013. Mr. Santos informed the Board that at this time Management is asking for Board authorization to proceed with the introduction of the Legislation to the Governor's Office and Oversight Senator. Vice Chair Torres stated that the Oversight Chairman should always be kept informed in regard to this item B, the Executive Manager responded, informing the Board that the Senator was in attendance at the presentation with Citigroup. Director Ada inquired if the forty (40) million toward improvements was a set priority. Mr. Santos replied, informing the Director and the Board that the list is based on what the market conditions are in June. The amount of savings results in 45-65 million dollars worth of projects. When the projects are put together, there will be a list Priority One projects, which will include most of the projects listed on the handout; Priority Two projects, consisting of projects that will support the Airport in terms of first and last impressions, and improve the passenger experience. Mr. Santos answered yes; most of these projects are priority. Eventually we will have a list of Priority One and Priority Two projects which will include additional projects.

Director Ada inquired on the refinance money, if it would be extending out the terms as well. Mr. Santos responded that the refunding won't, but the refinancing of the Energy Loan, yes. Director Ada added that it would be stretching out the payment terms. Mr. Santos replied, yes.
Chairman Santos called for a motion to authorize the Executive Manager to draft and proceed, Director Untalan made motion to authorize Management to introduce the draft legislation, seconded by Director Tolan; motion carried.

C. Ratification of Quarterly Travel

Vice Chair Torres made motion to ratify the quarterly travel from January - March 2013. With the majority of the employees travelling being ARFF personnel travelling to Saipan for their Live Fire Certification, The Vice Chair stated that the travel was critical to enhance the skills of GIAA Fire Fighters and inquired if the facility in Saipan is still up to par. The Executive Manager responded stating yes, that GIAA along with other airports in the region are utilizing the facility. Director Ada inquired as to why the travel is ratified after the travel has already occurred. Mr. Bordallo responded informing Director Ada that the budget is prepared every year with a travel calendar, and every year a portion of the budget is allocated for travel. Ms. Arriola also added that the travel policy requires the Board to approve any travel. Once the Chairman approves, the employee travels, the Board then ratifies the approval that the Chairman has made. As there were no further discussion, the motion was seconded by Director Tolan; motion carried.

D. Ratification of Disbursements

Vice Chair Torres made a motion to ratify payments above the $50,000.00 threshold made to vendors for the period of March 27, 2013 – April 22, 2013, seconded by Director Untalan; motion carried.

6. OLD BUSINESS

A. Executive Manager's Report

The Executive Manager presented updates on various matters concerning airlines and charter operations, to include China Airlines announcing eight (8) new charter flights for the month of May. Four (4) flights arrive Friday, May 3rd from Fukuoka, Kansai, and Taipai; and four (4) flights will depart Monday, May 6th.

The Manager reported that terminal improvements continue in the West Ticket Lobby, with the construction of new ticket counters almost complete.

The FAA Airport District Office (ADO) Manager, Mr. Ron Simpson was here on island to meet with Management, Division Heads and also met with some of the Board Members on April 15 and 16, 2013. The visit was to discuss AIP projects and general compliance issues. The Executive Manager went on to add that before Mr. Simpson departed, he expressed his gratitude and satisfaction with the efforts made by GIAA. FAA's annual certification inspection of Guam Airport Facilities is scheduled for Monday, April 29, 2013. Last year's inspections yielded minimal discrepancies, which GIAA has worked hard to address. The Manager noted for the Board's information that last year's discrepancies were the fewest in the region.
The Executive Manager informed the Board that GIAA has been advised that the FAA is implementing traffic management initiatives at airports and facilities around the country as a result of employee furloughs due to sequestration. Travelers are expected to see a wide range of delays that will change daily depending on staffing and weather related issues. GIAA Management does not foresee any impacts locally in the near future.

TSA Federal Security Director (FSD) Brian Cahill has notified GIAA that there have been delays in implementing changes to TSA's Prohibited Items List. The changes were supposed to take effect April 25, 2013 but were delayed to accommodate further input from the Aviation Security Advisory Committee (ASAC). FSD Cahill has expressed his commitment to sharing the updated information with GIAA as soon as it becomes available.

The Executive Manager announced to the Board that on April 24, 2013 a positive rating update from Moody's Investors Service was received indicating that GIAA's 2003 Revenue Bonds Baa2 Rating was reaffirmed with a 'stable' outlook. Guam has the

potential for greater growth with the possible increased military presence on Guam and more tourism opportunities from the mainland, China and Russia.

In regard to the Annual Budget the Manager reported that GIAA has begun the annual budget review and preparations for fiscal year 2014. GIAA is required to submit a preliminary budget to the carriers by July 1st of every year, as stated in the signatory airline agreement.

At this time the Executive Manager welcomed the newly appointed Board Member, Director Ada.

Announcing procurement issues, GIAA officially received a protest from DFS on Tuesday, April 23, 2013 in response to the Specialty Retail Concession RFP being awarded to Lotte Duty Free at the last Special Board Meeting held April 12, 2013.

GIAA sent a delegation of four (4) members to the 8th Airports Council International (ACI) Asia-Pacific Regional Assembly, Conference and Exhibition held in Phuket, Thailand from April 22 – 25, 2013. The delegation consisted of Deputy Executive Manager, Peter Roy Martinez, and Board Director, Martin Gerber; staffed by GIAA Marketing Administrator, Rolenda Faasuamalie, and Marketing Program Coordinator, Marcia Taitano. The team is also there as an exhibitor to market and push attendance for the upcoming ACI Asia-Pacific 2013 Small and Emerging Markets Seminar scheduled for October 8 – 11, 2013, which will be hosted by Guam. The Manager announced that the Deputy Executive Manager is attending the conference as the First Vice Chair of the Small and Emerging Airports Committee and will be installed as a Regional Board Member of ACI Asia Pacific. Following the ACI Conference, Deputy Executive Manager Martinez and Director Gerber will travel on to Bangkok, Thailand to attend the Pacific Asia Travel Association (PATA) Annual Summit from April 25 – 28, 2013. Deputy Executive Manager will represent the Executive Manager, Charles H. Ada II who was nominated and accepted the nomination to the PATA Board.

Director Ada inquired on the furloughs and or delays, and if Guam will be affected. Mr. Santos responded stating there may be a trickle-down effect, but does not anticipate an impact locally.

B. Financial Report

For the Board's information, Carlos P. Bordallo, Acting Comptroller presented the financial report as of March 31, 2013. Director Untalan suggested for the Boards information that the Comptroller explain the 70% variance over budget. The Comptroller responded informing the Board that some operating expenses were transferred from the operating budget to the capital budget, primarily for the Energy

Efficient Loan. The Comptroller went on to say that GIAA is $52,000.00 in payments above budget, and that operational expenses are down and revenue is up.

C. Legal Counsel's Report

Legal Counsel recommended that discussions regarding litigation matters be reported during Executive Session. The Board had no objection.

D. Tenant Matters

No Tenant Matters reported.

E. Status on Capital Improvement Programs

Mr. Frank Santos presented the UDO analysis and informed the Board that all projects are moving forward with Phase 2A of the Noise Mitigation Sound Solution project beginning shortly, sound proofing twenty-eight (28) homes on both sides of the runway. Director Ada inquired if the grants listed on the report were multi-year grants or single grants spanned throughout multiple years. Mr. Santos responded informing the Board that normally the performance rate is over a period of four (4) years.

7. NEW BUSINESS

No New Business presented.

The Chairman announced that the Board will recess and convene Executive Session after the recess. Vice Chair Torres made motion to recess and convene Executive Session after the recess, seconded by Director Alcorn; motion carried. The Board recessed at 3:48 p.m.

8. EXECUTIVE SESSION

Chairman Santos called Executive Session to order at 4:00 p.m. *(At this time Chairman Santos and Director Tolan exit the conference room).* Executive Session adjourned at 4:58 p.m., at which time the Board reconvened the regular meeting.

9. PUBLIC COMMENTS

The Chairman called upon any public member wishing to make comments. There was no response.

10. ADJOURNMENT

The Chairman announced that the next regular meeting is scheduled for Thursday, May 30, 2013. Vice Chair Torres made a motion to adjourn the meeting, seconded by Director Tolan; motion carried. The meeting adjourned at 5:00 p.m.

Respectfully submitted,

Amanda O'Brien-Rios
Board Secretary

APPROVED:

FRANCISCO G. SANTOS
Chairman of the Board

06/06/13
Date

Attachment

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INTERNATIONAL AIRPORT AUTHORITY, GUAM
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BOARD OF DIRECTORS REGULAR MEETING

3:00 p.m., Thursday, April 25, 2013
Terminal Conference Room No. 3

AGENDA

1. Call to Order and Attendance

2. Approval of Agenda

3. Approval of Minutes

   A. March 28, 2013 Regular Meeting
   B. April 12, 2013 Special Meeting

4. Correspondence

5. Matters for Board Ratification/Approval

   A. Approval of Award for Custodial Services IFB No. GIAA-001-FY13
   B. 2013 Bond Legislation
   C. Ratification of Quarterly Travel
   D. Ratification of Disbursements

6. Old Business

   A. Executive Manager's Report
   B. Financial Report
   C. Legal Counsel's Report
   D. Tenant Matters
   E. Status of Capital Improvement Programs

7. New Business

8. Executive Session

9. Public Comment(s)

10. Adjournment

A.B. WON PAT INTERNATIONAL AIRPORT AUTHORITY, GUAM
BOARD OF DIRECTORS REGULAR MEETING
3:00 P.M., THURSDAY, APRIL 25, 2013
GIAA TERMINAL CONFERENCE ROOM #3

SIGN IN SHEET

	PRINT NAME	COMPANY/AGENCY
1.	Steve Gun	DFS.
2.	GINA REILLY	MARIANAS VARIETY
3.	BILL BLAIR	BJJTM
4.	Joann Camacho	DFS
5.	V. Ondeen	GIAA
6.	J.G. SANTIAGO	GIAA
7.	Robert Camacho	A.P.
8.	Carlos Bordallo	GIAA
9.	Jong Bok Cee	Jin Air
10.	Jace Kim	Jeju Air
11.	Jessica Toft	CM LLP
12.	Angela Ng	EVA / AIR
13.	Mark Wiford	PDN
14.	CHUCK ADA	GIAA
15.	Thomas Fish	F & A
16.	Mendiola	GIAA.
17.	BENNY BACA	ARFF
18.	Mike Pangelinan	CFS
19.	Gerard Barcinas	GIAA

20.	Jermaine Alerta	Sen. San Nicolas
21.	VICTOR J. CRUZ	GAA
22.	GDaleno	PDN
23.	EIFFLE/KOSHIBA	GMA Mkt
24.	Jean Arnold	GCAMO
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Ken Leon Guerrero, CEO of Able Industries, said the new store will hold a soft opening on April 26 in the 6,500-square foot space that formerly housed the Korea Palace restaurant. Frank Whitman / Variety

Office Depot to open next week

By Frank Whitman
frank@mvguam.com
Variety News Staff

ABLE Industries of the Pacific will begin operating its Office Depot store in the Julale Shopping Center at the end of next week, if all goes as planned, according to Ken Leon Guerrero, CEO of Able Industries.

The store will hold a soft opening on April 26 in the 6,500-square foot space that formerly housed the Korea Palace restaurant.

During its soft opening, the store will be selling six shipping containers full of inventory remaining from the military base supply stores Able Industries operated from 1999 until 2012. The inventory is comprised of office supplies and furniture, safety equipment, and cleaning supplies, Leon Guerrero said.

As that inventory is liquidated, the store's product offerings will be about one-third Office Depot brand, one-third AbilityOne brand, and one-third national name brands, he said. AbilityOne products are made in factories with 75 to 80 percent employees who are blind or have severe disabilities. "AbilityOne is a priority source of supply for the federal government," Leon Guerrero said.

Leon Guerrero said that while the company would have preferred not to have lost the contract for the base stores on Naval Base Guam and on Andersen Air Force Base (to the General Services Administration), the new location has advantages. "We will be able to serve corporate customers, government of Guam, individuals, and the federal government," he said. "We're closer to the federal court building, to a lot of the federal offices, and to Naval Hospital."

The store will employ 20 to 25 people with disabilities, Leon Guerrero said. "Our mandate is to provide challenging employment for people with disabilities," he said. "We are the largest employer of people with disabilities on Guam."

Office Depot was a vendor of the Able Industries base stores, and the company built on the 13-year relationship to be able to open the Guam store, Leon Guerrero said.

Roundtable on coral reef protection urged

By Louella Losinio
louella@mvguam.com
Variety News Staff

STRESSING his concern for the state of the island's coral reef system, Vice Speaker Benjamin J.F. Cruz has urged his fellow lawmakers to convene a roundtable meeting with stakeholders and the relevant agencies and affected parties to discuss other causes of damage to the coral reef system, such as storm water and runoff.

The stakeholders to be convened for the meeting include the Guam Environmental Protection Agency, Department of Public Works, the Coastal Zone Management Authority, Department of Agriculture, and the Guam Fishermen's Cooperative.

In a letter addressed to Sens. Rory J. Respicio and Tom Ada, the Vice Speaker said the "roundtable will open the discussion on the issue and provide a means to efficiently address the concerns raised with Bill 11, namely sedimentation as a significant cause of adverse impacts on coral reef systems."

Bill 11, relative to creating the Guam Coral and Marine Life Protection Act, was introduced by Cruz to promote coral reef conservation. According to Cruz, the measure is being held in abeyance in the natural resources committee due to concerns raised that the proposed legislation does not properly address threats to marine life."

"One main concern was that the bill focused on overfishing and failed to regulate all causes of sedimentation, such as storm water and runoff," Cruz stated in his letter.

The Vice Speaker said it is imperative that enforcing agencies and affected parties come together for an in-depth discussion on the matters of storm water and runoff. At the very least, Cruz said, the roundtable will open the discussion on the issue and provide a means to efficiently address the concerns raised with Bill 11.

"While stakeholders may continue to disagree on the reasons for the degradation of our once-pristine coral reefs, I feel that we can come together to work cooperatively to find a solution. Without adequate control of storm water and runoff, along with other major threats to coral and marine life, this generation may be the last to enjoy Guam's recreational waters," Cruz warned.

ARC offers shelter training to mayors

By Joy White
joy@mvguam.com
Variety News Staff

AMERICAN Red Cross officials are on-island to help boost the Guam chapter's disaster response in light of North Korea's threats.

On Guam for a few weeks, ARC officials met with the Mayors' Council of Guam to offer training in shelter fundamentals.

"This meeting [entails talking] to the mayors on the opportunity to take their citizens and get trained in shelter operations so that shelters can be maintained at the local level," said Glenn Lockwood, volunteer assistant to the vice president of disaster operations for the national American Red Cross.

The mayors are being offered training for setting up, running and closing a shelter during a disaster, including setting up food distribution areas, communication strategies, and ensuring residents' safety and comfort.

Lockwood said he is on Guam to provide support and training resources to strengthen the American Red Cross Guam Chapter's response "should this threat from North Korea actually

Lockwood said North Korea's threat is being taken seriously in the mainland. "They're watching carefully how places like Guam and Hawaii prepare because we have not had to prepare for something of this type for decades."

Several areas in the United States have painted scenarios of a possible missile attack from North Korea, he added.

Yoña Mayor Ken Joe Ada said he is looking forward to participating in workshops. "Guam is ready to take the next step in preparedness," he said.

ATTENTION FARMERS AND RESIDENTS

Southern Soil and Water Conservation District
Regular Monthly Board Meeting

DATE: Wednesday, Arpil 24, 2013
Time: 10:30 a.m.-12:00 p.m.
Place: UOG Agriculture and Life Science ALS Conference Bldg Rm. 104

Paid for by Government Funds

PUBLIC NOTICE

Pacific Micronesia Towers proposes to build a 140 - foot New Antenna structure FAA lighting requirement is proposed for this structure. The site location is Route 1, Yigo, Guam, 96929, or at coordinates Lat 13 33 37.6n, Long 144 53 47.6e. The Federal Communications Commission (FCC) Antenna Structure Registration (ASR, Form 854) filing number is A0831994. ENVIRONMENTAL EFFECTS Interested persons may review the application (www.fcc.gov/asr/applications) by entering the filing number. Environmental concerns may be raised by filing a RequestforEnvironmental Review. (www.fcc.gov/asr/environmentalrequest) and online filings are strongly encourage. The mailing address to file a paper copy is: FCC Requests for Environmental Review, Attn: Ramon Williams, 445 12th Street SW, Washington, DC 20554-19-0628.

The Honorable EDDIE B. CALVO Governor
The Honorable RAY TENORIO Lt. Governor
A.B. WON PAT INTERNATIONAL AIRPORT AUTHORITY, GUAM

PUBLIC NOTICE

The Board of Directors of the A.B. Won Pat International Airport Authority, Guam (GIAA) will hold a Special Board Meeting on Thursday, April 25, 2013 at 3:00 p.m. in GIAA Terminal Conference Room No. 3. In addition to regular matters, pursuant to 5 G.C.A. §8111(c)(2), Executive Session will be held to discuss pending litigation to which GIAA is a party. Parking available in the Public Parking Lot.

For special accommodations, please call the Board Office at 642-4717/18.

(This ad paid for by GIAA)

GSA General Services Agency
(Ahension Setbision Hinirat)
Department of Administration
Government of Guam
148 Route 1 Marine Drive, Piti, Guam 96915
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Eddie Baza Calvo, Governor — Ray Tenorio, Lt. Governor

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INVITATION FOR BID

BID NO: GSA-065-13

FOR: 60 MONTHS LEASE AGREEMENT COPIER/PRINTER/SCANNER/FAX

Opening Date: May 3, 2013 **Time:** 11:00 AM

INTERESTED PARTY MAY PICK-UP FORM/SPECIFICATIONS AT SAID PLACE

/s/ CLAUDIA S. ACFALLE
Chief Procurement Officer



An i*recycle trailer is used to transport recyclable goods at the Great Recycle Roundup held this past Saturday in Hagåtña in recognition of Earth Day. Joy White / Variety

Roundup diverts recyclables from landfill

By Joy White
joy@mvguam.com
Variety News Staff

THE Great Recycle Roundup has provided an opportunity for the Guam Environmental Protection Agency and the i*recycle program to determine the amount of recyclable materials diverted from the landfill, according to Peggy Denney, i*recycle's program administrator.

The roundup, held Saturday at the parking lot near the Agana Shopping Center as part of the Earth Day celebration, provided residents with a venue to bring recycle materials such as glass, cardboard, plastic items, cooking oil, motor oil, cardboard, aluminum, Styrofoam packaging and light metals.

Stacks of paper collected during the event were shredded for composting to be used by farmers.

The project sought to determine how much recyclable materials were diverted from the landfill, Denney said.

She added all recyclable materials collected from Saturday's roundup will recorded by volume or by weight.

"It's a great idea," said Dededo resident Jesse Mort. "[There are] a lot of things that can be recycled on Guam."

Mort said he would participate in similar events that may be held more often in the future.

Denney said the cost of hauling away recyclable materials to the appropriate sites poses an obstacle to holding similar events on a frequent basis.

She said the goal is to have the event at least once a year.

However, Denney reminded residents there are things they can do to protect the environment throughout the year, such as using the appropriate recyclable bins when they are available and minimize the use of paper.

"We should try to strive to make every day Earth Day," Denney added.

Concerns raised over QCs, government debt

By Louella Losinio
louella@mvguam.com
Variety News Staff

SEN. Michael F.Q. San Nicolas has sent a letter to Gov. Eddie Calvo requesting that he direct the Guam Economic Development Authority to refrain from issuing qualifying certificates, or QCs, to industries that have existing government debt obligations which are backed by the full faith and credit of the people of Guam.

"I fully appreciate the QC program and how it has helped grow Guam's economy," San Nicolas said in a statement. "However, we should not issue tax breaks if it has the potential of putting our people's credit at risk."

In the letter, San Nicolas stressed that if QCs are issued in those identified industries, the terms should include the beneficiary assuming debt.

"This will help ensure that our people's credit is not adversely affected by any potential loss of revenue resulting from the tax rebates or abatements made available through qualifying certificates," the senator stated.

Bill to raise community representation in HRDA

By Louella Losinio
louella@mvguam.com
Variety News Staff

A BILL has been filed that seeks to increase community representation in the Hagåtña Restoration and Development Authority.

Bill 96 – introduced by Sens. Frank Aguon, Jr., Tina Muña-Barnes, and Vice Speaker Benjamin J.F. Cruz – proposes to raise the membership in HRDA from its present number of seven members to a total of nine.

The two additional members will be the Hagåtña mayor and a representative from the Guam Legislature, who will be appointed by the Speaker.

In addition, Bill 96 would add two non-voting ex-officio members from the Department of Public Works and the Guam Environmental Protection Agency, who will be tasked to contribute toward the final consideration, adoption and implementation of the Hagåtña master plan that will be approved by HRDA.

GSA ordered to amend bid for fire truck

By Joy White
joy@mvguam.com
Variety News Staff

THE Office of Public Accountability has ordered the General Services Agency to amend the bid terms for fire equipment procurement after finding that the solicitation issued in November set an "unnecessary" requirement for two inspection trips for two Guam Fire Department employees.

The bid also contained a requirement for a 240-day, or eight-month, delivery date that was found to "unduly restrict competition."

OPA ordered GSA to amend the bid specification within 30 days.

Bidder Morrico Equipment LLC filed an appeal with the OPA in January, challenging GSA's decision to reject its bid because it could not deliver the equipment within 240 days.

Morrico had argued in its appeal that although it did not meet this specific requirement for a 240-day delivery, GSA failed to evaluate its bid based on remaining criteria. The company could have potentially accrued enough points to move on in the bidding process, the appeal stated.

The OPA sustained Morrico's appeal last Friday.

The Honorable Eddie Baza Calvo, Governor
The Honorable Ray Tenorio, Lt. Governor

public works

INVITATION TO BID

The Honorable Eddie Baza Calvo, Governor of Guam, through the Director of Department of Public Works (DPW), Carl V. Dominguez, announces the solicitation of sealed bids for:

INSTALLATION OF ALL HAZARDS ALERT SYSTEM (AHAWS)
(Design-Build)
Project No. 410-5-1018-F-TER

Bid Security must accompany bid-15% of total bid amount and may be Bid Bond, Certified or Cashier's Check made payable to:

Treasurer of Guam

Non-Refundable Fee: $25.00 (Twenty Five Dollars) required as Payment for each bid Documents.

Availability of Documents: - Contract Administration, 1st Floor, Building B, DPW, Upper Tumon.

Please present receipt from the One-Stop Cashier - Building A, DPW, Upper Tumon.

Pre-Bid Conference: - April 30, 2013, 10:00 am, Division of Capital Improvement (CIP) Building B, 2nd Floor, COE Conference Room, Upper Tumon.

Bid Opening: - May 14, 2013, 2:00 p.m. One (1) original and one (1) copy must be submitted, CIP Building B, Ground Floor.

Department of Public Works reserves the right to reject any or all proposals and to waive any imperfection in the proposals, which in its sole and absolute judgment will serve the Government of Guam interests.

Jon Jay Rojas
ACTING DIRECTOR
This Ad Paid for Government Funds

ATTENTION FARMERS AND RESIDENTS

Southern Soil and Water Conservation District
Regular Monthly Board Meeting

DATE: Wednesday, Arpil 24, 2013
Time: 10:30 a.m.-12:00 p.m.
Place: UOG Agriculture and Life Science ALS Conference Bldg Rm. 104

Paid for by Government Funds

The Honorable EDDIE B. CALVO Governor
A.B. WON PAT INTERNATIONAL AIRPORT AUTHORITY, GUAM
The Honorable RAY TENORIO Lt. Governor

PUBLIC NOTICE

The Board of Directors of the A.B. Won Pat International Airport Authority, Guam (GIAA) will hold a Regular Board Meeting on Thursday, April 25, 2013 at 3:00 p.m. in GIAA Terminal Conference Room No. 3. In addition to regular matters, pursuant to 5 G.C.A. §8111(c)(2), Executive Session will be held to discuss pending litigation to which GIAA is a party. Parking available in the Public Parking Lot.

For special accommodations, please call the Board Office at 642-4717/18.

Doc. No. 35GL-19-0020 (this ad paid for by GIAA)

MINUTES OF THE BOARD OF DIRECTORS REGULAR MEETING
3:00 p.m., Thursday, March 28, 2013
GIAA TERMINAL CONFERENCE ROOM #3

1. CALL TO ORDER AND ATTENDANCE

Chairman Francisco G. Santos called the A.B. Won Pat International Airport Authority, Guam (GIAA) regular meeting to order at 3:06 p.m. The presence of Directors is noted as follows: Jesus Q. Torres, Vice Chairman, Rosalinda A. Tolan; Martin J. Gerber; Edward G. Untalan, and Lucy M. Alcorn. Also present were Charles H. Ada II, Executive Manager, Peter Roy Martinez, Deputy Executive Manager, Carlos P. Bordallo, Acting Comptroller, Frank R. Santos, Business and Financial Consultant, Janalynn C. Damian Esq., and Michael A. Pangelinan Esq., Legal Counsel. The Chairman welcomed the presence of Airport Tenants, stakeholders, and members of the public who are noted in a sheet made as an attachment to the minutes.

2. APPROVAL OF AGENDA

Vice Chair Torres made motion to approve the agenda as presented, seconded by Director Tolan; motion carried.

3. APPROVAL OF MINUTES

A. February 28, 2013 Board Regular Meeting

Director Untalan made motion to approve the minutes, subject to correction, seconded by Director Alcorn; motion carried.

4. CORRESPONDENCE

Chairman called upon Executive Manager to present any correspondence. The Executive Manager informed the Board that in January 2013 the Federal Aviation Administration (FAA) received a letter at the Honolulu Airports District Office regarding allegations in reference to GIAA's Lease Agreement with Pac Air and its operations. Executive Manager went on to say that GIAA has been in extensive discussion with the FAA regarding this issue. In closing, the Executive Manager informed the Board that a letter dated March 27, 2013 was received stating that GIAA did not violate any federal regulations, and the matter is now considered closed.

Copies were provided for the Board's information.

5. MATTERS FOR BOARD RATIFICATION/APPROVAL

A. Approval of Award for Specialty Retail Concession Multi Concepts RFP No. GIAA010-FY12

Chairman Santos disclosed for the record that there have been some media reports relating to the trip to Korea for the inaugural flight of Jeju Air in September 2012, that both the Chairman and Director Tolan attended. Although there were statements of supposed gifts received by the Chairman and Director, he stated that he did not believe there were any ethical violations. However, to avoid the appearance of any wrong doing, and to maintain the publics' confidence and integrity of the solicitation process, the Chairman chose to abstain from participating in any discussions or votes relating to this particular RFP. The Chairman requested the item be chaired by Vice Chair Torres. At this time, Director Tolan also chose to abstain and removed herself from any discussion or vote on this item. As there were no objections from the members, the meeting proceeded with Vice Chairman Torres presiding.

Acting Chairman Torres called for an open discussion regarding the RFP. Legal Counsel, Michael A. Pangelinan informed the Board that after the two Directors abstained, there is still a quorum of four (4) Directors for today's meeting. The Board's By-Laws refer to Robert's Rules of Order to determine how a Board will pass an agenda item, and states that a majority vote will pass an agenda item. The By-Laws also state that the Chairman of the meeting shall only vote if the vote could affect the outcome. Board members discussed and reiterated the voting process and the number of votes needed to pass the agenda item. Director Untalan suggested the Board proceed with the Executive Managers presentation before discussing voting numbers in depth.

Executive Manager informed the Board that the Airport issued a Request For Proposal seeking a qualified concessionaire to develop, construct and operate a high quality specialty retail concession at the main passenger terminal featuring branded merchandise products using exciting and innovative marketing and merchandising techniques to enhance the terminal environment and to appeal to the traveling public. The RFP was advertised in the Pacific Daily News July 19, 23, and 25, 2012; and in the Marianas Variety July 19, 23, and 30, 2012. The deadline to submit proposals was originally September 21, 2012 but was extended to October 17, 2012 due to an amendment to the RFP. The Manager reported that eight (8) firms obtained RFP packages, however only four (4) firms submitted proposals before the established deadline. To maintain the confidentiality requirement of the procurement law, each of the proposers were randomly assigned a letter designation. An evaluation committee was established, and as a result of the tabulation of scores, the order of ranking is as follows:

1. Proposer 'A'
2. Proposer 'D'
3. Proposer 'C'
4. Proposer 'B'

Management requests that the Board of Directors approve the ranking results of the highest ranked proposer, being proposer 'A', and that proposer 'A' be awarded the Specialty Retail Concession Agreement. Acting Chairman Torres called for any Board member that would like to comment or discuss the RFP that the Executive Manager presented. Director Untalan inquired about the random letter designation, to which Legal Counsel Damian responded that the letter designation was in the order of how the proposals were received. Director Untalan asked how it was handled afterwards, and was the evaluation committee and Executive Manager aware of the results? Ms. Damian responded stating yes, the Executive Manager was aware of the evaluation results. Director Untalan went on to ask if there was a third party that assisted the evaluation committee with conducting a review of the financial analysis. The Executive Manager's response was yes, there was a third party that assisted, and it was an off-island consultant. Director Untalan inquired if the off-island consultant gave a recommendation or just provided an analysis? The Executive Manager informed the Board that there was no recommendation, purely analytical. Discussion followed with Acting Chairman Torres questioning the assignment of the random letter designation, leaving the names of the proposers confidential. He stated that the Airport has never done this before, and found the process to be questionable.

At this time, a recess was suggested. Director Untalan made motion to recess and convene the regular meeting after the recess, seconded by Director Alcorn; motion carried. The Board recessed at 3:54 p.m.

After recess, the regular meeting convened at 4:11 p.m.

Director Untalan stated he would like to make a motion that the item be tabled, so that Legal Counsel may be able to review all of the matters that were raised accordingly, seconded by Director Alcorn. Discussion followed with Mr. Pangelinan informing the Board that Counsel would like to do an analysis and come up with a recommendation on how to proceed with this matter. As there were no further discussions, the motion was duly carried.

B. Approval of Board Resolution No. 13-02: Extension of the Agreement for Legal Services with Calvo Fisher & Jacob LLP and the Agreement for Legal Services with Teker Torres & Teker

The Executive Manager stated that item (B) is a Board Resolution relative to consenting to the Extension of the Agreement for Legal Services with Calvo Fisher & Jacob (Legal

Counsel) and Teker Torres & Teker now known as Torres Law Group (Conflict Counsel). Agreements were entered into with both firms in May 2010. Director Tolan inquired on the number of Conflict Counsels providing services to GIAA. Executive Manager replied stating there are currently two (2) Conflict Counsels providing services, Attorney Tom Fisher and Torres Law Group. Ms. Arriola also added that Torres Law Group is on a one (1) year contract and only handle particular matters; unless Conflict Counsel, Tom Fisher has a conflict, in which case Torres Law Group will then provide services. Director Tolan made motion to approve Board Resolution No. 13-02, which extends the term of the Agreement for Legal Services between GIAA and Calvo Fisher & Jacob, LLP for a period of year, commencing on March 23, 2013; and the Agreement for Legal Services between GIAA and Torres Law Group, commencing on March 1, 2013. The motion was seconded by Director Gerber; motion carried.

C. Ratification of Disbursements

Vice Chair Torres made a motion to ratify payments above the $50,000.00 threshold made to vendors for the period of February 27, 2013 – March 26, 2013, seconded by Director Untalan; motion carried.

6. OLD BUSINESS

A. Executive Manager's Report

The Executive Manager presented brief reports on various issues and announcements relating to Airlines, System Upgrades and a number Legislative Issues, to include Bill 60-32; an act to create the "Made in Guam" business incubator program within the GIAA. The incubator program gives opportunities to small businesses to provide "Made in Guam" products at the Airport. The Executive Manager reported that some concerns were raised regarding Bill 60-32, which he had transmitted to Senators and the Oversight Chairman. He went on to state that written testimony will be provided by GIAA during the Public Hearing scheduled for the upcoming Monday. Vice Chair Torres requested for a copy of the written testimony.

The Executive Manager announced that a representative from FAA's Airport District Office will be meeting with Management and Division Heads on April 15 and 16, 2013 to discuss project updates and general compliance. Also, scheduled for April 29, 2013 FAA will conduct their annual certification inspection of Guam Airport facilities; along with reviews of re-certifications, record-keeping and documentation, there will also be inspections of the airfield, runways, aprons and safety areas.

The Manager reported that under the LEO Reimbursement Program, GIAA was awarded $1,051,200.00 to fund three (3) years of services. Effective April 1, 2013, approximately $350,000.00 per year for Airport Police services at the TSA checkpoint.

B. Financial Report

For the Board's information, Carlos P. Bordallo, Acting Comptroller presented the financial report as of February 28, 2013. Director Gerber noted the 80.8% increase over the budgeted amount for the Net Revenues from Operations and commended the Comptroller for the report.

C. Legal Counsel's Report

Legal Counsel recommended that discussions regarding litigation matters be reported during Executive Session. The Board had no objection.

D. Tenant Matters

No Tenant Matters reported.

E. Status on Capital Improvement Programs

Mr. Frank Santos presented the UDO analysis, reporting that the Airport received approval to advertise for Phase 2 of the Runway Rehabilitation Project. A Notice to Proceed is expected to be issued for the Noise Mitigation Project in April 2013, which will be another twenty-eight homes to be sound-proofed. Mr. Santos reported that "Grant Season" is approaching and from May – June GIAA will be working with the FAA with regard to what grants to anticipate for Fiscal Year 2013. Mr. Santos informed the Board that GIAA has been working with GEDA regarding the proposed bond refunding and he will provide a detailed report at the next regular Board meeting. Director Tolan inquired on the Air-conditioning systems and installation, if it was completed. Mr. Santos replied, stating that it is expected to be completed by May 2013.

7. NEW BUSINESS

No New Business presented.

8. EXECUTIVE SESSION

The Chairman announced that the Board will recess and convene Executive Session after the recess. Vice Chair Torres made motion to recess and convene Executive Session after the recess, seconded by Director Tolan; motion carried. The Board recessed at 4:42 p.m.

Chairman Santos called Executive Session to order at 4:59 p.m. Executive Session adjourned at 5:10 p.m., at which time the Board reconvened the regular meeting.

9. PUBLIC COMMENTS

The Chairman called upon any public member wishing to make comments. There was no response.

10. ADJOURNMENT

The Chairman announced that the next regular meeting is scheduled for Thursday, April 25, 2013. Director Untalan made a motion to adjourn the meeting, seconded by Director Tolan; motion carried. The meeting adjourned at 5:14 p.m.

Respectfully submitted,

Amanda O'Brien-Rios
Board Secretary

APPROVED:

FRANCISCO G. SANTOS
Chairman of the Board

Date

Attachment

MINUTES OF THE BOARD OF DIRECTORS SPECIAL MEETING
3:00 p.m., Friday, April 12, 2013
GIAA TERMINAL CONFERENCE ROOM #3

1. CALL TO ORDER AND ATTENDANCE

Chairman Francisco G. Santos called the A.B. Won Pat International Airport Authority, Guam (GIAA) special meeting to order at 3:15 p.m. The presence of Directors is noted as follows: Jesus Q. Torres, Vice Chairman, Rosalinda A. Tolan; Martin J. Gerber; Edward G. Untalan, and Lucy M. Alcorn. Also present were Charles H. Ada II, Executive Manager, Peter Roy Martinez, Deputy Executive Manager, Carlos P. Bordallo, Acting Comptroller, Frank R. Santos, Business and Financial Consultant, Janalynn C. Damian Esq., and Michael A. Pangelinan Esq., Legal Counsel. The Chairman welcomed the presence of Airport Tenants, stakeholders, and members of the public who are noted in a sheet made as an attachment to the minutes.

At this time Chairman Santos acknowledged the presence of Mr. Pedro (Sonny) Perez Ada III. The Chairman informed the Board that Mr. Ada's Confirmation Hearing was April 8th, 2013; he is now just awaiting approval from the Legislature before becoming an official Board Member. The Chairman stated it is honor for Mr. Ada to be a part of the Airport Board of Directors and thanked him for attending the meeting.

2. APPROVAL OF AGENDA

Director Tolan made motion to approve the agenda as presented, seconded by Vice Chair Torres; motion carried.

3. MATTERS FOR BOARD RATIFICATION/APPROVAL

A. Appropriation to Capital Improvement Fund

Mr. Frank Santos presented item A. He informed the Board that during the course of the year, GIAA has worked closely with FAA in planning future projects for the Airport. The three (3) projects listed were anticipated during the budget preparation for Fiscal Year 2013. Board's approval is requested to appropriate the sponsors share for each project to the Capital Improvement Fund. Once approved, preparation may begin on the Request For Proposals for each project. The projects are as follows:

	Sponsor	FAA
1. Sterile Arrivals Corridor (Design Only)	$139,000	$1,250,000
2. Aeronautical Survey (AGIS) Phase 2	$ 54,000	$ 486,000
3. Extend Runway 6L/24R Completion Part B	$222,845	$2,005,605
TOTAL	$415,845	$3,741,605

Mr. Santos informed the Board, that the requested amount to be appropriated is $415,845.00. Vice Chair Torres inquired on project number one (1), the Sterile Arrivals Corridor, and if this project will include eliminating the divider in the Arrivals Corridor. Mr. Santos responded stating that the divider will be eliminated, but needs to be designed first. This will be an ongoing upgrade project consisting of three (3) phases so as not to disrupt the flow of the arrivals area. Vice Chair Torres made motion to appropriate the requested amount of $415,845.00 to the Capital Improvement Fund, seconded by Director Alcorn; motion carried.

B. Approval of Award for Specialty Retail Concession Multi Concepts RFP No. GIAA010-FY12

The Executive Manager stated that the Airport solicited proposals from qualified concessionaires to develop, construct and operate a high quality specialty retail concession at the main passenger terminal featuring branded merchandise products using exciting and innovative marketing and merchandising techniques to enhance the terminal environment and to appeal to the traveling public. A total of eight (8) firms obtained RFP packages, however only four (4) firms submitted proposals before the deadline of October 17, 2012. To maintain the confidentiality requirement of the procurement law, each of the proposers were randomly assigned a letter designation. The four (4) proposals were evaluated by a committee and as a result, Management recommends that the Board approve the contract award to the highest ranked proposer, Proposer 'A'; subject to the successful negotiation of the said Agreement. If negotiations prove unsuccessful, Management may commence negotiations with the next highest ranked proposer. Before voting commenced, the Chairman stated for the record that he would like to recues himself as well as Director Tolan from discussing or voting on item B, and requested the RFP be chaired by the Vice Chairman. Since the Board had no objection, the Acting Chairman called for a motion on item B. Director Untalan made motion to approve Management's recommendation, seconded by Director Alcorn; motion carried.

At this time Acting Chairman called on the Executive Manager to announce the concessionaire that was randomly designated the letter 'A'. The Manager announced that the proposer ranked number one and approved to commence negotiations is Lotte Duty Free.

4. ADJOURNMENT

Vice Chair Torres made a motion to adjourn the meeting, seconded by Director Tolan; motion carried. The meeting adjourned at 3:32 p.m.

Respectfully submitted,

Amanda O'Brien-Rios
Board Secretary

APPROVED:

_____ _____

FRANCISCO G. SANTOS
Chairman of the Board

Date

Attachment

A.B. WON PAT INTERNATIONAL AIRPORT AUTHORITY, GUAM
BOARD OF DIRECTORS
EXECUTIVE SUMMARY

INVITATION FOR BID
CUSTODIAL SERVICES
BID NO. IFB No. GIAA-001-FY13

April 22, 2013

Purpose:

Board action is requested to approve the bid award of Custodial Services.

Background:

The bid is to provide custodial services at the Guam International Air Terminal. The contract includes all labor, materials, supplies, parts, and equipment necessary to perform the services.

Procurement Background:

The bid announcement was publicly advertised through the local newspaper on the months of January & February 2013. The bid opening took place at the Guam International Airport Authority's Board Room on March 29, 2013.

Twenty-one (21) firms/individuals purchased the bid package and seven (7) firms submitted bids before the submission deadline. The bids were received, publicly opened, and read aloud by the Supply Management Administrator, Franklin P. Taitano. The results are as follows:

Bidder/Firm's Name	Item 1 Basement Level	Item 2 Apron Level	Item 3 Concourse Level	Item 4 Other Facilities
Guam Cleaning Masters	$202,575.41	**$247,523.68**	**$427,304.78**	$51,924.14
Unlimited Service Group LLC (see note below)	$288,665.48	$385,792.27	$495,652.57	$128,584.98
Able Industries of the Pacific (see note below)	$293,320.65	$461,694.75	$479,568.87	$33,084.90
Pacific Waste/GPS	$541,841.00	$657,950.00	$593,445.00	$103,208.00
MTO Maintenance	**$156,960.00**	$272,820.00	$540,000.00	$114,300.00
JJ Global	$250,055.93	$371,610.28	$560,379.23	**$43,769.22**
Service Master Guam, Inc.	$492,875.00	$439,950.00	NO BID	NO BID

Note: Rejected bids due to Bidder's non-conformance to bid requirements.

Legal Review:

Contract will be forward to legal counsel for review prior to execution.

Financial Review:

In reviewing the bid prices submitted above, the potential amount of bid award for all the Terminal Levels totaled $875,557.68, or an increase of $15,066, compared to the current contract. Additional custodial services added includes Administration Third Floor Offices & Balcony, Air Terminal Services Offices, Properties & Facilities Break Room, Terminal Conference Room 1, 2, and 3, Ramp Control Center Office, and Terminal Center. Please note that the removal of six (6) Public Restrooms will be contract under a Federal program for Non-Profit Organizations. The costs for these services are budgeted under FY13 O&M.

Recommendation:

Pursuant to the guidelines in Item 8 of the Instruction to Bidders, the bid will be awarded, if it to be awarded, as soon as possible to the lowest responsible, responsive bidder. The contract term is for three (3) years with two (2) 1-Year options for renewal, not to exceed five (5) years, subject to GIAA's approval. Therefore, management moves that the Board approve the award of the Custodial Services Bid No. GIAA-001-FY13 as follows:

Item & Description	Award to	Total Amount
Item 1: Basement Level	MTO Maintenance	$156,960.00
Item 2: Apron Level	Guam Cleaning Masters	$247,523.68
Item 3: Concourse Level	Guam Cleaning Masters	$427,304.78
Item 4: Other Facilities	JJ Global	$43,769.22
	Total Contract Award	**$875,557.68**

The bidders/firms above are determined to have met the standards of responsibility and responsiveness outlined in Guam Procurement Regulations. Additionally, we have compiled documentation substantiating that all bidders are duly licensed.

A.B. WON PAT
INTERNATIONAL AIRPORT AUTHORITY, GUAM
ATURIDAT PUETTON BATKON AIREN GUAHAN ENTENASIONAT

P.O. Box 8770
Tamuning, GU 96931

Tel: (671) 646-0300
Fax: (671) 646-8823

www.guamairport.com

April 19, 2013

MEMORANDUM

TO: Charles H. Ada II, Executive Manager

FROM: Jose Onedera, Buyer Supervisor

SUBJECT: Bid Evaluation and Recommendation "Invitation For Bid"
Custodial Services
IFB No. GIAA-001-FY13

Procurement Background:
The above referenced Invitation For Bid was publicly announced through the local newspaper on the months of January & February 2013. The bid submission deadline and bid opening took place on March 29, 2013, at 2:00 p.m.

Twenty-One (21) firms/individuals purchased the bid package and seven (7) firms submitted bids before the bid submission deadline. The bid submittal was opened in the presence of the bidders, members of the public and several GIAA representatives. The bid offer was read aloud by the Supply Management Administrator and tabulated by a Procurement staff.

The results of the bid price submittals are as follows in the order they were received and opened:

Bidder/Firm's Name	Item 1 Basement Level	Item 2 Apron Level	Item 3 Concourse Level	Item 4 Other Facilities
GUAM CLEANING MASTERS	$202,575.41	**$247,523.68**	**$427,304.78**	$51,924.14
UNLIMITED SERVICE GROUP LLC **(see note below)**	$288,665.48	$385,792.27	$495,652.57	$128,584.98
ABLE INDUSTRIES OF THE PACIFIC **(see note below)**	$293,320.65	$461,694.75	$479,568.87	$33,084.90
PACIFIC WASTE/GPS	$541,841.00	$657,950.00	$593,445.00	$103,208.00
MTO MAINTENANCE	**$156,960.00**	$272,820.00	$540,000.00	$114,300.00
JJ GLOBAL	$250,055.93	$371,610.28	$560,379.23	**$43,769.22**
SERVICE MASTER GUAM INC.	$492,875.00	$439,950.00	NO BID	NO BID

Note: Rejected bids due to Bidder's non-conformance to bid requirements.

AMERICAN ASSOCIATION OF AIRPORT EXECUTIVES
AIRPORTS COUNCIL INTERNATIONAL
NASAO National Association of State Aviation Officials
IACA THE INTERNATIONAL AIR CARGO ASSOCIATION

Pursuant to Section 8 of the Instructions to Bidders, the contract is to be awarded to the lowest responsible, responsive bidder, provided his bid is reasonable and it is in the best interest of the GIAA to accept it. To determine the responsibility of bidders, the bid package specified the required documents that bidders must submit with their bid packages. (Attached abstract illustrates the inventory of required documents and bidders' submittal).

Guam Cleaning Masters: Guam Cleaning Masters submitted a bid for Item 1 in the amount of $202,575.41 and Item 2 in the amount of $247,523.68 and Item 3 in the amount of $427,304.78 and Item 4 in the amount of $51,924.14, respectively. All other documents are complete and in conformance with the Invitation For Bid.

Unlimited Service Group LLC: Unlimited Service Group LLC submitted a bid for Item 1 in the amount of $288,665.48 and Item 2 in the amount of $385,792.27 and Item 3 in the amount of $495,652.57 and Item 4 in the amount of $128,584.98, respectively. Unlimited Service Group LLC did not submit Equipment Inventory List, Resumes of Personnel, and Bonding Capability as required. As a result, Unlimited Service Group LLC has been determined to be non-responsive and non-responsible. Therefore, Unlimited Service Group LLC's bid is hereby rejected.

Able Industries of the Pacific: Able Industries of the Pacific submitted a bid for Item 1 in the amount of $293,320.65 and Item 2 in the amount of $461,694.75 and Item 3 in the amount of $479,568.87 and Item 4 in the amount of $33,084.90, respectively. Able Industries of the Pacific did not submit Bid Security and Bonding Capability as required. As a result, Able Industries of the Pacific has been determined to be non-responsive and non-responsible. Therefore, Able Industries of the Pacific's bid is hereby rejected.

Pacific Waste/GPS: Pacific Waste/GPS submitted a bid for Item 1 in the amount of $541,841.00 and Item 2 in the amount of $657,950.00 and Item 3 in the amount of $593,445.00 and Item 4 in the amount of $103,208.00, respectively. All other documents are complete and in conformance with the Invitation For Bid.

MTO Maintenance: MTO Maintenance submitted a bid for Item 1 in the amount of $156,960.00 and Item 2 in the amount of $272,820.00 and Item 3 in the amount of $540,000.00 and Item 4 in the amount of $114,300.00, respectively. All other documents are complete and in conformance with the Invitation For Bid.

JJ Global: JJ Global submitted a bid for Item 1 in the amount of $250,055.93 and Item 2 in the amount of $371,610.28 and Item 3 in the amount of $560,379.23 and Item 4 in the amount of $43,769.22, respectively. All other documents are complete and in conformance with the Invitation For Bid.

Service Master Guam Inc.: Service Master Guam Inc. submitted a bid for Item 1 in the amount of $492,875.00 and Item 2 in the amount of $439,950.00, and Item 3 No Bid and Item 4 No Bid, respectively. All other documents are complete and in conformance with the Invitation For Bid.

Recommendation:
Pursuant to the guidelines in Item 8 of the Instruction to Bidders' it is recommended that the award of contract be made to the lowest responsible, responsive bidder for each Item Bid, provided his bid is reasonable and in the best interest of GIAA.

MTO Maintenance, Guam Cleaning Masters, and JJ Global have been determined to meet the standards of responsibility and responsiveness outlined in the Guam Procurement Regulation. The term of the contract is for three (3) years with options for renewal, not to exceed five (5) years, subject to GIAA's approval. Therefore, it is recommended the contracts awards be made according to the areas as follows:

Item & Description	Awarded to:	Total Amount
Item 1: Basement Level	MTO Maintenance	$156,960.00
Item 2: Apron Level	Guam Cleaning Masters	$247,523.68
Item 3: Concourse Level	Guam Cleaning Masters	$427,304.78
Item 4: Other Facilities	JJ Global	$43,769.22
	Total Contract Award:	**$875,557.68**

Should you have any questions or concerns, I am available at your request.

APPROVED:

CHARLES H. ADA II
Executive Manager

Attachment

cc: Acctg/Proc/ATM/P&F

A.B. WON PAT
INTERNATIONAL AIRPORT AUTHORITY, GUAM

AFFIDAVIT DISCLOSING OWNERSHIP and COMMISSIONS

CITY OF _____)
) ss.
ISLAND OF GUAM)

A. I, the undersigned, being first duly sworn, depose and say that I am an authorized representative of the offeror and that *[please check only one]:*

[X] The offeror is an individual or sole proprietor and owns the entire (100%) interest in the offering business.

[ ] The offeror is a corporation, partnership, joint venture, or association known as *[please state name of offeror company]*, and the persons, companies, partners, or joint venturers who have held more than 10% of the shares or interest in the offering business during the 365 days immediately preceding the submission date of the proposal are as follows *[if none, please so state]:*

Name	Address	% of Interest
None	None	None

B. Further, I say that the persons who have received or are entitled to receive a commission, gratuity or other compensation for procuring or assisting in obtaining business related to the bid or proposal for which this affidavit is submitted are as follows *[([none, please so state]:*

Name	Address	Compensation
None	None	none

C. If the ownership of the offering business should change between the time this affidavit is made and the time an award is made or a contract is entered into, then I promise personally to update the disclosure required by 5 GCA §5233 by delivering another affidavit to the government.

_____
Signature of one of the following:
Offeror, if the offeror is an individual: Partner, if the offeror is a partnershhip; Officer, if the offeror is a corporation.

Subscribed and sworn to before me this day of 03-08, 2013.

_____
NOTARY PUBLIC
My commission expires July 28, 2013.

ARLENE T. TAN
NOTARY PUBLIC
In and for Guam, U.S.A.
My Commission Expires: July 28, 2013
P.O. Box 9343, Dededo, Guam 96912

A.B. WON PAT
INTERNATIONAL AIRPORT AUTHORITY GUAM

AFFIDAVIT DISCLOSING OWNERSHIP and COMMISSIONS

CITY OF Tamuning)
) ss.
ISLAND OF GUAM)

A. I, the undersigned, being first duly sworn, depose and say that I am an authorized representative of the offeror and that *[please check only one]:*

[ ] The offeror is an individual or sole proprietor and owns the entire (100%) interest in the offering business.

[✓] The offeror is a corporation, partnership, joint venture, or association known as *[please state name of offeror company]*, and the persons, companies, partners, or joint venturers who have held more than 10% of the shares or interest in the offering business during the 365 days immediately preceding the submission date of the proposal are as follows *[if none, please so state]:*

Name	Address	% of Interest
Dina McCreadie	174 Kotla Drive Agana Heights, GU 96910	99%

B. Further, I say that the persons who have received or are entitled to receive a commission, gratuity or other compensation for procuring or assisting in obtaining business related to the bid or proposal for which this affidavit is submitted are as follows *[([none, please so state]:*

Name	Address	Compensation

C. If the ownership of the offering business should change between the time this affidavit is made and the time an award is made or a contract is entered into, then I promise personally to update the disclosure required by 5 GCA §5233 by delivering another affidavit to the government.

Signature of one of the following:
Offeror, if the offeror is an individual: Partner, if the offeror is a partnershhip; Officer, if the offeror is a corporation.

Subscribed and sworn to before me this 14, February day of , 2013.

NOTARY PUBLIC
My commission expires _____, _____.

BARBARA SAN NICOLAS CRUZ
NOTARY PUBLIC
In and for Guam, U.S.A.
My Commission Expires: Sept. 28, 2016
Suite 201, 231 Ypao Road
Tamuning, Guam 96913

A.B. WON PAT
INTERNATIONAL AIRPORT AUTHORITY, GUAM

AFFIDAVIT DISCLOSING OWNERSHIP and COMMISSIONS

CITY OF _____)
) ss.
ISLAND OF GUAM)

A. I, the undersigned, being first duly sworn, depose and say that I am an authorized representative of the offeror and that *[please check only one]:*

[✓] The offeror is an individual or sole proprietor and owns the entire (100%) interest in the offering business.

[ ] The offeror is a corporation, partnership, joint venture, or association known as *[please state name of offeror company],* and the persons, companies, partners, or joint venturers who have held more than 10% of the shares or interest in the offering business during the 365 days immediately preceding the submission date of the proposal are as follows *[if none, please so state]:*

Name	Address	% of Interest
Luis E. Bustamante	P.O. Box 717881 GMF Barrigada, GU 96921	100%

B. Further, I say that the persons who have received or are entitled to receive a commission, gratuity or other compensation for procuring or assisting in obtaining business related to the bid or proposal for which this affidavit is submitted are as follows *[([none, please so state]:*

Name	Address	Compensation
N/A	N/A	N/A

C. If the ownership of the offering business should change between the time this affidavit is made and the time an award is made or a contract is entered into, then I promise personally to update the disclosure required by 5 GCA §5233 by delivering another affidavit to the government.

X Luis E. Bustamante
Signature of one of the following:
Offeror, if the offeror is an individual: Partner, if the offeror is a partnershhip; Officer, if the offeror is a corporation.

Subscribed and sworn to before me this day of 13th Feb., 2013.

Barbara C. Salas
NOTARY PUBLIC
My commission expires Dec. 20, 2014.

BARBARA C. SALAS
NOTARY PUBLIC
In and for Guam, U.S.A.
My Commission Expires: Dec. 20, 2014
P.O. Box 20162 GMF Barrigada, Guam 96921

INVITATION NUMBER: GIAA-001-FY13
PROJECT TITLE:
CUSTODIAL SERVICES

Antonio B. Won Pat
International Airport Authority, Guam
BID ABSTRACT

Opening Date: 29-Mar-13
Opening Time: 2:00 P.M.
Page 1 of 1 page
No. of Invitation Issued:
No. of Bids Received: 7

	DESCRIPTION OF SUPPLIES OR SERVICES: / DIDDER'S NAME	Special Reminder to Prospective Bidders	BID SECURITY CC - Cashiers Check LOC - Letter of Credit BB - Bid Bond	Disclosure of Major Shareholders	Non-Collusion Affidavit	Standard DOT Grant Assurance Form	Business or Contractors License	COMPETENCY OF BIDDER'S REQUIREMENTS: Project Listing (Past/Present)	Equipment Inventory List	Diligence Record, References	Resumes of Personnel	Bonding Capability	Financial Statements	ADDENDUMS A B C D	ITEM NO. 1.0 BASEMENT LEVEL	ITEM NO. 2.0 APRON LEVEL	ITEM NO. 3.0 CONCOURSE LEVEL	ITEM NO. 4.0 OTHER FACILITIES
1	Guam Cleaning Masters	✓	BB # KIC 130039 15%	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓✓✓✓	202,575.41	247,523.68	421,304.78	31,924.14
2	Unlimited Service Group LLC	✓	BB # KIC 130128 15%	✓	✓	✓	✓	✓	(X)	✓	(X)	(X)	✓	✓✓✓✓	288,665.48	385,772.27	495,652.57	128,584.98
3	Able Industries of the Pacific	✓	(X)	✓	✓	✓	✓	✓	✓	✓	✓	(X)	✓	✓✓✓✓	293,320.61	461,694.75	479,568.87	33,084.90
4	Pacific Waste / GPS	✓	BB CKI 000606 GNBB13 300,000.00	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓✓✓✓	541,841.00	657,950.00	593,445.00	103,208.00
5	M to M Maintenance	✓	BB 375,000.00	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓✓✓✓	150,960.00 13,080.00	272,820.00 22,735.00	340,000.00 45,800.00	114,300.00 9,525.00
6	JJ Global	✓	BB 031413 190,000.00	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓✓✓✓	250,855.93	371,610.28	560,379.23	43,769.22
7	Service Master Guam Inc	✓	BB AGA 19768 15%	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓✓✓✓	492,975.00	439,950.00	No Bid	No Bid
8																		
9																		
10																		

I hereby certify that all bids received in response to this invitation were opened under my personal supervision, and that the names of all bidders have been entered hereon.

SIGNATURE

TABULATED BY: _____ SIGNATURE

DATE: 3/29/13

BASIS FOR AWARD:
\ \ LOWEST RESPONSIVE BIDDER
\ \ HIGHEST RESPONSIVE BIDDER
\ \ OTHER AWARD
\ \ THE BID
\ \ COMBINED TOTAL
\ \ ITEM PER ITEM

Section __. Legislative Findings.

(a) Section 1216 of Title 12 of the Guam Code Annotated provides that Antonio B. Won Pat International Airport Authority (the "Authority") is authorized to incur indebtedness by the issuance of general revenue bonds for the purpose of refunding any general revenue bonds of the Authority then outstanding.

(b) Section 1208 of Title 12 of the Guam Code annotated provides that no general revenue bonds of the Authority shall be issued unless authorized by the Board of the Authority in a bond resolution adopted by it and approved by *I Maga'lahen Guahan* and unless *I Liheslaturan Guahan* approves the terms and conditions of the bonds.

(c) Section 50103 of Title 12 of the Guam Code Annotated provides that public corporations of the government of Guam, including the Authority, shall issue bonds and other obligations only by means of, and through the agency of the Guam Economic Development Authority ("GEDA"), and that GEDA shall not sell any bond without the approval by *I Liheslaturan Guahan* of the terms and conditions of the bonds.

(d) Based on historic low interest rates and current market conditions, the Authority expects to be able to refinance its outstanding general revenue bonds for substantial debt service savings.

(e) The Authority has incurred an energy efficiency loan with a final bullet maturity in 2017 that it expects to refinance with general revenue bonds.

(f) The Authority needs to finance security improvements and other capital projects that are expected to enhance the operational efficiency and passenger experience at the airport.

(g) In order to benefit the airport and the tourism industry that depends on the airport, *I Liheslaturan Guahan* has determined to approve the issuance of revenue bonds by the Authority to refund its general revenue bonds and an outstanding energy efficiency loan and to finance new projects at the airport, all subject to approval by *I Maga'lahen Guahan* and the Board of Directors of GEDA in accordance with law.

Section __. Approval of the Terms and Conditions of Antonio B. Won Pat International Airport Authority Refunding Bonds.

I Liheslaturan Guahan, pursuant to §1208(a) and §50103(k) of Title 12 of the Guam Code Annotated, hereby approves the terms and conditions of the issuance of general revenue bonds by the Authority for the purpose of refunding all or a portion of the Authority's outstanding general revenue bonds (the outstanding bonds being refunded are referred to herein as the "prior bonds") in accordance with the following requirements, limitations, terms and conditions:

(a) All obligation of the Authority to pay debt service on, and the redemption price of, the prior bonds shall be discharged concurrently with the issuance of the refunding bonds. Thereafter, the prior bonds shall be payable solely from and secured solely by an escrow established for such purpose in accordance with the Authority's existing bond indenture.

(b) The final maturity of the refunding bonds shall not be greater than the final maturity of the prior bonds.

(c) Such bonds shall be issued and sold in compliance with the provisions of Article 2 of Chapter 1 of Title 12 of the Guam Code Annotated, including approval of the bond resolution by the Board of Directors of the Authority and by *I Maga'lahen Guahan* as provided therein.

(d) The sale of the bonds shall be approved by the Board of Directors of GEDA as provided by Chapter 50 of Title 12 of the Guam Code Annotated.

(e) The debt service savings resulting from the issuance of the refunding bonds shall be not less than an amount equal to two percent (2%) of the principal amount of the prior bonds. Debt service savings is defined for this purpose to be the amount by which the present value of debt service on the prior bonds exceeds the present value of debt service on the refunding bonds, using the yield on the refunding bonds as the discount rate for purposes of calculating present value.

[Section __. Approval of the Terms and Conditions of the Issuance by the Authority of General Revenue Bonds to Finance Airport Projects and Refinance an Energy Efficiency Loan.

(a) *I Liheslaturan Guahan*, pursuant to pursuant to §1208(a) and §50103(k) of Title 12 of the Guam Code Annotated, hereby approves the terms and conditions of general revenue bonds by the Authority in one or more series in an aggregate principal amount not to exceed Sixty-Five Million Dollars ($65,000,000) for the purpose of financing or refinancing the projects and paying the other costs listed in subsection (c) of this section, *provided*, that such bonds have a final maturity not later than 32 years from their date of issuance, bear interest at such rate or rates and are sold for such price or prices as shall result in a net interest cost to the Authority of not to exceed six and one-half percent (6.5%) per annum, and are issued and sold pursuant to the Airport's existing bond indenture as it may be amended in compliance with the provisions of Chapter 1 of Title 12 of the Guam Code Annotated, including approval by the Authority and by *I Maga'lahen Guahan* as provided therein.

(b) The sale of the bonds shall be approved by the Board of Directors of GEDA as provided by Chapter 50 of Title 12 of the Guam Code Annotated.

(c) The proceeds of the bonds may be applied to pay for the costs of issuance of the bonds, for accrued and capitalized interest thereon, for credit enhancement therefor, to provide for reserves, for refinancing the Authority's outstanding energy efficiency loan and the costs associated with such refinancing, and the costs of capital improvement projects at the airport, in the following order of priority:

(1) [list projects here].]

Section __. Amendments to Title 12, Chapter 1 of the Guam Code Annotated.

(a) Section 1115 is hereby added to Title 12, Chapter 1 of the Guam Code Annotated, as follows:

"§ 1115. Compliance with Federal Law.

The Authority shall comply with the terms of all grants-in-aid or grants-in-kind received from the United States for use by the Authority for airport purposes and of all related federal law, including without limitation the provisions of Section 47133 of Title 49 of the United States Code."

(b) Section 1224 of Title 12, Chapter 1 of the Guam Code Annotated is hereby amended to read as follows:

"§ 1224. Other Indebtedness Authorized.

The Board may at any time, or from time to time, by resolution adopted by a majority of all the members of the Board and approved by the Governor, incur indebtedness for any lawful purpose for any period not exceeding ~~**five**~~ **ten** (~~**5**~~**10**) years evidenced by a contract with any person or by one or more promissory notes executed as provided in this Article and delivered to any person. Any such indebtedness incurred shall be subject and subordinate to any contractual obligations of the Authority to the holders of any bonds and the principal thereof and interest thereon may be repaid either from revenue or, if incurred for a purpose for which bonus may be issued, from revenue or from the proceeds of sale of bonds."

(c) Paragraph (a)(1) of Section 1203.1 of Title 12, Chapter 1 of the Guam Code Annotated is hereby amended to read as follows:

"(1) allow for an exclusive right to sell certain goods or provide certain services only after a competitive ~~**proposal procedure, according to the General Services Administration rules and regulations**~~ **process**, and for a duration of no longer than ~~**five**~~ **ten** (~~**5**~~**10**) years (Any exclusive right for a duration of longer than ~~**five**~~ **ten** (~~**5**~~**10**) years shall be given by the ABWPGIAA to any party only upon subsequent approval by I Liheslaturan Guåhan by statute.);"

(d) Paragraph (a)(4) of Section 1203.1 of Title 12, Chapter 1 of the Guam Code Annotated is hereby amended to read as follows:

"(4) in order to maximize local participation in concession businesses at the ABWPGIAA, the ABWPGIAA shall ~~abide by the~~ **employ a** competitive bid process, to the extent consistent with good business practice, and make available **or, in the event the ABWPGIAA selects a master concessionaire, require such master concessionaire to develop procedures to make available** the maximum number of opportunities for local businesses to provide concession goods and services at the ABWPGIAA."



GUAM INTERNATIONAL AIRPORT AUTHORITY

Presentation to the GIAA Board of Directors

April 22, 2013

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GIAA Series 2003 Bonds Overview and Background

The 2003 Bonds were issued to refund the 1993 GIAA Bonds which financed the construction of the new Airport

- In 2003, GIAA issued $216.25 million to current refund the then outstanding Series 1993 Bonds
  - Series A Tax-Exempt - $25,810,000
  - Series B Tax-Exempt - $34,790,000
  - Series C AMT - $151,305,000
  - Series D Taxable - $4,345,000
- $145,415,000 remain outstanding
  - $22,540,000 of the Series 2003C AMT bonds are currently callable
  - $112,845,000 of the remaining Series 2003A, 2003B and 2003C bonds are callable on 10/1/2013
    - Can be refunded as soon as 7/3/2013, 90 days prior to the call date
- The 2003 Bonds were insured by MBIA, which in 2003 allowed for over $17.6 million in debt service savings net of all scheduled insurance premium payments
- The MBIA insurance policy requires an Annual Premium and an annual Surveillance Fee
  - The Annual Premium is calculated as 0.8% of outstanding Series 2003C Bond principal and is due on October 15 of each year
    - $794,840 is owed on October 15, 2013 if the 2003 Bonds are outstanding on October 1, 2013
  - Surveillance Fee of $25,000 is paid September 1 of each year

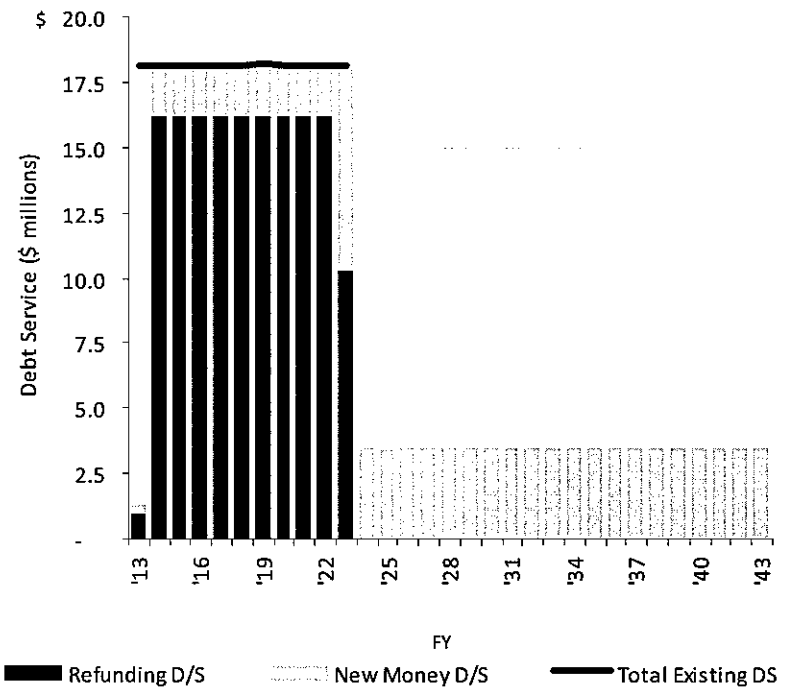
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New Money Considerations

Depending upon market conditions at the time of pricing, GIAA could issue at least $40 million of new money bonds without increasing existing debt service levels through FY 2023

- The savings generated from refunding the existing Series 2003 Bonds could create enough capacity to pay debt service on at least an additional $40 million of new money bonds without exceeding existing debt service levels
- The amount of new money capacity may fluctuate over the next few months based on the following potential factors:
  - Interest rate variation
  - Changes in credit spreads due to:
    - Favorable market conditions
    - Change in bond ratings
  - Allocation of the new money projects' tax status (ie: AMT vs. Non-AMT)

Resulting New Money Debt Service (AMT)



1) Includes MBIA premium & annual surveillance fee.
Estimated market conditions as of April 19, 2013. Assumes pricing in mid-July and closing on August 1, 2013.
New money bonds amortized over 30 years. Assumes GIAA contributes accrued bond funds from 4/1/2013 to 8/1/2013 to refunding issue.
Past performance does not indicate future results. For illustrative purposes only; Subject to Tax Counsel review and approval.

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Prior to entering into any Transaction, you should determine, without reliance upon us or our affiliates, the economic risks and merits (and independently determine that you are able to assume these risks) as well as the legal, tax and accounting characterizations and consequences of any such Transaction. In this regard, by accepting this presentation, you acknowledge that (a) we are not in the business of providing (and you are not relying on us for) legal, tax or accounting advice, (b) there may be legal, tax or accounting risks associated with any Transaction, (c) you should receive (and rely on) separate and qualified legal, tax and accounting advice and (d) you should apprise senior management in your organization as to such legal, tax and accounting advice (and any risks associated with any Transaction) and our disclaimer as to these matters. By acceptance of these materials, you and we hereby agree that from the commencement of discussions with respect to any Transaction, and notwithstanding any other provision in this presentation, we hereby confirm that no participant in any Transaction shall be limited from disclosing the U.S. tax treatment or U.S. tax structure of such Transaction.

We are required to obtain, verify and record certain information that identifies each entity that enters into a formal business relationship with us. We will ask for your complete name, street address, and taxpayer ID number. We may also request corporate formation documents, or other forms of identification, to verify information provided.

Any prices or levels contained herein are preliminary and indicative only and do not represent bids or offers. These indications are provided solely for your information and consideration, are subject to change at any time without notice and are not intended as a solicitation with respect to the purchase or sale of any instrument. The information contained in this presentation may include results of analyses from a quantitative model which represent potential future events that may or may not be realized, and is not a complete analysis of every material fact representing any product. Any estimates included herein constitute our judgment as of the date hereof and are subject to change without any notice. We and/or our affiliates may make a market in these instruments for our customers and for our own account. Accordingly, we may have a position in any such instrument at any time.

Although this material may contain publicly available information about Citi corporate bond research or economic and market analysis, Citi policy (i) prohibits employees from offering, directly or indirectly, a favorable or negative research opinion or offering to change an opinion as consideration or inducement for the receipt of business or for compensation; and (ii) prohibits analysts from being compensated for specific recommendations or views contained in research reports. So as to reduce the potential for conflicts of interest, as well as to reduce any appearance of conflicts of interest, Citi has enacted policies and procedures designed to limit communications between its investment banking and research personnel to specifically prescribed circumstances.

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In January 2007, Citi released a Climate Change Position Statement, the first US financial institution to do so. As a sustainability leader in the financial sector, Citi has taken concrete steps to address this important issue of climate change by: (a) targeting $50 billion over 10 years to address global climate change: includes significant increases in investment and financing of alternative energy, clean technology, and other carbon-emission reduction activities; (b) committing to reduce GHG emissions of all Citi owned and leased properties around the world by 10% by 2011; (c) purchasing more than 52,000 MWh of green (carbon neutral) power for our operations in 2006; (d) creating Sustainable Development Investments (SDI) that makes private equity investments in renewable energy and clean technologies; (e) providing lending and investing services to clients for renewable energy development and projects; (f) producing equity research related to climate issues that helps to inform investors on risks and opportunities associated with the issue; and (g) engaging with a broad range of stakeholders on the issue of climate change to help advance understanding and solutions.

Citi works with its clients in greenhouse gas intensive industries to evaluate emerging risks from climate change and, where appropriate, to mitigate those risks.

Three-Year Capital Plan Overview

The Airport has developed a conservative capital plan that may rely on modest new money borrowing and will maximize non-bonding sources of funds

		Funding Source		
Project	**Total Project Cost**	**Federal Grants**	**GIAA Funds**	**Bond Proceeds**
International Arrivals Corridor	$31,900,000	$13,200,000	-	$18,700,000
ARFF Facility Replacement	11,600,000	10,440,000	-	1,160,000
Cargo Apron Relocation	7,700,000	6,930,000	$770,000	-
Parking Expansion	7,400,000	-	-	7,400,000
Hold Bag Screening Relocation	6,600,000	-	-	6,600,000
FIDS Replacement	5,000,000	-	-	5,000,000
SSCP Improvements	3,100,000	-	-	3,100,000
Interisland Passenger Facility	3,000,000	-	3,000,000	-
Fuel System Improvements	1,000,000	-	1,000,000	-
Total	**$77,300,000**	**$30,570,000**	**$4,770,000**	**$41,960,000**

Preliminary and subject to change

- Capital plan is preliminary and designed to be flexible
- Airport will maximize other sources of funds
- Any debt borrowing will incorporate feasibility report and projections

A. B. Won Pat International Airport Authority, Guam
Travel Report
FY 2013 - 2nd Quarter
January 2013 - March 2013

TA Number	Name of Traveler	Dates of Travel	Purpose	Destination	Cost of Travel	TA Expense Report Due	Expense Report Received
13-01-23	Aguon, Raymond C.	01-04-13 to 01-04-13	Attended the ARFF Live Fire Re-Certification	Saipan	$823.36	January 14, 2013	January 8, 2013
13-01-24	Santos, Raymond G.	01-04-13 to 01-04-13	Attended the ARFF Live Fire Re-Certification	Saipan	$823.36	January 14, 2013	January 8, 2013
13-01-25	Garcia, Delfino M.	01-04-13 to 01-04-13	Attended the ARFF Live Fire Re-Certification	Saipan	$678.36	January 14, 2013	January 8, 2013
13-01-26	Cruz, Joseph N.	01-04-13 to 01-04-13	Attended the ARFF Live Fire Re-Certification	Saipan	$678.36	January 14, 2013	January 8, 2013
13-01-27	Merfalen, Mark A.L.	01-04-13 to 01-04-13	Attended the ARFF Live Fire Re-Certification	Saipan	$678.36	January 14, 2013	January 8, 2013
13-01-28	Atoigue, Kenny S.	01-04-13 to 01-04-13	Attended the ARFF Live Fire Re-Certification	Saipan	$678.36	January 14, 2013	January 8, 2013
13-01-29	Roberto, Michael P.	01-04-13 to 01-04-13	Attended the ARFF Live Fire Re-Certification	Saipan	$678.36	January 14, 2013	January 8, 2013
13-01-30-A	Santos, Francisco G.	01-09-13 to 01-11-12	Attended the 2013 Risk Management Conference	Las Vegas, Nevada	$4,413.13	January 25, 2013	January 23, 2013
13-01-31	Tolan, Rosalinda A.	01-09-13 to 01-11-12	Attended the 2013 Risk Management Conference	Las Vegas, Nevada	$4,845.46	January 26, 2013	January 23, 2013
13-01-32	II Ada, Charles H.	01-28-13 to 02-01-2013	Attended the Pacific Leaders Program Training, Sponsored by Homeland Security	Hilo, Hawaii	$1,706.25	February 11, 2013	February 7, 2013
13-02-33	Bustos, Cheryl A.	02-23-13 to 02-26-13	Attended the 2013 ARN Revenue Conference and Exhibition	Las Vegas, Nevada	$3,526.26	March 12, 2013	March 8, 2013
13-02-34	Duenas, Elizabeth A.M.	02-23-13 to 02-26-13	Attended the 2013 ARN Revenue Conference and Exhibition	Las Vegas, Nevada	$3,526.26	March 10, 2013	March 8, 2013
13-02-35	Quintanilla, Raymond	02-11-13 to 02-14-13	Attended the Regional Airport Operations Practicum	Kolonia, Pohnpei	$1,963.36	February 28, 2013	February 22, 2013
13-02-36	Javier, Gerald O.	02-11-13 to 02-14-13	Attended the Regional Airport Operations Practicum	Kolonia, Pohnpei	$1,963.36	February 28, 2013	February 22, 2013

13-02-37	Il Ada, Charles H.	02-08-13 to 02-08-13	Attended a meeting with the New FAA Administrator, Mr. Suomi	Los Angeles, California	$955.62	February 20, 2013	February 19, 2013
13-03-38	Bordallo, Carlos E.P.	03-06-13 to 03-08-13	Attended the Economic and Finance Conference	Singapore	$4,816.46	March 19, 2013	March 14, 2013
13-02-42	Arriola, Jean M.	02-23-13 to 02-26-13	Attended the 2013 ARN Revenue Conference and Exhibition	Las Vegas, Nevada	$4,730.16	March 16, 2013	March 8, 2013
13-03-44	Atoigue, Albert S.	03-15-13 to 03-15-13	Attended the ARFF Live Fire Re-Certification	Saipan	$801.23	March 25, 2013	March 22, 2013
13-03-45	Stone, Daniel C.	03-15-13 to 03-15-13	Attended the ARFF Live Fire Re-Certification	Saipan	$789.36	March 25, 2013	March 22, 2013
13-03-46	Lujan, William E.	03-15-13 to 03-15-13	Attended the ARFF Live Fire Re-Certification	Saipan	$673.36	March 25, 2013	March 22, 2013
13-03-47	Taimanglo, Rudy Q.	03-15-13 to 03-15-13	Attended the ARFF Live Fire Re-Certification	Saipan	$673.36	March 25, 2013	March 22, 2013
13-03-48	Sablan, Randy M.	03-15-13 to 03-15-13	Attended the ARFF Live Fire Re-Certification	Saipan	$673.36	March 25, 2013	March 22, 2013
13-03-49	Mantanona, Daniel A.	03-15-13 to 03-15-13	Attended the ARFF Live Fire Re-Certification	Saipan	$673.36	March 25, 2013	March 22, 2013

BOARD APPROVAL OF DISBURSEMENTS
March 27, 2013 - April 22, 2013
Ratified by the Board of Directors on
April 25, 2013 Regular Meeting

Payee	Amount	Purpose	Date Approved
Government of Guam Retirement Fund	$146,859.65	Payroll Employee & Employers Contribution for PPE 03/23/13	3/27/2013
Morrico Equipment	$89,870.00	Purchase Interior Boom Lift	3/27/2013
Propacific Builder Corporation	$108,813.54	CIP - AIP65 Replace/Upgrade Apron Area Ramp Light System	3/28/2013
J.J. Global Services	$85,284.08	Janitorial Services for the month of March 2013	4/5/2013
GMP International, LLC	$150,099.85	CIP - AIP73 Design Rehab Runway 6L-24R & AIP74 ILS6L24R	4/8/2013
Government of Guam Retirement Fund	$147,013.67	Payroll Employee & Employers Contribution for PPE 04/06/13	4/10/2013
Government of Guam Retirement Fund	$130,659.11	FY2013 Retirees' Medical, Dental and Life Ins.	4/12/2013
Aircraft Service International Group	$87,171.24	Outbound Baggage System for Mar 2013	4/19/2013
Johnson Controls	$93,536.00	Preventive Maintenance Services	4/19/2013
Guam Power Authority	$568,597.18	Power	4/22/2013
TOTAL:	**$1,607,904.32**		

A.B. WON PAT
INTERNATIONAL AIRPORT AUTHORITY, GUAM

Executive Manager's Report
GIAA Board of Directors Meeting
April 25, 2013

AIRLINE ISSUES

CHINA AIRLINES CHARTER FLIGHTS

China Airlines announced eight (8) new charter flights for the month of May. Four (4) inbound flights will be services by A330-300 aircraft all arriving and ferrying out on Friday May 3rd.
4 flights arrive May 3, Friday (all carry in and ferry out) from: Fukuoka, Narita, Kansai and Taipei
4 flights depart May 6, Monday (all ferry in and carry out) to: Fukuoka, Narita, Kansai and Takamatsu

TERMINAL IMPROVEMENTS FOR AIRLINES

Terminal improvements continue in the West Ticket Lobby with the construction of new ticket counters nearing completion. The ticket counter bulkhead is 98% complete with the actual counters targeted for completion in 2 weeks time, allowing for eventual occupancy.

FEDERAL ISSUES

FEDERAL AVIATION ADMINISTRATION (FAA) PROGRAM UPDATES

Ron Simpson, the FAA Airport District Office (ADO) Manager out of Honolulu ADO was here to meet with Airport Management and Division Heads on April 15 and 16, 2013 to discuss AIP project updates and general compliance.

FAA CERTIFICATION INSPECTION

FAA's annual certification inspection of Guam Airport facilities will be held on Monday, April 29, 2013. Training, annual re-certifications, self-inspections, documentation and record keeping will be reviewed, along with the airfield, runways, aprons and safety areas. Last year's inspections yielded minimal discrepancies, and we've worked hard to address. The goal this year is to pass inspections with fewer discrepancies than last year.

FAA ADVISORY

GIAA has been advised, "as a result of employee furloughs due to sequestration, the FAA is implementing traffic management initiatives at airports and facilities around the country. Travelers can expect to see a wide range of delays that will change throughout the day depending on staffing and weather related issues. The FAA will continue to work with the airlines throughout the day to try and minimize delays for travelers. Travelers are encouraged to check their flight status and also to visit fly.faa.gov for the latest airport delay information. As of April 23, 2013, there were more than 1,200 delays in the system attributable to staffing reductions resulting from the furlough. There were more than 1,400 additional delays as a result of weather and other factors. GIAA Management does not foresee any impacts locally in the near future.

TRANSPORTATION SECURITY ADMINISTRATION (TSA)

TSA Federal Security Director (FSD) Brian Cahill has notified GIAA that the implementation of the changes to the TSA's Prohibited Items List has been delayed. The changes were supposed to become effective today, April 25, 2013 but were delayed to accommodate further input from the Aviation Security Advisory Committee (ASAC), which includes representatives from the aviation community, passenger advocates, law enforcement experts, and other stakeholders. FSD Cahill further expressed his commitment to sharing the updated information with GIAA as soon as reasonably possible.

A.B. WON PAT
INTERNATIONAL AIRPORT AUTHORITY, GUAM

Executive Manager's Report
GIAA Board of Directors Meeting
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FINANCIAL ISSUES

MOODY'S RATING UPDATE

Yesterday, April 24, 2013 we received good news on the financial front. In a rating update from Moody's Investors Service, GIAA's 2003 Revenue Bonds **Baa2 Rating** was reaffirmed with a **STABLE** outlook. The summary rationale bases the Baa2 rating indicates GIAA's strengths as its monopoly position as essential transportation ling for the island economy and also the potential for greater growth in enplanements with possible increased military presence in Guam and more tourism opportunities from mainland China and Russia. The stable outlook also acknowledged that conditions that could change the rating upward would be sustained enplanement growth leading to wider financial margins.

ANNUAL BUDGET

GIAA has commenced the annual budget review and preparations for fiscal year 2014. As stipulated in the signatory airline agreement, GIAA is required to submit a preliminary budget to the carriers by July 1st of every year.

LEGISLATIVE ISSUES

Confirmation Hearing – On Monday, April 8, 2013 the 32nd Guam Legislature confirmed Pedro "Sonny" Ada appointment to serve on the GIAA Board of Directors as appointed by Governor Calvo. A swearing-in ceremony was held at 11:30 this morning at the Adelup Chambers of the Governor of Guam, where Mr. Ada was sworn in as a Director of the Board for the A.B. Won Pat International Airport Authority, Guam by Governor Eddie Calvo. **Welcome on board Director Ada!**

Bill 16-32 (Rezone Parcel 4 NAS from agricultural to light industrial)
Public Hearing was conducted on April 12, 2013. Bill has been moved to 3rd reading as of 4/22/2013.

Bill 29-32 (Equalization Act on leasing government property)
Public Hearing was conducted on March 12, 2013.

Bill 31-32 (Retention of Procurement-related electronic mail correspondence)
Public Hearing was conducted on March 6, 2013.

Bill 52-32 (Transfer of autonomous agency revenues to autonomous agency collection fund)
Public Hearing was conducted on April 12, 2013.

Bill 55-32 (Ownership title transfer Lot No 1New-1, Block No. 2 Tract 1427 from GIAA to CLTC)
Public Hearing not scheduled.

Bill 60-32 ("Made in Guam" Incubator program at GIAA)
Public Hearing was conducted on April 1, 2013; GIAA SUPPORTS the bill and sent letter stating such to Sen. Muña-Barnes on March 29, 2013.

Bill 65-32 (Educational programs for new Members of Boards and Commissions)
Discussed in session on April 22, 2013 as amended by the Committee on General Government & Cultural Affairs.

Bill 69-32 (5-yr. lease duration inclusive of extensions and renewal options)
Public Hearing was conducted on April 2, 2013; GIAA does NOT SUPPORT the bill and sent a letter stating such to Sen. Cruz on April 9, 2013.

A.B. WON PAT
INTERNATIONAL AIRPORT AUTHORITY, GUAM

Executive Manager's Report
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PROCUREMENT ISSUES

RFP No. GIAA 010-FY12 – SPECIALTY RETAIL CONCESSION

GIAA officially received a protest from DFS on Tuesday, April 23, 2013 in response to the awarding of the specialty retail concession contract to Lotte at the last special board meeting held on Friday, April 12, 2013. GIAA is precluded from proceeding further with the solicitation or with the award of the contract prior to the final resolution of the protest.

ANNOUNCEMENTS

- GIAA supported the Guam Homeland Security (GHS) Office of Civil Defense' (OCD) activation of the Emergency Operations Center (EOC) and the Joint Information Center (JIC) as a result of the North Korean missile launch threat and the declaration of emergency made by Governor Eddie B. Calvo. Personnel from Airport Police, Operations and Marketing supported the EOC and JIC operations.
- The A.B. Won Pat International Airport Authority, Guam (GIAA) sent a 4-member delegation to the 8th Airports Council International (ACI) Asia-Pacific Regional Assembly, Conference and Exhibition held in Phuket, Thailand from April 22 through 25, 2013. GIAA Deputy Executive Manager Pedro Roy Martinez leads the delegation with Board Director Martin Gerber, which is staffed, by GIAA Marketing Administrator Rolenda Faasuamalie and Marketing Program Coordinator Marcia Taitano. GIAA is there also as an exhibitor to market and push attendance for Guam's hosting of the ACI Asia-Pacific 2013 Small and Emerging Markets Seminar, later this year from October 8 - 11, 2013. DEM Martinez is attending the Regional Conference in his new capacity as the First Vice Chair of the Small and Emerging Airports Committee, and delivered a presentation "Airport's Role in Advancing Tourism and Economic Development", sharing the Guam airport experience on the first day of the conference, Tuesday, April 23, 2013. Mr. Martinez will also be installed as a Regional Board Member of ACI Asia Pacific at this forum!
- Following the ACI Asia Pacific Conference, DEM Martinez and Director Gerber will travel further on to attend the Pacific Asia Travel Association (PATA) Annual Summit from April 25 - 28, 2013 in Bangkok, Thailand. DEM Martinez will represent Executive Manager, Charles H. Ada II who was nominated and accepted the nomination to the PATA Board. The nomination will be placed before the voting membership of PATA for ratification this summit. Mr. Ada's appointment will be for a two-year term, effective April 28, 2013 at the PATA Annual General Meeting, and will end at the meeting prior to the Annual Conference in April 2015.

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April 24, 2013

MEMORANDUM

To: Mr. Francisco G. Santos
Chairman
GIAA Board of Directors

From: Carlos Bordallo
Acting Comptroller

Subject: **Operating Results - Revenues and Expenses as of March 31, 2013**

Attached herewith is GIAA's Operating Results Report for the month ending March 31, 2013. This report summarizes the Budgeted versus Actual Revenues and Expenses for the month and year-to-date results ended March 31, 2013.

The key operating results for 6 month(s) of FY 2013 ending March 31, 2013 - (in $000's) are:

CATEGORY	YEAR-TO-DATE				FORECAST FOR FULL YEAR-FY13	
	Budget FY 13 Y-T-D	Actual FY 13 Y-T-D	% Variance Budget vs. Actual		Actual Y-T-D + Remaining FY 13 Budget	% Variance Budget vs. Estimate for Full Year
			Y-T-D Current Month	Y-T-D Last Month		
Total Signatory Revenues	$13,825.0	$15,117.7	9.4%	8.6%	$28,615.0	4.7%
Total Concession Revenues	$5,554.7	$5,460.9	-1.7%	-1.3%	$10,764.3	-0.9%
Total PFC's	$3,044.6	$3,404.1	11.8%	10.9%	$6,334.9	6.0%
Total Other Revenues	$7,806.8	$7,895.0	1.1%	.2%	$15,221.3	.6%
Total Operating Revenues	$30,231.0	$31,877.7	5.4%	4.8%	$60,935.5	2.8%
Total Operating Expenses	$21,590.6	$17,127.5	-20.7%	-22.5%	$35,979.3	-11.0%
Net Revenues from Operations	$8,640.4	$14,750.2	70.7%	80.8%	$24,956.2	32.4%
Non-Operating Expenses	$500.0	$195.4	-60.9%	-21.8%	$195.4	-60.9%
Other Available Moneys/other sources of funds	$2,403.3	$2,164.2	-9.9%	-10.0%	$4,544.2	-5.0%
Net Debt Service Coverage	**1.28**	**1.99**	**56.0%**	**59.2%**	**1.75**	**25.6%**

Year-to-date Total Signatory Revenues for the month ending March 31, 2013 are above Budgeted revenues by **9.4%.** Signatory revenue estimates are based on projections submitted by Signatory airlines and adopted in the annual budget.

Year-to-date Total Concession Revenues are below budget estimate by **-1.7%** and Passenger Facility Charges are above budget estimates by **11.8%.**

Year-to date Total Other Revenues, inclusive of non-signatory and non-airline revenues, are above the budget estimate by **1.1%.**

Year-to-date Total Operating Revenues Actual of **$31.9M** is **5.4%** above the budget estimate of **$30.2M.**

Year-to-date Total Operating Expenses are below budget by **-20.7%** from budget. Components of this line item include a **-10.0%** decrease in Personnel Service, a **-25.2%** decrease in Contractual Services, a **-47.5%** decrease in Materials & Supplies and a **-100%** decrease in Equipment/Furnishings from budgeted amounts for these respective categories.

The actual year-to-date Net Revenues from Operations of **$14.8M** reflects an increase of **70.7%** over the year-to-date budgeted amount of **$8.6M.**

Finally, our year-to-date results for Debt Service Coverage is at **1.75** versus the requirement of **1.25.**

Should you have any questions, please contact me at your convenience.

Attachments

cc: Board of Directors
Executive Manager
Deputy Executive Manager
Frank R. Santos, Expansion
Division Heads

GIAA Program Status and UDO Analysis on Open AIP Grants

FY	Loc ID	Description	Grant #	Grant Amount	Balance as of 3/28/13	UDO	Balance as of 4/25/13	UDO	Comments
2007	GUM	Noise mitigation measures for residences within 65 DNL	3-66-0001-056	$3,500,000	$0	0%	$0	0%	FOR CLOSE OUT (FCO)
2007	GUM	Extend Runway 6L/24R - Phase 3	3-66-0001-057	$4,536,213	$0	0%	$0	0%	FCO
2007	GUM	Improve Airport Utilities Inftrastructure - Phase 5 (MAP)	3-66-0001-058	$6,800,000	$0	0%	$0	0%	FCO
		Amendment No. 1 to AIP 58	*3-66-0001-058*	*$755,815*	*$351,833*	*47%*	*$351,833*	*47%*	
			Sub Total:	**$14,836,213**	**$0**	**0%**	**$0**	**0%**	
2008	GUM	Noise Mitigation Measures for Residences w/n 65-69 DNL - Phase 4	3-66-0001-59	$2,000,000	$0	0%	$0	0%	FCO
2008	GUM	Complete Construction of Parallel Taxiway - Phase 1	3-66-0001-60	$5,797,441	$0	0%	$0	0%	FCO
		Amendment No. 1 to AIP 60	*3-66-0001-60*	*$869,616*	$0	0%	$0	0%	FCO
2008	GUM	Extend Runway 6L/24R - Phase 4	3-66-0001-61	$14,000,000	$0	0%	$0	0%	FCO
		Amendment No. 1 to AIP 61	*3-66-0001-61*	*$2,100,000*	$0	0%	$0	0%	FCO
2008	GUM	Miscellaneous Airport Improvements - Phase 2	3-66-0001-62	$2,000,000	$0	0%	$0	0%	FCO
		Amendment No.1 to AIP 62	*3-66-0001-62*	*$300,000*	$0	0%	$0	0%	FCO
2008	GUM	Improve Terminal Building (Seismic Zone 4 Upgrade) - Phase 2	3-66-0001-64	$1,148,913	$0	0%	$0	0%	FCO
			Sub Total:	**$28,215,970**	**$0**	**0%**	**$0**	**0%**	
2009	GUM	Improve Airport Utility Infrastructure (Electrical System) - Phase 1	3-66-0001-65	$7,000,000	$5,814,645	83%	$5,579,552	80%	
2009	GUM	Conduct Airport Master Plan Study Update	3-66-0001-66	$700,000	$90,335	13%	$90,335	13%	
2009	GUM	Extend Runway 6L/24R - Phase 5	3-66-0001-67	$744,647	$0	0%	$0	0%	FCO
2009	GUM	Rehabilitate Runway 6L/24R	3-66-0001-68	$4,807,180	$0	0%	$0	0%	FCO
2009	GUM	Noise Mitigation Measures for Residences w/n 65-69 DNL - Phase 5	3-66-0001-69	$2,000,000	$1,120,709	56%	$1,120,709	56%	
2009	GUM	Extend Runway 6L/24R - Phase 7	3-66-0001-70	$3,294,390	$0	0%	$0	0%	FCO
		Amendment No. 1 to AIP 70	*3-66-0001-70*	$494,158	$0	0%	$0	0%	FCO
2009	GUM	Complete Construction of Parallel Taxiway - Phase 2	3-66-0001-71	$3,005,610	$0	0%	$0	0%	FCO
		Amendment No. 1 to AIP 71	*3-66-0001-71*	*$450,842*	$0	0%	$0	0%	FCO
			Sub Total:	**$22,496,827**	**$7,025,689**	**31%**	**$6,790,596**	**30%**	

GIAA Program Status and UDO Analysis on Open AIP Grants

FY	Loc ID	Description	Grant #	Grant Amount	Balance as of 3/28/13	UDO	Balance as of 4/25/13	UDO	Comments
2010	GUM	Extend Runway 6L/24R - Phase 8	3-66-0001-72	$4,000,000	$0	0%	$0	0%	FCO
		Amendment No. 1 to AIP 72	*3-66-0001-72*	*$600,000*	$0	0%	$0	0%	FCO
2010	GUM	Rehabilitate Runway 6L/24R - Phase 1 (Design only)	3-66-0001-73	$1,500,000	$167,061	11%	$139,658	9%	
2010	GUM	Install Instrument Landing System (ILS) Runway 6L - Phase 1	3-66-0001-74	$2,172,362	$235,902	11%	$0	0%	
2010	GUM	Noise Mitigation Measures for Residences w/n 65-69 DNL - Phase 6	3-66-0001-75	$2,000,000	$1,933,131	97%	$1,933,131	97%	
2010	GUM	Improve Airport Utility Infrastructure (Sewer & Storm Water Drainage) - Phase 1 (Design only)	3-66-0001-76	$1,550,000	$1,545,031	100%	$1,545,031	100%	
2010	GUM	Collect Airport Data for the Airports Geographic Information System (AGIS)	3-66-0001-77	$675,000	$200,305	30%	$200,305	30%	
2010	GUM	Install Instrument Landing System (ILS) Runway 6L - Phase 2	3-66-0001-78	$4,827,638	$2,244,745	46%	$1,688,869	35%	
2010	GUM	Conduct Environmental Assessment for Sewer and Storm water Drainage	3-66-0001-79	$700,000	$513,550	73%	$513,550	73%	
			Sub Total:	**$18,025,000**	**$6,839,725**	**38%**	**$6,020,544**	**33%**	
2011	GUM	Extend Runway 6L/24R - Phase 9	3-66-0001-80	$1,975,678	$0	0%	$0	0%	FCO
2011	GUM	Miscellaneous Airport Improvements - Phase 3	3-66-0001-81	$2,304,801	$2,232,118	97%	$2,232,118	97%	
2011	GUM	Miscellaneous Airport Improvements - Phase 4	3-66-0001-82	$1,400,000	$1,332,099	95%	$1,332,099	95%	
			Sub Total:	**$5,680,479**	**$3,564,217**	**63%**	**$3,564,217**	**63%**	
2012	GUM	Extend Runway 6L/24R - Phase 10	3-66-0001-83	$2,000,000	$0	0%	$0	0%	FCO
2012	GUM	Rehabilitate Runway 6L/24R - Phase 2	3-66-0001-84	$5,441,024	$5,441,024	0%	$5,441,024	0%	
			Sub Total:	**$7,441,024**	**$5,441,024**	**73%**	**$5,441,024**	**73%**	
			GRAND TOTAL:	**$96,695,513**	**$22,870,655**	**24%**	**$21,816,381**	**23%**	

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RECOMMENDATION OF COUNSEL

TO: Board of Directors
ANTONIO B. WON PAT INTERNATIONAL AIRPORT AUTHORITY, GUAM

CC: Mr. Charles H. Ada II
Executive Manager
ANTONIO B. WON PAT INTERNATIONAL AIRPORT AUTHORITY, GUAM

FROM: Janalynn Cruz Damian
CALVO FISHER & JACOB LLP

DATE: April 18, 2013

SUBJECT: **Executive Session**

Pursuant to 5 G.C.A. § 8111(c)(1), I hereby recommend that the Board of Directors of GIAA conduct an Executive Session at the next regularly scheduled Board meeting to discuss pending or threatened litigation to which GIAA is or may be a party.

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MINUTES OF THE BOARD OF DIRECTORS REGULAR MEETING
3:00 p.m., Thursday, May 30, 2013
GIAA TERMINAL CONFERENCE ROOM #3

1. CALL TO ORDER AND ATTENDANCE

Chairman Francisco G. Santos called the A.B. Won Pat International Airport Authority, Guam (GIAA) regular meeting to order at 3:10 p.m. The presence of Directors is noted as follows: Jesus Q. Torres, Vice Chairman, Rosalinda A. Tolan; Martin J. Gerber; Edward G. Untalan; and Pedro P. Ada III. Also present were Charles H. Ada II, Executive Manager, Peter Roy Martinez, Deputy Executive Manager, Carlos P. Bordallo, Acting Comptroller, Frank R. Santos, Business and Financial Consultant, and Michael A. Pangelinan Esq., Legal Counsel. The Chairman welcomed the presence of Airport Tenants, stakeholders, and members of the public who are noted in a sheet made as an attachment to the minutes.

2. APPROVAL OF AGENDA

Vice Chair Torres made motion to approve the agenda as presented, seconded by Director Tolan; motion carried.

3. APPROVAL OF MINUTES

A. April 25, 2013 Board Regular Meeting

Director Ada made motion to approve the minutes, subject to correction, seconded by Vice Chair Torres; motion carried.

Before moving on with Correspondence the Executive Manager introduced to the Board representatives from Supreme, Darril Dela Paz, General Manager and Karlo Terz, Director of Operations.

4. CORRESPONDENCE

The Executive Manager informed the Board that a letter was received from the Oversight Chairman, Senator San Nicolas relative to Public Law 32-031, which mandates that Boards and Commissions have an educational curriculum established for Board members within 90 days of the Public Law. The Manager stated that GIAA is in the

process of developing such a curriculum which will be completed within the compliance time line set forth.

5. MATTERS FOR BOARD RATIFICATION/APPROVAL

A. Ratification of Disbursements

Director Ada made a motion to ratify payments above the $50,000.00 threshold made to vendors for the period of April 24, 2013 – May 24, 2013, seconded by Director Gerber; motion carried.

6. OLD BUSINESS

A. Executive Manager's Report

The Executive Manager presented brief reports on various issues and announcements relating to Airline issues, to include Starflyer, a Kitakyushu Airport based air operator, operating thirteen (13) charter flights between Kitakyushu and Guam in August, 2013; first of which is scheduled for August 1, 2013 and will continue through August 26, 2013.

May 20, 2013 Management met with the Signatory Airline partners to discuss items such as, FY2013 budget, new operator of the fuel system, Tiyan Parkway and Central Avenue closure, various legislative issues, and the bond refunding and capital improvement projects.

Regarding Regulatory issues, U.S. Customs and Border Protection (USCBP) announced the implantation of the paperless I-94. USCBP has developed an electronic version of the Arrival/Departure Record and will be in effect on Guam and the Commonwealth of the Northern Mariana Islands on May 14, 2013. Some traveler's will still need to complete a paper CBP Form I-94, including those applying for admission under the Guam-CNMI Visa Waiver Program or those entering the United States under a paroled status without a valid U.S. visa. Congresswoman, Madeleine Bordallo announced that in the Fiscal 2014 Homeland Security Appropriations Bill, language on expanding the Guam-CNMI Visa Waiver Program was inserted instructing the Department of Homeland Security (DHS) to finalize deliberations on the expansion of the program on Guam.
Not currently on Guam, the TSA pre-screening program, TSA Precheck is in place for eligible United Airlines passengers. Customers who are eligible will begin to see the TSA Precheck indicator on mobile boarding passes or those they have printed at home or a kiosk at some airports. This will allow customers to route themselves effectively to available TSA Precheck lanes. The program is available at all eight (8) United's domestic hubs and a total of twenty-nine (29) airports.

The Executive Manager reported that the Fiscal Year 2014 Budget preparation is in progress; with Division heads working within timelines to meet budget deadlines and goals.

In regard to the Specialty Retail Concession, the Manager reported that after the GIAA Board of Directors approved Management's recommendation to award the contract to Lotte Duty Free Guam, LLC; the successful negotiation of the contract concluded, and on May 18, 2013 the contract was awarded as authorized by the Board. The new Agreement increases the Airport's specialty retail concession guaranteed rental revenues from $4.5 million under the prior contract, to $15.4 million in minimum annual guaranteed rent to be paid by Lotte. The Airport was also able to negotiate additional revenue of 1% of all non-Airport sales made by Lotte on Guam. Under the new Agreement, no less than $23 million will be invested by Lotte in capital improvements towards enhancing the Airport's duty free shopping experience with a unique concept which includes substantial renovations to the Airport food court and restroom facilities at no additional cost to the Airport. A Press Conference for all media was held today, showcasing Lotte Duty Free Guam's winning concept "Gateway Guam".

Reporting on Personnel issues, the Executive Manager announced that through Public Law 29-94, authorization was granted to the Authority to establish pay scales for CTP positions. GIAA employed an independent study in 2008 to develop the pay scale for CTP positions. On November 23, 2010 the GIAA Board of Directors approved the migration to the 5th Market percentile, effective October 1st of that year. This is the first of a planned number of adjustments eventually achieving the 50th Market percentile or market average within the United States. Pursuant to GIAA CTP Rules and Regulations, internal equity should be reviewed annually and external competiveness at least every three (3) years. A review conducted in 2011, assessing a series of benchmark positions with data being obtained from market research against the U.S. Airport Industry and the U.S. Bureau of Labor Statistics (BLS). Research indicated an average market movement of 8.7% for the U.S. Airport Industry over the period of 2008 – 2012. The total estimated cost to migrate to the 15th Market Percentile is $602,640.00 with the total estimated cost to migrate to the 20th Market Percentile being $830,000.00.

The Executive Manager informed the Board that Bill 69-32 was passed in the legislative session May 28, 2013; requiring legislative approval for lease agreements that span more than five years. Bill 125-32 was introduced in the legislative session May 23, 2013, appropriating $500,000.00 to Department of Public Works to fund the acquisition property for the Tiyan Parkway Project.

The Manager reported that during the annual Airport Certification Inspection by the Federal Aviation Administration (FAA) on May 3, 2013, GIAA received excellent inspection results. Airport Certification Inspector, Juan S. Reyes of the FAA Airport

District office out of Honolulu commented on the great conditions at GIAA, and had only one recommendation to update the Airport's Wildlife Management Program.

Before ending the report, the Executive Manager introduced representatives from Citigroup, and the new General Manager of DFS Guam, June Guzman. Director Untalan at this time reminded the Board of the Bond Refinancing and commended the Executive Manager and staff for successful negotiations of the Specialty Retail Concession contract. He stated that with the new contract there will be a significant increase in annual revenue that the Airport will receive with the Concession itself, and that it's a very appropriate time as GIAA are going before rating agencies to show the improvements that are being made to the Airport.
At this time Director Ada thanked the Executive Manager for the recent tour of the facility. Director Ada stated that he had a number of requests for Management, including a report on the efforts being made to remove old debris on Airport property, and, what effort is being made to reduce the cost of power. The Executive Manager responded, informing Director Ada and the Board that GIAA has undertaken an eleven (11) million dollar energy performance project a little over a year ago which is expected to be completed this summer, and a two (2) million dollar energy savings per year is to be expected, which is quite significant. Chairman Santos stated that he has noticed a significant decrease in power cost in the past year.

Vice Chair Torres inquired on the $830,000 to get to the 20th Market Percentile, and asked if GIAA has that amount available. Director Untalan replied that the item was going to be brought to the Board for consideration next Board meeting. Director Untalan informed the Board that $830,000 is the maximum amount on an annual basis; the team has done an excellent job in controlling costs and revenues have increased. Chairman Santos inquired on when the Bond negotiations are going to start. The Executive Manager responded, informing the Board that a GIAA team is scheduled to be in San Francisco June 18 to 19 to engage Standard & Poor's. Chairman Santos made a recommendation for Director Untalan to join the team traveling to San Francisco. Chairman Santos called for any other comments. Mr. Frank Santos replied with a response regarding the 20th Percentile, stating that since a feasibility analysis is being done for the Bond, if the Board can authorize Management to utilize the higher amount for the compensation as part of our going forth planning in terms of what the debt service ratios would be and use the higher number, that way it could go down, but at least we planned for it; stating it's just a planning document. Director Tolan asked how high. Vice Chair Torres replied, to the 20th Percentile. Vice Chair Torres made motion to authorize Management to move to the 20th Market Percentile, seconded by Director Tolan; motion carried.

B. Financial Report

For the Board's information, Carlos P. Bordallo, Acting Comptroller presented the financial report as of April 30, 2013. In finishing his report, Mr. Bordallo replied to Vice Chair Torres's question asked earlier relative to the 20th percentile, stating yes that GIAA would be able to absorb the 20th Percentile, at $830,000.

C. Legal Counsel's Report

Legal Counsel indicated that a report regarding pending and threatened litigation matters would be provided during Executive Session. The Board had no objection.

D. Status of Capital Improvement Programs

Mr. Frank Santos presented the UDO analysis and informed the Board that this is a continuation of the existing projects that we have and a summary showing ninety-seven (97) million dollars in federal funding, which GIAA has already spent seventy-six (76) million. Reporting on those projects that are pending or are in progress, Mr. Santos informed the Board that the Instrument Landing System (ILS) for Runway Left is essentially complete, but due to scheduling problems, FAA will not be able to bring their aircraft for a 'flight check' until August 2013, with the publication in December 2013. At which time that runway is available for arrivals, which also means that Central Avenue may have to close on those days. Mr. Santos reported on various other projects in progress and went on to say that next month is 'grant season' month, GIAA is expecting to receive seven hundred (700) million dollars from the FAA for work that will be announced at a later time once the Board of Directors approves the grants.

7. NEW BUSINESS

No New Business presented.

8. EXECUTIVE SESSION

The Chairman announced that upon the recommendation of legal counsel the Board will recess and convene Executive Session after the recess. Vice Chair Torres made motion to recess and convene Executive Session after the recess, seconded by Director Tolan; motion carried. The Board recessed at 3:42 p.m.

Chairman Santos called Executive Session to order at 3:52 p.m. *(At this time Chairman Santos and Director Tolan exit the conference room).* Executive Session adjourned at 5:06 p.m., at which time the Board reconvened the regular meeting.

Director Untalan suggested before moving to Public Comments that he would like to make a motion relating to legal fees on the Specialty Retail Concession matter. As a result of the potential litigation and ongoing protest which require Legal Counsel to

devote an extraordinary amount of resources and personnel of its law firm and which is not economically feasible for legal counsel under its current contract rates and monthly fee cap, Director Untalan moved to adjust the hourly rates of Legal Counsel specifically for the matters relating to the Specialty Retail Concession to $325.00 per hour for San Francisco-based litigation partners, $225.00 per hour for all other attorneys, and $75.00 per hour for legal assistants, and to remove the cap of $45,000 per month for services rendered in matters relating to the Specialty Retail Concession. Director Untalan stated that the existing contractual hourly rates and cap of $45,000 per month would still remain for all other matters; however this specific matter will require a lot more man power and expertise. Director Untalan made motion to adjust the compensation for Legal Counsel as indicated, and to lift the cap of $45,000 per month. Chairman Santos handed the item over to Vice Chairman Torres to chair as the issue pertains to the Specialty Retail Concession in which Chairman Santos has abstained from participating. Director Ada seconded the motion made by Director Untalan; and clarified for the Board, stating that the $45,000 cap and fee structure remains the same for any and all other matters, and that the new fee structure with no cap applies only to the Specialty Retail Concession matter. Director Untalan requested that the billings related to this issue be separated. Motion duly carried.

9. PUBLIC COMMENTS

The Chairman called upon any public member wishing to make comments. There was no response.

10. ADJOURNMENT

Vice Chair Torres made a motion to adjourn the meeting, seconded by Director Tolan; motion carried. The meeting adjourned at 5:10 p.m.

Respectfully submitted,

Amanda O'Brien-Rios
Board Secretary

APPROVED:

FRANCISCO G. SANTOS
Chairman of the Board

06/28/13
Date

Attachment

A.B. WON PAT
INTERNATIONAL AIRPORT AUTHORITY, GUAM
ATURIDAT PUETTON BATKON AIREN GUAHAN ENTENASIONAT

P.O. Box 8770
Tamuning, GU 96931

Tel (671) 646-0300
Fax (671) 646-8823

www.guamairport.com

BOARD OF DIRECTORS REGULAR MEETING

3:00 p.m., Thursday, May 30, 2013
Terminal Conference Room No. 3

AGENDA

1. Call to Order and Attendance
2. Approval of Agenda
3. Approval of Minutes
   - **A.** April 25, 2013 Regular Meeting
4. Correspondence
5. Matters for Board Ratification/Approval
   - **A.** Ratification of Disbursements
6. Old Business
   - **A.** Executive Manager's Report
   - **B.** Financial Report
   - **C.** Legal Counsel's Report
   - **D.** Status of Capital Improvement Programs
7. New Business
8. Executive Session
9. Public Comment
10. Adjournment

A.B. WON PAT INTERNATIONAL AIRPORT AUTHORITY, GUAM
BOARD OF DIRECTORS REGULAR MEETING
3:00 P.M., THURSDAY, MAY 30, 2013
GIAA TERMINAL CONFERENCE ROOM #3

SIGN IN SHEET

	PRINT NAME	COMPANY/AGENCY
1.	Gerard Baptista	GIAA ATM
2.	Jermaine Alerta	Sen. San Nicolas
3.	Victor J. Cruz	GIAA
4.	Joseph Calvo	GIAA
5.	J. G. Javellana	GIAA
6.	~~Joanne~~ Joyce Tang	Cunliffe & Tang DFS.
7.	Mike Pangelinan	CFS
8.	Darrel Dy La Paz	Supreme
9.	Karlo Terr	Supreme
10.	Phil Torres	TTT
11.	Charles H. Adair	GIAA
12.	Jean Arriola	GCCA
13.	Joann Camacho	DFS
14.		
15.		
16.		
17.		
18.		
19.		

Defense Department confirms deaths as Guam mourns

Two other Guam Guardsmen had minor injuries in same attack

By Frank Whitman
frank@mvguam.com
Variety News Staff

WITH Guam in a state of mourning since Saturday evening, the Department of Defense today confirmed the deaths of Guam Army National Guardsmen Sgt. Eugene M. Aguon, 23, of Mangilao, and Spc. Dwayne W. Flores, 22, of Sinajaña.

The Guam National Guard also issued a statement expressing its sadness over the loss and said two other Guam Guardsmen had received minor injuries in the same attack and had returned to their unit. They were Sgt. 1st Class Peter J. Crisostomo and Spc. John F. Chargualaf. All four soldiers belong to Echo Company, 1-294th Infantry Regiment.

As previously reported, the DOD announcement said Aguon and Flores died May 16 in Kabul, Afghanistan of wounds suffered when enemy forces attacked their convoy with a vehicle-borne improvised explosive device. They were assigned to the 1st Battalion, 294th Infantry Regiment, 29th Infantry Brigade Combat Team. The unit is supporting Operation Enduring Freedom.

Mass is being celebrated for Flores at 6 p.m. Monday through Friday in the Chapel of St. Theresa in the Dulce Nombre de Maria Cathedral-Basilica in Hagåtña. The 6 p.m. Mass on Saturday and the Sunday Mass at 7 p.m. will be in the main church. Rosary is being said nightly at 8 p.m. for Aguon at the family residence in Mangilao.

No specific information is yet available on when the remains of Aguon and Flores will return to Guam, said a National Guard spokesman.

Confirm

Maj. Gen. Benny M. Paulino, the adjutant general of the Guam National Guard, said, "We can now confirm that there was an incident involving two soldiers from the 1st Battalion, 294th Infantry Regiment in Afghanistan, assigned as Task Force Guam, working as part of the NATO Training Mission-Afghanistan, International Security Assistance Force, which supports the government of Afghanistan in developing and sustaining the Afghan National Security Forces."


Eugene Aguon


Dwayne Flores

DOD does not release the names of casualties until it confirms that family members have been notified.

"We are deeply saddened by the loss of our warriors," Paulino said. "They are members of our Guam Guard family, so it is a deep and heart-rending loss for all of us. Although both were very young, based on what I have heard from others who knew them personally, they were also very involved in their communities and in their parish. They will most certainly be missed, but I know their memories will be treasured by many for a long time.

"Rest assured that I have already committed all the resources necessary to take care of the immediate needs of the families of our fallen and injured soldiers, as they go through this difficult time. And we are assisting in the process to bring them back home to us as soon as possible," Paulino added.

Best support

Lt. Col. Michael Tougher, commander of the 1-294th Infantry Regiment, said, "Our thoughts and prayers are with the family and friends of our fallen Guam brothers. Our primary focus at this time is to provide the best possible support to the families and colleagues of Sgt. Aguon and Spc. Flores. They were serving in support of the NATO mission helping to ensure Afghan-led security and stability in Afghanistan for generations to come. Their sacrifices will never be forgotten."

Sen. Frank Aguon Jr., chairman of the 32nd Guam Legislature's Committee on Guam-U.S. Military Relocation, Homeland Security, Veterans Affairs, and Judiciary, and a major in the Guam Air National Guard who has been deployed to Afghanistan, said, "Thoughts, prayers and condolences go out to the families of Guam's newest champions of freedom, Guam's heroes, Sgt. Dwayne Flores and Spc. Eugene "Mikey" Aguon. Our island mourns their loss. To the families: Thank you for their courage and selfless service to keep our island and our nation safe – their unselfish act will always be remembered. As a community, we must be mindful of the approximately 600 Army Guard members who continue to serve our nation and our island in the War on Terror in Afghanistan, and extend our prayers for their safe return home."

The battalion of almost 600 soldiers became Task Force Guam when they took over the mission in Afghanistan almost a month ago. The unit expects to complete their mission and return to Guam sometime early next year.

The Honorable
EDDIE B. CALVO
Governor

The Honorable
RAY TENORIO
Lt. Governor

A.B. WON PAT
INTERNATIONAL AIRPORT AUTHORITY, GUAM

PUBLIC NOTICE

The Board of Directors of the A.B. Won Pat International Airport Authority, Guam (GIAA) will hold a Regular Board Meeting on Thursday, May 30, 2013 at 3:00 p.m. in GIAA Terminal Conference Room No. 3. In addition to regular matters, pursuant to 5 G.C.A §8111(c)(2), Executive Session will be held to discuss pending litigation to which GIAA is a party. Parking is available in the Public Parking Lot.

For special accommodations, please call the Board Office at 642-4717/18.

(This ad paid for by GIAA)

GUAM DEPARTMENT OF EDUCATION
OFFICE OF SUPPLY MANAGEMENT
Manuel F.L. Guerrero Administration Building
2nd Floor, Suite B-220
Hagåtña, Guam 96910
Telephone: (671) 475-0438 • Fax: (671) 472-5001
Website: www.gdoe.net

JON JEE FERNANDEZ
Superintendent of Education

Marcus Y. PDO
Supply Management Administrator

INVITATION FOR BID

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Classroom & Cafeteria Furniture

SUBMISSION DATE & TIME:
Wednesday, June 12, 2013 at 2:00 p.m.

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IFB packages are only available at the GDOE website.
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Supply Management Administrator

For: JON J. FERNANDEZ
SUPERINTENDENT OF EDUCATION

Court denies tour company's motion for summary judgment on diving suit

By Mar-Vic Cagurangan
For Variety

THE District Court of Guam has denied a local tour company's motion for summary judgment seeking the dismissal of a Japanese couple's $10 million civil suit over a 2009 diving accident.

In Monday's decision, Chief Judge Frances Tydingco-Gatewood dismissed U.S. Explore & Study's motion against the lawsuit filed by Koichi Ogawa and his wife.

The lawsuit, filed in March 2011, alleged that the tour guide's negligence during a hiking tour in Nimitz Hill had caused the accident that rendered Koichi Ogawa quadriplegic.

"[T]here is a genuine issue of material fact as to causation, and summary judgment would be inappropriate," the court said.

"A fact is material if it might affect the outcome of the suit under the governing substantive law, and a factual dispute is 'genuine' where 'the evidence is such that a reasonable jury could return a verdict for the [plaintiffs],'" the court added.

Doc No. 366 on 5/06/2013 summary judgment filed last year, U.S. Explore acknowledged, "The accident was indeed tragic."

However, U.S. Explore argued it "had no legal duty to warn or protect Koichi Ogawa against the risks that were open and obvious."

Recounting details of the hiking tour, the Ogawas blamed the chief tour guide – Ken Haga – for his alleged failure to warn tour participants about the danger of diving head first into the pond.

The hiking tour on March 22, 2009 coursed from Nimitz Hill, back down to the Fonte reservoir and then along the riverbed that led to the accident site.

Legal briefs

According to Explore's legal briefs, Ogawa chose "to dive head first into the pond" even after assessing and recognizing the danger of diving in such a manner into the shallow water basin.

U.S. Explore said, "As a matter of law, it was his (Koichi Ogawa's) own fault."

Pointing out that the "primary assumption of risk doctrine" applies on Guam, the court agreed that U.S. Explore "had no duty to eliminate or protect Dr. Ogawa against risks inherent in diving, including the risk of hitting one's head on the bottom of the body of water into which one is diving."

However, the court added, U.S. Explore "did have the duty to not unreasonably increase the risk of Dr. Ogawa hitting his head on the bottom of the waterfall basin while diving."

U.S Explore cited previous rulings on similar cases in which the courts issued summary judgments in favor of the defendants.

Tydingco-Gatewood, however, said the rulings invoked by U.S. Explore were not applicable to the case at bar, as they involved plaintiffs who were intoxicated at the time of the accidents.

"The dispute is genuine because a reasonable tier of fact could determine that the distinctions between Dr. Ogawa's conduct and those of the plaintiffs in Butler and Johnson are sufficient to find Dr. Ogawa's actions did not break the causal chain," the court said.

"Dr. Ogawa had not consumed multiple alcoholic beverages prior to diving, which occurred during the day, and he inquired about the depth of the water prior to diving in," it added.

Feds investigating PAG overtime

By Joy White
joy@mvguam.com
Variety News Staff

AN INVESTIGATOR from the U.S. Department of Labor's wage and hour division met with Port Authority of Guam management early this month to look into unpaid overtime.

The investigator, Nicholas Bertino, had informed PAG management that his office received a complaint about a delay in payment for employee overtime.

During her report to the port's board of directors at a recent meeting, PAG General Manager Joanne Brown said she, along with the PAG deputy general manager for administration and finance, the deputy general manager for operations, the general accounting supervisor, and the head of human resources, met with the investigator on May 10.

Brown reported to the PAG board that she asked the general accounting supervisor which divisions were behind in providing overtime requests. It was discovered the Port Police and Stevedore Division had been late in submitting the paperwork to process overtime payments to meet the payroll deadline.

Bertino told the team overtime must be paid to employees in accordance with the pay period in which the overtime earned, no matter the amount owed.

This is a warning notice, he told the team, reminding them the port had faced a similar case in the 1990s and future violations could involve civil penalties and liquidated damages.

Brown reported that Bertino has requested PAG management to submit a compliance action plan to his office by May 31.

According to the March 2013 staffing patterns, PAG employs more than 300 personnel.

Currently there is no labor union for PAG employees. However, in November 2011, a collective bargaining agreement had been signed by the PAG board and the Guam Federation of Teachers.

As of April, GFT had been awaiting a final signature from the governor.

According to the Fair Labor Standards Act, unless exempt, employees covered by the law must receive overtime pay for hours worked over 40 in a workweek at a rate not less than time and one-half their regular rates of pay.

Sentencing in child porn case delayed

By Gina Tabonares-Reilly
gina@mvguam.com
Variety News Staff

THE June 14 sentencing hearing for Romeo Gonzalo has to be moved to August because of the defense counsel's unavailability.

Gonzalo, 42, was indicted last year with receipt of child pornography and forfeiture allegation.

His arrest was the result of an investigation conducted by Special Agent Brandon Kane on December 2010.

According to court records, Kane observed that a computer with a particular Internet Protocol Address possessed and was actively downloading child pornography.

Kane connected to the computer and viewed the list of files within the accused's shared folder. The agent compared the files with the Internet Crimes Against Children database and the comparison revealed that eight of the files observed on the computer contained child pornography and were downloaded in September 2010.

Kane downloaded one movie file from the computer and observed images of a prepubescent female child depicted in sexually explicit scenes.

Upon further investigation, Kane was able to trace the computer to 274 Mabolo Drive, Fern Terrace, Dededo.

Law enforcement officers subsequently obtained a warrant and seized a Toshiba Satellite laptop belonging to defendant Gonzalo.

A subsequent forensic examination of Gonzalo's computer revealed 65 movies containing child pornography had been downloaded into the computer's hard drive.

The movies containing child pornography involved children under the age of 12. There were at least 600 images recovered in the defendant's computer.

On July 8, 2011, Gonzalo admitted the computer was his and that he used the laptop to connect to his neighbor's wireless Internet service. He downloaded the movies between Sept. 10, 2010 and July 8, 2011.

Gonzalo is facing up to 10 years' imprisonment, a fine of $250,000, and – because he is not a U.S. citizen – will be subjected to immigration removal proceedings.

Upon his sentencing, he is required to register in the state sex offender registry.

He entered a plea agreement on Feb. 1.

Hospital ICU to be complete by yearend

By Joy White
joy@mvguam.com
Variety News Staff

IN A recent meeting with the Guam Memorial Hospital Authority board of trustees, GMHA Administrator Joseph Verga informed the trustees that the expansion and construction of the hospital's new emergency room and intensive care/critical care unit is about 65 percent complete.

The groundbreaking for the project was held Sept. 7, 2012.

According to Verga, there were some minor construction difficulties but contractors are expected to complete the ICU/CCU in late August.

After beds and equipment have been procured, the facilities are expected to be open by October or November with the emergency department to be opened shortly thereafter.

The emergency room and the ICU/CCU will be expanded to three times their current size. The enlarged facilities will alleviate overcrowding and ensure a safer and better environment for both staff and patients.

The project will cost about $7.5 million to complete.

In addition, the hospital is hoping to open up the physicians' parking area no later than the beginning of August. The parking area was closed during the duration of the facilities' construction. Opening the physicians' parking will make an additional 36 parking spots available for visitors and patients to the hospital.

The new emergency department will expand from its existing 5,400 square feet to approximately 15,000 sq. ft.

It will have two state-of-the-art trauma rooms; two multipurpose isolation and decontamination rooms; 12 state-of-the-art monitored examination stations; two non-monitored examination stations; one multipurpose exam room; one multipurpose suture/cast room; one satellite laboratory room; a large, external permanent decontamination system; and upgraded waiting, triage, registration, utility, storage, office and lounge rooms and areas.

The ICU/CCU will expand from its existing 2,539 sq. ft. to 7,870 sq. ft., going from an eight-bed unit to a 14-bed unit (to include two isolation rooms). The ICU/CCU will also have the space required to support clean and soiled utility rooms, a multipurpose conference room, a family waiting room, nourishment and medication rooms, medical director and charge nurse rooms, MD/RN lounge, and medical supplies and equipment storage rooms.



Variety file photo

Dr. Joel Joseph, owner of Wise Owl Animal Hospital, contends that the Guam Board of Allied Health Examiners is biased against him and did not afford him due process in rejecting his application for the renewal of his license.

Testimony: No building permit for Wise Owl

By Frank Whitman
frank@mvguam.com
Variety News Staff

CARL Dominguez, director of the Department of Public Works, testified on Friday that the Wise Owl Animal Hospital does not have a building permit or an occupancy permit from the department. Dominguez was a witness in the proceedings concerning the Guam Board of Allied Health Examiners' decision not to renew the veterinary license of Dr. Joel Joseph, owner of Wise Owl Animal Hospital.

He also testified that he was unable to find such permits for other veterinary clinics.

Joseph had previously testified that he had been told by a DPW employee that a Public Works business license clearance was an occupancy permit. Dominguez was followed on the witness stand by Joseph Guevara, DPW building permit administrator, who said that if an employee had told Joseph the clearance was an occupancy permit, that "would be wrong."

The issue is one of several being discussed in the hearing before Superior Court Judge Vernon Perez. Earlier, Mamie Balajadia, a clinical psychologist and chairwoman of GBAHE, finished her testimony, during which she responded to assertions by Joseph that her doctorate in education did not qualify her to practice psychology. She said that at the time she attended Western Michigan University, the discipline of psychology – which she studied – was under the university's school of education. "My transcripts will show that my training is in psychology," she testified.

Balajadia also said she had discontinued a public forum section of GBAHE meetings because Joseph had been "disruptive" to the meetings. She said the date for the GBAHE December meeting was changed because a quorum of the members was not able to attend earlier in the month.

Joseph contends that the board is biased against him and did not afford him due process in rejecting his application for the renewal of his license. He said he was not notified about alleged deficiencies in his license application nor given a chance to respond to other issues leading to the board's decision.

Dr. Lisa Silk, owner of Isla Veterinary Clinic, also testified during Friday's session. She and Joseph have both acknowledged a longstanding dispute between them. She testified that Joseph's allegations – that she had not properly neutered two dogs – were inaccurate and lab test results that had been shown as evidence did not show that the dogs in question had not been neutered. "To me, this is just more slander," she said.

Among the reasons cited for not renewing Joseph's license are his questioning of the competence and qualifications of Silk and Balajadia.

The hearing will resume tomorrow afternoon.

The Honorable
EDDIE B. CALVO
Governor

A.B. WON PAT

The Honorable
RAY TENORIO
Lt. Governor

PUBLIC NOTICE

The Board of Directors of the A.B. Won Pat International Airport Authority, Guam (GIAA) will hold a Regular Board Meeting on Thursday, May 30, 2013 at 3:00 p.m. in GIAA Terminal Conference Room No. 3. In addition to regular matters, pursuant to 5 G.C.A §8111(c)(2), Executive Session will be held to discuss pending litigation to which GIAA is a party. Parking is available in the Public Parking Lot.

For special accommodations, please call the Board Office at 642-4717/18.

(This ad paid for by GIAA)

MINUTES OF THE BOARD OF DIRECTORS REGULAR MEETING
3:00 p.m., Thursday, April 25, 2013
GIAA TERMINAL CONFERENCE ROOM #3

1. CALL TO ORDER AND ATTENDANCE

Chairman Francisco G. Santos called the A.B. Won Pat International Airport Authority, Guam (GIAA) regular meeting to order at 3:08 p.m. The presence of Directors is noted as follows: Jesus Q. Torres, Vice Chairman, Rosalinda A. Tolan; Edward G. Untalan; Pedro P. Ada III, and Lucy M. Alcorn. Also present were Charles H. Ada II, Executive Manager, Carlos P. Bordallo, Acting Comptroller, Frank R. Santos, Business and Financial Consultant, Janalynn C. Damian Esq., and Michael A. Pangelinan Esq., Legal Counsel. The Chairman welcomed the presence of Airport Tenants, stakeholders, and members of the public who are noted in a sheet made as an attachment to the minutes.

At this time Chairman Santos acknowledged the presence of Director Ada. The Chairman welcomed the Director informing the Board that he was sworn-in at the Governor's Office this morning. Director Ada thanked the Chairman and stated that he looks forward to being an asset to the GIAA Board of Directors and that he appreciated the support shown to him by GIAA at the Legislative Hearing and the Swearing-In Ceremony this morning. The Board members welcomed the new Director.

2. APPROVAL OF AGENDA

Vice Chair Torres made motion to approve the agenda as presented, seconded by Director Alcorn; motion carried.

3. APPROVAL OF MINUTES

A. March 28, 2013 Board Regular Meeting
B. April 12, 2013 Board Special Meeting

Vice Chair Torres made motion to approve the minutes of both meetings, subject to correction, seconded by Director Alcorn; motion carried.

4. CORRESPONDENCE

The Executive Manager informed the Board that several correspondence were received relative to the Specialty Retail Concession that was recently awarded, and suggested that it be moved to Executive Session.

5. **MATTERS FOR BOARD RATIFICATION/APPROVAL**

A. Approval of Award for Custodial Services IFB No. GIAA-001-FY13

An Invitation For Bid was announced to solicit bids from professional firms to provide custodial services at the Guam International Air Terminal, inclusive of all labor, materials, supplies and equipment. The term of the contract is for a period of three (3) years with options for renewal, not to exceed a total term of five (5) years. Of the twenty-one (21) firms that received bid packages, seven (7) firms submitted bids before the submission deadline. In reviewing the bid prices submitted, the potential amount of the bid award for all of the Terminal Levels totaled $875,557.68. The Manager stated that additional custodial services were added to include: Administration third floor offices and balcony, Air Terminal Services offices, Properties and Facilities break room, Terminal Conference Rooms 1, 2, and 3, Ramp Control Center office, and Terminal Center. The Executive Manager requested that the Board authorize the contract award for the four (4) bid items as follows:

ITEM & DESCRIPTION	AWARD TO
Item 1: Basement Level	MTO Maintanance
Item 2: Apron Level	Guam Cleaning Masters
Item 3: Concourse Level	Guam Cleaning Masters
Item 4: Other Facilities	JJ Global

It has been determined that all three firms have met the standards of responsibility and responsiveness outlined in Guam Procurement Regulations. Director Tolan inquired on Item 4, and what area JJ Global will be servicing. The Executive Manager answered, informing the Board that Item 4 consists of the additional custodial services that were added, to include Administration Offices third floor and balcony. Director Ada asked that if the contract is awarded to the lowest bidder, how Management upholds the standard. Executive Manager responded, stating that there are provisions within the contract allowing Management to monitor their work and even withhold payment if the standards outlined in the scope of work are not met. Vice Chair Torres made motion to approve Managements recommendation, seconded by Director Ada; motion carried.

B. 2013 Bond Legislation

The Executive Manager informed the Board the Bond Legislation consists of three (3) components and handed over the presentation to Mr. Frank Santos, Business and Financial Consultant. Mr. Santos informed the Board members that the handouts given

out include the proposed legislation in draft form and presentation material regarding an overview and background of the 2003 Bonds.

The first of the three (3) components is the refunding of the 2003 Bonds. The 2003 Bonds were issued to refund the 1993 GIAA Bonds which financed the construction of the new Airport. The estimated amount outstanding is $145,415,000. Refunding it precludes GIAA from paying the Bond Insurer, MBIA. In October of this year, GIAA will be required to pay approximately $795,000 to MBIA if the 2003 Bonds are outstanding, including $25,000 annual Surveillance Fee. Mr. Santos stated that GIAA is looking at a lower interest rate and avoiding charges that do not make sense at this point. The current Bonds are approximately 5.95%. As of today, GIAA is looking at a potential rate of 3.5%, which justifies the refunding of the Bonds. Mr. Santos informed the Board that the Legislation in itself is calling for a maximum interest rate of 6.5%. Once GIAA requests for a lower rate than the one stated by law, GIAA cannot pursue the refinancing, the maximum rate of 6.5% would be capped but likely wouldn't be lowered to make the refunding feasible.

Mr. Santos stated that the second component is to refinance the subordinate loan, the Energy Management Program taken out last year of 11.9 million. The loan would have been paid over five (5) years with the bulk of the principal interest paid in the last four (4) years, committing to 3.2% per year. To extend the loan out over a ten (10) year term would mean a lower annual payment.

The third component is New Money. Mr. Santos informed the Board that the master plan identified nine (9) projects estimating $77,300,000. Mr. Santos handed out a three (3) year draft list of projects which showed a $41,960,000 in Bond proceeds. Based on the savings from the refunding, if GIAA were to take 10% of the GIAA Debt Service of eighteen (18) million, 10% savings is 1.8 million. That 1.8 million can translate into 45-65 million dollars worth of projects, without increasing the current Debt Services. Therefore, the new money is from the savings of the Debt Service because of the lower interest rate.

After a brief presentation of the three financial components, Refunding, Refinancing the Energy Management loan and New Money, Mr. Santos stated that there is no projected increase in Debt Service therefore, no increases in airline rates and charges at this time that GIAA is contemplating. There are administrative components to the Legislation, to include increasing any subordinate loans from five (5) years to ten (10) years. It also includes increasing the terms for exclusive service agreements from five (5) years to ten (10) years. Mr. Santos went on to say that once Board approves the authorization, Management will introduce the draft Legislation to be revised, to include additional projects and any other modifications that the finance team should make. The finance team consists of GEDA, the Airport, and the Governor's Office from the Government Sector. The private sector is the Underwriter's: Citigroup, Wells Fargo, the Bond Council,

and the Underwriter's Council. Mr. Santos stated that a finance team was set up to process all of the official statements, the offer, preparing for the two (2) formal presentations to Standard & Poor's and Moody's.

The presentation to the rating agencies is expected in June, the Bond pricing in July, and the Bond closing in August 2013. Mr. Santos informed the Board that at this time Management is asking for Board authorization to proceed with the introduction of the. Legislation to the Governor's Office and Oversight Senator. Vice Chair Torres stated that the Oversight Chairman should always be kept informed in regard to this item B, the Executive Manager responded, informing the Board that the Senator was in attendance at the presentation with Citigroup. Director Ada inquired if the forty (40) million toward improvements was a set priority. Mr. Santos replied, informing the Director and the Board that the list is based on what the market conditions are in June. The amount of savings results in 45-65 million dollars worth of projects. When the projects are put together, there will be a list Priority One projects, which will include most of the projects listed on the handout; Priority Two projects, consisting of projects that will support the Airport in terms of first and last impressions, and improve the passenger experience. Mr. Santos answered yes; most of these projects are priority. Eventually we will have a list of Priority One and Priority Two projects which will include additional projects.

Director Ada inquired on the refinance money, if it would be extending out the terms as well. Mr. Santos responded that the refunding won't, but the refinancing of the Energy Loan, yes. Director Ada added that it would be stretching out the payment terms. Mr. Santos replied, yes.
Chairman Santos called for a motion to authorize the Executive Manager to draft and proceed, Director Untalan made motion to authorize Management to introduce the draft legislation, seconded by Director Tolan; motion carried.

C. Ratification of Quarterly Travel

Vice Chair Torres made motion to ratify the quarterly travel from January - March 2013. With the majority of the employees travelling being ARFF personnel travelling to Saipan for their Live Fire Certification, The Vice Chair stated that the travel was critical to enhance the skills of GIAA Fire Fighters and inquired if the facility in Saipan is still up to par. The Executive Manager responded stating yes, that GIAA along with other airports in the region are utilizing the facility. Director Ada inquired as to why the travel is ratified after the travel has already occurred. Mr. Bordallo responded informing Director Ada that the budget is prepared every year with a travel calendar, and every year a portion of the budget is allocated for travel. Ms. Arriola also added that the travel policy requires the Board to approve any travel. Once the Chairman approves, the employee travels, the Board then ratifies the approval that the Chairman has made. As there were no further discussion, the motion was seconded by Director Tolan; motion carried.

D. Ratification of Disbursements

Vice Chair Torres made a motion to ratify payments above the $50,000.00 threshold made to vendors for the period of March 27, 2013 – April 22, 2013, seconded by Director Untalan; motion carried.

6. OLD BUSINESS

A. Executive Manager's Report

The Executive Manager presented updates on various matters concerning airlines and charter operations, to include China Airlines announcing eight (8) new charter flights for the month of May. Four (4) flights arrive Friday, May 3rd from Fukuoka, Kansai, and Taipai; and four (4) flights will depart Monday, May 6th.

The Manager reported that terminal improvements continue in the West Ticket Lobby, with the construction of new ticket counters almost complete.

The FAA Airport District Office (ADO) Manager, Mr. Ron Simpson was here on island to meet with Management, Division Heads and also met with some of the Board Members on April 15 and 16, 2013. The visit was to discuss AIP projects and general compliance issues. The Executive Manager went on to add that before Mr. Simpson departed, he expressed his gratitude and satisfaction with the efforts made by GIAA. FAA's annual certification inspection of Guam Airport Facilities is scheduled for Monday, April 29, 2013. Last year's inspections yielded minimal discrepancies, which GIAA has worked hard to address. The Manager noted for the Board's information that last year's discrepancies were the fewest in the region.
The Executive Manager informed the Board that GIAA has been advised that the FAA is implementing traffic management initiatives at airports and facilities around the country as a result of employee furloughs due to sequestration. Travelers are expected to see a wide range of delays that will change daily depending on staffing and weather related issues. GIAA Management does not foresee any impacts locally in the near future.

TSA Federal Security Director (FSD) Brian Cahill has notified GIAA that there have been delays in implementing changes to TSA's Prohibited Items List. The changes were supposed to take effect April 25, 2013 but were delayed to accommodate further input from the Aviation Security Advisory Committee (ASAC). FSD Cahill has expressed his commitment to sharing the updated information with GIAA as soon as it becomes available.

The Executive Manager announced to the Board that on April 24, 2013 a positive rating update from Moody's Investors Service was received indicating that GIAA's 2003 Revenue Bonds Baa2 Rating was reaffirmed with a 'stable' outlook. Guam has the

potential for greater growth with the possible increased military presence on Guam and more tourism opportunities from the mainland, China and Russia.

In regard to the Annual Budget the Manager reported that GIAA has begun the annual budget review and preparations for fiscal year 2014. GIAA is required to submit a preliminary budget to the carriers by July 1st of every year, as stated in the signatory airline agreement.

At this time the Executive Manager welcomed the newly appointed Board Member, Director Ada.

Announcing procurement issues, GIAA officially received a protest from DFS on Tuesday, April 23, 2013 in response to the Specialty Retail Concession RFP being awarded to Lotte Duty Free at the last Special Board Meeting held April 12, 2013.

GIAA sent a delegation of four (4) members to the 8th Airports Council International (ACI) Asia-Pacific Regional Assembly, Conference and Exhibition held in Phuket, Thailand from April 22 – 25, 2013. The delegation consisted of Deputy Executive Manager, Peter Roy Martinez, and Board Director, Martin Gerber; staffed by GIAA Marketing Administrator, Rolenda Faasuamalie, and Marketing Program Coordinator, Marcia Taitano. The team is also there as an exhibitor to market and push attendance for the upcoming ACI Asia-Pacific 2013 Small and Emerging Markets Seminar scheduled for October 8 – 11, 2013, which will be hosted by Guam. The Manager announced that the Deputy Executive Manager is attending the conference as the First Vice Chair of the Small and Emerging Airports Committee and will be installed as a Regional Board Member of ACI Asia Pacific. Following the ACI Conference, Deputy Executive Manager Martinez and Director Gerber will travel on to Bangkok, Thailand to attend the Pacific Asia Travel Association (PATA) Annual Summit from April 25 – 28, 2013. Deputy Executive Manager will represent the Executive Manager, Charles H. Ada II who was nominated and accepted the nomination to the PATA Board.

Director Ada inquired on the furloughs and or delays, and if Guam will be affected. Mr. Santos responded stating there may be a trickle-down effect, but does not anticipate an impact locally.

B. Financial Report

For the Board's information, Carlos P. Bordallo, Acting Comptroller presented the financial report as of March 31, 2013. Director Untalan suggested for the Boards information that the Comptroller explain the 70% variance over budget. The Comptroller responded informing the Board that some operating expenses were transferred from the operating budget to the capital budget, primarily for the Energy

Efficient Loan. The Comptroller went on to say that GIAA is $52,000.00 in payments above budget, and that operational expenses are down and revenue is up.

C. Legal Counsel's Report

Legal Counsel recommended that discussions regarding litigation matters be reported during Executive Session. The Board had no objection.

D. Tenant Matters

No Tenant Matters reported.

E. Status on Capital Improvement Programs

Mr. Frank Santos presented the UDO analysis and informed the Board that all projects are moving forward with Phase 2A of the Noise Mitigation Sound Solution project beginning shortly, sound proofing twenty-eight (28) homes on both sides of the runway. Director Ada inquired if the grants listed on the report were multi-year grants or single grants spanned throughout multiple years. Mr. Santos responded informing the Board that normally the performance rate is over a period of four (4) years.

7. NEW BUSINESS

No New Business presented.

The Chairman announced that the Board will recess and convene Executive Session after the recess. Vice Chair Torres made motion to recess and convene Executive Session after the recess, seconded by Director Alcorn; motion carried. The Board recessed at 3:48 p.m.

8. EXECUTIVE SESSION

Chairman Santos called Executive Session to order at 4:00 p.m. *(At this time Chairman Santos and Director Tolan exit the conference room).* Executive Session adjourned at 4:58 p.m., at which time the Board reconvened the regular meeting.

9. PUBLIC COMMENTS

The Chairman called upon any public member wishing to make comments. There was no response.

10. ADJOURNMENT

The Chairman announced that the next regular meeting is scheduled for Thursday, May 30, 2013. Vice Chair Torres made a motion to adjourn the meeting, seconded by Director Tolan; motion carried. The meeting adjourned at 5:00 p.m.

Respectfully submitted,

Amanda O'Brien-Rios
Board Secretary

APPROVED:

_____ _____

FRANCISCO G. SANTOS
Chairman of the Board

Date

Attachment

BOARD APPROVAL OF DISBURSEMENTS
April 24, 2013 - May 24, 2013
Ratified by the Board of Directors on
May 30, 2013 Regular Meeting

Payee	Amount	Purpose	Date Approved
Pac Air Properties LLC	$88,200.00	Rental Space Lease	4/24/2013
Atkins Kroll, Inc.	$103,993.00	2 New Vehicles	4/24/2013
Government of Guam Retirement Fund	$148,796.14	Payroll Employee & Employers Contribution for PPE 04/20/13	4/25/2013
BEJJESS Enterprises Inc. DBA: GEMCCO	$61,069.95	CIP - AIP65 Electrical (Power Hardening Phase 2)	4/25/2013
Sumitomo Mitsui Construction Co. Ltd.	$539,131.23	CIP - ILS 6L24R AIP7/478	4/25/2013
E&A Engineers	$107,159.71	CIP - Code Upgrade & Survey Mapping	4/30/2013
Aircraft Service International Group	$209,078.57	Fuel Farm Improvements	5/1/2013
J.J. Global Services	$83,169.68	Janitorial Services for the month of April 2013	5/7/2013
Oracle	$50,305.89	JDE License & Support Contract Renewal FY2013	5/7/2013
Government of Guam Retirement Fund	$149,403.85	Payroll Employee & Employers Contribution for PPE 05/04/13	5/8/2013
WM Engineering Services	$114,382.75	CIP - Fire Alarm & Facility Upgrade	5/9/2013
GMP International, LLC	$76,103.89	CIP - AIP 74 ILS6L24R	5/9/2013
Aircraft Service International Group	$85,730.00	Outbound Baggage System for Apr 2013	5/14/2013
Government of Guam Retirement Fund	$149,482.35	Payroll Employee & Employers Contribution for PPE 05/18/13	5/23/2013
Propacific Builder Corporation	$108,017.24	CIP - AIP65 Replace/Upgrade Apron Area Ramp Light System	5/23/2013
WM Engineering Services	$55,198.46	CIP - Facility Upgrade	5/24/2013
Pac Air Properties LLC	$88,200.00	Rental Space Lease	5/24/2013
TOTAL:	**$2,217,422.71**		

A.B. WON PAT
INTERNATIONAL AIRPORT AUTHORITY, GUAM

Executive Manager's Report
GIAA Board of Directors Meeting
May 30, 2013

AIRLINE ISSUES

Starflyer

Starflyer, an air operator headquartered at the Kitakyushu Airport, will operate 13 charter flights between Kitakyushu and Guam in August. The first charter flight is scheduled for August 1 and will continue through August 26, 2013. They will be operating and A320 Airbus with a capacity of 150 pax. The Starflyer package averages $883 per person for a two night/three day package.

Signatory Airlines

Management met with the Signatory Airlines on May 20, 2013. Discussion items included FY2014 budget, new operator of the fuel system, peak period operations, common-use check-in study, energy management program, passenger loading bridges, airfield projects, Tiyan Parkway/Central Ave. closure, legislative issues, bond refunding and capital improvement projects.

REGULATORY ISSUES

USCBP announced the implementation of the paperless I-94. U.S. Customs and Border Protection ports of entry in Guam and the Commonwealth of the Northern Mariana Islands will begin automation of the I-94 on May 14. In an effort to increase efficiency and minimize the use of paper forms, CBP has developed an electronic version of the Arrival/Departure Record commonly referred to as the CBP Form I-94. Certain passengers arriving into Guam and the CNMI onboard commercial airlines will no longer need to fill out the paper form. Once travelers are processed through CBP, an electronic version of the arrival record is created with a unique admission number. Individuals can go to www.cbp.gov/I94 to view or print a copy of an I-94 based on the electronically submitted data, including the I-94 number from the form, to provide as necessary to benefits providers or as evidence of lawful admission. Travelers applying for admission under the Guam-CNMI Visa Waiver Program will still be required to complete a paper CBP Form I-94 as well as the CBP Form I-736. Travelers entering the United States under a paroled status without a valid U.S. visa will also require the paper form.

Expanded Visa Waiver Program

Congresswoman Madeleine Bordallo announced that language on expanding the Guam-CNMI Visa Waiver Program was inserted in the Fiscal 2014 Homeland Security Appropriations bill. It "instructs the Department of Homeland Security [DHS] to finalize deliberations on the expansion of the program on Guam... and meet Congressional intent by establishing a common set of regulations for all visitors to the region."

TSA pre-screening program, **TSA Precheck,** is in place for eligible United Airlines passengers, who may be selected for the program. Eligible United customers will start to see the TSA Precheck indicator on mobile boarding passes, boarding passes printed at home or from the kiosks at some airports, allowing customers to effectively route themselves to available TSA Precheck lanes. The program is available at all eight of United's domestic hubs and at a total of 29 airports (does not currently include Guam). The TSA Precheck indicator will appear on boarding passes throughout a customer's itinerary whether or not the airport has TSA Precheck, so customers are encouraged to check that the airport is a participating location on united.com/tsaprescreening or tsa.gov/tsaprecheck.

Executive Manager's Report
GIAA Board of Directors Meeting
May 30, 2013

FINANCIAL

Fiscal Year 2014 Budget preparation is in progress. Division heads have been working within timelines and cost containment procedures to meet budget deadlines and goals.

Retail Concession

On April 12, 2013, the GIAA Board of Directors approved Management's recommendation to award the Specialty Retail Merchandise Concession contract to Lotte Duty Free Guam, LLC subject to the successful negotiation of the contract. I am very pleased to report that successful negotiation of the contract was concluded and on May 18, 2013, a contract was awarded to Lotte Duty Free Guam, LLC as authorized by the Board. The new Agreement is for an exclusive term of five years with an additional five-year term on a non-exclusive basis. The new Agreement increases the Airport's specialty retail concession guaranteed rental revenues from $4.5 million under the prior contract to $15.4 million in minimum annual guaranteed rent to be paid by Lotte. The Agreement with Lotte represents a 242% increase in minimum annual guaranteed rent with the potential for further increased revenues based on percentage rent, which the Airport expects to be substantial. Moreover, the Airport was able to negotiate additional revenue of 1% of all non-Airport sales made by Lotte on Guam.

Under the new Agreement, Lotte will invest no less than $23 million in capital improvements towards enhancing the Airport's duty free shopping experience with a unique concept. Included in this unique shopping experience concept are substantial renovations to the Airport food court and restroom facilities at no additional cost to the Airport.

A Press Conference for all media was held today, unveiling Lotte Duty Free Guam's winning concept "Gateway Guam".

PERSONNEL

Compensation/Competitive Positioning

As provided through Public Law 29-24, authorization was granted to the Authority to promulgate Personnel Rules and Regulations to provide I authority to establish pay scales for CTP positions. In 2008, GIAA employed an independent study to develop the pay schedule for the CTP positions. GIAA Board of Directors approved in November 23, 2010 the migration to the 5th Market Percentile effective October 1, 2010. This is the first of a planned number of adjustments aimed at eventually achieving (as a competitive target) the 50th market percentile or market average within the United States. As provided pursuant to GIAA CTP Rules and Regulations, Section 4.102, Compensation Policy, C. Internal equity should be reviewed annually and external competitiveness at least every three (3) years.

To review of the extent of the compensation has moved over the period 2008 - 2012, the results of a market review conducted in 2011 were initially used. This review assessed a series of benchmark positions with data being obtained from market research against the U.S. Airport Industry including data from the U.S. Bureau of Labor Statistics (BLS). In summary, the research indicated an average market movement of 8.7% for the U.S.

Airport Industry over the period of 2008 - 2012. Total estimated cost to migrate to the 15th Market Percentile is $602.640.00. Total estimated cost to migrate to the 20th Market Percentile is $830,000.00.

LEGISLATIVE ISSUES

Bill 69-32 which would require legislative approval for lease agreements that span more than five years passed in the May 28, 2013 legislative session and will be transmitted to the Governor's office.

Bill No. 125-32 appropriating $500,000 to the Department of Public Works to fund the acquisition property for the Tiyan Parkway Project was introduced in the May 23, 2013 legislative session.

FAA Visit

The A.B. Won Pat International Airport Authority, Guam (GIAA) received excellent inspection results during this week's annual Airport Certification Inspection by the Federal Aviation Administration (FAA) on May 3, 2013. This yearly inspection is a requirement for FAA certification and Guam's only civilian airport received very high marks by Airport Certification Inspector, Juan S. Reyes of the FAA Airport District office out of Honolulu. Mr. Reyes commented on the great conditions at GIAA, with only one recommendation to update the Airport's Wildlife Management Program.

PROCUREMENT

IFB Rehabilitate RWY 6L-24R Phase II

Announced:	May 3, 2013
Pre Bid Conference	May 16, 2013, 10:00 am
Submission Deadline:	June 3, 2013, 2:00 pm

ANNOUNCEMENTS

- Airport Police Protocol supported the arrival visit of Japan Minister of Defense Itsunori Onedera who arrived on May 28, 2013. A press conference was held with the Japanese media in the Board conference room at 4pm May 29, 2013 prior to the Minister's departure.
- The China Outbound travel Market symposium was held May 22, 2013 at the Hyatt. GIAA supported this event as a silver sponsor. The symposium offered valuable information on the China market and imparted information on the desires and trends of the targeted cross section of visa holders and catchment area.
- The GIAA Employee Organization is hosting a "Get to Know your EO" Friday, May 31, 2013 at 5pm at the GIAA Integrated Air Cargo Building. New Officers will be introduced to the membership, and a must be present to win raffle fundraiser will be held. All members are invited to attend.
- Jose C. Sanchez, Painter Leader, with 17 years of Government Service, retired May 16, 2013, with a ceremony acknowledging his valuable service to the agency. A retirement party was hosted by P&F on May 17, 2013 to wish him well in his retirement.

Executive Manager's Report
GIAA Board of Directors Meeting
May 30, 2013

- The Airport Authority participated in the Relay for Life on May 17 through the 18th, along with other GovGuam agencies and private organizations raising money for the American Cancer Society. Thank you to the Accounting and Property Management Divisions for undertaking the planning and coordination of the Airport's involvement in this worthwhile event.

A.B. WON PAT
INTERNATIONAL AIRPORT AUTHORITY, GUAM
ATURIDAT PUETTON BATKON AIREN GUAHAN ENTENASIONAT

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May 29, 2013

MEMORANDUM

To: Mr. Francisco G. Santos
Chairman
GIAA Board of Directors

From: Carlos Bordallo
Acting Comptroller

Subject: **Operating Results - Revenues and Expenses as of April 30, 2013**

Attached herewith is GIAA's Operating Results Report for the month ending April 30, 2013. This report summarizes the Budgeted versus Actual Revenues and Expenses for the month and year-to-date results ended April 30, 2013.

The key operating results for 7 month(s) of FY 2013 ending April 30, 2013 - (in $000's) are:

CATEGORY	YEAR-TO-DATE				FORECAST FOR FULL YEAR-FY13	
	Budget FY 13 Y-T-D	Actual FY 13 Y-T-D	% Variance Budget vs. Actual		Actual Y-T-D + Remaining FY 13 Budget	% Variance Budget vs. Estimate for Full Year
			Y-T-D Current Month	Y-T-D Last Month		
Total Signatory Revenues	$15,894.1	$17,295.1	8.8%	9.4%	$28,723.2	5.1%
Total Concession Revenues	$6,321.4	$6,198.6	-1.9%	-1.7%	$10,735.4	-1.1%
Total PFC's	$3,480.9	$3,883.2	11.6%	11.8%	$6,377.7	6.7%
Total Other Revenues	$9,027.3	$9,246.8	2.4%	1.1%	$15,363.8	1.4%
Total Operating Revenues	$34,723.7	$36,623.7	5.5%	5.4%	$61,200.0	3.2%
Total Operating Expenses	$24,811.1	$20,134.8	-18.8%	-20.7%	$36,064.5	-10.8%
Net Revenues from Operations	$9,912.6	$16,488.9	66.3%	70.7%	$25,135.5	33.3%
Non-Operating Expenses	$500.0	$195.4	-60.9%	-60.9%	$195.4	-60.9%
Other Available Moneys/other sources of funds	$2,790.3	$2,525.0	-9.5 %	-9.9%	$4,518.0	-5.5%
Net Debt Service Coverage	**1.27**	**1.92**	**51.8%**	**56.0%**	**1.76**	**26.2%**

Year-to-date Total Signatory Revenues for the month ending April 30, 2013 are above Budgeted revenues by **8.8%.** Signatory revenue estimates are based on projections submitted by Signatory airlines and adopted in the annual budget.

Year-to-date Total Concession Revenues are below budget estimate by **-1.9%** and Passenger Facility Charges are above budget estimates by **11.6%.**

Year-to date Total Other Revenues, inclusive of non-signatory and non-airline revenues, are above the budget estimate by **2.4%.**

Year-to-date Total Operating Revenues Actual of **$36.6M** is **5.5%** above the budget estimate of **$34.7M.**

Year-to-date Total Operating Expenses are below budget by **-18.8%** from budget. Components of this line item include a **-9.2%** decrease in Personnel Service, a **-23.1%** decrease in Contractual Services, a **-40.3%** decrease in Materials & Supplies and a **-100%** decrease in Equipment/Furnishings from budgeted amounts for these respective categories.

The actual year-to-date Net Revenues from Operations of **$16.5M** reflects an increase of **66.3%** over the year-to-date budgeted amount of **$9.9M.**

Finally, our year-to-date results for Debt Service Coverage is at **1.76** versus the requirement of **1.25.**

Should you have any questions, please contact me at your convenience.

Attachments

cc: Board of Directors
Executive Manager
Deputy Executive Manager
Frank R. Santos, Expansion
Division Heads

GIAA Program Status and UDO Analysis on Open AIP Grants

FY	Loc ID	Description	Grant #	Grant Amount	Balance as of 4/25/13	UDO	Balance as of 5/30/13	UDO	Comments
2007	GUM	Noise mitigation measures for residences within 65 DNL	3-66-0001-056	$3,500,000	$0	0%	$0	0%	FOR CLOSE OUT (FCO)
2007	GUM	Extend Runway 6L/24R - Phase 3	3-66-0001-057	$4,536,213	$0	0%	$0	0%	FCO
2007	GUM	Improve Airport Utilities Inftrastructure - Phase 5 (MAP)	3-66-0001-058	$6,800,000	$0	0%	$0	0%	FCO
		Amendment No. 1 to AIP 58	*3-66-0001-058*	*$755,815*	*$351,833*	*47%*	*$351,833*	*47%*	
			Sub Total:	**$14,836,213**	**$0**	**0%**	**$0**	**0%**	
2008	GUM	Noise Mitigation Measures for Residences w/n 65-69 DNL - Phase 4	3-66-0001-59	$2,000,000	$0	0%	$0	0%	FCO
2008	GUM	Complete Construction of Parallel Taxiway - Phase 1	3-66-0001-60	$5,797,441	$0	0%	$0	0%	FCO
		Amendment No. 1 to AIP 60	*3-66-0001-60*	*$869,616*	$0	0%	$0	0%	FCO
2008	GUM	Extend Runway 6L/24R - Phase 4	3-66-0001-61	$14,000,000	$0	0%	$0	0%	FCO
		Amendment No. 1 to AIP 61	*3-66-0001-61*	*$2,100,000*	$0	0%	$0	0%	FCO
2008	GUM	Miscellaneous Airport Improvements - Phase 2	3-66-0001-62	$2,000,000	$0	0%	$0	0%	FCO
		Amendment No.1 to AIP 62	*3-66-0001-62*	*$300,000*	$0	0%	$0	0%	FCO
2008	GUM	Improve Terminal Building (Seismic Zone 4 Upgrade) - Phase 2	3-66-0001-64	$1,148,913	$0	0%	$0	0%	FCO
			Sub Total:	**$28,215,970**	**$0**	**0%**	**$0**	**0%**	
2009	GUM	Improve Airport Utility Infrastructure (Electrical System) - Phase 1	3-66-0001-65	$7,000,000	$5,579,552	80%	$5,378,465	77%	
2009	GUM	Conduct Airport Master Plan Study Update	3-66-0001-66	$700,000	$90,335	13%	$90,335	13%	
2009	GUM	Extend Runway 6L/24R - Phase 5	3-66-0001-67	$744,647	$0	0%	$0	0%	FCO
2009	GUM	Rehabilitate Runway 6L/24R	3-66-0001-68	$4,807,180	$0	0%	$0	0%	FCO
2009	GUM	Noise Mitigation Measures for Residences w/n 65-69 DNL - Phase 5	3-66-0001-69	$2,000,000	$1,120,709	56%	$1,120,709	56%	
2009	GUM	Extend Runway 6L/24R - Phase 7	3-66-0001-70	$3,294,390	$0	0%	$0	0%	FCO
		Amendment No. 1 to AIP 70	*3-66-0001-70*	$494,158	$0	0%	$0	0%	FCO
2009	GUM	Complete Construction of Parallel Taxiway - Phase 2	3-66-0001-71	$3,005,610	$0	0%	$0	0%	FCO
		Amendment No. 1 to AIP 71	*3-66-0001-71*	*$450,842*	$0	0%	$0	0%	FCO
			Sub Total:	**$22,496,827**	**$6,790,596**	**30%**	**$6,589,509**	**29%**	

GIAA Program Status and UDO Analysis on Open AIP Grants

FY	Loc ID	Description	Grant #	Grant Amount	Balance as of 4/25/13	UDO	Balance as of 5/30/13	UDO	Comments
2010	GUM	Extend Runway 6L/24R - Phase 8	3-66-0001-72	$4,000,000	$0	0%	$0	0%	FCO
		Amendment No. 1 to AIP 72	*3-66-0001-72*	*$600,000*	$0	0%	$0	0%	FCO
2010	GUM	Rehabilitate Runway 6L/24R - Phase 1 (Design only)	3-66-0001-73	$1,500,000	$139,658	9%	$132,951	9%	
2010	GUM	Install Instrument Landing System (ILS) Runway 6L - Phase 1	3-66-0001-74	$2,172,362	$0	0%	$0	0%	
2010	GUM	Noise Mitigation Measures for Residences w/n 65-69 DNL - Phase 6	3-66-0001-75	$2,000,000	$1,933,131	97%	$1,933,131	97%	
2010	GUM	Improve Airport Utility Infrastructure (Sewer & Storm Water Drainage) - Phase 1 (Design only)	3-66-0001-76	$1,550,000	$1,545,031	100%	$1,545,031	100%	
2010	GUM	Collect Airport Data for the Airports Geographic Information System (AGIS)	3-66-0001-77	$675,000	$200,305	30%	$200,305	30%	
2010	GUM	Install Instrument Landing System (ILS) Runway 6L - Phase 2	3-66-0001-78	$4,827,638	$1,688,869	35%	$1,104,396	23%	
2010	GUM	Conduct Environmental Assessment for Sewer and Storm water Drainage	3-66-0001-79	$700,000	$513,550	73%	$513,550	73%	
			Sub Total:	**$18,025,000**	**$6,020,544**	**33%**	**$5,429,364**	**30%**	
2011	GUM	Extend Runway 6L/24R - Phase 9	3-66-0001-80	$1,975,678	$0	0%	$0	0%	FCO
2011	GUM	Miscellaneous Airport Improvements - Phase 3	3-66-0001-81	$2,304,801	$2,232,118	97%	$2,226,702	97%	
2011	GUM	Miscellaneous Airport Improvements - Phase 4	3-66-0001-82	$1,400,000	$1,332,099	95%	$1,326,954	95%	
			Sub Total:	**$5,680,479**	**$3,564,217**	**63%**	**$3,553,656**	**63%**	
2012	GUM	Extend Runway 6L/24R - Phase 10	3-66-0001-83	$2,000,000	$0	0%	$0	0%	FCO
2012	GUM	Rehabilitate Runway 6L/24R - Phase 2	3-66-0001-84	$5,441,024	$5,441,024	0%	$5,441,024	0%	
			Sub Total:	**$7,441,024**	**$5,441,024**	**73%**	**$5,441,024**	**73%**	
			GRAND TOTAL:	**$96,695,513**	**$21,816,381**	**23%**	**$21,013,553**	**22%**	

CALVO FISHER & JACOB LLP

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writer's direct e-mail:
jdamian@calvofisher.com

RECOMMENDATION OF COUNSEL

TO: Board of Directors
ANTONIO B. WON PAT INTERNATIONAL AIRPORT AUTHORITY, GUAM

CC: Mr. Charles H. Ada II
Executive Manager
ANTONIO B. WON PAT INTERNATIONAL AIRPORT AUTHORITY, GUAM

FROM: Janalynn Cruz Damian
CALVO FISHER & JACOB LLP

DATE: May 22, 2013

SUBJECT: **Executive Session**

Pursuant to 5 G.C.A. § 8111(c)(1), I hereby recommend that the Board of Directors of GIAA conduct an Executive Session at the next regularly scheduled Board meeting to discuss pending or threatened litigation to which GIAA is or may be a party.

A.B. WON PAT
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ATURIDAT PUETTON BATKON AIREN GUAHAN ENTENASIONAT

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MINUTES OF THE BOARD OF DIRECTORS SPECIAL MEETING
3:00 p.m., Tuesday, June 11, 2013
GIAA TERMINAL CONFERENCE ROOM #3

1. CALL TO ORDER AND ATTENDANCE

Acting Chairman Jesus Q. Torres called the A.B. Won Pat International Airport Authority, Guam (GIAA) special meeting to order at 3:10 p.m. The presence of Directors is noted as follows: Martin J. Gerber; Edward G. Untalan, and Pedro P. Ada III. Also present were Charles H. Ada II, Executive Manager, Peter Roy Martinez, Deputy Executive Manager, Carlos P. Bordallo, Acting Comptroller, Frank R. Santos, Business and Financial Consultant, and Michael A. Pangelinan Esq., Legal Counsel. The Chairman welcomed the presence of Airport Tenants, stakeholders, and members of the public who are noted in a sheet made as an attachment to the minutes.

2. APPROVAL OF AGENDA

Director Ada made motion to approve the agenda as presented, seconded by Director Gerber; motion carried.

3. SPECIALTY RETAIL CONSESSION AGREEMENT, CLAIMS, PROTESTS, LITIGATION, AND RELATED MATTERS

The Executive Manager announced that due to ongoing litigation, he would like to recommend that Item 3 be discussed in Executive Session and requested for the Airport Services Manager, Ms. Jean Arriola to be invited into the session. Acting Chairman Torres called for any comments. Legal Counsel Michael Pangelinan responded, stating that is also recommendation of Legal Counsel.

4. EXECUTIVE SESSION

Acting Chairman Torres announced that the Board will recess and convene Executive Session after the recess. Director Ada made motion to recess and convene Executive Session after the recess, seconded by Director Untalan; motion carried. The Board recessed at 3:15 p.m.

Acting Chairman Torres called Executive Session to order at 3:25 p.m. Executive Session adjourned at 4:54 p.m., at which time the Board reconvened the special meeting.

Director Untalan made motion to approve the recommendation and report of Legal Counsel presented during Executive Session and to approve and confirm all prior actions taken by Management pertaining to the Specialty Retail Concession Agreement, seconded by Director Ada. The Acting Chairman called for votes on the motion, and was unanimously carried.

Director Untalan made motion to approve the Legal Counsel's expenses exceeding the fee cap for April as it relates to the Specialty Retail Concession Agreement and litigation, seconded by Director Ada; motion carried.

Director Untalan made motion to authorize Management to proceed with handling all of the matters related to the litigation involving the Specialty Retail Concession Agreement. Director Ada seconded the motion and stated that the Board is basically reaffirming what they had instructed Management to do; motion duly carried.

5. ADJOURNMENT

Director Ada made a motion to adjourn the meeting, seconded by Director Gerber; motion carried. The meeting adjourned at 4:57 p.m.

Respectfully submitted,

Amanda O'Brien-Rios
Board Secretary

APPROVED:

FRANCISCO G. SANTOS
Chairman of the Board

07/01/13
Date

Attachment

A.B. WON PAT
INTERNATIONAL AIRPORT AUTHORITY, GUAM
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BOARD OF DIRECTORS SPECIAL MEETING

3:00 p.m., Tuesday, June 11, 2013
Terminal Conference Room No. 3

AGENDA

1. Call to Order and Attendance
2. Approval of Agenda
3. Specialty Retail Concession Agreement, Claims, Protests, Litigation and Related Matters
4. Executive Session
5. Adjournment

A.B. WON PAT INTERNATIONAL AIRPORT AUTHORITY, GUAM
BOARD OF DIRECTORS SPECIAL MEETING
3:00 P.M., TUESDAY, JUNE 11, 2013
GIAA TERMINAL CONFERENCE ROOM #3

SIGN IN SHEET

	PRINT NAME	COMPANY/AGENCY
1.	Joann Camacho	DFS
2.	Juan Guzman	DFS
3.	Jean Arto	GIAA
4.	Sandra Silverio	JRDF
5.	RAMON MANTANONA	CM LAW
6.	W.J. BLAIR	BSJM
7.	JERMAINE ALERTA	Legislature
8.	VICTOR J. CRUZ	GIAA
9.	Gerard BAUTISTA	GIAA
10.	Mike Pugh	CFS
11.	CESAR CABOT	CM LAW
12.	EDMUND MUNA	GIAA
13.		
14.		
15.		
16.		
17.		
18.		
19.		

Guma' Mami eyes sibling support project

By Louella Losinio
louella@mvguam.com
Variety News Staff

RECOGNIZING the familial and personal connection of siblings with a brother or sister with disabilities, Guma' Mami is looking at the possibility of launching a program this year which aims to strengthen this bond.

Bernadita Grajek, Guma' Mami executive director, said her exposure to the Sibshop program during the summer inspired her to bring the successful initiative to Guam.

The Sibling Support Project runs the Sibshop program. According to their website, the Seattle-based initiative focuses on the brothers and sisters of people with special health, mental health, and developmental needs.

The Sibshop curriculum is used throughout the United States, Canada, England, Ireland, Iceland, Japan, New Zealand, Guatemala, Turkey, and Argentina.

"We know that siblings are going to be eventually the ones to take care of their brother or sister who has a disability. Those siblings are eventually going to be a part of this person's life for the long haul," Grajek said.

> *"We know that siblings are going to be eventually the ones to take care of their brother or sister who has a disability."*
> – Bernadita Grajek, Guma' Mami executive director

She added Sibshops not only include games and learning activities, but also facilitates discussion among teens and kids about their experience growing up with a sibling with a disability.

To get the program running, Guma' Mami requires a start-up fund of at least $6,000 for books and materials. The amount also covers the stipend for facilitators.

Providing a comfortable and conducive environment for the kids who will be part of the program is another important aspect, Grajek said.

Study

The Sibling Support Project website noted that in spring 2005, University of Washington colleagues Amanda Johnson and Susan Sandall conducted an online survey of Sibshop grads, and one of the significant findings is that "over 90 percent of the respondents said the program had a positive effect on the feelings they had for their siblings."

In addition, the program "taught coping strategies to over two-thirds of respondents," and "three-fourths reported that Sibshops affected their adult lives." The study also concluded that "the positive effects of the Sibshop program are not only apparent, but enduring."

"If we took the siblings and started working with them to help them understand their brother or their sister's disability, we'll help them understand what they can do to help their sibling and support that kid. We feel that in the future, there may not be a need for a Guma Mami," Grajek said.

EDUCATION

Learn CPR for free – The Guam Memorial Hospital Authority International Training Center and the Life Support Training Center will be offering free CPR training from 9 a.m. to 1 p.m. June 1 at the GMH education classroom. Open to ages 12 and up. Free childcare to be provided, space is limited so please register in advance at 483-6600 or email guamcpr@gmail.com

Man'amko' Computer Training Sessions – 9 to 11 a.m. June 03 and June 17. Held every other Monday @ Hagåtña Library. Info: Francine Uncangco 475-4751/2.

Children Computer Training – "Mousing Around" computer training classes at the Guam Public Library returns for the summer. Registration open until May 31. One week classes start June 10 from 9 to 11 a.m. for children 7 to 11. space is limited. Children must be accompanied by a parent or guardian. Call for more info: 475-4753.

UOG Adventure Sports Camp – Open to ages 4 to 15. $200 per session plus $25 registration fee. Sessions run June 3 to 14, June 17 to 28, July 1 to 12, July 15-26 and July 29 to Aug. 2. Info: 735-2863 or www.uog.edu.

Veterans' Early Intervention & Transition Assistance Program (EITAP) outreach – 6:00 p.m. Thursday, June 13th @ the Chalan Pago Community Center. ALL VETERANS and their family members are encouraged to attend this event which we hope will help you determine and understand the types of Veteran Services and Programs that are available on Guam.

Guam Council on the Arts and Humanities – accepting applications for the FY 2014 Grant Cycle in the following disciplines: Arts-In-Education, Performing Arts, Visual Arts, Folk Arts, Humanities, Literature, Underserved and Media Arts. Deadline is Friday, June 28. Info: applications and guidelines available at the CAHA office, www.guamcaha.org, call 300-1205-8, fax 300-1209 or email at kaha1@guam.net.

18th Annual Summer Youth Swimming and Water Safety Program – now accepting registrations for 5 through 15 year olds. This six-week youth program is scheduled to run from 8 a.m. to noon June 18 to July 26 @ Hagåtña Swimming Pool. Fee is $75.00. Pre-registration required. Registration forms available at the PEACE office in Hagåtña, or at www.peaceguam.org. Orientation June 14, both participants and their parents are required to attend. Info: contact the PEACE office at 477-9079 ~ 83.

EVENTS

Isla Center for the Arts – The 2013 Fine Arts/Art senior exhibition, HeARTbeat runs through June 14. The Isla Center for the Arts is open to the public, free of charge, Monday through Friday from 10:00 a.m. to 5:00 p.m. and on Saturdays from 10:00 a.m. to 2:00 p.m.

2013 Guam Futures Tennis Tournament – June 1-9, @Hilton Guam Resort & Spa tennis courts. The event will attract touring professional tennis players from around the world. The Guam National Tennis Federation will coordinate an Island-wide tennis clinic to be conducted by professional tennis players at the conclusion of the tournament.

Creative Spirits Art Exhibit – Guma' Mami Inc. presents the 14th Anual Creative Spirits Art Exhibit by people with disabilities 6 p.m. June 7@ the Infinity Art Gallery in the Nissan

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Purpose _____

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Physical Address _____ Length of Residence: _____

Telephone Number Home _____ Work _____

Employer _____ Length of Employment _____

Previous Employment _____ Gross Monthly Income $ _____

A Homeowner? ☐Yes ☐No Renting? ☐Yes ☐No Monthly Payment / Rent $ _____

X _____ Date faxed/applied _____

Applicant's Signature

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The Honorable EDDIE B. CALVO Governor

The Honorable RAY TENORIO Lt. Governor

A.B. WON PAT INTERNATIONAL AIRPORT AUTHORITY, GUAM

PUBLIC NOTICE

The Board of Directors of the A.B. Won Pat International Airport Authority, Guam (GIAA) will hold a **Special Board Meeting** on **Tuesday, June 11, 2013 at 3:00 p.m.** in GIAA Terminal Conference Room No. 3. to discuss the Specialty Retail Concession Agreement, Claims, Protests, Litigation and Related Matters. Executive Session will be held to discuss pending litigation to which GIAA is a party. Parking is available in the Public Parking Lot.

For special accommodations, please call the Board Office at 642-4717/18.

(This ad paid for by GIAA)

BUREAU OF STATISTICS AND PLANS
P.O. Box 2950 Hagatna, Guam 96932
472-4201/2/3

Eddie Baza Calvo
Governor of Guam

Ray Tenorio
Lieutenant Governor

Notice to the Public

The Government of Guam is applying for funding from the Office of Justice Programs, Bureau of Justice Assistance to implement the Edward Byrne Memorial Justice Assistance Grant Program. Guam's FY 2013 - FY2016 Drug Control, Violent Crime and Criminal Justice Systems Improvement Strategy is available for public review at the Bureau of Statistics and Plans located in the Ricardo J. Bordallo Complex in Adelup, Hagatna, between the hours of 8:00 a.m. to 5:00 p.m., workdays from June 4, 2013 to July 5, 2013 or on the Bureau's website at bsp.guam.gov. Written comments on the FY 2013 Strategy Update must be received by the Bureau by no later than 1:00 p.m., July

Military commissaries subject to federal furlough closures

By Frank Whitman
frank@mvguam.com
Variety News Staff



U.S. Navy photo
Mandatory federal budget constraints known as sequestration will affect most of the 247 commissaries across the nation

FROM July 8 through Sept 30, the commissaries on Naval Base Guam and Andersen Air Force Base will be closed on Mondays The closure is due to the mandatory federal budget constraints known as sequestration, according to the Joint Region Marianas Public Affairs Office

The weekly closure coincides with the implementation of furloughs throughout the Department of Defense and will include most of the 247 commissaries with more than 16,000 employees operating in 13 countries and two U.S territories Furloughs will impact all of the Defense Commissary Agency's more than 14,000 U S civilian employees, according to a DOD release on May 24.

The commissary agency employed 170 civilians on Guam as of September 2012, according to government of Guam statistical data.

The closures will be up to 11 days. The Monday closures will be in addition to any day stores are routinely closed. The 148 stores that routinely close on Mondays would also close the next normal day of operation. Other than the furlough day, there are no other changes planned for store operation hours, according to the release.

"We know that any disruption in commissary operations will impact our patrons," said Joseph H Jeu, director and CEO of the commissary agency "Also, we understand the tremendous burden this places on our employees, who, when furloughed, will lose 20 percent of their pay "

The announcement comes as the agency prepares to follow DOD furlough procedures as announced by Defense Secretary Chuck Hagel on May 14 Like most of DOD, the commissary agency is mandated to furlough its civil service employees and furlough notices are scheduled to be delivered to affected employees between May 28 and June 5

Commissary customers are advised that they can find out about any changes to their local store's schedule online at www commissaries com and clicking on the "Locations" tab, then "Alphabetical Listing," finding their store and clicking on "local store information "

The release also advised that because sequestration is fluid, the agency's plans are subject to change

Overseas store staffs include a mix of U S and local national employees Because they are not U S government employees, local national employees are not subject to furlough actions Select locations overseas will open if they have an adequate local national staff If an overseas store is closed, its local national staff will report to work and perform other store-related duties, according to the release

The Defense Commissary Agency operates a worldwide chain of commissaries providing groceries to military personnel, retirees and their families. Authorized patrons purchase items at cost plus a 5 percent surcharge, which covers the costs of building new commissaries and modernizing existing ones Patrons save an average of 30 percent or more on their purchases compared to commercial prices, according to the release

PUBLICATION NOTICE

In accordance with the provisions of Guam Code Annotated, Title XI, Chapter III, Section 3315, notice is hereby given that:

DANNY SEO
dba: Club J Hash

has applied for a Class: 4 General On Sale Alcoholic Beverage License. said premises being marked as Lot: 7 Blk 3 Yi Bldg., Tumon

PUBLICATION NOTICE

In accordance with the provisions of Guam Code Annotated, Title XI, Chapter III, Section 3315, notice is hereby given that:

Park, Eun Hye
dba: Join Mart

has applied for a Class: 5 Off Sale Beer Alcoholic Beverage License said premises being marked as Lot: 19-2 New T 227 RR Cruz Sub-Division Rt-12, Agat

The Honorable
EDDIE B. CALVO
Governor

The Honorable
RAY TENORIO
Lt. Governor

A.B. WON PAT

PUBLIC NOTICE

The Board of Directors of the A.B. Won Pat International Airport Authority, Guam (GIAA) will hold a **Special Board Meeting** on **Tuesday, June 11, 2013 at 3:00 p.m.** in GIAA Terminal Conference Room No. 3. to discuss the Specialty Retail Concession Agreement, Claims, Protests, Litigation and Related Matters. Executive Session will be held to discuss pending litigation to which GIAA is a party. Parking is available in the Public Parking Lot.

For special accommodations, please call the Board Office at 642-4717/18.

(This ad paid for by GIAA)

Mother fears for her life, turns in son

By Gina Tabonares-Reilly
gina@mvguam.com
Variety News Staff

AN ELDERLY woman recently walked into the Hagåtña Police Precinct to file a complaint against her son, saying she is scared because her son has threatened to kill her

Escorted by Guam Renal Clinic caseworker Christina Sablan, the victim requested police assistance in getting a police report and restraining order on her son Romil Pervez Juaneza

According to the victim, on May 28, the defendant was transporting the victim to her dialysis treatment when her son suddenly got angry and turned the car around

The defendant allegedly yelled that he did not want to take the victim to her dialysis appointment anymore When the victim asked her son why he had turned the car around, the defendant shouted angrily that he was tired of taking care of his mother.

According to the victim, the defendant threatened that he will no longer take her to dialysis appointments and told her: "I can kill you anytime. Have mercy on my soul!" He then screamed and allegedly threw items around the house.

The victim told police she is scared to go back to her house because she fears the defendant will kill her She added that the defendant occasionally yells at her and breaks items within the house

The victim also told police that the defendant had admitted to using illegal drugs which she believes to be the cause of his outbursts

She said she cannot return home until the defendant is removed and a restraining order is in place

The defendant resides with the victim and the victim's daughter with special needs

Juaneza was charged with abuse of an incompetent, and family abuse – both as misdemeanors

Man charged with raping teenager

By Gina Tabonares-Reilly
gina@mvguam.com
Variety News Staff

A 25-year-old man is now facing two counts of third-degree criminal sexual conduct as a second-degree felony after he allegedly raped a teenager he got to know through Facebook

Shawn Perry Sablan Cabrera was identified by the victim as the man she met on April 28 after they met on the social networking site

The victim told police officers that she and the defendant went to a residence where the defendant removed her clothes and sexually assaulted her.

She said she cried and told the defendant she was scared and wanted to go home but the defendant told the victim that he wasn't done and wanted to do it again The defendant allegedly sexually abused her again

Another rape case

Meanwhile, another rape victim has gone to the police and filed a complaint of criminal sexual conduct after the minor discovered she was pregnant

The victim told the police she had sexual intercourse with Alex Joe Castro whom she met at the Micronesia Mall sometime in October 2012

According to the victim, the defendant told her he was 17 years old and they had sex a day before Valentines Day 2013 at their residence while her mother was not home

When the victim spoke with the defendant a few days later, he admitted he was actually 23

Marianas Variety-Guam Edition is circulated by home and office delivery, consignments, and vending machines throughout Guam, as mail delivery to the Federated States of Micronesia, the Marshall Islands, South Pacific, Hawaii, Japan and the continental U.S. Daily coverage can also be read from our website **www.mvguam.com.**

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RECOMMENDATION OF COUNSEL

TO: Board of Directors
ANTONIO B. WON PAT INTERNATIONAL AIRPORT AUTHORITY, GUAM

CC: Mr. Charles H. Ada II
Executive Manager
ANTONIO B. WON PAT INTERNATIONAL AIRPORT AUTHORITY, GUAM

FROM: Michael A. Pangelinan
CALVO FISHER & JACOB LLP

DATE: June 6, 2013

SUBJECT: **Executive Session**

Pursuant to 5 G.C.A. § 8111(c)(1), I hereby recommend that the Board of Directors of GIAA conduct an Executive Session at the next scheduled Board meeting to discuss pending or threatened litigation to which GIAA is or may be a party.

A.B. WON PAT
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MINUTES OF THE BOARD OF DIRECTORS REGULAR MEETING
3:00 p.m., Thursday, June 27, 2013
GIAA TERMINAL CONFERENCE ROOM #3

1. CALL TO ORDER AND ATTENDANCE

Chairman Francisco G. Santos called the A.B. Won Pat International Airport Authority, Guam (GIAA) regular meeting to order at 3:07 p.m. The presence of Directors is noted as follows: Jesus Q. Torres, Vice Chairman, Rosalinda A. Tolan; Edward G. Untalan; and Lucy M. Alcorn. Also present were Charles H. Ada II, Executive Manager, Peter Roy Martinez, Deputy Executive Manager, Carlos P. Bordallo, Acting Comptroller, Frank R. Santos, Business and Financial Consultant, Michael A. Pangelinan Esq., and Janalynn C. Damian Esq., Legal Counsel. The Chairman welcomed the presence of Airport Tenants, stakeholders, and members of the public who are noted in a sheet made as an attachment to the minutes.

2. APPROVAL OF AGENDA

Vice Chair Torres made motion to approve the agenda as presented, seconded by Director Tolan; motion carried.

3. APPROVAL OF MINUTES

A. May 30, 2013 Board Regular Meeting
B. June 11, 2013 Board Special Meeting

Before proceeding with the approval of the minutes, the Executive Manager announced that he would like to make a clarification in reference to the minutes. Regarding the unified pay scale, the 20th Percentile on page four (4), he stated that it was approved by the Board for the purposes of analysis, and to develop a performer report to present to the Board, which will be given later on today.

Director Tolan made motion to approve the minutes of the May 30, 2013 Regular Board Meeting and the June 11, 2013 Special Board Meeting subject to correction, seconded by Vice Chair Torres; motion carried.

4. CORRESPONDENCE

The Executive Manager informed the Board there is one item that was received today and apologized for the item not being in the Boards' packets. The correspondence is from Vladivostok Air, announcing that the airline will be operating scheduled Charter flights on direct route from Vladivostok, Russia to Guam from November 2013 to March 2014. Although they are only looking at flights every two (2) weeks, they are hoping with our partnership to have flights year round. Vice Chair Torres inquired on the type of aircraft they would be using. The Executive Manager replied that it will be a 737 aircraft, 142 – 155 passenger count.

5. MATTERS FOR BOARD RATIFICATION/APPROVAL

A. Approval of Award for Custodial Services for TSA Offices and Facilities – IFB No. GIAA-003-FY13

The Executive Manager reported that an Invitation for Bid was published to solicit bids from professional firms to provide custodial services at the TSA offices and facilities, inclusive of all labor, materials, supplies and equipment to the main terminal building. The term of the contract is for a period of three (3) years and may be renewed annually at GIAA's sole option for additional one-year periods, not to exceed the total contract term of five (5) years. Of the thirteen (13) firms that received bid packages, eight (8) submitted bids before the submission deadline. All eight (8) firms were evaluated; with only seven (7) determined to be acceptable. Management recommends that the contract be awarded to JJ Global with the bid amount of $47,400.00. It has been determined that JJ Global has met the standards of responsibility and responsiveness outlined in the Guam Procurement Regulations. Discussion followed relative to bid amounts. At this time Chairman Santos welcomed the presence of Director Alcorn. Director Untalan made motion to approve Management's recommendation, seconded by Director Tolan; motion carried.

B. Approval of Award for Rehabilitate Runway 6L-24R, Phase II – IFB No. GIAA-C01-FY13

The Executive Manager stated that Board action is requested to approve the bid award of the above mentioned project. The project is to provide construction and renovation work to rehabilitate runway 6L-24R (Phase 2) inclusive of all labor, materials, supplies and equipment. Six (6) firms received bid packages, and only two (2) submitted bids before the submission deadline. Management recommends that the Board authorize the contract award of $6,896,871.09 to Nippo USA, Inc. who has been determined to have met the standards of responsibility and responsiveness outlined in the Guam Procurement Regulations. Director Tolan inquired if Nippo USA, Inc. was a new company on Guam and if they have been doing business on Guam. The Executive Manager responded stating the firm has done work previously for the Airport. Vice Chair Torres

made motion to approve Management's recommendation, seconded by Director Untalan; motion carried.

C. Ratification of Disbursements

The Executive Manager presented the summary of Disbursements to the Board. Vice Chair Torres inquired on the payment made to AECOM Technical Services Inc. in the amount of $419,652.00. Business and Financial Consultant, Frank Santos replied, informing the Board that Guam Airport is one of the few designated for a 'Pilot Program', a testing program for a Geographical Information System (GIS) with the purpose of creating an electronic airport layout plan which includes both aerial and ground surveys, the GIS will be stored in the FAA servers. Mr. Santos went on to say that this will save the Airport money in the future with anything that has to do with the airfield because everything is now under GIS format, GPS (Global Positioning System) based. The payment amount of $419,652.00 is for several invoices.

Vice Chair Torres made motion to ratify payments above the $50,000.00 threshold made to vendors for the period of May 29, 2013 – June 21, 2013, seconded by Director Alcorn; motion carried.

6. OLD BUSINESS

A. Executive Manager's Report

The Executive Manager presented brief reports on various issues and announcements relating to Airlines, regulatory and financial issues, including the refinancing of the 2003 Revenue Bonds. The Manager reported that a GIAA team travelled to San Francisco to present an Airport review to Standard & Poor's and Moody's Investors during the week of June 17, 2013 to refinance approximately $125M in bonds, and new money financing structures.

Relating to the Specialty Retail Merchandise Concession, Lotte Duty Free Guam, LLC continues to transition and work toward the July 21, 2013 occupancy and operational date of the new retail concession awarded to Lotte. A job fair was held by Lotte on Friday, June 21, 2013 to hire managerial, supervisory and support staff. Lotte plans to phase in more personnel to an estimated 200 employees for the Airport retail concession and their off Airport location.

The Executive Manager reported on Legislative issues such as Bill 69-32, which would require legislative approval for lease agreements that span more than five (5) years. The Bill passed in the Legislative Session on May 28, 2013. The Manager stated that the new law will affect the way that the Airport does business. Vice Chair Torres inquired if any of the Management staff had met with the Airport's Oversight Chairman, Senator San

Nicolas regarding the new law. The Executive Manager replied, stating that Management had met with Senator San Nicolas, and he acknowledged the concerns. Vice Chair Torres stated this should be something that the Airport revisit, the Airport does not get a dollar from the general fund and he does not remember a time that the Airport had to go to the Legislature to ask that they appropriate for Airport operations. Vice Chair Torres went on to say that the Airport is run like a business, some of the commitments we have just cannot be constricted within the five (5) years. The Vice Chairman suggested that Management meet with Senator San Nicolas and ask that the Airport be exempt from the five (5) years. Vice Chair stated that from his understanding even though the law has been passed, it is possible for a law to be amended. Discussion followed relative to the new law. The Chairman requested that Management schedule a meeting with Senator San Nicolas regarding this issue.

Continuing with Legislative Issues, the Executive Manager reported that Bill 125-32 was passed in the June 4, 2013 Legislative session. The Bill appropriates $500,000 to the Department of Public Works to fund the acquisition property for the Tiyan Parkway Project. The Manager informed the Board that Management has been in discussion with the FAA to come up with creative ways to augment this effort to resolve the Tiyan Parkway issue and have a couple of proposals, which will be packaged and presented to the Board at the next Board meeting. Discussion followed with the Executive Manager informing the Board that the FAA was very assistive with the matter for the Government of Guam to resolve this particular long standing issue we have. The Manager stated that with the conversation he had with the FAA, he believes he will be the last Executive Manager of the Airport that will have to deal with the issue, for the people of Guam, all stakeholders, and entire Government, he is confident it is close to being resolved.

On another Legislative issue, the Executive Manager informed the Board of an oversight hearing today of Bill 137-32, which provides low cost space to the Guam Customs and Quarantine Agency at the Guam International Airport Authority in a manner consistent with Federal law. By the introduction of the Bill, USCBP not only Guam but throughout the country does not pay rent to any airport operator. The Vice Speaker Benjamin J. Cruz had introduced this legislation. Vice Chairman Torres reiterated for confirmation, the Guam Customs and Quarantine be a non-paying tenant at here at the Airport. The Executive Manager responded, stating correct. He then went on to inform Chairman Santos that the hearing was today, the Airport provided written testimony and that it is their intention to be making office calls to senators in reference to this matter, hopefully before it leaves committee. The Chairman requested that there be a scheduled meeting with the Oversight Chairman to explain and provide more knowledge regarding the Airport. Vice Chair Torres inquired on how much is the Guam Customs and Quarantine earning, how much was approved for the inspections that they conduct downstairs. The Executive Manager replied based on the current Customs charge, it is approximately 10M annually. Vice Chair Torres stated, we have a Government agency coming in and siphoning off revenue from the Airport when our enabling legislation mandates that we

have to be self-sustaining financially and otherwise. Vice Chair Torres stated that we're all obligated here as Board members to insure that we maintain the financial integrity number one, so that we can run a first class facility.

The Executive Manager announced that the Pohnpei Ports Authority has committed to join GIAA as a partner in hosting the ACI Asia Pacific Small & Emerging Airports Conference to be held in October 2013.

Before closing the report the Manager informed the Board that the Airport completed Phase I of 4 Phases in part of the 'Modernization of Electronics' here in the Airport and invited the Board members to take a look at the completions.

B. Financial Report

For the Board's information, Carlos P. Bordallo, Acting Comptroller presented the financial report as of May 31, 2013, stating that the Net Debt Service Coverage is at 1.84. Vice Chair Torres stated that the report was the best he heard so far. The Acting Comptroller also added that the power costs have been declining.

Before proceeding to Legal Counsel's report, Director Untalan presented a brief report relative to the adjustment in salaries up to the 20th percentile approved at the last Board meeting. The Director presented a forecast that confirmed that the Airport would be able to absorb the $830,000 for the salary increases and still have a good cash position at the end of the year. Discussion followed on the effective date of the salary adjustments, with the Acting Comptroller adding that the effective date would be from October 1st, 2012. Vice Chair Torres expressed the importance in giving back to the employees.

C. Legal Counsel's Report

Legal Counsel recommended that discussions regarding litigation matters be reported during Executive Session. The Board had no objection.

D. Status of Capital Improvement Programs

Business and Financial Consultant, Frank Santos presented a brief report for the Board's information stating that by the regular Board meeting in July that the FAA will be providing the Airport with grants for four (4) projects. One 2M dollar grant to repay the Airport for money previously spent, which adds to our cash position, strictly a reimbursement. He went on to add that the Airport will be getting one new ARFF truck. Vice Chair Torres inquired if the old truck will be given to Rota. Frank Santos replied, no that the intention is to keep the trucks so they can be rotated, eventually they will be given to somebody. Mr. Santos reported that the last grant that the Airport will receive

for FY13 will be an additional $800,000 for the Airport Geographical Information System mentioned earlier in the meeting.

7. NEW BUSINESS

No New Business presented.

The Executive Manager informed the Board that he had items to report to the Board under Tenant Matters the first being that the Airport sent a letter of intent to the Guam Army National Guard for a Hanger Project. The Manager stated that the Guam Army National Guard received funding for a proposed project to provide helicopter capabilities within the Guard Unit to service our area, and the background is that they requested for approximately two (2) acres of land located on Airport property specifically the south side of the AOA for the purpose of constructing a helicopter hanger facility. The purposes would be for Medivac helicopters and to maintain emergency units for our island. We actually found a template for other National Guard Units that operate within local airports and used the same format. After comprehensive discussions between the two organizations, the Guam Army National Guard will pay the Airport approximately $5,242.04 per month for the use of the facilities including the runways, taxi's, light systems, navigational waves and other areas open to the public and used by the National Guard as well. The Manager informed the Board that the reason why we had to move quickly prior to the Board meeting is that there is a deadline to the Guam Army National Guard Bureau to access additional funds to extend the lease out to 45 years and expand their footprint. The Manager stated that we wanted to insure we did our part to insure that Guam receives more funding and support, to respond to not only to our Guards needs but our islands needs. Chairman Santos inquired on the lease term and if it would need to go to the Legislature. The Executive Manager replied informing the Board it is for a 20 year term and yes it would need to go to the Legislature as the law is enacted already. The Manager stated it would be a huge asset to the island.

The second item the Manager announced to the Board was correspondence from one of the Airports tenants. Pac Air walked a letter late Friday requesting for the approval of a new lease agreement. The Executive Manager reported that they are looking at bringing on the U.S. Citizenship and Immigration Services, leasing about 17,000 square feet of space at the Pac Air Cargo facility, bringing them to 80% of warehouse space that's dedicated to cargo, again, aeronautical. This is a similar to the concern that the former Chairman, Mr. Michael Ysrael had which elevated all the way to the Hawaii Area District Office and returned without merit. I just want to insure our tenant that it will be bought to the Board. They are going to be expanding their capacities to pay us next summer. As you know, the initial agreement with Pac Air was the deferred payment, which comes into effect July 2014. The Manager added that he is in full support of new lease agreement, and wanted to bring it to the Board. If there are concerns from constituents

within the community about the Airport engaging in non-aeronautical activity, that discussion will be made if it needs to be had with the appropriate stakeholders. The Executive Manager stated that it is the intent of Management right now to aggressively seek aeronautical and non-aeronautical revenue for the Airport, the more we can provide revenue to this Airport the better off we are to engage partners, more importantly signatory airlines, to reduce rates and possibly lower airfares, not just for the traveling tourists in the region but our people as well. Discussion followed relative to the changes of Airports over time and what Airports are emerging to be. Chairman Santos requested that Management keep the Oversight Chairman, Senator San Nicolas up to date with what is going on with Airport.

8. EXECUTIVE SESSION

The Chairman announced that the Board will recess and convene Executive Session after the recess. Vice Chair Torres made motion to recess and convene Executive Session after the recess, seconded by Director Alcorn; motion carried. The Board recessed at 4:09 p.m.

Chairman Santos called the Executive Session to order at 4:18 p.m. Executive Session adjourned at 5:13p.m., at which time the regular meeting reconvened.

Based on discussions during Executive Session, Director Untalan announced that he would like to make a motion authorizing Management to proceed as directed by the Board in Executive Session regarding Freedom Air, seconded by Vice Chair Torres; motion duly carried.

9. PUBLIC COMMENTS

The Chairman called upon any public member wishing to make comments. There was no response.

Vice Chair Torres announced that he would like to share some concerns with the Board regarding two (2) key Management positions. Both Comptroller and Chief Engineer positions have been vacant for a number of years. He stated that right now is an indication that we are prepping for the new fiscal year. Historically they are key positions and the right approach is to appropriately fill those positions.
The Executive Manager informed the Board that he did speak with Mr. Victor Cruz in reference to the Chief Engineer position, which he currently oversees the responsibility. The Manager stated that out of courtesy to Mr. Cruz, who is a long time employee and very well liked, he had given him up to December 2013 to obtain the credentials needed to qualify for the position of Chief Engineer. If he was unable to, the position would be filled. He was informed there are ways to gain the credentials, and asked the Board to allow Mr. Cruz that time to gain them. The Chairman agreed with the Executive

Manager and requested that Mr. Cruz be given a chance and opportunity to gain the requirements. The Executive Manager added however, Mr. Cruz would have to compete for the position. Vice Chair Torres responded, of course, that's the 'Merit System', the problem is that the Chief Engineer position is a classified position with the Government of Guam, and answers to the Executive Manager, whereas the Comptroller position is unclassified and answers to the Board. Airport Services Manager, Ms. Jean Arriola added that the Chief Engineer requires a PE, and the Comptroller requires a CPA. Discussion followed relative to the requirements of the position of Comptroller. Vice Chair Torres expressed the need to fill both key positions. Director Tolan made motion to allow Legal Counsel to obtain clarification whether Carlos Bordallo may be appointed to the Comptroller position by the Board without requiring a CPA, seconded by Director Untalan; motion carried.

10. ADJOURNMENT

Mr. Frank Santos announced for the Board's information that the first Executive Manager of the Airport had passed away in Hawaii yesterday. The body will be brought back to Guam over the weekend and rosaries will begin.

There being no further discussion, the Chairman announced that the next regular meeting is scheduled for Thursday, July 25, 2013. Director Alcorn made a motion to adjourn the meeting, seconded by Director Untalan; motion carried. The meeting adjourned at 5:10 p.m.

Respectfully submitted,

Amanda O'Brien-Rios
Board Secretary

APPROVED:

FRANCISCO G. SANTOS
Chairman of the Board

08/08/13
Date

Attachment

A.B. WON PAT
INTERNATIONAL AIRPORT AUTHORITY, GUAM
ATURIDAT PUETTON BATKON AIREN GUAHAN ENTENASIONAT

P.O. Box 8770
Tamuning, GU 96931

Tel (671) 646-0300
Fax (671) 646-8823

www.guamairport.com

BOARD OF DIRECTORS REGULAR MEETING

3:00 p.m., Thursday, June 27, 2013
Terminal Conference Room No. 3

AGENDA

1. Call to Order and Attendance

2. Approval of Agenda

3. Approval of Minutes

   A. May 30, 2013 Regular Meeting
   B. June 11, 2013 Special Meeting

4. Correspondence

5. Matters for Board Ratification/Approval

   A. Approval of Award for Custodial Services for TSA Offices and Facilities - IFB No. GIAA-003-FY13
   B. Approval of Award for Rehabilitate Runway 6L-24R, Phase II - IFB No. GIAA-C01-FY13
   C. Ratification of Disbursements

6. Old Business

   A. Executive Manager's Report
   B. Financial Report
   C. Legal Counsel's Report
   D. Status of Capital Improvement Programs

7. New Business

8. Executive Session

9. Public Comment

10. Adjournment

A.B. WON PAT INTERNATIONAL AIRPORT AUTHORITY, GUAM
BOARD OF DIRECTORS REGULAR MEETING
3:00 P.M., THURSDAY, JUNE 27, 2013
GIAA TERMINAL CONFERENCE ROOM #3

SIGN IN SHEET

	PRINT NAME	COMPANY/AGENCY
1.	Gerard BAUTISTA	GIAA - ATM
2.	VICTOR J. CRUZ	GIAA.
3.	J G. JAVELLANA	GIAA
4.	Joann Camacho	DPW
5.	RL Faa Simbe	GIAA Intern
6.	J CALVO	GIAA
7.	B. BAZA	GIAA
8.	CHUCK ADA	GIAA
9.	Mike Pangelinan	CFS
10.	BOB CAMACHO	A.P.
11.	Jean Arriola	GIAA
12.	June Guzman	DRT
13.	FRANK P. TAITANO	GIAA
14.	JERMAINE ACOSTA	Legislature
15.		
16.		
17.		
18.		
19.		

Legislation establishing 'castle doctrine' introduced

By Louella Lostnio
louella@mvguam.com
Variety News Staff



Sen. Tony Ada said he is sponsoring Bill 146 because "all residents of Guam have the constitutional right to protect their homes and their families." Variety file photo

SEN. Tony Ada has introduced legislation that would establish a "castle doctrine" law on Guam.

Ada said he is sponsoring Bill 146 because "all residents of Guam have the constitutional right to protect their homes and their families."

Based on the long-held premise that a person's home is their castle and that they're entitled to protect their home, family and property from intruders, Bill No.146 would allow the use of defensive force when there is reasonable fear of death or great bodily harm upon an occupant of a home or vehicle by an intruder.

The bill would provide certain protections such as freedom from legal responsibility and prosecution for those who use such defensive force, typical of castle doctrine laws in other jurisdictions.

If Bill 146 becomes law, Guam will join 45 states that have adopted either the castle doctrine or "Stand Your Ground" laws.

The legislation is being co-sponsored by Sens. Brandt McCreadie, Frank Aguon Jr. and Rory Respicio, who all agree that the bill would provide an added deterrent to burglaries and home invasions on Guam.

"During a June 13, 2013 public hearing, a prominent defense attorney told the Legislature that people don't commit crimes because they are afraid of the law, they commit crimes because they think they can get away with it. If this bill becomes law, then many crooks will know that it won't be easy to get away with it anymore," McCreadie said.

For his part, Aguon said home safety is paramount and the people must be able to protect their homes.

"Our people must no longer be hesitant to protect themselves and their families for fear that they will be prosecuted for doing so, and criminals must no longer believe that they can break into someone's home with impunity," Respicio added.

Conditions

Typical conditions that apply to some castle doctrine laws include:

▶An intruder must be making (or have made) an attempt to unlawfully or forcibly enter an occupied residence or vehicle.

▶The intruder must be acting unlawfully (the castle doctrine does not allow a right to use force against officers of the law, acting in the course of their legal duties).

▶The occupant(s) of the home must reasonably believe the intruder intends to inflict serious bodily harm or death upon an occupant of the home. Some states apply the castle doctrine if the occupant(s) of the home reasonably believe the intruder intends to commit a lesser felony such as arson or burglary.

▶The occupant(s) of the home must not have provoked or instigated an intrusion; or, provoked/instigated an intruder's threat or use of deadly force.

Legally

In all cases, the occupants of the home must: be there legally; not be fugitives from the law themselves, or aiding/abetting other fugitives; and not use force upon an officer of the law performing a legal duty.

The castle doctrine (aka a Castle Law or Defense of Habitation Law) is an American legal doctrine that designates a person's abode as a place in which that person has certain protections and immunities permitting them to, in certain circumstances, use force to defend against an intruder — free from legal responsibility and prosecution for the consequences of the force used.

GUAM GIRL SCOUTS, INC.
STATEMENT OF REVENUE & EXPENDITURES

	Fiscal Year Ended 30-Sep-12 (Audited)
PUBLIC SUPPORT AND REVENUE	$390,316$
EXPENDITURES	$381,219
CHANGES IN NET ASSETS	$9,097$
NET ASSETS AT BEGINNING OF YEAR	$443,947
NET ASSETS AT END OF YEAR	$453,044$

STATEMENT OF FINANCIAL POSITION

ASSETS:	$464,824$
LIABILITIES:	$11,780$
NET ASSETS:	
Unrestricted	$351,094
Temporarily restricted	$2,800
Permanently restricted	$99,150
TOTAL NET ASSETS	$453,044
	464,824$

This is to certify that the above Statement of Activities and Statement of Financial Position are a true and accurate account of the Guam Girl Scouts, Inc.

The Honorable EDDIE B. CALVO Governor
A.B. WON PAT
The Honorable RAY TENORIO Lt. Governor

PUBLIC NOTICE

The Board of Directors of the A.B. Won Pat International Airport Authority, Guam (GIAA) will convene its Regular Board meeting on Thursday, June 27, 2013 at 3:00 p.m. in Terminal Conference Room No. 3. In addition to regular matters, pursuant to 5 G.C.A. §8111(c)(2), Executive Session will be held to discuss pending litigation to which GIAA is a party. Parking is available in the Public Parking Lot.

For special accommodations or agenda items, please call the Board Office at 642-4717/18.
(This ad paid for by GIAA)

Navy investigating death of sailor

By Gina Tabonares-Reilly
gina@mvguam.com
Variety News Staff

THE Navy has launched an investigation into the death of a sailor who may have drowned yesterday morning while swimming in the inner harbor of Naval Base Guam close to the vicinity of Alpha Wharf.

Joint Region Marianas spokesperson Lt. Matt Knight confirmed a service member was pronounced dead by medical personnel who transported the sailor to Naval Hospital Guam.

"The incident is currently under investigation by the Naval Criminal Investigative Service. The cause of death is pending the results of an autopsy," Knight told Variety.

Knight was not able to provide specific information regarding the incident, pending the notification of the sailor's next of kin.

"At this time, I am not releasing any more specific information until the next of kin are notified. Department of Defense regulations authorize me to release specific information on the individual 24 hours after the next of kin have been notified. This allows the military to do our solemn duty of informing the next of kin in a respectful manner. I will provide more information once that is complete," Knight said.

Motorist critical after Dededo accident

By Manny Cruz
For Variety

THE 18-year-old driver of a red sedan that hit a concrete power pole yesterday morning is still in the Intensive Care Unit of the Guam Memorial Hospital, according to GMH Nursing Supervisor Bill Toves.

The accident occurred on Route 3, Dededo, across from the construction site of the Guam Regional Medical City at about 8 a.m.

Emergency responders arrived on the scene minutes later to extract the man from the vehicle using the Jaws of Life.

The driver sustained multiple traumas throughout his body and is on life support.

Nursing staff will be monitoring his condition over the next two days for signs of recovery.

Marianas Variety-Guam Edition is circulated by home and office delivery, consignments, and vending machines throughout Guam, as mail delivery to the Federated States of Micronesia, the Marshall Islands, South Pacific, Hawaii, Japan and the continental U.S. Daily coverage can also be read from our website **www.mvguam.com.**

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Doc. No. 35GL-19-0628.*

Judge: License plate is non-transferable

By Gina Tabonares-Reilly
gina@mvguam.com
Variety News Staff

SUPERIOR Court Judge Anita Sukola has reiterated that it is unlawful to transfer a vehicle license plate from one vehicle to another without authorization from the Department of Revenue and Taxation.

The court restated this ruling as it denied a motion to dismiss filed by Jason Michael Diaz Quinata, who said his fraudulent vehicle identification – a misdemeanor charge – was too trivial to warrant conviction.

Quinata, through Assistant Public Defender Pablo M. Aglubat wants to dismiss his misdemeanor charges on "de minimis" grounds.

Quinata, 23, allegedly operated a vehicle without a front license plate when he was stopped by a police officer on Nov. 2, 2012.

During the traffic stop, it was discovered the license plate attached to Quinata's vehicle was not the one assigned to the automobile's vehicle identification number, or VIN.

The defendant admitted he took the license plate and engine from his own car, which was wrecked in an accident, and attached it to the car of his mother-in-law with her full knowledge and consent. The car of the defendant's mother-in-law was exactly the same make and model of the defendant's but was not operational.

Quinata told the court he did not know it was illegal to do so and argued that his alleged conduct did "not cause or threaten any harm or evil sought to be prevented by the law defining the offense."

Inappropriate

Assistant Attorney General Brian Gallagher, however, argued that Quinata's conduct was not "de minimis," and dismissal of the case is inappropriate under Guam law.

Gallagher told the court that Quinata's behavior was not within the customary license or tolerance that society should have to tolerate, adding the defendant did actually cause or threaten the harm sought to be prevented by law.

"To allow defendant to dismiss the case based on the claim that he was unaware of the illegality of his actions would open the door for every other defendant in a similar situation to get away with removing, defacing, covering, altering or destroying identification marks on their vehicles," Gallagher added.

Judge Sukola agreed with the government attorney and said that while the defendant's mother-in-law renewed the car registration days after Quinata's arrest to reflect her name and the defendant's name, it does not negate the fact that an offense was committed at the time the Guam Police Department discovered that the license plate attached was not the one assigned to the original VIN.

"The removal of a vehicle license plate from one vehicle to another without authorization from the Department of Revenue and Taxation is clearly unlawful under 9 GCA Section 9101," Judge Sukola ruled.

The court added that the complaint is not too trivial and is determined to continue the case against Quinata.

Further proceedings is set for July 3 at 10 a.m.



Health and Human Services Secretary Kathleen Sebelius announced Friday that nationwide, 77.8 million consumers saved $3.4 billion upfront on their premiums as insurance companies operated more efficiently. AP

Guam residents to benefit from $2 million in insurance rebates

(HHS) – A total of 49,160 Guam residents stand to receive an average of $2,615 per family from the $2 million in rebates that insurance companies are required to distribute under the Affordable Care Act, Health and Human Services Secretary Kathleen Sebelius announced Friday.

Nationwide, 77.8 million consumers saved $3.4 billion upfront on their premiums as insurance companies operated more efficiently.

Additionally, consumers nationwide will save $500 million in rebates, with 8.5 million enrollees due to receive an average rebate of around $100 per family.

Created under the Affordable Care Act, the Medical Loss Ratio standard (aka the "80/20 rule") requires insurers to spend at least 80 cents of every premium dollar on patient care and quality improvement. If they spend an excessive amount on profits and red tape, they owe rebates back for the difference no later than Aug. 1.

"This new standard is increasing transparency and accountability, promoting better business practices and competition among insurance companies, and ensuring consumers receive value for their premium dollars," Sebelius said. "Today's announcement shows that more Guamanians are benefiting from the tools created under the Affordable Care Act to keep consumer costs down."

The law has motivated many plans to lower prices or improve their coverage to meet the standard. Other Guamanians will see their value reflected through rebates later this summer.

Guamanians who are owed a rebate will see their value reflected in one of the following: rebate check in the mail, a lump sum reimbursement to the same account that they used to pay the premium if by credit card or debit card, a reduction in their premiums, and their employer using rebates to improve their health coverage.

Insurance companies that do not meet the standard will send consumers a notice informing them of the rule. The notice will also let consumers know how much the insurer did or did not spend on patient care or quality improvement, and how much of that difference will be returned as a rebate.

The '80/20 rule' works, along with the required review of proposed double-digit premium increases, to stabilize and moderate premium rates.

In addition, with new market reforms including the guaranteed availability protections and prohibition of the use of factors such as health status, medical history, gender and industry of employment to set premiums rates, this policy helps ensure every American has access to quality, affordable health insurance.

The Honorable EDDIE B. CALVO Governor
The Honorable RAY TENORIO Lt. Governor
A.B. WON PAT INTERNATIONAL AIRPORT AUTHORITY, GUAM

PUBLIC NOTICE

The Board of Directors of the A.B. Won Pat International Airport Authority, Guam (GIAA) will convene its Regular Board meeting on Thursday, June 27, 2013 at 3:00 p.m. in Terminal Conference Room No. 3. In addition to regular matters, pursuant to 5 G.C.A. §8111(c)(2), Executive Session will be held to discuss pending litigation to which GIAA is a party. Parking is available in the Public Parking Lot.

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(This ad paid for by GIAA)

JUDICIARY OF GUAM
Guam Judicial Center
120 West O'Brien Drive, Hagatna, Guam 96910 • www.guamcourts.org

Request For Health Proposal (RFHP) No. 13-01

The Judiciary of Guam is accepting proposals from qualified firms to provide Group Health Insurance for the Judiciary of Guam.

Interested and qualified Interested and qualified firms may pick up copies of the RFHP at the Procurement Office located in the Guam Judicial Center, 1st floor, 120 West O'Brien Drive in Hagatna beginning Friday, June 14, 2013 (Guam Time) from 8:00 a.m. to 5:00 p.m. except holidays or visit the Judiciary's Website http://www.guamcourts.org/information/proc.html to obtain an electronic copy of the RFHP and for any periodic updates.

All proposals must be submitted to the Procurement Office no later than 2:00 p.m. (Guam Time), July 5, 2013. Late proposals will not be considered.

For more information, please contact Mr. Raymond L.G. Taimanglo, Procurement & Facilities Mgt. Administrator at 475- 3175/3141/3212 or email rtaimanglo@guamcourts.org and/or mantonio@guamcourts.org.

/s/ PERRY C. TAITANO
Administrator of the Court

MINUTES OF THE BOARD OF DIRECTORS REGULAR MEETING
3:00 p.m., Thursday, May 30, 2013
GIAA TERMINAL CONFERENCE ROOM #3

1. CALL TO ORDER AND ATTENDANCE

Chairman Francisco G. Santos called the A.B. Won Pat International Airport Authority, Guam (GIAA) regular meeting to order at 3:10 p.m. The presence of Directors is noted as follows: Jesus Q. Torres, Vice Chairman, Rosalinda A. Tolan; Martin J. Gerber; Edward G. Untalan; and Pedro P. Ada III. Also present were Charles H. Ada II, Executive Manager, Peter Roy Martinez, Deputy Executive Manager, Carlos P. Bordallo, Acting Comptroller, Frank R. Santos, Business and Financial Consultant, and Michael A. Pangelinan Esq., Legal Counsel. The Chairman welcomed the presence of Airport Tenants, stakeholders, and members of the public who are noted in a sheet made as an attachment to the minutes.

2. APPROVAL OF AGENDA

Vice Chair Torres made motion to approve the agenda as presented, seconded by Director Tolan; motion carried.

3. APPROVAL OF MINUTES

A. April 25, 2013 Board Regular Meeting

Director Ada made motion to approve the minutes, subject to correction, seconded by Vice Chair Torres; motion carried.

Before moving on with Correspondence the Executive Manager introduced to the Board representatives from Supreme, Darril Dela Paz, General Manager and Karlo Terz, Director of Operations.

4. CORRESPONDENCE

The Executive Manager informed the Board that a letter was received from the Oversight Chairman, Senator San Nicolas relative to Public Law 32-031, which mandates that Boards and Commissions have an educational curriculum established for Board members within 90 days of the Public Law. The Manager stated that GIAA is in the

process of developing such a curriculum which will be completed within the compliance time line set forth.

5. MATTERS FOR BOARD RATIFICATION/APPROVAL

A. Ratification of Disbursements

Director Ada made a motion to ratify payments above the $50,000.00 threshold made to vendors for the period of April 24, 2013 – May 24, 2013, seconded by Director Gerber; motion carried.

6. OLD BUSINESS

A. Executive Manager's Report

The Executive Manager presented brief reports on various issues and announcements relating to Airline issues, to include Starflyer, a Kitakyushu Airport based air operator, operating thirteen (13) charter flights between Kitakyushu and Guam in August, 2013; first of which is scheduled for August 1, 2013 and will continue through August 26, 2013.

May 20, 2013 Management met with the Signatory Airline partners to discuss items such as, FY2013 budget, new operator of the fuel system, Tiyan Parkway and Central Avenue closure, various legislative issues, and the bond refunding and capital improvement projects.

Regarding Regulatory issues, U.S. Customs and Border Protection (USCBP) announced the implantation of the paperless I-94. USCBP has developed an electronic version of the Arrival/Departure Record and will be in effect on Guam and the Commonwealth of the Northern Mariana Islands on May 14, 2013. Some traveler's will still need to complete a paper CBP Form I-94, including those applying for admission under the Guam-CNMI Visa Waiver Program or those entering the United States under a paroled status without a valid U.S. visa. Congresswoman, Madeleine Bordallo announced that in the Fiscal 2014 Homeland Security Appropriations Bill, language on expanding the Guam-CNMI Visa Waiver Program was inserted instructing the Department of Homeland Security (DHS) to finalize deliberations on the expansion of the program on Guam.
Not currently on Guam, the TSA pre-screening program, TSA Precheck is in place for eligible United Airlines passengers. Customers who are eligible will begin to see the TSA Precheck indicator on mobile boarding passes or those they have printed at home or a kiosk at some airports. This will allow customers to route themselves effectively to available TSA Precheck lanes. The program is available at all eight (8) United's domestic hubs and a total of twenty-nine (29) airports.

The Executive Manager reported that the Fiscal Year 2014 Budget preparation is in progress; with Division heads working within timelines to meet budget deadlines and goals.

In regard to the Specialty Retail Concession, the Manager reported that after the GIAA Board of Directors approved Management's recommendation to award the contract to Lotte Duty Free Guam, LLC; the successful negotiation of the contract concluded, and on May 18, 2013 the contract was awarded as authorized by the Board. The new Agreement increases the Airport's specialty retail concession guaranteed rental revenues from $4.5 million under the prior contract, to $15.4 million in minimum annual guaranteed rent to be paid by Lotte. The Airport was also able to negotiate additional revenue of 1% of all non-Airport sales made by Lotte on Guam. Under the new Agreement, no less than $23 million will be invested by Lotte in capital improvements towards enhancing the Airport's duty free shopping experience with a unique concept which includes substantial renovations to the Airport food court and restroom facilities at no additional cost to the Airport. A Press Conference for all media was held today, showcasing Lotte Duty Free Guam's winning concept "Gateway Guam".

Reporting on Personnel issues, the executive Manager announced that through Public Law 29-94, authorization was granted to the Authority to establish pay scales for CTP positions. GIAA employed an independent study in 2008 to develop the pay scale for CTP positions. On November 23, 2010 the GIAA Board of Directors approved the migration to the 5th Market percentile, effective October 1st of that year. This is the first of a planned number of adjustments eventually achieving the 50th Market percentile or market average within the United States. Pursuant to GIAA CTP Rules and Regulations, internal equity should be reviewed annually and external competiveness at least every three (3) years. A review conducted in 2011, assessing a series of benchmark positions with data being obtained from market research against the U.S. Airport Industry and the U.S. Bureau of Labor Statistics (BLS). Research indicated an average market movement of 8.7% for the U.S. Airport Industry over the period of 2008 – 2012. The total estimated cost to migrate to the 15th Market Percentile is $602,640.00 with the total estimated cost to migrate to the 20th Market Percentile being $830,000.00.

The Executive Manager informed the Board that Bill 69-32 was passed in the legislative session May 28, 2013; requiring legislative approval for lease agreements that span more than five years. Bill 125-32 was introduced in the legislative session May 23, 2013, appropriating $500,000.00 to Department of Public Works to fund the acquisition property for the Tiyan Parkway Project.

The Manager reported that during the annual Airport Certification Inspection by the Federal Aviation Administration (FAA) on May 3, 2013, GIAA received excellent inspection results. Airport Certification Inspector, Juan S. Reyes of the FAA Airport

District office out of Honolulu commented on the great conditions at GIAA, and had only one recommendation to update the Airport's Wildlife Management Program.

Before ending the report, the Executive Manager introduced representatives from Citigroup, and the new General Manager of DFS Guam, June Guzman. Director Untalan at this time reminded the Board of the Bond Refinancing and commended the Executive Manager and staff for successful negotiations of the Specialty Retail Concession contract. He stated that with the new contract there will be a significant increase in annual revenue that the Airport will receive with the Concession itself, and that it's a very appropriate time as GIAA are going before rating agencies to show the improvements that are being made to the Airport.
At this time Director Ada thanked the Executive Manager for the recent tour of the facility. Director Ada stated that he had a number of requests for Management, including a report on the efforts being made to remove old debris on Airport property, and, what effort is being made to reduce the cost of power. The Executive Manager responded, informing Director Ada and the Board that GIAA has undertaken an eleven (11) million dollar energy performance project a little over a year ago which is expected to be completed this summer, and a two (2) million dollar energy savings per year is to be expected, which is quite significant. Chairman Santos stated that he has noticed a significant decrease in power cost in the past year.

Vice Chair Torres inquired on the $830,000 to get to the 20th Market Percentile, and asked if GIAA has that amount available. Director Untalan replied that the item was going to be brought to the Board for consideration next Board meeting. Director Untalan informed the Board that $830,000 is the maximum amount on an annual basis; the team has done an excellent job in controlling costs and revenues have increased. Chairman Santos inquired on when the Bond negotiations are going to start. The Executive Manager responded, informing the Board that a GIAA team is scheduled to be in San Francisco June 18 to 19 to engage Standard & Poor's. Chairman Santos made a recommendation for Director Untalan to join the team traveling to San Francisco. Chairman Santos called for any other comments. Mr. Frank Santos replied with a response regarding the 20th Percentile, stating that since a feasibility analysis is being done for the Bond, if the Board can authorize Management to utilize the higher amount for the compensation as part of our going forth planning in terms of what the debt service ratios would be and use the higher number, that way it could go down, but at least we planned for it; stating it's just a planning document. Director Tolan asked how high. Vice Chair Torres replied, to the 20th Percentile. Vice Chair Torres made motion to authorize Management to move to the 20th Market Percentile, seconded by Director Tolan; motion carried.

B. Financial Report

For the Board's information, Carlos P. Bordallo, Acting Comptroller presented the financial report as of April 30, 2013. In finishing his report, Mr. Bordallo replied to Vice Chair Torres's question asked earlier relative to the 20th percentile, stating yes that GIAA would be able to absorb the 20th Percentile, at $830,000.

C. Legal Counsel's Report

Legal Counsel indicated that a report regarding pending and threatened litigation matters would be provided during Executive Session. The Board had no objection.

D. Status of Capital Improvement Programs

Mr. Frank Santos presented the UDO analysis and informed the Board that this is a continuation of the existing projects that we have and a summary showing ninety-seven (97) million dollars in federal funding, which GIAA has already spent seventy-six (76) million. Reporting on those projects that are pending or are in progress, Mr. Santos informed the Board that the Instrument Landing System (ILS) for Runway Left is essentially complete, but due to scheduling problems, FAA will not be able to bring their aircraft for a 'flight check' until August 2013, with the publication in December 2013. At which time that runway is available for arrivals, which also means that Central Avenue may have to close on those days. Mr. Santos reported on various other projects in progress and went on to say that next month is 'grant season' month, GIAA is expecting to receive seven hundred (700) million dollars from the FAA for work that will be announced at a later time once the Board of Directors approves the grants.

7. NEW BUSINESS

No New Business presented.

8. NEW BUSINESS

The Chairman announced that upon the recommendation of legal counsel the Board will recess and convene Executive Session after the recess. Vice Chair Torres made motion to recess and convene Executive Session after the recess, seconded by Director Tolan; motion carried. The Board recessed at 3:42 p.m.

Chairman Santos called Executive Session to order at 3:52 p.m. *(At this time Chairman Santos and Director Tolan exit the conference room).* Executive Session adjourned at 5:06 p.m., at which time the Board reconvened the regular meeting.

Director Untalan suggested before moving to Public Comments that he would like to make a motion relating to legal fees on the Specialty Retail Concession matter. As a result of the potential litigation and ongoing protest which require Legal Counsel to

devote an extraordinary amount of resources and personnel of its law firm and which is not economically feasible for legal counsel under its current contract rates and monthly fee cap, Director Untalan moved to adjust the hourly rates of Legal Counsel specifically for the matters relating to the Specialty Retail Concession to $325.00 per hour for San Francisco-based litigation partners, $225.00 per hour for all other attorneys, and $75.00 per hour for legal assistants, and to remove the cap of $45,000 per month for services rendered in matters relating to the Specialty Retail Concession. Director Untalan stated that the existing contractual hourly rates and cap of $45,000 per month would still remain for all other matters; however this specific matter will require a lot more man power and expertise. Director Untalan made motion to adjust the compensation for Legal Counsel as indicated, and to lift the cap of $45,000 per month. Chairman Santos handed the item over to Vice Chairman Torres to chair as the issue pertains to the Specialty Retail Concession in which Chairman Santos has abstained from participating. Director Ada seconded the motion made by Director Untalan; and clarified for the Board, stating that the $45,000 cap and fee structure remains the same for any and all other matters, and that the new fee structure with no cap applies only to the Specialty Retail Concession matter. Director Untalan requested that the billings related to this issue be separated. Motion duly carried.

9. PUBLIC COMMENTS

The Chairman called upon any public member wishing to make comments. There was no response.

10. ADJOURNMENT

Vice Chair Torres made a motion to adjourn the meeting, seconded by Director Tolan; motion carried. The meeting adjourned at 5:10 p.m.

Respectfully submitted,

Amanda O'Brien-Rios
Board Secretary

APPROVED:

_____ _____

FRANCISCO G. SANTOS
Chairman of the Board

Date

Attachment

MINUTES OF THE BOARD OF DIRECTORS SPECIAL MEETING
3:00 p.m., Tuesday, June 11, 2013
GIAA TERMINAL CONFERENCE ROOM #3

1. CALL TO ORDER AND ATTENDANCE

Acting Chairman Jesus Q. Torres called the A.B. Won Pat International Airport Authority, Guam (GIAA) special meeting to order at 3:10 p.m. The presence of Directors is noted as follows: Martin J. Gerber; Edward G. Untalan, and Pedro P. Ada III. Also present were Charles H. Ada II, Executive Manager, Peter Roy Martinez, Deputy Executive Manager, Carlos P. Bordallo, Acting Comptroller, Frank R. Santos, Business and Financial Consultant, and Michael A. Pangelinan Esq., Legal Counsel. The Chairman welcomed the presence of Airport Tenants, stakeholders, and members of the public who are noted in a sheet made as an attachment to the minutes.

2. APPROVAL OF AGENDA

Director Ada made motion to approve the agenda as presented, seconded by Director Gerber; motion carried.

3. SPECIALTY RETAIL CONSESSION AGREEMENT, CLAIMS, PROTESTS, LITIGATION, AND RELATED MATTERS

The Executive Manager announced that due to ongoing litigation, he would like to recommend that Item 3 be discussed in Executive Session and requested for the Airport Services Manager, Ms. Jean Arriola to be invited into the session. Acting Chairman Torres called for any comments. Legal Counsel Michael Pangelinan responded, stating that is also recommendation of Legal Counsel.

4. EXECUTIVE SESSION

Acting Chairman Torres announced that the Board will recess and convene Executive Session after the recess. Director Ada made motion to recess and convene Executive Session after the recess, seconded by Director Untalan; motion carried. The Board recessed at 3:15 p.m.

Acting Chairman Torres called Executive Session to order at 3:25 p.m. Executive Session adjourned at 4:54 p.m., at which time the Board reconvened the special meeting.

Director Untalan made motion to approve the recommendation and report of Legal Counsel presented during Executive Session and to approve and confirm all prior actions taken by Management pertaining to the Specialty Retail Concession Agreement, seconded by Director Ada. The Acting Chairman called for votes on the motion, and was unanimously carried.

Director Untalan made motion to approve the Legal Counsel's expenses exceeding the fee cap for April as it relates to the Specialty Retail Concession Agreement and litigation, seconded by Director Ada; motion carried.

Director Untalan made motion to authorize Management to proceed with handling all of the matters related to the litigation involving the Specialty Retail Concession Agreement. Director Ada seconded the motion and stated that the Board is basically reaffirming what they had instructed Management to do; motion duly carried.

5. ADJOURNMENT

Director Ada made a motion to adjourn the meeting, seconded by Director Gerber; motion carried. The meeting adjourned at 4:57 p.m.

Respectfully submitted,

Amanda O'Brien-Rios
Board Secretary

APPROVED:

FRANCISCO G. SANTOS
Chairman of the Board

Date

Attachment

ANTONIO B. WON PAT
INTERNATIONAL AIRPORT AUTHORITY, GUAM
BOARD OF DIRECTORS
EXECUTIVE SUMMARY

INVITATION FOR BID
CUSTODIAL SERVICES FOR
TSA OFFICES AND FACILITIES
IFB NO. GIAA-003-FY13

June 27, 2013

Purpose

Board action is requested to approve the bid award of the above project under the Invitation For Bid No. GIAA-003-FY13.

Background

The project is to provide custodial services at the TSA offices and facilities inclusive of all labor, materials, supplies and equipment to main terminal building.

The bid award provides a contract term of three (3) years. The contract may be renewed annually at GIAA's sole option for additional one-year period(s), not to exceed the total contract term of five (5) years.

Procurement Background

The solicitation announcement was advertised through the local newspapers during the month of May 2013. The bid submission deadline and bid opening took place on May 23, 2013.

Thirteen (13) firms/individuals purchased bid package and eight (8) firms submitted bid proposal before the submission deadline. All eight (8) firms were evaluated and determined that seven (7) firms to be acceptable. As required by the Procurement Rules and Regulations, the bids were publicly opened and read aloud in the presence of the bidders.

The submitted bids are presented below:

Bidder/Firm's Name	Item 1 Total Price
GUAM CLEANING MASTERS	$62,266.56
UNLIMITED SERVICE GROUP LLC	$60,576.00
SERVICE MASTER GUAM INC.	$119,400.00

K CLEANING SERVICES	$57,688.00
ADVANCE MANAGEMENT INC.	$181,371.24
ABLE INDUSTRIES OF THE PACIFIC	$43,117.68
MTO MAINTANACE	$54,000.00
JJ GLOBAL	$47,400.00

Legal Review

Upon approval of award, the contract will be processed through issuance of a Purchase Order in conformance with the Government of Guam Procurement Regulations.

Financial Review

The total contract award for this bid is $47,400.00. Funding for this bid is available under the FY2013 O&M budget.

Recommendation

Management recommends the contract award of **$47,400.00** to **JJ Global,** who has been determined to have met the standards of responsibility and responsiveness outlined in Guam Procurement Regulation.

A.B. WON PAT
INTERNATIONAL AIRPORT AUTHORITY, GUAM
ÅTURIDAT PUETTOTON SAINAN AIREI GUAHAN ENTERNASIONÅT

P.O. Box 8770
Tamuning, GU 96931

Tel (671) 646-0300
Fax (671) 646-8823

www.guamairport.com

May 28, 2013

MEMORANDUM

TO: Charles H. Ada II, Executive Manager

FROM: Franklin P. Taitano, Supply Management Administrator

SUBJECT: Bid Evaluation and Recommendation "Invitation For Bid"
Custodial Services for TSA Offices and Facilities
IFB No. GIAA-003-FY13

Procurement Background:
The above referenced Invitation For Bid was publicly announced through the local newspaper on the month of May 2013. The bid submission deadline and bid opening took place on May 23, 2013 at 2:00 p.m.

Thirteen (13) firms/individuals purchased the bid package and eight (8) firms submitted bids before the bid submission deadline. The bid submittal was opened in the presence of the bidders, members of the public and several GIAA representatives. The bid offer was read aloud by the Supply Management Administrator and tabulated by a Procurement staff.

The results of the bid price submittals are as follows in the order they were received and opened:

Bidder/Firm's Name	Item 1 Total Price
GUAM CLEANING MASTERS	$62,266.56
UNLIMITED SERVICE GROUP LLC	$60,576.00
SERVICE MASTER GUAM INC.	$119,400.00
K CLEANING SERVICES	$57,688.00
ADVANCE MANAGEMENT INC.	$181,371.24
ABLE INDUSTRIES OF THE PACIFIC	$43,117.68
MTO MAINTANACE	$54,000.00
JJ GLOBAL	$47,400.00

AMERICAN ASSOCIATION OF AIRPORT EXECUTIVES
AIRPORTS COUNCIL INTERNATIONAL
NASAO National Association of State Aviation Officials
IACA THE INTERNATIONAL AIR CARGO ASSOCIATION

Pursuant to Section 8 of the Instructions to Bidders, the contract is to be awarded to the lowest responsible, responsive bidder, provided his bid is reasonable and it is in the best interest of the GIAA to accept it. To determine the responsibility of bidders, the bid package specified the required documents that bidders must submit with their bid packages. The attached abstract illustrates the inventory of required documents and bidders' submittal.

Guam Cleaning Masters: The firm submitted a bid for Item 1 in the amount of $62,266.56 respectively. All other documents were complete and in conformance with the Invitation For Bid.

Unlimited Service Group LLC: The firm submitted a bid for Item 1 in the amount of $60,576.00 respectively. All other documents were complete and in conformance with the Invitation For Bid.

Service Master Guam Inc.: The firm submitted a bid for Item 1 in the amount of $119,400.00 respectively. All other documents were complete and in conformance with the Invitation For Bid.

K Cleaning Services: The firm submitted a bid for Item 1 in the amount of $57,688.00 respectively. All other documents were complete and in conformance with the Invitation For Bid.

Advance Management Inc.: The firm submitted a bid for Item 1 in the amount of $181,371.24 respectively. All other documents were complete and in conformance with the Invitation For Bid.

Able Industries of the Pacific: The firm submitted a bid for Item 1 in the amount of $43,117.68 respectively. The firm did not submit Required Bid Forms, Bid Security, and Bonding Capability as required. As a result, the firm has been determined to be non-responsive and responsible, therefore the firms bid is rejected.

MTO Maintenance: The firm submitted a bid for Item 1 in the amount of $54,000.00 respectively. All other documents were complete and in conformance with the Invitation For Bid.

JJ Global: The firm submitted a bid for Item 1 in the amount of $47,400.00 respectively. All other documents were complete and in conformance with the Invitation For Bid.

Recommendation:
Pursuant to the guidelines in Item 8 of the Instruction to Bidders, the award of contract will be made to the lowest responsible, responsive bidder, provided his bid is reasonable and in the best interest of GIAA.

JJ Global has been determined to have met the standards of responsibility and responsiveness outlined in the Guam Procurement Regulation. Therefore, it is recommended that the contract award be made according to JJ Global for the amount of $47,400.00 per year.

Should you have any questions or concerns, I am available at your request.

Franklin P. Taitano

APPROVED:

CHARLES H. ADA II
Executive Manager

Attachment

cc: Acctg/Proc/ATM/P&F

Copy

INVITATION NUMBER: GIAA-003-FY13

PROJECT TITLE:

CUSTODIAL SERVICES FOR TSA OFFICES AND FACILITIES

Antonio B. Won Pat
International Airport Authority, Guam
BID ABSTRACT

Opening Date: 23-May-13
Opening Time: 2:00 P.M.

Page 1 of 1 pages
No. of Invitation Issued: 13
No. of Bids Received: 8

	BIDDER'S NAME	Special Reminder to Prospective Bidders	BID SECURITY CC - Cashiers Check LOC - Letter of Credit BB - Bid Bond	Disclosure of Major Shareholders	Non-Collusion Affidavit	Standard DOT Grant Assurance Form	Business or Contractors License	COMPETENCY OF BIDDER'S REQUIREMENTS: Project Listing (Past/Present)	Equipment Inventory List	Diligence Record, References	Resumes of Personnel	Bonding Capability	Financial Statements	ADDENDUMS A		ITEM NO. 1.0 TOTAL PRICE
1	Guam Cleaning Masters	✓	BB* KC 131118 15%	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓		$ 62,266.56 annual 5,188.88 Monthly
2	(USA) Unlimited Service Corp	✓	BB* KIC 131188 15%	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓		$ 60,576.00
3	Servicemasters Guam Inc	✓	BB* AGA 20058 15%	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓		$ 119,400.00
4	K Cleaning Services	✓	BB CK: 130030APB 15,000.00	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓		$ 57,688.00
5	Advance Management Inc.	✓	BB BDGUM 20131047 30,000.00	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓		$ 181,371.24
6	Able Industries of the Pacific	✓	X	X	X	X	X	X	X	X	X	X	X	X		$ 43,117.68
7	MTO Maintenance	✓	BB CK: 130031 APB 34,000.00	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓		$ 54,000.00
8	JJ Global	✓	BB 052213 15%	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓		$ 47,400.00
9																
10																

I hereby certify that all bids received in response to this invitation were opened under my personal supervision, and that the names of all bidders have been entered hereon.

SIGNATURE

TABULATED BY: SIGNATURE

DATE: 5/23/13

BASIS FOR AWARD:

- \ \ LOWEST RESPONSIVE BIDDER
- \ \ HIGHEST RESPONSIVE BIDDER
- \ \ OTHER AWARD
- \ \ TIE BID
- \ \ COMBINDED TOTAL
- \ \ ITEM PER ITEM

A.B. WON PAT
INTERNATIONAL AIRPORT AUTHORITY GUAM

AFFIDAVIT DISCLOSING OWNERSHIP and COMMISSIONS

CITY OF _____)
) ss.
ISLAND OF GUAM)

A. I, the undersigned, being first duly sworn, depose and say that I am an authorized representative of the offeror and that *[please check only one]:*

[ ] The offeror is an individual or sole proprietor and owns the entire (100%) interest in the offering business.

[ ] The offeror is a corporation, partnership, joint venture, or association known as *[please state name of offeror company],* and the persons, companies, partners, or joint venturers who have held more than 10% of the shares or interest in the offering business during the 365 days immediately preceding the submission date of the proposal are as follows *[if none, please so state]:*

Name	Address	% of Interest
Luis E. Bustamante	508 IA San Antonio Plaza Tamuning	100%

B. Further, I say that the persons who have received or are entitled to receive a commission, gratuity or other compensation for procuring or assisting in obtaining business related to the bid or proposal for which this affidavit is submitted are as follows *[([none, please so state]:*

Name	Address	Compensation

C. If the ownership of the offering business should change between the time this affidavit is made and the time an award is made or a contract is entered into, then I promise personally to update the disclosure required by 5 GCA §5233 by delivering another affidavit to the government.

Luis E. Bustamante
Signature of one of the following:
Offeror, if the offeror is an individual: Partner, if the offeror is a partnershhip; Officer, if the offeror is a corporation.

Power of attorney in fact Rosemarie Sison

Subscribed and sworn to before me this 22nd day of May, 2013.

Virginia I. Solidum
NOTARY PUBLIC
My commission expires _____

VIRGINIA I. SOLIDUM
NOTARY PUBLIC
In and for Guam, U.S.A.
My Commission Expires: Dec. 03, 2015
P.O. Box 3743 Hagatna, Guam 96932

ANTONIO B. WON PAT
INTERNATIONAL AIRPORT AUTHORITY, GUAM
BOARD OF DIRECTORS
EXECUTIVE SUMMARY

INVITATION FOR BID
REHABILITATE RUNWAY 6L-24R, PHASE 1I
IFB NO. GIAA-C01-FY13
PROJECT NO. GIAA-FY10-04-2; AIP NO. 3-66-0001-84

June 27, 2013

Purpose

Board action is requested to approve the bid award of the above project under the Invitation For Bid No. GIAA-C01-FY13.

Background

The project is to provide construction and renovation work inclusive of all labor, materials, supplies and equipment to rehabilitate runway 6L-24R, Phase 1I.

Procurement Background

The solicitation announcement was advertised through the local newspapers during the month of May 2013. The bid submission deadline and bid opening took place on June 17, 2013.

Six (6) firms/individuals purchased bid package and two (2) firms submitted bid proposal before the submission deadline. The firms were evaluated and determined to be acceptable. As required by the Procurement Rules and Regulations, the bids were publicly opened and read aloud in the presence of the bidders.

The submitted bids are presented below:

BIDDER'S NAME	AMOUNT
Nippo USA, Inc.	$6,896,871.09
Hawaiian Rock Products Corp.	$8,136,599.82

Legal Review

Upon receipt of the required Performance and Payment Bonds, contract documents will be forwarded to legal counsel for review prior to execution and issuance of Notice to Proceed.

Financial Review

The lowest responsive, responsible total bid amount received is $6,896,871.09 or 50% below government estimate of $13,000,000.00. Funding for this project is available under the AIP grant no. 3-66-0001-84.

Recommendation

Management recommends the contract award of **$6,896,871.09** to **Nippo USA, Inc.,** who has been determined to have met the standards of responsibility and responsiveness outlined in Guam Procurement Regulation.

A.B. WON PAT
INTERNATIONAL AIRPORT AUTHORITY, GUAM
A GUAHAN PUTTON BATKON ABEN GUAHAN ENTERNASIONAT

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www.guamairport.com

June 21, 2013

MEMORANDUM

TO: Charles H. Ada II, Executive Manager

FROM: Franklin P. Taitano, Supply Management Administrator
Victor J. Cruz, Chief Engineer

SUBJECT: Bid Evaluation and Recommendation "Invitation For Bid"
For Rehabilitate Runway 6L-24R, Phase 1I
IFB No. GIAA-C01-FY13
Project No. GIAA-FY10-04-2 AIP No. 3-66-0001-84

Procurement Background:
The above referenced Invitation For Bid was publicly announced through the local newspaper during the month of May 2013. A pre-bid conference was held on May 16, 2013 at the Terminal Conference Room. The bid submission deadline and bid opening took place on June 17, 2013.

Six (6) firms/individuals purchased the bid package and two (2) firms submitted proposal before the bid submission deadline. The bid submittals were opened in the presence of the bidders, members of the public and several GIAA representatives. The bid offer was read aloud by the Buyer Supervisor I and tabulated by a Procurement staff.

The results of the bid price submittals are as follows in the order they were received and opened:

BIDDER'S NAME	AMOUNT
Nippo USA, Inc.	$6,896,871.09
Hawaiian Rock Products Corp.	$8,136,599.82

Bid Analysis and Evaluation:
Pursuant to Section 8.1 of the Instructions to Bidders, the contract is to be awarded, if it is to be awarded, as soon as possible to the lowest responsible, responsive bidder. To determine the responsibility of bidders, the bid package specified the required documents that bidders must submit with their bid packages. The attached abstract illustrates the inventory of required documents and bidders submittal.

Nippo USA, Inc.: The firm has submitted a total bid price of **$6,896,871.09.** The submitted Statement of Bidders Experience form included lists of projects from 2003-2012 with resumes. The bidder submitted a copy of their current Guam Contractors License **#0263, #0733.** All other required documents are complete and in conformance with the Invitation For Bid.

Hawaiian Rock Products Corp.: The firm has submitted a total bid price of **$8,136,599.82.** The submitted Statement of Bidders Experience form included lists of projects from 2003-2013 with resumes. The bidder submitted a copy of their current Guam Contractors License **#1092, #1522, #7547, #1146.** All other required documents are complete and in conformance with the Invitation For Bid.

Recommendation:
Pursuant to the guidelines in Item 8.1 of the Instruction to Bidders, the award of contract will be made to the **lowest responsible, responsive bidder.** Nippo USA, Inc. has been determined to have met the standards of responsibility and responsiveness outlined in the Guam Procurement Regulations and has deemed to be the lowest responsible, responsive bidder.

Therefore, it is recommended that **Nippo USA, Inc.** be awarded the contract in the amount of **$6,896,871.09** for this project.

Should you have any questions or concerns, please call our office at your convenience.

Victor Cruz **Franklin P. Taitano**

APPROVED:

CHARLES H. ADA II
Executive Manager

attachment

cc: Admin/Proc/Eng/Expansion

INVITATION NUMBER: GIAA-C01-FY13

PROJECT NO: GIAA-FY10-04-2; AIP NO. 3-66-0001-54

REHABILITATE RUNWAY 6L-24R, PHASE II

Antonio B. Won Pat

Guam International Airport Authority

BID ABSTRACT

Opening Date: 17-Jun-13

Opening Time: 2:00 P.M.

Page 1 of 1 pages

No. of Invitation Issued: 6

No. of Bids Received: 2

	SUMMARY OF SCOPE OF WORK:	Special Reminder to Prospective Bidders	BID GUARANTEE Cashier's Check Letter of Credit Bid Bond	Disclosure of Major Shareholders	Non-Collusion Affidavit	Statement of Previous Contracts Subject to EEO	Certification of Non-Segregated Facilities	Designation of Sub-contractors	Statement of Experience of Bidders with Resumes	Certificate Concerning Foreign Interest	CFR 49 Part 29 Req for Solicitation	Certification Contracts, Grants, Loans, & Coop Agrmnt	Certification of Bidders Regarding EEO	Buy American Certificate	Standard Clause for DBE	Business or Contractors License	ADDENDUM(S) A B C	TOTAL BID PRICE
1	Nippo USA, Inc.	✓	BB 406085-2 15%	✓	✓	✓	✓	(A) ✓	(B) ✓	✓	✓	✓	✓	✓	✓	(C) ✓	✓ ✓ ✓	6,896,871.09 6,896,871.09 †
2	Hawaiian Rock Products	✓	BB 054 15%	✓	✓	✓	✓	(A) ✓	(B) ✓	✓	✓	✓	✓	✓	✓	(C) ✓	✓ ✓ ✓	8,136,599.82
3																		
4																		
5																		
6																		
7																		
8																		
9																		
10																		

I hereby certify that all bids received in response to this invitation were opened under my personal supervision, and that the names of all bidders have been entered hereon.

SIGNATURE

TABULATED BY: SIGNATURE

Date: 6-17-13

BASIS FOR AWARD:

- ( ) LOWEST RESPONSIVE & RESPONSIBLE BIDDER
- ( ) HIGHEST RESPONSIVE & RESPONSIBLE BIDDER
- ( ) OTHER AWARD
- ( ) THE BID
- ( ) COMBINDED TOTAL
- ( ) ITEM PER ITEM

† 13,883,366.95
Govt. Est.

INVITATION NUMBER: GIAA-C01-FY13	Antonio B. Won Pat International Airport Authority, Guam **NOTES/REMARKS FOR BID ABSTRACT**
PROJECT NO: GIAA-FY10-04-2; AIP NO. 3-66-0001-84	
REHABILITATE RUNWAY 6L-24R, PHASE II	

Vendor No.	COMMENTS
1	(A) DESIGNATES "JMC EQUIPMENT" FOR HAULING & DISPOSAL / "KORANDO CORP." FOR CLEARING, GRUBBING & SURFACE PREPARATION / "POLYPHASE INC." FOR ELECTRICAL (B) PROJ. LIST 2003-2012, W/RESUMES (C) GCL #0263, #0733 FOR REQUIRED C-3, C-13, C-17.
2	(A) DESIGNATES "CARDINAL/INT'L GROOVING & GRINDING, LLC" FOR GROOVING WORK / "SUMITOMO" FOR ELECTRICAL / "ROAD RULES-SAFETY" FOR PAVEMENT MARKING (B) PROJ LIST 2003-2013, W/RESUMES (C) GCL #1092, #1522, #7547, #1146 FOR REQUIRED C-3, C-13, C-17.
3	
4	
5	
6	
7	
8	
9	
10	

Prepared By:

SIGNATURE

MAJOR SHAREHOLDERS DISCLOSURE AFFIDAVIT

CITY OF Tamuning)
) ss.
ISLAND OF GUAM)

A. I, the undersigned, being first duly sworn, depose and say that I am an authorized representative of the offeror and that *[please check only one]:*

[ ] The offeror is an individual or sole proprietor and owns the entire (100%) interest in the offering business.

[✓] The offeror is a corporation, partnership, joint venture, or association known as *[please state name of offeror company]*, NIPPO USA, INC. and the persons, companies, partners, or joint venturers who have held more than 10% of the shares or interest in the offering business during the 365 days immediately preceding the submission date of the proposal are as follows *[if none, please so state]:*

Name	Address	% of Interest
Nippo Corporation	1-9-11 Kyobashi Chuo-ku, Tokyo 104-8380 Japan	100%

B. Further, I say that the persons who have received or are entitled to receive a commission, gratuity or other compensation for procuring or assisting in obtaining business related to the bid or proposal for which this affidavit is submitted are as follows *[if none, please so state]:*

Name	Address	% of Interest
NONE	N/A	N/A

C. If the ownership of the offering business should change between the time this affidavit is made and the time an award is made or a contract is entered into, then I promise personally to update the disclosure required by 5 GCA §5233 by delivering another affidavit to the government.

DAIJIRO MEGURO, Officer of the Offeror
Signature of one of the following:
Offeror, if the offeror is an individual: Partner, if the offeror is a partnership; Officer, if the offeror is a corporation.

Subscribed and sworn to before me this
4th day of June, 20 13.

NOTARY PUBLIC
My commission expires: 7/21/16

MARISOL G. TOBIAS
NOTARY PUBLIC
In and for Guam, U.S.A.
My Commission Expires: July 02, 2016
645 Rte. 1 S. Marine Corps Dr.
Tamuning, Guam 96913

NIPPO

Nippo USA, Inc.
290 Chalan Padiron Haya Route 15
Yigo, Guam 96929
Phone No. (671) 653-7077 Fax No. (671) 653-7707

June 21, 2013

MR. CHARLES H. ADA II
Executive Manager
A.B. Won Pat International Airport Authority
355 Chalan Pasaheru
Tamuning, Guam 96913

Reference: Rehabilitate Runway 6L-24R, Phase II

Subject: Bid For Project No. GIAA-FY10-04-2

Dear Mr. Ada,

In referenced to the above mentioned project and as verbally requested, we are pleased to confirm herewith our total bid in the amount of **Six Million Eight Hundred Ninety Six Thousand Eight Hundred Seventy One Dollars and Nine Cents** ($ 6,896,871.09).

This is also to confirm that we will fully comply with the Code of Federal Regulations and Aviation Safety and Capacity Expansion Act with regard to Buy American requirements as it applies to steel and iron products and their coatings. All in accordance to Special Provisions for FAA Reimbursement Project Item 6, Source of Supply and Quality Requirements.

If you have any questions or need additional information, please contact us.

Sincerely yours,

DAIJIRO MEGURO
General Manager

BOARD APPROVAL OF DISBURSEMENTS
May 29, 2013 - June 21, 2013
Ratified by the Board of Directors on
June 27, 2013 Regular Meeting

Payee	Amount	Purpose	Date Approved
Guam Power Authority	$556,442.60	Power	5/29/2013
Continental Micronesia	$171,961.13	Loading Bridge Maintenance	5/29/2013
Government of Guam Retirement Fund	$150,315.79	Payroll Employee & Employers Contribution for PPE 06/01/13	6/5/2013
Continental Micronesia	$152,744.11	Loading Bridge Maintenance	6/6/2013
MJM International Corporation	$57,876.00	Removal & Installation of Three 3-Ton PCU, Parts and Supllies	6/7/2013
Propacific Builder Corporation	$159,722.89	CIP - AIP65 Replace/Upgrade Apron Area Ramp Light System	6/7/2013
AECOM Technical Services Inc.	$419,652.00	CIP - Airport Geographic Information System AIP77	6/7/2013
PCR Environmental Inc.	$103,356.48	CIP - Sound Insulation Phase 2	6/10/2013
GMP International, LLC	$70,356.69	CIP - AIP74 ILS6L24R	6/10/2013
Lyon Associates, Inc.	$89,085.80	CIP - CM Services Rehab Runway 6L24R AIP84	6/11/2013
BEJJESS ENTERPRISES INC. DBA: GEMCCO	$139,362.49	CIP - AIP65 Electrical (Power Hardening Phase 2)	6/11/2013
Industrial Television Services	$74,956.00	CIP - FIDS	6/13/2013
Aircraft Service International Group	$93,264.60	Outbound Baggage System for May 2013	6/13/2013
J.J. Global Services	$83,169.68	Janitorial Services for the month of May 2013	6/13/2013
Hawaiian Rock Products	$595,066.23	CIP - Rehab Runway 6L/24R AIP84	6/21/2013
Lyon Associates, Inc.	$63,248.40	CIP - CM Services Rehab Runway 6L24R AIP84	6/21/2013
EMPSCO Engineering Consultants	$126,695.66	CIP - AIP65 Ramp Lights & Utility Power Hardening, Facility Upgrade	6/21/2013
DB's Builders	$56,793.82	Terminal Water Distribution System	6/21/2013
Propacific Builder Corporation	$102,102.71	CIP - AIP65 Replace/Upgrade Apron Area Ramp Light System	6/21/2013
Government of Guam Retirement Fund	$149,035.95	Payroll Employee & Employers Contribution for PPE 06/15/13	6/21/2013
TOTAL:	**$3,415,209.03**		

A.B. WON PAT
INTERNATIONAL AIRPORT AUTHORITY, GUAM

Executive Manager's Report
GIAA Board of Directors Meeting
June 27, 2013

AIRLINE ISSUES

The following airlines have scheduled extra sections and/or charters during Summer 2013.

- Delta Airlines is adding 60 extra sections, or one flight daily between Kansai and Guam between July 27 and September 23, 2013.
- United Airlines announced 78 extra sections between Narita and Guam daily, beginning July 14 through September 29, 2013.
- Korean Airlines has also planned 50 extra sections, daily, serving Narita/Guam from July 26 through September 13, 2013.
- EVA Air, China Air and Korean air adds to the summer peak travel with 32 charters from Japan between July and September, 2013.
- Starflyer, opens a new Japanese market with 13 scheduled charters between Kitakyushu Japan and Guam in August 2013.
- China Airlines will be operating eight extra sections between Taipei and Guam from July 3 through July 31, 2013
- Japan Airlines (JAL) have been finalizing plans for JAL flight crew training to occur on Guam. JAL pilots will be conducting touch and go and full stop landing operations utilizing B737 and B767 aircraft. Pilot training will commence in October 2013 with approximately 6 cadets on island for training. Training is expected to continue through the term ending June of 2015.

REGULATORY ISSUES

GIAA has been working with **USCBP** in implementing an enhanced signage program in the USCBP hall. The new signage includes installation of digital signs that can customize inspection booths to identify categories (ex: US Citizens, Non US, ESTA, Guam Visa Waiver, etc.). Lights indicating "green" for open and "red" for hold or closed will also be re-installed to eye level for customer convenience.

The new system was discussed with the Japan Guam Travel Association members, who services 70% of our arriving passenger base.

GVB has solicited comments on new **Guam Customs** arrivals forms that are less comprehensive than the 2 page Customs Arrivals form that are currently in place. The forms are still within committee, and are being worked on to resolve issues and acquire necessary information for all agencies who garner important information from the Customs forms.

Executive Manager's Report
GIAA Board of Directors Meeting
June 27, 2013

FINANCIAL

Fiscal Year 2014 Budget preparation is progressing. It is anticipated that the budget will be presented to airlines in first part of July 2013.

Refinancing of 2003 Revenue Bonds. A GIAA team presented an airport review to Standard & Poors and Moodys Investors the week of June 17, 2013 to refinance approximately $125M in bonds, and new money financing structures.

Specialty Retail Merchandise Concession. Lotte Duty Free Guam continues to transition and work towards the July 21, 2013 occupancy and operational date of the new retail concession awarded to Lotte. Lotte held a job fair on Friday, July 21, 2013 to hire managerial, supervisory and support staff positions. They plan to phase in more personnel to an estimated 200 employees for the Airport retail concession and their off airport location.

LEGISLATIVE ISSUES

Bill 69-32 which would require legislative approval for lease agreements that span more than five years passed in the May 28, 2013 legislative session, transmitted to the Governor's office, and enacted into Public Law without signature of the Governor.

Bill No. 125-32 appropriating $500,000 to the Department of Public Works to fund the acquisition property for the Tiyan Parkway Project passed in June 4, 2013 legislative session, transmitted to the Governor's office. This was signed into Public Law.

PROCUREMENT

IFB Demolition and Remediation of Various Airport Facilities Phase I

Announced: June 19, 2013
Pre Bid Mtg: Tuesday, July 2, 2013 10am
Closing: Friday, July 19, 2013 2pm

ANNOUNCEMENTS

- Terminal improvements are complete in the West Ticket Lobby with the construction of new ticket counters for eventual occupancy.
- The Pohnpei Ports Authority has committed to join GIAA as a partner in hosting the ACI Asia Pacific Small & Emerging Airports Conference. Additionally, Lyon & Associates and ARINC committed to sponsorship. An organizing committee has already convened to ensure all aspects of planning to actual supporting of conference activities are fully covered.
- The GIAA Employee Organization is hosting a fundraiser on June 28, 2013 from 6- 10pm at Gud Tayms Lounge at the underground Hafa Adai Exchange. Tickets are $10, which includes a free drink and pupus. A raffle will also be conducted. All members, those interested in becoming members, and supporters are encouraged to attend.

A.B. WON PAT
INTERNATIONAL AIRPORT AUTHORITY, GUAM
ATURIDAT PUETTON BATKON AIREN GUAHAN ENTENASIONAT

P.O. Box 8770
Tamuning, GU 96931

Tel: (671) 646-0300
Fax: (671) 646-8823

www.guamairport.com

June 24, 2013

MEMORANDUM

To: Mr. Francisco G. Santos
Chairman
GIAA Board of Directors

From: Carlos Bordallo
Acting Comptroller

Subject: **Operating Results - Revenues and Expenses as of May 31, 2013**

Attached herewith is GIAA's Operating Results Report for the month ending May 31, 2013. This report summarizes the Budgeted versus Actual Revenues and Expenses for the month and year-to-date results ended May 31, 2013.

The key operating results for 8 month(s) of FY 2013 ending May 31, 2013 - (in $000's) are:

CATEGORY	YEAR-TO-DATE				FORECAST FOR FULL YEAR-FY13	
	Budget FY 13 Y-T-D	Actual FY 13 Y-T-D	% Variance Budget vs. Actual		Actual Y-T-D + Remaining FY 13 Budget	% Variance Budget vs. Estimate for Full Year
			Y-T-D Current Month	Y-T-D Last Month		
Total Signatory Revenues	$18,061.5	$19,518.7	8.1%	8.8%	$28,779.4	5.3%
Total Concession Revenues	$7,128.1	$4,657.7	-1.9%	-4.9%	$10,693.2	-1.5 %
Total PFC's	$3,943.5	$4,338.0	10.0%	11.6%	$6,369.8	6.7%
Total Other Revenues	$10,347.4	$10,479.5	1.3%	2.4%	$15,276.8	.9%
Total Operating Revenues	$39,480.6	$41,299.9	4.6%	5.5%	$61,119.3	3.1%
Total Operating Expenses	$28,527.0	$23,060.3	-19.2%	-18.8%	$34,975.7	-13.5%
Net Revenues from Operations	$10,953.6	$18,239.6	66.5%	66.3%	$26,143.6	38.6%
Non-Operating Expenses	$500.0	$226.1	-54.8%	-60.9%	$226.1	-54.8%
Other Available Moneys/other sources of funds	$3,113.0	$3,212.6	3.2 %	-9.5 %	$4,882.9	2.1%
Net Debt Service Coverage	**1.23**	**1.90**	**53.9%**	**51.8%**	**1.84**	**31.8%**

Year-to-date Total Signatory Revenues for the month ending May 31, 2013 are above Budgeted revenues by **8.1%.** Signatory revenue estimates are based on projections submitted by Signatory airlines and adopted in the annual budget.

Year-to-date Total Concession Revenues are below budget estimate by **-4.9%** and Passenger Facility Charges are above budget estimates by **10.0%.**

Year-to date Total Other Revenues, inclusive of non-signatory and non-airline revenues, are above the budget estimate by **1.3%.**

Year-to-date Total Operating Revenues Actual of **$41.3M** is **4.6%** above the budget estimate of **$39.5M.**

Year-to-date Total Operating Expenses are below budget by **-19.2%.** Components of this line item include a **-13.2%** decrease in Personnel Service, a **-21.8%** decrease in Contractual Services, a **-35.5%** decrease in Materials & Supplies and a **-100%** decrease in Equipment/Furnishings from budgeted amounts for these respective categories.

The actual year-to-date Net Revenues from Operations of **$18.3M** reflects an increase of **66.5%** over the year-to-date budgeted amount of **$11.0M.**

Finally, our year-to-date results for Debt Service Coverage is at **1.84** versus the requirement of **1.25.**

Should you have any questions, please contact me at your convenience.

Attachments

cc: Board of Directors
Executive Manager
Deputy Executive Manager
Frank R. Santos, Expansion
Division Heads

A.B. WON PAT
INTERNATIONAL AIRPORT AUTHORITY, GUAM

Expansion Office

GIAA Program Status and UDO Analysis on Open AIP Grants

FY	Loc ID	Description	Grant #	Grant Amount	FAA 5/3/07 Balance	UDO	Remaining Balance as of 5/31/07	UDO	Remaining Balance as of 6/8/07	UDO	Remaining Balance as of 6/15/07	UDO
2006	GUM	Noise mitigation measures for residences	3-66-0001-052-2006	$5,000,000	$5,000,000	100%	$5,000,000	100%	$5,000,000	100%	$5,000,000	100%
2006	GUM	Extend Runway 6L/24R - Phase II	3-66-0001-055-2006	$3,093,137	$3,093,137	100%	$3,093,137	100%	$3,093,137	100%	$3,093,137	100%
2006	GUM	Improve term. Bldg. - Seismic Zone 4 upgrd -Ph I	3-66-0001-054-2006	$1,400,000	$1,400,000	100%	$1,400,000	100%	$1,400,000	100%	$1,400,000	100%
			Sub Total:	$9,493,137	$9,493,137	100%	$9,493,137	100%	$9,493,137	100%	$9,493,137	100%
2005	GUM	Demolition of Naval housing units	3-66-0001-051-2005	$2,282,589	$2,282,589	100%	$2,197,405	96%	$2,197,405	96%	$2,155,673	94%
2005	GUM	Improve water system infrastructure - Ph IV	3-66-0001-050-2005	$1,757,000	$1,754,440	100%	$1,754,440	100%	$1,754,440	100%	$1,754,440	100%
2005	GUM	Power sweeper, rubber removal equip; friction mea.	3-66-0001-049-2005	$375,120	$348,681	93%	$347,105	93%	$347,105	93%	$347,105	93%
2005	GUM	Seismic Zone 4 upgrd; outbound baggage system	3-66-0001-047-2005	$3,867,500	$3,276,225	85%	$2,025,457	52%	$1,981,797	51%	$1,686,869	44%
2005	GUM	Noise mitigation measures for residences	3-66-0001-048-2005	$1,900,000	$1,020,403	54%	$485,620	26%	$485,620	26%	$485,620	26%
			Sub Total:	$10,182,209	$8,682,338	85%	$6,810,027	67%	$6,766,367	66%	$6,429,707	63%
2004	GUM	Improve water system infrastructure - Ph III	3-66-0001-043-2004	$1,400,000	$1,329,092	95%	$1,326,532	95%	$1,329,092	95%	$1,329,092	95%
2004	GUM	Construct airport security/perimeter road	3-66-0001-044-2004	$7,703,767	$6,902,154	90%	$6,790,462	88%	$6,773,542	88%	$6,773,542	88%
2004	GUM	Acquire one passenger lift device	3-66-0001-045-2004	$100,000	$51,894	52%	$51,894	52%	$51,894	52%	$51,894	52%
2004	GUM	Conduct general aviation site selection study	3-66-0001-046-2004	$250,000	$9,213	4%	$0	0%	$0	0%	$0	0%
			Sub Total:	$9,453,767	$8,292,353	88%	$8,168,888	86%	$8,154,528	86%	$8,154,528	86%
2003	GUM	Improve water system infrastructure - Ph II	3-66-0001-040-2003	$2,155,152	$1,706,417	79%	$1,706,417	79%	$1,706,417	79%	$1,706,417	79%
2003	GUM	Replace airfield signage; two loading bridges, etc.	3-66-0001-038-2003	$16,900,000	$11,500,791	68%	$9,645,966	57%	$8,535,563	51%	$8,437,977	50%
2003	GUM	Acquire land for nosie compatibility - Ph II	3-66-0001-042-2003	$2,000,000	$744,579	37%	$0	0%	$0	0%	$0	0%
2003	GUM	Reh Rwy 6L/24R and Twy. G; repair lighting vault	3-66-0001-039-2003	$2,095,676	$429,512	20%	$0	0%	$0	0%	$0	0%
2003	GUM	Conduct NCP Study - Phase II	3-66-0001-041-2003	$119,354	$4,604	4%	$0	0%	$0	0%	$0	0%
			Sub Total:	$23,270,182	$14,385,903	62%	**$11,352,383**	49%	**$10,241,980**	44%	**$10,144,394**	44%
2002	GUM	Improve water system infrastructure - Ph I	3-66-0001-037-2002	$4,187,450	$2,804,888	67%	$1,918,411	46%	$1,832,019	44%	$1,832,019	44%
2002	GUM	Security enhancements - Ph I	3-66-0001-035-2002	$5,454,744	$3,011,859	55%	$2,341,110	43%	$1,939,457	36%	$1,939,457	36%
2001	GUM	Extend and rehab Rwy. 6L/24R	3-66-0001-029-2001	$7,155,000	$6,104,367	85%	$4,850,501	68%	4,405,550	62%	$4,022,632	56%
2001	GUM	Acquire land for noise compatibility/relocation	3-66-0001-031-2001	$1,296,226	$659,765	51%	$0	0%	$0	0%	$0	0%
2000	GUM	Construct parallel taxiway - Ph VI	3-66-0001-028-2000	$5,958,210	$2,052,720	34%	$0	0%	$0	0%	$0	0%
			Sub Total:	$24,051,630	$14,633,599	61%	**$9,110,022**	38%	**$8,177,026**	34%	**$7,794,108**	32%
			GRAND TOTAL:	$76,450,925	$55,487,330	73%	$44,934,457	59%	$42,833,038	56%	$42,015,874	55%

CALVO FISHER & JACOB LLP

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writer's direct e-mail:
mpangelinan@calvofisher.com

RECOMMENDATION OF COUNSEL

TO: Board of Directors
ANTONIO B. WON PAT INTERNATIONAL AIRPORT AUTHORITY, GUAM

CC: Mr. Charles H. Ada II
Executive Manager
ANTONIO B. WON PAT INTERNATIONAL AIRPORT AUTHORITY, GUAM

FROM: Michael A. Pangelinan
CALVO FISHER & JACOB LLP

DATE: June 20, 2013

SUBJECT: **Executive Session**

Pursuant to 5 G.C.A. § 8111(c)(1), I hereby recommend that the Board of Directors of GIAA conduct an Executive Session at the next scheduled Board meeting to discuss pending or threatened litigation to which GIAA is or may be a party.

A.B. WON PAT
INTERNATIONAL AIRPORT AUTHORITY, GUAM
ATURIDAT PUETTON BATKON AIREN GUAHAN ENTENASIONAT

P.O. Box 8770
Tamuning, GU 96931

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MINUTES OF THE BOARD OF DIRECTORS REGULAR MEETING
3:00 p.m., Thursday, July 25, 2013
GIAA TERMINAL CONFERENCE ROOM #3

1. CALL TO ORDER AND ATTENDANCE

Chairman Francisco G. Santos called the A.B. Won Pat International Airport Authority, Guam (GIAA) regular meeting to order at 3:06 p.m. The presence of Directors is noted as follows: Martin J. Gerber; Lucy M. Alcorn, and Rosalinda A. Tolan. Also present were Peter Roy Martinez, Deputy Executive Manager, Carlos P. Bordallo, Acting Comptroller, Frank R. Santos, Business and Financial Consultant, and Janalynn C. Damian Esq., Legal Counsel. The Chairman welcomed the presence of Airport Tenants, stakeholders, and members of the public who are noted in a sheet made as an attachment to the minutes.

2. APPROVAL OF AGENDA

Director Gerber made motion to approve the agenda as presented, seconded by Director Alcorn; motion carried.

3. APPROVAL OF MINUTES

A. June 27, 2013 Regular Meeting

Director Alcorn made motion to approve the regular meeting minutes, subject to correction, seconded by Director Gerber; motion carried.

4. CORRESPONDENCE

No Correspondence presented.

5. MATTERS FOR BOARD RATIFICATION/APPROVAL

A. Ratification of Disbursements

The Deputy Executive Manager at this time apologized to Chairman Santos for the absence of the Executive Manager. Director Tolan inquired on the $234,000 payment made to Calvo Fisher & Jacob for the month of May. Mr. Bordallo informed Director Tolan it was relative to the Specialty Retail Concession. Director Tolan made motion to

ratify payments above the $50,000.00 threshold made to vendors for the period of June 24, 2013 – July 24, 2013, seconded by Director Alcorn; motion carried.

6. OLD BUSINESS

A. Executive Manager's Report

The Deputy Executive Manager presented updates on various matters concerning airlines and charter operations to include StarFlyer finalizing their plans with GIAA officials on July 11, 2013 for direct service to Guam from Kitakyushu, Japan. The inaugural flight will arrive on Guam August 2, 2013 at 12:30 a.m. and will be greeted as VIP's.

Reporting on Legislative issues, the Deputy Executive Manager informed the Board that for the past three (3) weeks Airport Management has been meeting with Senators to discuss legislation relative to Airport operations. Among items discussed was Bill No. 129-32 which was introduced May 31, 2013, and would authorize A.B. Won Pat International Airport Authority to issue Revenue Bonds for the purpose of refunding the General Revenue Bonds, 2003 Series A, B, C, and D, refinance the Energy Efficiency Loan, and finance new projects. The Public Hearing is pending. Also discussed, was Bill 137-32, introduced on June 5, 2013 which would provide space to the Guam Customs and Quarantine Agency at no cost in a manner consistent with federal law. A Public Hearing was held June 27, 2013 with the Airport submitting written testimony opposing the Bill.

The Deputy Executive Manager went on to report on Finance Issues such as the Refinance of 2003 Bonds and New Revenue Bonds Sales, stating that in the first week of August, a team comprised of GEDA, GIAA, Bond Counsel, Bond Underwriters and other consultants will be working toward the engagement of rating agencies, with the price and sale of the Bonds anticipated to be scheduled in late August.
Lotte Duty Free launched operations on July 21, 2013 with GIAA staff working diligently and cooperatively with both Lotte and DFS on their logistics and transition plans. The Manager reported that more activity is anticipated as Lotte enhances its retail space and works to augment areas such as the restroom, food courts, smoking areas and play area.

The Deputy Executive Manager announced that the Airport Authority was successful in taking home the award of 1st place float winner for GovGuam agencies at the 69th Liberation Day Parade held on July 21, 2013. The GIAA employees and volunteers who worked on the float are given kudos for a great job in bringing home the 1st place prize in 2011, 2012 and 2013, three (3) consecutive years in a row. Director Tolan asked Management if she may see the trophy. The Deputy Executive Manager replied that he would have it for the Board to view at the next Board meeting. Chairman Santos announced that he sent a letter to Management and to all GIAA employees congratulating them, especially those that worked on the float and design. The

Chairman stated that the Board is very proud of the GIAA employees for all of their effort and hard work, and maybe next year GIAA will try for a fourth win.

Chairman Santos at this time referred back to the transition period of Lotte Duty Free, and inquired if GIAA employees such as Airport Police are being utilized around the clock and if so, are they being paid overtime. Ms. Arriola replied that it is the transition plan, it allows for an entire team to be there to allow items to be moved in and out in the short window of opportunity that they had. The Chairman queried if a Service Request is required to be able to utilize Airport employees in turn the Airport maybe reimbursed. Mr. Gerard Bautista informed the Board stating that the team that came in that night was from Property Management who had a requirement to do a post inspection for Duty Free, and that his team had to do a pre inspection, so they were handling their business and what was needed to be done based on their procedures during the transition. However, they did not assist in removing anything, equipment or anything like that. The Chairman inquired if Airport Police were there for security. Mr. Bautista responded yes, that they had planned for that because of the amount of people that were moving between DFS and Lotte and the incoming traffic, the officers were there to make sure that the customers did not enter, or that the contractors did not interfere with the movements of the passengers, that is what the their role was. Chairman Santos stated that in the future if a company would like to utilize Airport's employees that a Service Request needs to be submitted, and to charge them or bill them for utilizing Airport employees. Director Tolan asked if that was part of the contract, that Airport security and manpower will be used during the transition. Ms. Arriola replied informing the Board that like any other tenant, if there's a requirement to assist, we do provide those. The Deputy Executive Manager added that Airport Police has 24 hour shifts and that is also part of their responsibilities. The Chairman explained stating that the only reason he bought up the issue was that it is not our employees' job that is a special assignment. Legal Counsel, Janalynn Damian informed Chairman Santos that she would look into it.

B. Financial Report

For the Board's information, Mr. Carlos P. Bordallo, Acting Comptroller presented the financial report as of June 30, 2013. Chairman stated that there are only two (2) more months until the end of the fiscal year. Director Tolan inquired on the FY2014 Budget. Mr. Bordallo replied, informing the Board that the first meeting with Signatory Airlines was on July 23, 2013. He went on to add that GIAA has been in correspondence with the Signatory Airlines and a cost per enplanement of $16.00 was presented, which is a reduction from the current cost per enplanement of $17.20. Mr. Bordallo stated that he was committed to lower the number. Director Tolan asked if it would be lowered from $17.24. Mr. Frank Santos, Business and Financial Consultant informed the Board that right now the proposed Budget for FY2014 is at $16.00, but possibly $15.99. Mr. Bordallo added that the Airlines were very receptive to the reduction in cost per

enplanement so the Budget will be revised to incorporate some of their comments. A revised Budget will be submitted which will run through the Finance Chair, Director Untalan before it's finalized.

C. Legal Counsel's Report

No Legal Counsel Report.

D. Status of Capital Improvement Programs

Business and Financial Consultant, Frank Santos presented brief reports on three items; the first of which was the Energy Efficiency Program. He stated the one remaining large piece is the fire alarm system, which needs to be replaced. The Airport has been on fire watch for a considerable time. What was negotiated with Johnson Control (JCI) on the fire alarm system was a light per light replacement. After further assessment and discussions with Guam Fire Department, the fire alarm system has to be replaced. So the plan of action that Management has put forth is essentially removing the fire alarm system out of the JCI contract, they will still provide the assessment, and if there is going to be a full replacement then the fire alarm system will be put out for competitive bid; that is an update to the one remaining large piece of the JCI Performance Contract.

Mr. Frank Santos reported on a second item, the In-Line Baggage System. Mr. Santos stated that the Board approved the TSA Other Transaction Agreement. At this point in time GIAA is working to a 70% submission through TSA, about August 8, 2013. Shortly thereafter, TSA will provide GIAA a proposal as to what they will be funding. Right now the Airport has 21 million dollars set aside from the bonds if TSA is unable to fund it, but it looks favorable that TSA will be funding a significant part of the program. GIAA should know maybe two (2) weeks after August 8, 2013. The draft Other Transaction Agreement will be circulated to Legal Counsel for review. Mr. Santos stated that it's a good sign. What the project entails is the relocating of all the baggage screening areas and inspections done in front of the counters, and moving it to the back. Mr. Gerard Bautista, Airport Terminal Manager added stating that TSA has promised to get the offer to the Airport by August 16, 2013 for it to be review and hopefully present it to the Board if it meets the dollar amount the Airport has estimated. The Chairman stated good it will create more space in front. Mr. Santos added that it will provide additional capacity for passengers

The third item for the Boards information was the pre conditioned air units and ground power units for the loading bridge. Mr. Santos informed the Board that the FAA has essentially given verbal approval this morning on utilizing an existing grant that has about 2.5 million dollars worth of funding. Mr. Santos stated that the only problem and the reason he was bringing it up at this time is that there is only a little over a month's time to use it. If the unencumbered amount of the grant is not utilized it goes back to

the FAA and there is no guarantee it will come back to Guam. Director Alcorn inquired on the amount. Mr. Santos replied stating about 2.5 million. He asked the Board to look at their spreadsheets under 2009, grant number 65, there is approximately 4.2 million dollars left. Mr. Santos informed the Board the reason why we have the unencumbered money, or money that is not going to be used is because GIAA had great bids on the projects that were put out, the low bids resulted in extra funding, rather than return it to the FAA, GIAA worked out a process with the FAA to fund a part of the thirty-four (34) units; 17 pre conditioned airs, 17 ground power units. The total for all items is approximately 4.6 million dollars. GIAA anticipates that 2 million dollars can be used before the end of August. Relative to the other two (2) million, the Congresswoman's office had a press release yesterday regarding the FAA. The FAA provided the Airport a grant which is now called AIP85, for the amount of $2,005,650.00 pure reimbursement, that money has already been spent, and it will flow directly into the Airport's CIF. That will provide additional funding to make this a non-competitive proposal because only JBT AeroTech is the manufacturer for all of the equipment out there. In order to make this occur, the Board's approval would be requested to authorize Management to enter an agreement with JBT AeroTech for those units, up to 4.6 million, of which 2.5 million will be under FAA grant number 65. What makes this also time sensitive is that there are issues right now with the PC air units, including the portable units that were bought in. The suggestion is to remove the portable units, which will save from $300,000 to $350,000. Director Gerber asked if it will be a 'Sole Source' of Procurement. Mr. Santos replied yes, that the FAA calls it 'Non-Competitive Proposal'. We have submitted it through federal procurement regulations and through their own guidelines; their regulations are more stringent than the local procurement regulations. JBT AeroTech is the manufacturer; we are not replacing any of the bridges, the point of use units have to be compatible with the bridge, especially the computerized system. Director Gerber inquired on the maintenance relative to Untied Airlines. Mr. Santos replied that there is a contract with United to maintain it, which they have also sub-contracted. Director Gerber asked if those items were the biggest cost items that GIAA has on a recurring basis, and if approved, when are they going to charge GIAA, monthly or quarterly. Mr. Santos responded, informing the Board that it will be a monthly charge. He went on to state that the need for the six (6) portable units, which are also washing down, would be returned back to the company that is renting them out to the Airport. Mr. Santos introduced to the Board Mr. Chuck Sova, from United Airlines and asked if he had anything to add in terms of the condition of the current units, the portables and the point of use units for the bridge. Mr. Sova informed the Board that for the portables, they pay approximately $40,000 a month, including fuel because they are diesel units. Director Alcorn inquired on how many units. Mr. Sova replied, stating that there are six (6) units, three (3) ground power units and three (3) portable air conditioners. They were rented to supplement the need for the bridge mounting units. So if the Airport can move forward with the bridge mounting units that would go away. Mr. Santos stated that is the request, to authorize Management to proceed with the ordering of the equipment, strictly purchase of the units, there is no need for maintenance or anything,

with a limitation of 2.5 million dollars, with a federal grant offering of 2 to 2.5 million before the end of the fiscal year or August. Director Alcorn inquired on federal grants and the process. Mr. Santos answered, stating that federal grants usually go through a congressional review; they give the senators and congress in Washington an opportunity to review it than able to make a press release in advance of the local government. If the press release has gone out already, that means the money is committed already. We are expecting the grant shortly, by the time of the August meeting; that grant and other grants will be presented to the Board for approval. The process in order to accelerate this procurement, the Airport needs to provide a commitment letter to United Airlines; United Airlines in turn submits the letter to JBT AeroTech, when the Airport processes the purchase order with all of the necessary contract provisions than that will resolve the commitment letter. Director Tolan inquired on the estimated time of completion if all goes well. Mr. Santos replied approximately six (6) months. The plan is, as they become manufactured, they'll be sending them to Guam for installation, rather than wait for a certain amount of units to be manufactured. Director Alcorn inquired on the payment process. Mr. Santos answered stating that GIAA will be receiving weekly invoices from the manufacturer, by that time the purchase order process should be completed. Once the invoice is received, Accounting submits a reimbursement request, than the Airport pays the manufacturer. Director Gerber asked if it's required for GIAA to pay the total, and if the Airport just pays a share, what would be the worst case scenario. Mr. Santos replied stating that 2.6 million would be the worst case scenario. Director Alcorn inquired what if the second part does not come back to the Airport. The Airport does have funds available in the current CIF to support that, in addition the Airport has the total amount factored into the Airport's Bond issued. If the money is not utilized in the federal grant it is lost completely. Mr. Santos reassured the Board on the return of the 2 million reimbursement to the Airport. Management is requesting approval based on the request to the FAA to maximize the use of the grant number 65, and to authorize Management to proceed based on a non-competitive proposal which the FAA approved and to proceed with the purchase of the pre conditioned air units and the ground power units from the manufacturer JBT AeroTech, the total amount being $4,634,028.00, and the amount of the grant that GIAA is expected to utilize is 2 to 2.5 million. Director Gerber made motion to authorize Management to proceed with purchasing the units from the manufacturer JBT AeroTech, subject to Legal Counsel's review, seconded by Director Alcorn; motion carried.

7. NEW BUSINESS

No New Business presented.

8. EXECUTIVE SESSION

The Chairman announced that the Board will recess and convene Executive Session after the recess. Director Gerber made motion to recess and convene Executive Session after the recess, seconded by Director Alcorn; motion carried. The Board recessed at 3:46 p.m.

Director Gerber made motion to return to regular session, seconded by Director Alcorn; motion carried. The regular meeting reconvened at 3:52 p.m.

Janalynn Damian Esq., Legal Counsel announced for the record that the Board did not hold Executive Session due to there not being a court recorder.

At this time Deputy Executive Manager inquired with Legal Counsel if Executive Session would need to be called to discuss a personnel issue. Ms. Janalynn Damian replied that if it relates to a specific employee with personnel matters, no; Court recorders are not needed for personnel matters only litigation matters, however if the personnel matters are limited to a specific employee and charges against the employee, yes. But, to discuss salary, position description, hiring, that is done in regular session. Director Tolan announced that she had inquired with Legal Counsel, Michael Pangelinan at the previous Board meeting as to the status of the Comptroller's position and if the Board may appoint the Comptroller without violating the hiring process. Ms. Janalynn Damian responded stating that the questions Legal Counsel looked at were the Boards Authority to hire the Comptroller and specifically, whether the Comptroller needed to be a CPA. After doing some research, the Authority's Enabling Statute gives the Board directly the authority to hire the Comptroller, to set his or her duties and to establish his or her salary. What's not specifically stated in there is whether the Board has the authority to set the qualifications of that position, for example, what type of degree the Comptroller has to have, number of years of experience, any special certifications such as a CPA. Ms. Damian went on to state that her interpretation was that it's an inflicted responsibility of the Board to set that when they are setting the duties and salary. So the authority to hire would include the authority to set the qualifications of the employee they are hiring, the Comptroller.
Ms. Damian informed the Board that before finalizing her opinion, it had come to her attention that the Civil Service Commission (CSC) has established a position description for the Comptroller position and she has been trying to gain a copy. Ms. Damian stated that is where she is at right now; if it is possible to work within what has already been established by the Board which is really entirely at the Boards discretion or if it is required to follow what the CSC has in place. Ms. Damian went on to say that she was informed by the CSC that they cannot find the Comptrollers position description, Ms. Damian was given the descriptions for both the Executive Manager and Deputy Executive Manager from CSC. She informed the members of the Board that she was provided with position descriptions from other agencies such as GWA, and GTA. She went on to add they do have job announcements; job announcements for the Comptroller position were issued in 1995, 2003, 2005 and most recently in 2011, she also added that she did not know if these announcements were based on the CSC

position description or if it was the Boards standards. Ms. Damian explained that she was researching the previous year's minutes but they did not give any indication of a position description. That is the last item she is waiting for, Ms. Damian stated that she believes that the CSC would not have jurisdiction over this position, it's basically what is called an unclassified position, but the fact that there was a position description, she would at least like to present it to the Board for consideration. Chairman Santos stated that he is very surprised. Ms. Damian added that she feels that it is up to the Board to set the duties, qualifications and salary and that she wanted to give the Board the samples that the Airport used in the past so that if the Board decides to set the qualifications that they have all of the background. Chairman Santos asked that Legal Counsel give a recommendation. Ms. Damian stated that it will be sent out separately before the next Board meeting. Director Tolan informed Ms. Damian that at the next Board meeting they would like to put closure to the Comptroller position. Chairman Santos reiterated that the positions that the board appoints are the Executive Manager, Deputy Executive Manager, Comptroller and the Board Secretary. Ms. Damian added that the Board also appoints Legal Counsel.
The Deputy Executive Manager stated that Mr. Carlos Bordallo is also interested in the Comptroller position being that he is the Acting Comptroller. Director Tolan added that as long as the Board is doing the right thing and that she would like clarification. Chairman Santos stated that there is no need to announce the position because the Board is appointing it. Ms. Damian stated she would just like to clear everything.

Mr. Frank Santos stated that he would like to add something related to what was discussed earlier and let the Board know that also under the JCI review; an assessment is being done on the loading bridge, on all three (3) systems for energy management. There's an opportunity to see more money if the three systems are connected to the building automation system. There's an opportunity for more savings.

At this time Chairman Santos inquired on some sort of recognition for the employees for winning first place in the Liberation Day Float competition and expressed the need to support the employee's. The Deputy Executive Manager replied yes. The Chairman also requested that the Oversight Chairman and the Governor be invited.

9. PUBLIC COMMENTS

The Chairman called upon any public member wishing to make comments. There was no response.

10. ADJOURNMENT

There being no further discussion, Director Tolan made a motion to adjourn the meeting, seconded by Director Alcorn; motion carried. The meeting adjourned at 4:03 p.m.

Respectfully submitted,

Amanda O'Brien-Rios
Board Secretary

APPROVED:

EDWARD G. UNTALAN
Chairman of the Board

10/02/13
Date

Attachment

A.B. WON PAT
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BOARD OF DIRECTORS REGULAR MEETING

3:00 p.m., Thursday, July 25, 2013
Terminal Conference Room No. 3

AGENDA

1. Call to Order and Attendance
2. Approval of Agenda
3. Approval of Minutes
   - **A.** June 27, 2013 Regular Meeting
4. Correspondence
5. Matters for Board Ratification/Approval
   - **A.** Ratification of Disbursements
6. Old Business
   - **A.** Executive Manager's Report
   - **B.** Financial Report
   - **C.** Legal Counsel's Report
   - **D.** Status of Capital Improvement Programs
7. New Business
8. Executive Session
9. Public Comment
10. Adjournment

A.B. WON PAT INTERNATIONAL AIRPORT AUTHORITY, GUAM
BOARD OF DIRECTORS REGULAR MEETING
3:00 P.M., THURSDAY, JULY 25, 2013
GIAA TERMINAL CONFERENCE ROOM #3

SIGN IN SHEET

	PRINT NAME	COMPANY/AGENCY
1.	Chip Brown	EA Engineering
2.	Carlos Bordallo	GIAA
3.	CHUCK SOVA	UNITED
4.	Gerard BAUTISTA	GIAA - ATM
5.	J.G. JAVELLANA	GIAA - PMO
6.	VICTOR J. CRUZ	GIAA.
7.	Joseph H OALVO	G. AA P/F
8.	BENNY BAZA	AAFF
9.	JERMAINE ATERA	SAN SAN NICOLAS
10.	FRANK SANTOS	GIAA ERC
11.	EDWARD MUNA	GIAA GPS
12.	G Nalu	PON
13.	Jean M. Arida	GIAA
14.		
15.		
16.		
17.		
18.		
19.		

Local company tapped to build Saipan zip line facility

By Aldwin R. Fajardo
aldwin@mvguam.com
Variety News Staff



Zip Guam president and general manager Trevor Takasu says a hotel operator on Saipan has approached his company to build a canopy tour facility in the Northern Marianas. Mar-Vic Cagurangan / Variety

A HOTEL company on Saipan is tapping the expertise of Guam-based canopy tour operator Zip Guam to build a zip line facility in the Northern Marianas as part of efforts to lure more visitors to the island.

Zip Guam President and General Manager Trevor Takasu said discussions are underway between his company and a hotel operator in Saipan but was quick to add that they are in the early stages of planning.

Although he refused to name the Saipan hotel operator, Takasu confirmed that the company has started looking into possible locations for the zip line facility, which will probably offer a bird's-eye view of the Garapan hotel district.

He explained that the Saipan company is in the initial stages of looking into the CNMI government's permitting requirements.

Under the proposed partnership, the Saipan hotel company will commission Zip Guam to build and manage the canopy tour facility similar to the one in Tumon.

On Guam, customers zip through six courses on suspended cable panning 220 to 550 feet at an average height of 28 feet. Zip Guam offers customers views of pristine ocean and mountain areas.

"[Our facility] was designed to promote and operate outdoor adventure sports and travel. By offering nothing motorized, we celebrate human power and natural environment. Zip Guam has designed a range of zip courses throughout the property giving the customer the thrill of soaring through the air within a safe and comfortable environment," Takasu said.

He said the facility attracts not only tourists but also Guam residents, adding that a sizeable number of Zip Guam customers are from around the island.

Zip lining has become a popular vacation activity, veering away from its origin as a mode of transportation in some mountainous countries for many years, particularly in some remote areas in China where zip lines were once used as bridges.

Referred to as "an inclined strong," a zip line appeared in "The Invisible Man" by H.G. Wells published in 1897 as part of a Whit-Monday fair, according to Wikipedia.

Marriott, United integrate loyalty rewards program

BETHESDA (United/Marriott) – Marriott Rewards and United MileagePlus, two of the biggest names in travel, have joined forces to provide their most loyal members with unprecedented travel benefits.

RewardsPlus now offers MarriottRewardsPlatinumElite members MileagePlus Premier Silver status, featuring some of United's most popular Premier perks, and gives United Global Services, Premier 1K, Premier Platinum and Premier Gold members Marriott Rewards Gold Elite status, and all of the benefits that come with it. Status offerings will be effective until Jan. 31, 2014.

RewardsPlus will soon include other features as well. Beginning in August, Marriott Rewards and United MileagePlus members will receive added value when transferring points into miles and will get additional miles for travel packages. Also, for the first time, MileagePlus Premier members will be able to convert their miles into Marriott Rewards points.

"We share United's belief that a high level of customer service and recognition are among the most important elements of our members' travel," said Ed French, Marriott Rewards senior vice president. "We are bringing together the world's leading hotel and airline loyalty programs to enhance the customer experience from beginning to end."

"United and Marriott are advancing our partnership to provide unmatched recognition and benefits for our mutual customers," said Tom O'Toole, United's senior vice president of marketing and loyalty and president of MileagePlus. "The combination of United's global network, Marriott's brand scale and our top-rated loyalty programs enables our best customers to enjoy a heightened level of service wherever they travel."

Legal action looms for Boeing over Asiana crash

CHICAGO (AP) – A Chicago law firm has taken steps to sue Boeing Co. on behalf of 83 people who were aboard the Asiana Airlines flight that crash-landed in San Francisco earlier this month, alleging that a malfunction of the plane's auto throttle may have caused the crash.

Ribbeck Law Chartered on Monday filed a petition for discovery, which is meant to preserve evidence, in Cook County Circuit Court in Chicago, where the aircraft manufacturer is headquartered. The firm said in a news release that additional pleadings will be filed against Asiana Airlines and several component parts manufacturers in coming days.

In addition to potential problems with the Boeing 777's auto throttle, some emergency slides reportedly opened inside the plane, injuring passengers and blocking their exit, and some passengers had to be cut out of their seatbelts with a knife, the firm contends.

Three people were killed when the airplane, carrying 307 passengers and crew on a flight from South Korea to San Francisco International Airport on July 6, approached the runway too low and slow. It clipped a seawall at the end of a runway, tearing off the tail and sending the plane spinning down the runway. The impact caused the plane to catch fire.

"We must find the causes of the crash and demand that the problems with the airline and the aircraft are immediately resolved to avoid future tragedies," attorney Monica R. Kelly, head of Ribbeck's aviation department, said in a statement.

PUBLICATION NOTICE

In accordance with the provisions of Guam Code Annotated, Title XI, Chapter III, Section 3315, notice is hereby given that:

Hong, Sun Hui
dba: Lada Mart

has applied for A Class: Five General Off Alcoholic Beverage License said premises being marked as Lot 1 Tract 162 #319 W. Santa Monica Avenue, Dededo.

PUBLICATION NOTICE

In accordance with the provisions of Guam Code Annotated, Title XI, Chapter III, Section 3315, notice is hereby given that:

Jong Kon Shim
dba: Minagof Mart

has applied for A Class: Five General Off Alcoholic Beverage License said premises being marked as Lot 2149-4-7New #164 Farenholt Ave., Tamuning.

GSA General Services Agency
(Aherison Sethalion Hanal)
Department of Administration
Government of Guam
Eddie Baza Calvo, Governor — 148 Route 1 Marine Drive, Piti, Guam 96915 — Ray Tenorio, Lt. Governor
Tel: 475-1707-13 Fax: 472-4217/475-1713/475-1727

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/s/ CLAUDIA S. ACFALLE
Chief Procurement Officer

The Honorable EDDIE B. CALVO, Governor — The Honorable RAY TENORIO, Lt. Governor
I MINA'TRENTAI SIETE NA LIHESLATURAN GUAHAN

PUBLIC NOTICE

The Board of Directors of the A.B. Won Pat International Airport Authority, Guam (GIAA) will convene its Regular Board meeting on Wednesday, July 24, 2013, at 3:00 p.m. in Terminal Conference Room No. 3. In addition to regular matters, pursuant to 5 G.C.A. Section 8121(a), an Executive Session will be held to discuss pending litigation to which GIAA is a party. Parking is available in the Public Parking Lot.

For special accommodations or agenda items, please call the Board Office at 642-4717/18.

(This ad paid for by GIAA)

Doc. No. 35GL-19-0628.*

Japanese stocks lose steam as yen bounces

SYDNEY (Reuters) – Japanese stocks struggled to extend gains on Monday as an initial rally sparked by Prime Minister Shinzo Abe's big election win over the weekend fizzled with profit taking emerging after the yen bounced off lows.

Most other Asian share markets showed slight advances, although Hong Kong's Hang Seng was a touch lower.

Tokyo's Nikkei was flat, having earlier climbed as much as 1.2 percent. Exporters such as Toyota Motor Corp underperformed as the dollar slid below 100 yen.

Abe's victory in the election for the upper house of parliament, which was widely expected, should make it easier for him to push through painful economic reform, the "Third Arrow" of his "Abenomics" prescription to end deflation. The other two arrows are ultra-easy monetary policy and spending.

"The results of Sunday's election are pretty much fully priced in and we're seeing more sell on the fact type moves," said a trader in Tokyo, adding overall flows were light.

Another dealer said markets were now turning to earnings results due in major financial centers over next few weeks for fresh trading cues.

MSCI's broadest index of Asia-Pacific shares outside Japan advanced 0.4 percent. South Korea's KOSPI rose 0.7 percent and Australia's S&P/ASX 200 index gained 0.6 percent. Hong Kong's Hang Seng index was a little softer.

Abe's win should be negative for the yen, which initially plumbed a week and a half low against the dollar and a two-month trough on the euro.

When will your credit score go up?

ALLEN (Creditscore.com) – So you've had some negative items on your credit reports – maybe you had late payments, or you defaulted on a credit card, mortgage or other kind of debt.

But now you've resolved the problems with your creditors. Or you might have found errors on your credit reports, or discovered fraudulent accounts because of identity theft – and you succeeded in getting the issues straightened out and the items removed from your credit reports. So now you're wondering: Will your credit score go up?

The answer is: Your credit score will probably improve. However, it may not improve as you expect. Here are some examples where you might not see the bump you hope for:

▶Closing negative credit card accounts: Closing credit card accounts will not improve your score. Closing the account also won't remove the record and any associated negative payment history from your credit report. The negative information will continue to show and will continue to be used in the score calculation.

▶When negative records expire: Removing negative information from your credit reports may not immediately increase your score as you expect. There could be additional, heavier weighted negative information remaining that will prevent an immediate increase in your score. For example: If you remove a collection record from seven years ago but have a charge-off from a year ago, the charge-off has more of an impact and is hurting your score more than the collection from seven years ago. You probably won't see a large impact in this case.

It's important to check your credit reports regularly. You can catch mistakes or fraud, or review it for any problems with your debts that you may (or may not) be aware of – and then take action to correct them. You can pull your own credit reports from each of the three major credit reporting agencies once a year using AnnualCreditReport.com, and check your credit score once a month for free using Credit.com's Credit Report Card.

GPS device promises fuel-saving solutions

By Aldwin Fajardo
aldwin@mvguam.com
Variety News Staff



Aldwin Fajardo / Variety

TrackMe! Guam owner Yosi Veksler, left, shows how a GPS device helps control vehicles wirelessly, effectively cutting fuel consumption in the process.

A LOCAL company has just the solution to the rising cost of fuel: a tracking device that allows business and government organizations that own a fleet of vehicles to effectively manage the activities and driving habits of their employees.

There have been five 10-cent pump price adjustments for regular unleaded on Guam this year – three price drops and two price increases. Last week's price hike, the third this year, was the highest at 15 cents a gallon.

TrackMe! Guam provides vehicle management solutions and products that allow fleet managers to efficiently control their vehicles from one central location, effectively cutting fuel consumption in the process, according to company owner Yosi Veksler.

Veksler said fleet managers that use the company's fleet management solutions have succeeded in reducing costs by 12 to 30 percent. It detects vehicle location and idling time, thereby significantly reducing, if not completely eliminating, the number of times engines are left running but not moving.

The Guam Power Authority, which piloted the program through TrackMe! Guam in November, disclosed that it has generated substantial fuel savings. Each of GPA's 272 vehicles is equipped with a GPS device connected to the ignition.

The device – which allows time, distance and velocity monitoring – transmits data wirelessly and provides statistical reports that include fuel tank capacity, refuels and fuel theft, and fuel consumption. It also provides comprehensive reports regarding driver performance and vehicle diagnostics.

"Aside from the obvious benefits of a fleet management system, TrackMe! Guam's fleet management solutions, with real time on-board feedback, actively promote drivers' environmentally friendly driving practices for reduced vehicle wear-and-tear, and reduced fuel consumption," Veksler said.

TrackMe! Guam provides an automatic, fully wireless, radio frequency-based fuel pump control system that records the operators and fuel pump activities while preventing unauthorized use. The company also installs a sensor that monitors refueling, how often the vehicle refuels, and the tank level, with an additional sensor that tells whether fuel has been siphoned out of the tank.

According to Veksler, the device also has the capability to help make Guam thoroughfares safer because it sends signals when the driver is speeding. "We could potentially prevent accidents by making the drivers aware that their driving habits are being monitored," he added.

Started in 2005, he said the company is committed to providing local businesses and public organizations a variety of vehicle management solutions and products that are low cost, state-of-the-art, and effective in monitoring workforce efficiency and productivity.

The Honorable
EDDIE B. CALVO
Governor

The Honorable
RAY TENORIO
Lt. Governor

A.B. WON PAT
INTERNATIONAL AIRPORT AUTHORITY, GUAM

PUBLIC NOTICE

The Board of Directors of the A.B. Won Pat International Airport Authority, Guam (GIAA) will convene its Regular Board meeting on Thursday, July 25, 2013 at 3:00 p.m. in Terminal Conference Room No. 3. In addition to regular matters, pursuant to 5 G.C.A. §8111(c)(2), Executive Session will be held to discuss pending litigation to which GIAA is a party. Parking is available in the Public Parking Lot.

For special accommodations or agenda items, please call the Board Office at 642-4717/18.
(This ad paid for by GIAA)

Proposed Issuance of Underground Injection Control System
Operating Permits for Guam Power Authority
Public Review and Comment Period: July 25 - August 23, 2013

The Guam Environmental Protection Agency (Guam EPA) runs the Underground Injection Control (UIC) Program, as mandated by the Safe Drinking Water Act, and approved by U.S. E.P.A.

The Agency regulates all applicable activities as set forth in the Guam's UIC Regulations. The UIC Program requires operating permits for all existing injection wells/ systems. This includes wells built prior to the approval of the regulations are still in operation, and wells/system constructed after the effective date of the regulations.

Guam EPA has received renewal applications from Guam Power Authority for injection wells located at Tanguisson Power Plant. Dededo. Tanguisson Power Plant has an oil recovery system which includes an oil water separator that discharges the treated /filtered water into the injection.

On the basis of a preliminary UIC requirement review. the administrator has proposed issuing UIC permits to allow discharge of treated/filtered water into the injection wells.

The discharges contain treated/filtered water from the oil water separator. No industrial discharge or any discharges are allowed in to the wells.

The permit for this application will require:
1. Only treated /filtered water to be discharge into the injection wells
2. Monthly monitoring of oil and grease and annual monitoring of water quality for the following MBAS, Oil and Grease, N03-N, Endrin, Lidane, Toxaphene, 2, 4-D, 2,4, - S-TP Silvex, Heptachlor, Methoxychlor, Lead, Benzene, Ethylbenzene, Xylene, Toluene, MTBE, Boron, COD, and pH:
3. Assurance regarding repairs, replacement, or abandonment of the well in the event of failure.
4. A laboratory analysis report of the water taken from the designated sampling.
5. Compliance with other UIC requirements.

A copy of the Draft Permits and Permit Applications for the above applicant and all other supporting documents are available for public inspection from 8 a.m. until 5 p.m. Monday through Friday at the Water Resources Management Program Section of the Water Division, Guam Environmental Protection Agency, located at 15-6101 Mariner Ave., Tiyan, Barrigada 96913.

For more information, contact Ms. Susan Marquez at (671) 300-4778 or (671) 300-4751.

Written comments on the draft permits may be hand delivered to the address above or mailed to the address below. Comments must be received by Guam EPA no later than 5 p.m., Friday, August 23, 2013. No fax submittals will be accepted.

Administrator
Guam Environmental Protection Agency
P.O. Box 22439 GMF
Barrigada, Guam 96921

If there are no appeals, the Draft Permits becomes final. Operation of the injection well/system, identified by the applicant may proceed subject to the conditions of the permit and other applicable legal requirements.

The final decision to set conditions and issue the final permits or deny application for the permits will be decided after all comments have been considered. If no comments are received within the 30-day waiting period, the final permits shall be issued immediately after the commenting period closes.

Please bring this information to the attention of all persons who may be interested in this matter.

/s/ ERIC M. PALACIOS-Administrator

MINUTES OF THE BOARD OF DIRECTORS REGULAR MEETING
3:00 p.m., Thursday, June 27, 2013
GIAA TERMINAL CONFERENCE ROOM #3

1. CALL TO ORDER AND ATTENDANCE

Chairman Francisco G. Santos called the A.B. Won Pat International Airport Authority, Guam (GIAA) regular meeting to order at 3:07 p.m. The presence of Directors is noted as follows: Jesus Q. Torres, Vice Chairman, Rosalinda A. Tolan; Edward G. Untalan; and Lucy M. Alcorn. Also present were Charles H. Ada II, Executive Manager, Peter Roy Martinez, Deputy Executive Manager, Carlos P. Bordallo, Acting Comptroller, Frank R. Santos, Business and Financial Consultant, Michael A. Pangelinan Esq., and Janalynn C. Damian Esq., Legal Counsel. The Chairman welcomed the presence of Airport Tenants, stakeholders, and members of the public who are noted in a sheet made as an attachment to the minutes.

2. APPROVAL OF AGENDA

Vice Chair Torres made motion to approve the agenda as presented, seconded by Director Tolan; motion carried.

3. APPROVAL OF MINUTES

A. May 30, 2013 Board Regular Meeting
B. June 11, 2013 Board Special Meeting

Before proceeding with the approval of the minutes, the Executive Manager announced that he would like to make a clarification in reference to the minutes. Regarding the unified pay scale, the 20th Percentile on page four (4), he stated that it was approved by the Board for the purposes of analysis, and to develop a performer report to present to the Board, which will be given later on today.

Director Tolan made motion to approve the minutes of the May 30, 2013 Regular Board Meeting and the June 11, 2013 Special Board Meeting subject to correction, seconded by Vice Chair Torres; motion carried.

4. CORRESPONDENCE

The Executive Manager informed the Board there is one item that was received today and apologized for the item not being in the Boards' packets. The correspondence is from Vladivostok Air, announcing that the airline will be operating scheduled Charter flights on direct route from Vladivostok, Russia to Guam from November 2013 to March 2014. Although they are only looking at flights every two (2) weeks, they are hoping with our partnership to have flights year round. Vice Chair Torres inquired on the type of aircraft they would be using. The Executive Manager replied that it will be a 737 aircraft, 142 – 155 passenger count.

5. MATTERS FOR BOARD RATIFICATION/APPROVAL

A. Approval of Award for Custodial Services for TSA Offices and Facilities – IFB No. GIAA-003-FY13

The Executive Manager reported that an Invitation for Bid was published to solicit bids from professional firms to provide custodial services at the TSA offices and facilities, inclusive of all labor, materials, supplies and equipment to the main terminal building. The term of the contract is for a period of three (3) years and may be renewed annually at GIAA's sole option for additional one-year periods, not to exceed the total contract term of five (5) years. Of the thirteen (13) firms that received bid packages, eight (8) submitted bids before the submission deadline. All eight (8) firms were evaluated; with only seven (7) determined to be acceptable. Management recommends that the contract be awarded to JJ Global with the bid amount of $47,400.00. It has been determined that JJ Global has met the standards of responsibility and responsiveness outlined in the Guam Procurement Regulations. Discussion followed relative to bid amounts. At this time Chairman Santos welcomed the presence of Director Alcorn. Director Untalan made motion to approve Management's recommendation, seconded by Director Tolan; motion carried.

B. Approval of Award for Rehabilitate Runway 6L-24R, Phase II – IFB No. GIAA-C01-FY13

The Executive Manager stated that Board action is requested to approve the bid award of the above mentioned project. The project is to provide construction and renovation work to rehabilitate runway 6L-24R (Phase 2) inclusive of all labor, materials, supplies and equipment. Six (6) firms received bid packages, and only two (2) submitted bids before the submission deadline. Management recommends that the Board authorize the contract award of $6,896,871.09 to Nippo USA, Inc. who has been determined to have met the standards of responsibility and responsiveness outlined in the Guam Procurement Regulations. Director Tolan inquired if Nippo USA, Inc. was a new company on Guam and if they have been doing business on Guam. The Executive Manager responded stating the firm has done work previously for the Airport. Vice Chair Torres

made motion to approve Management's recommendation, seconded by Director Untalan; motion carried.

C. Ratification of Disbursements

The Executive Manager presented the summary of Disbursements to the Board. Vice Chair Torres inquired on the payment made to AECOM Technical Services Inc. in the amount of $419,652.00. Business and Financial Consultant, Frank Santos replied, informing the Board that Guam Airport is one of the few designated for a 'Pilot Program', a testing program for a Geographical Information System (GIS) with the purpose of creating an electronic airport layout plan which includes both aerial and ground surveys, the GIS will be stored in the FAA servers. Mr. Santos went on to say that this will save the Airport money in the future with anything that has to do with the airfield because everything is now under GIS format, GPS (Global Positioning System) based. The payment amount of $419,652.00 is for several invoices.

Vice Chair Torres made motion to ratify payments above the $50,000.00 threshold made to vendors for the period of May 29, 2013 – June 21, 2013, seconded by Director Alcorn; motion carried.

6. OLD BUSINESS

A. Executive Manager's Report

The Executive Manager presented brief reports on various issues and announcements relating to Airlines, regulatory and financial issues, including the refinancing of the 2003 Revenue Bonds. The Manager reported that a GIAA team travelled to San Francisco to present an Airport review to Standard & Poor's and Moody's Investors during the week of June 17, 2013 to refinance approximately $125M in bonds, and new money financing structures.

Relating to the Specialty Retail Merchandise Concession, Lotte Duty Free Guam, LLC continues to transition and work toward the July 21, 2013 occupancy and operational date of the new retail concession awarded to Lotte. A job fair was held by Lotte on Friday, June 21, 2013 to hire managerial, supervisory and support staff. Lotte plans to phase in more personnel to an estimated 200 employees for the Airport retail concession and their off Airport location.

The Executive Manager reported on Legislative issues such as Bill 69-32, which would require legislative approval for lease agreements that span more than five (5) years. The Bill passed in the Legislative Session on May 28, 2013. The Manager stated that the new law will affect the way that the Airport does business. Vice Chair Torres inquired if any of the Management staff had met with the Airport's Oversight Chairman, Senator San

Nicolas regarding the new law. The Executive Manager replied, stating that Management had met with Senator San Nicolas, and he acknowledged the concerns. Vice Chair Torres stated this should be something that the Airport revisit, the Airport does not get a dollar from the general fund and he does not remember a time that the Airport had to go to the Legislature to ask that they appropriate for Airport operations. Vice Chair Torres went on to say that the Airport is run like a business, some of the commitments we have just cannot be constricted within the five (5) years. The Vice Chairman suggested that Management meet with Senator San Nicolas and ask that the Airport be exempt from the five (5) years. Vice Chair stated that from his understanding even though the law has been passed, it is possible for a law to be amended. Discussion followed relative to the new law. The Chairman requested that Management schedule a meeting with Senator San Nicolas regarding this issue.

Continuing with Legislative Issues, the Executive Manager reported that Bill 125-32 was passed in the June 4, 2013 Legislative session. The Bill appropriates $500,000 to the Department of Public Works to fund the acquisition property for the Tiyan Parkway Project. The Manager informed the Board that Management has been in discussion with the FAA to come up with creative ways to augment this effort to resolve the Tiyan Parkway issue and have a couple of proposals, which will be packaged and presented to the Board at the next Board meeting. Discussion followed with the Executive Manager informing the Board that the FAA was very assistive with the matter for the Government of Guam to resolve this particular long standing issue we have. The Manager stated that with the conversation he had with the FAA, he believes he will be the last Executive Manager of the Airport that will have to deal with the issue, for the people of Guam, all stakeholders, and entire Government, he is confident it is close to being resolved.

On another Legislative issue, the Executive Manager informed the Board of an oversight hearing today of Bill 137-32, which provides low cost space to the Guam Customs and Quarantine Agency at the Guam International Airport Authority in a manner consistent with Federal law. By the introduction of the Bill, USCBP not only Guam but throughout the country does not pay rent to any airport operator. The Vice Speaker Benjamin J. Cruz had introduced this legislation. Vice Chairman Torres reiterated for confirmation, the Guam Customs and Quarantine be a non-paying tenant at here at the Airport. The Executive Manager responded, stating correct. He then went on to inform Chairman Santos that the hearing was today, the Airport provided written testimony and that it is their intention to be making office calls to senators in reference to this matter, hopefully before it leaves committee. The Chairman requested that there be a scheduled meeting with the Oversight Chairman to explain and provide more knowledge regarding the Airport. Vice Chair Torres inquired on how much is the Guam Customs and Quarantine earning, how much was approved for the inspections that they conduct downstairs. The Executive Manager replied based on the current Customs charge, it is approximately 10M annually. Vice Chair Torres stated, we have a Government agency coming in and siphoning off revenue from the Airport when our enabling legislation mandates that we

have to be self-sustaining financially and otherwise. Vice Chair Torres stated that we're all obligated here as Board members to insure that we maintain the financial integrity number one, so that we can run a first class facility.

The Executive Manager announced that the Pohnpei Ports Authority has committed to join GIAA as a partner in hosting the ACI Asia Pacific Small & Emerging Airports Conference to be held in October 2013.

Before closing the report the Manager informed the Board that the Airport completed Phase I of 4 Phases in part of the 'Modernization of Electronics' here in the Airport and invited the Board members to take a look at the completions.

B. Financial Report

For the Board's information, Carlos P. Bordallo, Acting Comptroller presented the financial report as of May 31, 2013, stating that the Net Debt Service Coverage is at 1.84. Vice Chair Torres stated that the report was the best he heard so far. The Acting Comptroller also added that the power costs have been declining.

Before proceeding to Legal Counsel's report, Director Untalan presented a brief report relative to the adjustment in salaries up to the 20th percentile approved at the last Board meeting. The Director presented a forecast that confirmed that the Airport would be able to absorb the $830,000 for the salary increases and still have a good cash position at the end of the year. Discussion followed on the effective date of the salary adjustments, with the Acting Comptroller adding that the effective date would be from October 1st, 2012. Vice Chair Torres expressed the importance in giving back to the employees.

C. Legal Counsel's Report

Legal Counsel recommended that discussions regarding litigation matters be reported during Executive Session. The Board had no objection.

D. Status of Capital Improvement Programs

Business and Financial Consultant, Frank Santos presented a brief report for the Board's information stating that by the regular Board meeting in July that the FAA will be providing the Airport with grants for four (4) projects. One 2M dollar grant to repay the Airport for money previously spent, which adds to our cash position, strictly a reimbursement. He went on to add that the Airport will be getting one new ARFF truck. Vice Chair Torres inquired if the old truck will be given to Rota. Frank Santos replied, no that the intention is to keep the trucks so they can be rotated, eventually they will be given to somebody. Mr. Santos reported that the last grant that the Airport will receive

for FY13 will be an additional $800,000 for the Airport Geographical Information System mentioned earlier in the meeting.

7. NEW BUSINESS

No New Business presented.

The Executive Manager informed the Board that he had items to report to the Board under Tenant Matters the first being that the Airport sent a letter of intent to the Guam Army National Guard for a Hanger Project. The Manager stated that the Guam Army National Guard received funding for a proposed project to provide helicopter capabilities within the Guard Unit to service our area, and the background is that they requested for approximately two (2) acres of land located on Airport property specifically the south side of the AOA for the purpose of constructing a helicopter hanger facility. The purposes would be for Medivac helicopters and to maintain emergency units for our island. We actually found a template for other National Guard Units that operate within local airports and used the same format. After comprehensive discussions between the two organizations, the Guam Army National Guard will pay the Airport approximately $5,242.04 per month for the use of the facilities including the runways, taxi's, light systems, navigational waves and other areas open to the public and used by the National Guard as well. The Manager informed the Board that the reason why we had to move quickly prior to the Board meeting is that there is a deadline to the Guam Army National Guard Bureau to access additional funds to extend the lease out to 45 years and expand their footprint. The Manager stated that we wanted to insure we did our part to insure that Guam receives more funding and support, to respond to not only to our Guards needs but our islands needs. Chairman Santos inquired on the lease term and if it would need to go to the Legislature. The Executive Manager replied informing the Board it is for a 20 year term and yes it would need to go to the Legislature as the law is enacted already. The Manager stated it would be a huge asset to the island.

The second item the Manager announced to the Board was correspondence from one of the Airports tenants. Pac Air walked a letter late Friday requesting for the approval of a new lease agreement. The Executive Manager reported that they are looking at bringing on the U.S. Citizenship and Immigration Services, leasing about 17,000 square feet of space at the Pac Air Cargo facility, bringing them to 80% of warehouse space that's dedicated to cargo, again, aeronautical. This is a similar to the concern that the former Chairman, Mr. Michael Ysrael had which elevated all the way to the Hawaii Area District Office and returned without merit. I just want to insure our tenant that it will be bought to the Board. They are going to be expanding their capacities to pay us next summer. As you know, the initial agreement with Pac Air was the deferred payment, which comes into effect July 2014. The Manager added that he is in full support of new lease agreement, and wanted to bring it to the Board. If there are concerns from constituents

within the community about the Airport engaging in non-aeronautical activity, that discussion will be made if it needs to be had with the appropriate stakeholders. The Executive Manager stated that it is the intent of Management right now to aggressively seek aeronautical and non-aeronautical revenue for the Airport, the more we can provide revenue to this Airport the better off we are to engage partners, more importantly signatory airlines, to reduce rates and possibly lower airfares, not just for the traveling tourists in the region but our people as well. Discussion followed relative to the changes of Airports over time and what Airports are emerging to be. Chairman Santos requested that Management keep the Oversight Chairman, Senator San Nicolas up to date with what is going on with Airport.

8. EXECUTIVE SESSION

The Chairman announced that the Board will recess and convene Executive Session after the recess. Vice Chair Torres made motion to recess and convene Executive Session after the recess, seconded by Director Alcorn; motion carried. The Board recessed at 4:09 p.m.

Chairman Santos called the Executive Session to order at 4:18 p.m. Executive Session adjourned at 5:13p.m., at which time the regular meeting reconvened.

Based on discussions during Executive Session, Director Untalan announced that he would like to make a motion authorizing Management to proceed as directed by the Board in Executive Session regarding Freedom Air, seconded by Vice Chair Torres; motion duly carried.

9. PUBLIC COMMENTS

The Chairman called upon any public member wishing to make comments. There was no response.

Vice Chair Torres announced that he would like to share some concerns with the Board regarding two (2) key Management positions. Both Comptroller and Chief Engineer positions have been vacant for a number of years. He stated that right now is an indication that we are prepping for the new fiscal year. Historically they are key positions and the right approach is to appropriately fill those positions.
The Executive Manager informed the Board that he did speak with Mr. Victor Cruz in reference to the Chief Engineer position, which he currently oversees the responsibility. The Manager stated that out of courtesy to Mr. Cruz, who is a long time employee and very well liked, he had given him up to December 2013 to obtain the credentials needed to qualify for the position of Chief Engineer. If he was unable to, the position would be filled. He was informed there are ways to gain the credentials, and asked the Board to allow Mr. Cruz that time to gain them. The Chairman agreed with the Executive

Manager and requested that Mr. Cruz be given a chance and opportunity to gain the requirements. The Executive Manager added however, Mr. Cruz would have to compete for the position. Vice Chair Torres responded, of course, that's the 'Merit System', the problem is that the Chief Engineer position is a classified position with the Government of Guam, and answers to the Executive Manager, whereas the Comptroller position is unclassified and answers to the Board. Airport Services Manager, Ms. Jean Arriola added that the Chief Engineer requires a PE, and the Comptroller requires a CPA. Discussion followed relative to the requirements of the position of Comptroller. Vice Chair Torres expressed the need to fill both key positions. Director Tolan made motion to allow Legal Counsel to obtain clarification whether Carlos Bordallo may be appointed to the Comptroller position by the Board without requiring a CPA, seconded by Director Untalan; motion carried.

10. ADJOURNMENT

Mr. Frank Santos announced for the Board's information that the first Executive Manager of the Airport had passed away in Hawaii yesterday. The body will be brought back to Guam over the weekend and rosaries will begin.

There being no further discussion, the Chairman announced that the next regular meeting is scheduled for Thursday, July 25, 2013. Director Alcorn made a motion to adjourn the meeting, seconded by Director Untalan; motion carried. The meeting adjourned at 5:10 p.m.

Respectfully submitted,

Amanda O'Brien-Rios
Board Secretary

APPROVED:

_____ _____

FRANCISCO G. SANTOS
Chairman of the Board

Date

Attachment



BOARD APPROVAL OF DISBURSEMENTS
June 24, 2013 - July 24, 2013
Ratified by the Board of Directors on
July 25, 2013 Regular Meeting

Payee	Amount	Purpose	Date Approved
Pac Air Properties LLC	$88,200.00	Rental Space Lease	6/24/2013
Guam Power Authority	$524,042.40	Power	6/26/2013
Government of Guam Retirement Fund	$151,794.56	Payroll Employee & Employers Contribution for PPE 06/29/13	7/5/2013
BEJJESS ENTERPRISES INC. DBA: GEMCCO	$165,533.06	CIP - AIP65 Electrical (Power Hardening Phase 2)	7/11/2013
Calvo Fisher & Jacob LLP	$234,205.91	Specialty Retail Concession May 2013 services	7/11/2013
Government of Guam Retirement Fund	$150,100.39	Payroll Employee & Employers Contribution for PPE 07/13/13	7/17/2013
Siemens Industry Inc.	$107,141.61	CIP - Baggage Handling System	7/23/2013
Pac Air Properties LLC	$88,200.00	Rental Space Lease	7/23/2013
Aircraft Service International Group	$114,230.33	Outbound Baggage System for June 2013	7/23/2013
GMP International, LLC	$84,502.78	CIP - AIP74 ILS6L24R	7/23/2013
Propacific Builder Corporation	$123,875.62	CIP - AIP65 Replace/Upgrade Apron Area Ramp Light System	7/23/2013
BEJJESS ENTERPRISES INC. DBA: GEMCCO	$108,470.72	CIP - AIP65 Electrical (Power Hardening Phase 2)	7/23/2013
Lyon Associates, Inc.	$73,283.05	CIP - CM Services Rehab Runway 6L24R AIP84	7/23/2013
EMPSCO Engineering Consultants	$143,985.91	CIP - AIP65 Utility Power Hardening	7/23/2013
E&A Engineers	$91,531.79	CIP - Code Upgrade & Property Valuation	7/23/2013
Taniguchi Ruth Makio Architects	$57,205.40	CIP - AIP79 Assessment Stormwater	7/24/2013
First Hawaiian Bank	$267,362.00	Loan Payment - Energy Savings Project	7/24/2013
Taniguchi Ruth Makio Architects	$71,457.75	CIP - TSA Expansion New CCO & Offices	7/24/2013
Parsons Transportation Group Inc.	$148,897.00	CIP - Master Plan	7/24/2013
E.M. Chen & Associates, Inc.	$268,349.00	CIP - Runway Protection Zone Improvement Project	7/24/2013
TOTAL:	**$3,062,369.28**		

A.B. WON PAT
INTERNATIONAL AIRPORT AUTHORITY, GUAM

Executive Manager's Report
GIAA Board of Directors Meeting
July 25, 2013

AIRLINE ISSUES

StarFlyer officials met with GIAA officials on July 11, 2013 to finalize their plans for direct service to Guam from Kitakyushu, Japan. Kitakyushu is approximately 1 ½ hours from Fukuoka, with a catchment area of 2 million. The inaugural flight will arrive August 2, 2013 at 12:30am and will be greeted as VIPs. 13 charters will be operated in August, operating an A320 with 150 seat capacity. StarFlyer is a hybrid model operation, not an LCC, offering in-flight passenger services at a lower cost.

China Airlines has added an extra section to its TPE/GUM/TPE operation in the first week of August. 11 charters from Narita, and 5 charters from Kansai will be operated in August, in addition to their twice operations. All charters will utilize an A330 aircraft with 307-passenger capacity.

Delta Airlines is adding 60 extra sections, or one flight daily between Kansai and Guam between July 27 and September 23, 2013.

United Airlines announced 78 extra sections between Narita and Guam daily, beginning July 14 through September 29, 2013. They also celebrated the 15th anniversary of direct service between Guam and Cairns, Australia, launched in 1998. The route is serviced twice weekly by B737, and offers a vital link between Cairns and Japan, Hawaii and beyond.

Korean Airlines has also planned 50 extra sections, daily, serving Narita/Guam from July 26 through September 2013.

Vladivostok Air announced plans to operate direct, scheduled charter flights from 2 locations in Russia's far east, which are Vladivostok, and Khabarovsk. The flights will operate from November through March 2014, on a bi-weekly basis, serviced by a Tupolov aircraft and an A320, both with a seat capacity of 150 passengers.

LEGISLATIVE ISSUES

For the past 3 weeks, airport management has been meeting with legislators to discuss legislation relative to airport operations. Among them are:

Bill No. 129-32 introduced on May 31, 2013, which would authorize the A.B. Won Pat Guam International Airport Authority to issue Revenue Bonds for the purpose of refunding the General Revenue Bonds, 2003 Series A, B, C and D, refinance the Energy Efficiency Loan, and finance new projects. Schedule for the public hearing is pending.

Bill No. 137-32 introduced on June 5, 2013 would provide space to the Guam Customs and Quarantine Agency at no cost in a manner consistent with federal law. A Public Hearing was held 06/27/13 at 10am, with the Airport submitting written testimony opposing the bill.

Executive Manager's Report
GIAA Board of Directors Meeting
July 25, 2013

FINANCIAL ISSUES

Refinance of 2003 Bonds and New Revenue Bonds Sales. A team comprised of GEDA, GIAA, bond counsel, bond underwriters and other consultants will be working towards the engagement of rating agencies in the first week of August. The price and sales of bonds is anticipated to be scheduled in late August. Bond refinance and sales would equate to significant money for capital improvement projects as well as possible savings in debt service.

Lotte Duty Free launched operations on July 21, 2013 at 12:01am. GIAA staff has worked diligently and cooperatively with both Lotte and DFS on their logistics and transition plans. More activity is anticipated as Lotte enhances its retail space and works on augmenting areas such as the restroom, food courts, smoking areas and play area.

PROCUREMENT

IFB Demolition and Remediation of Various Airport Facilities Phase I

Announced:	June 19, 2013
Pre Bid:	Tuesday, July 2, 2013 10am
Closing:	Friday, August 2, 2013, 2pm

ANNOUNCEMENTS

- The Airport Authority was successful in attaining a "THREE-PEAT", taking home the award of 1st place float winner for GovGuam agencies in the 69th Liberation Day Parade held this past Sunday. The GIAA employees and volunteers who worked on the float are given kudos for a great job in bringing home the prize in 2011, 2012, and 2013 – three consecutive years in a row. Biba GIAA!

A.B. WON PAT
INTERNATIONAL AIRPORT AUTHORITY, GUAM
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July 23, 2013

MEMORANDUM

To: Mr. Francisco G. Santos
Chairman
GIAA Board of Directors

From: Carlos Bordallo
Acting Comptroller

Subject: **Operating Results - Revenues and Expenses as of June 30, 2013**

Attached herewith is GIAA's Operating Results Report for the month ending June 30, 2013. This report summarizes the Budgeted versus Actual Revenues and Expenses for the month and year-to-date results ended June 30, 2013.

The key operating results for 9 month(s) of FY 2013 ending June 30, 2013 - (in $000's) are:

CATEGORY	YEAR-TO-DATE				FORECAST FOR FULL YEAR-FY13	
	Budget FY 13 Y-T-D	Actual FY 13 Y-T-D	% Variance Budget vs. Actual		Actual Y-T-D + Remaining FY 13 Budget	% Variance Budget vs. Estimate for Full Year
			Y-T-D Current Month	Y-T-D Last Month		
Total Signatory Revenues	$20,309.6	$21,653.9	6.6%	8.1%	$28,666.5	4.9%
Total Concession Revenues	$7,935.2	$7,731.2	-2.6%	-1.9%	$10,653.7	-1.9 %
Total PFC's	$4,414.3	$4,827.1	9.4%	10.0%	$6,388.2	6.9%
Total Other Revenues	$11,191.5	$11,579.3	3.5%	1.3%	$15,532.6	2.6%
Total Operating Revenues	$43,850.6	$45,791.5	4.4%	4.6%	$61,240.9	3.3%
Total Operating Expenses	$31,628.8	$26,095.0	-17.5%	-19.2%	$34,908.6	-13.7%
Net Revenues from Operations	$12,221.8	$19,696.5	61.2%	66.5%	$26,332.4	39.6%
Non-Operating Expenses	$500.0	$195.4	-60.9%	-54.8%	$195.4	-60.9%
Other Available Moneys/other sources of funds	$3,587.5	$3,682.2	2.6 %	3.2 %	$4,878.0	2.0%
Net Debt Service Coverage	**1.24**	**1.85**	**49.5%**	**51.8%**	**1.85**	**32.9%**

AMERICAN ASSOCIATION OF AIRPORT EXECUTIVES
AIRPORTS COUNCIL INTERNATIONAL
NASAO National Association of State Aviation Officials
TIACA THE INTERNATIONAL AIR CARGO ASSOCIATION

Year-to-date Total Signatory Revenues for the month ending June 30, 2013 are above Budgeted revenues by **6.6%.** Signatory revenue estimates are based on projections submitted by Signatory airlines and adopted in the annual budget.

Year-to-date Total Concession Revenues are below budget estimate by **-2.6%** and Passenger Facility Charges are above budget estimates by **9.4%.**

Year-to date Total Other Revenues, inclusive of non-signatory and non-airline revenues, are above the budget estimate by **3.5%.**

Year-to-date Total Operating Revenues Actual of **$45.8M** is **4.4%** above the budget estimate of **$43.8M.**

Year-to-date Total Operating Expenses are below budget by **-17.5%.** Components of this line item include a **-12.7%** decrease in Personnel Service, a **-19.2%** decrease in Contractual Services, a **-35.8%** decrease in Materials & Supplies and a **-100%** decrease in Equipment/Furnishings from budgeted amounts for these respective categories.

The actual year-to-date Net Revenues from Operations of **$19.7M** reflects an increase of **61.2%** over the year-to-date budgeted amount of **$12.2M.**

Finally, our year-to-date results for Debt Service Coverage is at **1.85** versus the requirement of **1.25.**

Should you have any questions, please contact me at your convenience.

Attachments

cc: Board of Directors
Executive Manager
Deputy Executive Manager
Frank R. Santos, Expansion
Division Heads

GIAA Program Status and UDO Analysis on Open AIP Grants

FY	Loc ID	Description	Grant #	Grant Amount	Balance as of 6/20/13	UDO	Balance as of 7/25/13	UDO	Comments
2007	GUM	Noise mitigation measures for residences within 65 DNL	3-66-0001-056	$3,500,000	$0	0%	$0	0%	FOR CLOSE OUT (FCO)
2007	GUM	Extend Runway 6L/24R - Phase 3	3-66-0001-057	$4,536,213	$0	0%	$0	0%	FCO
2007	GUM	Improve Airport Utilities Inftrastructure - Phase 5 (MAP)	3-66-0001-058	$6,800,000	$0	0%	$0	0%	FCO
		Amendment No. 1 to AIP 58	*3-66-0001-058*	*$755,815*	*$351,833*	*47%*	*$351,833*	*47%*	
			Sub Total:	**$14,836,213**	**$351,833**	**0%**	**$351,833**	**2%**	
2008	GUM	Noise Mitigation Measures for Residences w/n 65-69 DNL - Phase 4	3-66-0001-59	$2,000,000	$0	0%	$0	0%	FCO
2008	GUM	Complete Construction of Parallel Taxiway - Phase 1	3-66-0001-60	$5,797,441	$0	0%	$0	0%	FCO
		Amendment No. 1 to AIP 60	*3-66-0001-60*	*$869,616*	$0	0%	$0	0%	FCO
2008	GUM	Extend Runway 6L/24R - Phase 4	3-66-0001-61	$14,000,000	$0	0%	$0	0%	FCO
		Amendment No. 1 to AIP 61	*3-66-0001-61*	*$2,100,000*	$0	0%	$0	0%	FCO
2008	GUM	Miscellaneous Airport Improvements - Phase 2	3-66-0001-62	$2,000,000	$0	0%	$0	0%	FCO
		Amendment No.1 to AIP 62	*3-66-0001-62*	*$300,000*	$0	0%	$0	0%	FCO
2008	GUM	Improve Terminal Building (Seismic Zone 4 Upgrade) - Phase 2	3-66-0001-64	$1,148,913	$0	0%	$0	0%	FCO
			Sub Total:	**$28,215,970**	**$0**	**0%**	**$0**	**0%**	
2009	GUM	Improve Airport Utility Infrastructure (Electrical System) - Phase 1	3-66-0001-65	$7,000,000	$5,067,739	72%	$4,269,781	61%	
2009	GUM	Conduct Airport Master Plan Study Update	3-66-0001-66	$700,000	$90,335	13%	$90,335	13%	
2009	GUM	Extend Runway 6L/24R - Phase 5	3-66-0001-67	$744,647	$0	0%	$0	0%	FCO
2009	GUM	Rehabilitate Runway 6L/24R	3-66-0001-68	$4,807,180	$0	0%	$0	0%	FCO
2009	GUM	Noise Mitigation Measures for Residences w/n 65-69 DNL - Phase 5	3-66-0001-69	$2,000,000	$1,071,565	54%	$1,071,565	54%	
2009	GUM	Extend Runway 6L/24R - Phase 7	3-66-0001-70	$3,294,390	$0	0%	$0	0%	FCO
		Amendment No. 1 to AIP 70	*3-66-0001-70*	$494,158	$0	0%	$0	0%	FCO
2009	GUM	Complete Construction of Parallel Taxiway - Phase 2	3-66-0001-71	$3,005,610	$0	0%	$0	0%	FCO
		Amendment No. 1 to AIP 71	*3-66-0001-71*	*$450,842*	$0	0%	$0	0%	FCO
			Sub Total:	**$22,496,827**	**$6,229,639**	**28%**	**$5,431,681**	**24%**	

UDO 7-25-13

GIAA Program Status and UDO Analysis on Open AIP Grants

FY	Loc ID	Description	Grant #	Grant Amount	Balance as of 6/20/13	UDO	Balance as of 7/25/13	UDO	Comments
2010	GUM	Extend Runway 6L/24R - Phase 8	3-66-0001-72	$4,000,000	$0	0%	$0	0%	FCO
		Amendment No. 1 to AIP 72	*3-66-0001-72*	*$600,000*	$0	0%	$0	0%	FCO
2010	GUM	Rehabilitate Runway 6L/24R - Phase 1 (Design only)	3-66-0001-73	$1,500,000	$127,688	9%	$124,644	8%	
2010	GUM	Install Instrument Landing System (ILS) Runway 6L - Phase 1	3-66-0001-74	$2,172,362	$0	0%	$0	0%	
2010	GUM	Noise Mitigation Measures for Residences w/n 65-69 DNL - Phase 6	3-66-0001-75	$2,000,000	$1,884,036	94%	$1,884,036	94%	
2010	GUM	Improve Airport Utility Infrastructure (Sewer & Storm Water Drainage) - Phase 1 (Design only)	3-66-0001-76	$1,550,000	$1,545,031	100%	$1,545,031	100%	
2010	GUM	Collect Airport Data for the Airports Geographic Information System (AGIS)	3-66-0001-77	$675,000	$0	0%	$0	0%	
2010	GUM	Install Instrument Landing System (ILS) Runway 6L - Phase 2	3-66-0001-78	$4,827,638	$1,037,557	21%	$957,279	20%	
2010	GUM	Conduct Environmental Assessment for Sewer and Storm water Drainage	3-66-0001-79	$700,000	$513,550	73%	$459,204	66%	
			Sub Total:	**$18,025,000**	**$5,107,862**	**28%**	**$4,970,194**	**28%**	
2011	GUM	Extend Runway 6L/24R - Phase 9	3-66-0001-80	$1,975,678	$0	0%	$0	0%	FCO
2011	GUM	Miscellaneous Airport Improvements - Phase 3	3-66-0001-81	$2,304,801	$2,226,702	97%	$2,226,702	97%	
2011	GUM	Miscellaneous Airport Improvements - Phase 4	3-66-0001-82	$1,400,000	$1,326,954	95%	$1,326,954	95%	
			Sub Total:	**$5,680,479**	**$3,553,656**	**63%**	**$3,553,656**	**63%**	
2012	GUM	Extend Runway 6L/24R - Phase 10	3-66-0001-83	$2,000,000	$0	0%	$0	0%	FCO
2012	GUM	Rehabilitate Runway 6L/24R - Phase 2	3-66-0001-84	$5,441,024	$4,723,987	0%	$4,621,601	85%	
			Sub Total:	**$7,441,024**	**$4,723,987**	**63%**	**$4,621,601**	**62%**	
			GRAND TOTAL:	**$96,695,513**	**$19,966,977**	**21%**	**$18,928,965**	**20%**	

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A.B. WON PAT
INTERNATIONAL AIRPORT AUTHORITY, GUAM
JUL 15 2013
TIME: 12:1 PM
REC'D BY:

RECOMMENDATION OF COUNSEL

TO: Board of Directors
ANTONIO B. WON PAT INTERNATIONAL AIRPORT AUTHORITY, GUAM

CC: Mr. Charles H. Ada II
Executive Manager
ANTONIO B. WON PAT INTERNATIONAL AIRPORT AUTHORITY, GUAM

FROM: Janalynn Cruz Damian
CALVO FISHER & JACOB LLP

DATE: July 16, 2013

SUBJECT: **Executive Session**

Pursuant to 5 G.C.A. § 8111(c)(1), I hereby recommend that the Board of Directors of GIAA conduct an Executive Session at the next regularly scheduled Board meeting to discuss pending or threatened litigation to which GIAA is or may be a party.

A.B. WON PAT
INTERNATIONAL AIRPORT AUTHORITY, GUAM
ATURIDAT PUETTON BATKON AIREN GUAHAN ENTENASIONAT

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MINUTES OF THE BOARD OF DIRECTORS SPECIAL MEETING
3:00 p.m., Friday, August 9, 2013
GIAA TERMINAL CONFERENCE ROOM #3

1. CALL TO ORDER AND ATTENDANCE

Chairman Francisco G. Santos called the A.B. Won Pat International Airport Authority, Guam (GIAA) special meeting to order at 3:04 p.m. The presence of Directors is noted as follows: Martin J. Gerber; Lucy M. Alcorn; Rosalinda A. Tolan; Edward G. Untalan, and Pedro P. Ada III. Also present were Charles H. Ada II, Executive Manager, Peter Roy Martinez, Deputy Executive Manager, Carlos P. Bordallo, Acting Comptroller, Frank R. Santos, Business and Financial Consultant, Michael A. Pangelinan Esq., and Janalynn C. Damian Esq., Legal Counsel. The Chairman welcomed the presence of Airport Tenants, stakeholders, and members of the public who are noted in a sheet made as an attachment to the minutes.

2. APPROVAL OF AGENDA

Director Tolan made motion to approve the agenda as presented, seconded by Director Ada; motion carried.

3. MATTERS FOR BOARD RATIFICATION/APPROVAL

A. Approval of FAA Grant Agreement to Extend Runway 06L/24R – Phase XI

The Executive Manager announced the above mentioned project has actually been completed, and this item would be a reimbursement to the Guam International Airport, of a little over two (2) million dollars. The Manager informed the Board for their information that all FAA grants are reimbursement grants and reiterated that the project was completed. Director Ada inquired if the project was on time and on budget. Mr. Frank Santos, Business and Financial Consultant replied yes, on time, this project was completed two (2) years ago, now on budget. Director Ada made motion to approve the FAA Grant Agreement, seconded by Director Alcorn; motion carried.

Director Ada inquired if the Airport would suffer any penalties being that it was completed two (2) years ago. Mr. Frank Santos responded this was a negotiated Agreement with the FAA as to when they would have monies available; a year ago they actually reimbursed the Airport another two (2) million dollars, so this would be the final wave of reimbursements.

B. Aproval of Award for Demolition and Remediation of Various Airport Facilities, Phase I - IFB No. GIAA-C02-FY13

The Executive Manager announced that Board action is requested to approve the bid award for the above mentioned project. The project is to provide construction work inclusive of all labor, materials, supplies and equipment to demolish buildings in Tiyan. The project also includes remediation of lead and asbestos materials prior to the demolition work, with the scope of the work comprised mainly of demolition and remediation work. Twenty-five (25) firms/individuals purchased bid packages with ten (10) firms submitting bid proposals before the submission deadline. After all firms were evaluated, only nine (9) were determined to be acceptable. The Manager added that the government estimate for the project is $1,684,456.00. The lowest responsive, responsible bidder is Ian Corporation with a bid amount of $1,062,268.57 which represents 37% less than the government estimate. Management is therefore requesting Board approval of its recommendation to award Ian Corporation in the amount of $1,062,268.57 for the project. The Manager also added that this project is in line with efforts for the Tiyan Parkway. Director Untalan inquired on the background of Ian Corporation, and if they are familiar with the scope of work, including hazard remediation. Director Tolan also asked if they have done work for the Airport. Mr. Frank Santos answered yes, they have done small jobs, he also answered Director Untalan's question stating that they have the licenses to do so. Director Untalan stated that he was concerned as it is a large amount of money on the table, and queried with such a low bid, if they might have problems completing the project. The Chairman inquired if Ian Corporation has met all the requirements. The Executive Manager replied yes, it was outlined not only in the Invitation to Bid but also as Mr. Frank Santos mentioned with Gov Guam Procurement Regulations. Director Tolan also asked if they had posted a bond. Mr. Santos replied when the bids have a large variance from the estimates they are usually requested to confirm their bid; he stated the last thing anyone wants is for a bidder to start losing money, that has been done, and they have confirmed their bid. So, before Notice To Proceed (NTP), GIAA usually has the bond in the contract, then that will be approved by the FAA. Director Untalan asked, so you cannot put minimum requirements. Mr. Santos replied, well you put the licenses that are required. Director Untalan stated anyone can get a license. Chairman Santos inquired with Mr. Santos if OSHA and Guam EPA will monitor this project, any citations they will be responsible. Mr. Santos stated Guam EPA will be observing them in terms of the environmental mitigation, and what they utilize as safety gear, and secondly where they are going to be disposing of the materials. In some cases the materials are containerized into fifty-five (55) gallon drums and shipped off island. Director Untalan asked if they can control that cost. Mr. Santos replied that this particular Phase I work includes the GPD building. Director Untalan asked confirming if that needs to be demolished, and when is that scheduled. Mr. Santos stated yes, as soon as GIAA clears the award or contract hurdles, issues the NTP, the contract will get a schedule of when the work will be done. Chairman Santos called for a motion regarding item B. Director Tolan made motion to

approve Managements recommendation to award the project to Ian Corporation in the amount of $1,062,268.57, seconded by Director Ada; motion carried.

C. Approval of Award for GIAA TSA Expansion CCO and Offices/Conference Rooms – IFB No. GIAA-C04-FY13

An Invitation For Bid was announced to solicit bids from professional firms to provide construction and renovation work inclusive of all labor, materials, supplies, and equipment to TSA expansion CCO and offices/conference rooms. Of the nine (9) firms/individuals that purchased bid packages, five(5) submitted bid proposals before the submission deadline. The Executive Manager added that the government estimate for the project is $274,424.00. The lowest responsive, responsible bidder is BME & Sons Inc. with a bid amount of $252,482.00 which represents 8% less than the government estimate. Management recommends that the contract be awarded to BME Sons Inc. in the amount of $252,482.00 who has been determined to have met the standards of responsibility and responsiveness outlined in Guam Procurement Regulations. Director Ada inquired on the government estimate, on this and all projects, if it is in-house. Ms. Jean Arriola responded no. Director Ada inquired with Management stating, with this item and the last and maybe others, do you get nervous when the amount is below the government estimate, and asked if Management was just sticking with the Procurement Regulations. The Executive Manager responded yes, that with the all the speculation with the military buildup, a lot of projects that Management has seen since have been a lot lower, it is obviously the assumption that a lot of folks were positioning themselves for the bigger fish, now everyone is just trying to put food on the table and it has become very competitive. Director Ada apologized to the Chairman, and asked Management if there was something that the Board can do to look at value versus lowest bid. Director Tolan added that some of the companies listed have done business with the Airport, so that is the position of Mr. Santos and Management that they are confident that these companies can produce. Mr. Santos added that the estimate for this project was $274,424.00. Director Tolan added that it is not that much difference. Director Ada referred to his business, they do buildings, they don't look at the lowest, he has been taught that cheapest is not always the best you end up going back and paying more at the end of the day. He stated that he understands that Management is restricted somewhat, and was curious if there was a policy or procedure that the Board could implement to get around that, to see that there is more value structured into the bids versus low bid. The Executive Manager stated that he agreed and that he appreciated the comment, but again the procurement delegation comes from TSA which GIAA strictly has to follow, the procurement rules and regulations. Legal Counsel, Janalynn Damian added that they have to be a responsible bidder, so the bid packages include project listing, maybe even some financial documents showing they are financially capable performing, so that they meet the responsibility component to be the lowest responsible bidder, once they meet that than you have to go with the lowest bidder. The Executive Manager expressed his opinion stating that because the

delegation comes from TSA, the Chief Procurement Officer, he thinks that the Board could just make the process a little more stringent opposed to more flexible, as far as the Airports procurement process goes. Director Ada asked that if Management has any suggestions on how the Board can help to make the procurement process easier to please let the Board know. Director Untalan made motion to approve Managements recommendation, seconded by Director Tolan; motion carried.

D. 2013 Bond Authorization

The Executive Manager announced that the next item requiring Board ratification or approval is the 2013 Bond Authorization. Earlier this year GIAA worked with numerous Senators from the 32nd Legislature for the draft Bond Legislation. Back in May of this year Senator Tina Rose Muna Barnes introduced Bill for a bond legislation, a month later we submitted a letter of concern to Senator Muna Barnes office about the public hearing date for the bond legislation and followed up with office calls to close to 80% of Senatorial offices of the 32nd Legislature. Items discussed were the Bill contents of two (2) other items that we would like to see have floor amendments, one of them was the exemption of PL32-052, which basically limits the Airport from entering into leases longer than five (5) years. Another provision discussed, was a law that prohibits the Airport from entering into loans more than ten (10) years. We were advised by every single Senator that we met to ask the Governor to intervene and to call for a special session, which we did. Last week on Wednesday the Governor called a session, we engaged that process along with GEDA and were successful getting the Bond Legislation passed, short of the two (2) that were just mentioned.
As you may be aware, this past week we have had meetings with Moody's rating agency and than a teleconference with Standard & Poor's. It was great that we were able to provide them a report out that we were successful in getting the Bond Legislation passed. Obviously, this is a good sign to the community where the Government of Guam is committed for the Airport to go to the Bond Market.
The Manager informed the Board that the documents provided is a draft Resolution from the Board followed by a draft Indenture. He went on to state that the Authority is scheduled to depart on August 19, 2013 to engage a four city, four day Investment Road Show, followed by the pricing in New York. By September 12, 2013 GIAA should have 110 million dollars loaded into its bank accounts for the nineteen (19) projects that were listed in the Bond Bill, which are the same projects identified in GIAA's Master Plan.
Director Ada inquired on the definition of Road Show. The Executive Manager replied stating the party will be going to four (4) cities, San Francisco, Chicago, Boston and New York. By next week an electronic presentation should be developed outlining in detail our financial conditions here at the Airport and what our intentions are to do with the money. Director Untalan informed the Board and Management that he was curious as to why GIAA is doing a special Road Show, with the age of technology today, everything can be done via video; stating that he remembered his days at GEDA, they would have one (1) investor pre-pricing conference and all the investors called in. The Executive

Manager informed the Board that the Road Show will not be fun or easy on the body either, and reiterated that by next week the electronic presentation will be developed and posted on GIAA's website. Director Untalan stated well we have an electronic presentation, yet you have to go visit four cities, if investors are interested in the bonds, and that he thought Guam Bonds were very attractive, he did not see the need to go on a four city Road Show. The Director went on to add that in the late 1990's, early 2000's there were no Road Shows, there were investor conference calls, and that he did not understand the reason, and asked that he inquire what was the reason for the Road Show. Mr. Frank Santos responded informing the Board that the two (2) major reasons for the marketing of the GIAA Bonds is because the bulk of GIAA's Bonds are antique, subject to alternative minimum tax and are not as marketable as the live DMT Bonds, which is most of Guam Bonds. The issues with the rating agencies they're saying, is that these investors are also performing their own internal rating, thus the purpose for the marketing of the bonds on a face to face basis or as a group in each city, that's what is being told to us. We could do away with the Road Show but as of earlier this week the invitations were sent out. Director Untalan stated that he still was not convinced that a Road Show was necessary in this age of technology, and stated it is too late now with the invitations sent out. Director Tolan inquired on who is attending the Road Show. The Executive Manager informed the Board that attending would be himself, Carlos Bordallo, the Acting Comptroller, Frank Santos, Business and Financial Consultant, Ms. Jean Arriola, Airport Services Manager and Director Martin Gerber, along with Senator Tina Rose Muna Barnes who introduced the Bill. Director Untalan inquired if the Senator would attend the full ten (10) days. The Manager stated no, just the pricing in New York. Director Untalan inquired on what other parties will attend. The Executive Manager informed the Board Lestor Carlson, Henry Taitano, and possibly a third person from GEDA. Director Untalan questioned the amount of people attending, he stated that he understood the Airport representatives as this is the Airport's show, but did not understand the amount of people from GEDA as their speaking part is minimal. The Executive Manager added that the Airport is not paying for GEDA's TA's. Director Untalan stated that eventually it was going to come out of the Airport's pocket and went on to say that it needed to be controlled, this is not an open invitation for everybody to travel, and that it would come out of Airport's pocket one way or another. He stated that the two (2) representatives from GEDA were fine, but he did not think that a third party was necessary. The Executive Manager informed the Board that he was not sure, he might be wrong, but that is what he was informed, that there was going to be a third person from GEDA.

Chairman Santos asked the Executive Manager if an invitation was extended to the Oversight Chairman, Senator Michael San Nicolas to attend. The Manager replied yes, but the Senator was concerned in regard to FY14 Budget that the Legislature is engaged in at present, however the Senator did ask if he could send a staff representative. The Manager informed the Board that his response to the Oversight Chairman was that it would be best and more feasible for the Board to approve if it were him who was attending and not a staff representative, and informed the Senator that he would

present it to the Board for consideration. Director Untalan inquired if GEDA had informed the Airport of their fees. Mr. Frank Santos responded no, and went on to inform the Board stating that the issuance fees allocated the last time in 2003 was approximately $600,000.00, and the total Bond issued was 240 million. The Chairman encouraged the Executive Manager, and stated just make sure you bring the bid back to Guam. The Executive Manager stated that was the game plan and that it is an exciting time for the Airport.
Director Ada added relative to Director Untalan's point, if a Senator cannot attend, no staff should be sent as a substitute, not on the Airports dime and cautioned Management on their spending; stating I don't think the Airport should be subject to criticism, this is big business, keep it contained. Director Untalan added that he thought it was prudent that the Airport look at the expenses very carefully and try to minimize it, especially being that it is a ten (10) day trip. Director Ada inquired if anyone from the Governor's Office was attending. The Executive Manager replied no. Director Alcorn inquired for confirmation if it was just Airport and GEDA attending; Executive Manager replied yes. Chairman Santos called for a motion on Item D. Director Ada made motion to approve the Draft Resolution and the Draft Indenture presented, seconded by Director Alcorn; motion carried.

The Executive Manager announced that before moving to the next subject item he would like to point out in reference to one of the amendments he had mentioned earlier, one of the items in the Bill 32-62. Legal Counsel, Michael Pangelinan announced that if this is a different item that is not on the special meeting agenda, it is prohibited to discuss. The Executive Manager stated technically it does relate to the Bonds. Mr. Michael Pangelinan stated that Item D was 2013 Bond Authorization. The Executive Manager stated that it was an item in the Bond Legislation that was removed that he wanted to discuss. Mr. Pangelinan stated that if it does not pertain to the Bonds he suggested not discussing. The Manager informed the Board that it would be put on the agenda for the next meeting.

E. Approval of FY2014 O&M Budget

The Executive Manager announced that Carlos Bordallo, the Acting Comptroller unfortunately had to step away due to an emergency, and that Mr. Frank Santos would present the FY2014 O&M Budget. The Manager informed the Board that the Airport's airline partners were very happy, and that the Airport only received minimal comments before airlines seeing the cost in enplanement cost reduced. Director Untalan announced that he spent time with the Acting Comptroller and Mr. Santos going over the Budget, and to expedite the budget review he suggested the three exhibits to focus on are the Revenues, which is Tab 6, Exhibit E; the Operating Budget, which is the expenses, Tab 11; and more importantly, the Airlines, Tab 7, which is a calculation of rates and fees which shows particularly for GIAA's Signatory Airline partners the reduction in the enplanement passenger cost which is something significant.

Mr. Frank Santos presented the O&M Budget, relative to Revenue he informed the Board that with the rates and charges as well as the enplaned passenger, Signatory Airline cost for passengers is now at $15.61 as compared to the current year FY2013 of $17.20. Relative to concession revenues he informed the Board they will notice a major increase on the duty free side as GIAA has incorporated the minimum annual guarantee from Lotte. He went on to add that the important thing to note is that those revenues were between the Airlines, and Duty Free was all of the other non-aeronautical concessions, it actually reduced the percentage of revenues on non-aeronautical to 51%, now Airline revenues are at 37%, stating it is a great feather in the Airports cap. The Airport is not fully depending on the Airlines for revenue; so those are the highlights on the revenue side. Director Ada inquired if that is the basic formula for airports throughout the nation, that the more non-aeronautical revenue you get, then there's a decrease in what you would charge a Signatory Airline. Mr. Santos replied yes, stating if the Airport incurs a 10 million dollar hit on some other revenue source, the Airlines under the agreement would have to make up for that, they would therefore increase their rate, that is the purpose of the Signatory Airline Agreement; they are essentially guarantors of the Airports financial bottom line. Also, if the Airport does benefit from other sources, then of course on a protected basis airline rates would go down. Director Ada asked if that would translate into lower ticket fares. Mr. Santos replied no. Director Ada inquired on the enplanement number, and if it was a negotiated number. Mr. Santos replied that it is part of the agreement, as appropriation, the Airlines provide us their forecast, if they don't meet the forecast we have the flexibility to charge them. Application of Revenues, Debt Service would increase from 17.3 million to 24 million and that is to account for the new monies in our Bond issuance. The bulk of the debt service will expire in 2023, that's the refunding Bonds so there's only a ten (10) year life remaining in the refunding Bonds, so the 2023 the debt service would be reduced to half. Then the new monies will continue for another 20 years after that. What it shows in terms of the forecast for FY14, if you look at capital improvement fund it shows 1.6 million dollars in the Capital Improvement Subaccount and the Other Available Subaccount is 1.6 million dollars also, what that represents is that 50% of profits goes to GIAA's Capital Improvements fund to any projects we deem worthy and secondly 15% could act as a credit to the airlines; Although GIAA has not exercised that for the last three (3) fiscal years.

Our usual airline agreements are normally for just five (5) years, so there is three (3) years left, we will renegotiate all terms and conditions, and they have provisions there that they could actually stop us from implementing any project 10 million dollars and over. Likewise, there are also provisions if they object projects that are below 10 million they can only do that for one year, the following year the Airport can proceed. TI's what we call a Negative MAI (Majority and Interest), if they are going to disapprove, they actually have to send us a letter disapproving it, and it has to represent 60% of the total airline revenue. So when we knew the Bond Schedule, that is why we are requesting approval of the FY14 Budget at a Special meeting because we will be unable to meet

later in the month, and we need to provide the airlines a 30 day notice of changes in the airport tariff schedule. When we sent the airlines the revised Budget Friday last week giving them another opportunity to submit comments, they were fine. The evolution of the Budget when they first received our draft was at $16.00 per passenger, even at that time they did not object, so after tweaking the numbers and reducing that contribution, it is now at $15.61. Because we are a resort destination, the margin or the yield for the carriers, this helps in their yield. Director Ada asked does Guam compare with other resort destinations in the area. Mr. Santos replied with the larger airports we're lower. But the rating agencies actually compare us to U.S. airports; we are high, higher than the norm. But because we are multi international, international passengers require more facilities, more services, which means higher the cost per passenger. A lot of the mainland airports, most of them are domestic; they don't need to go through those facilities, and that's why in terms of international arrivals Guam ranked 8 out of the total U.S. airports, top 10.
Therefore the total Budget requested under FY14 is $40,270,473.00 and that doesn't include debt service that's just operations. Director Untalan inquired on the amount for debt service. Ms. Santos replied that is 1.40, the minimum coverage is 1.25. The current year's Budget is 1.29, but because of the increase in traffic also for this year it's at 1.68. Director Untalan stated the amount of cash on hand typically being 90 days if something were to happen to keep the Airport afloat, but after reviewing the Budget, the Airport has over 200 days of cash on hand, with there being over 20 million in available cash. Director Ada asked if that is required reserve that the Airport has to have on hand. Director Untalan replied no, but from a rating stand point, they want to see over 200 days of cash available. So we do have that cash available, just in different categories. Mr. Santos listed the categories; the bottom line is all those monies are available in the unlikely event the Airport needs it. Discussion followed relative to the management of the available funds. Director Untalan mad e motion to approve the FY2014 O&M Budget presented, seconded by Director Tolan; motion carried.

Director Ada thanked Management for preparing the FY2014 O&M Budget.

F. Personnel Matters/Appointment of Comptroller

The Executive Manager announced that the above mentioned item stemmed from a motion that was made two (2) meetings ago. There were some concerns with regard to the requirements or qualifications listed in the position for the Comptroller, and informed the Board that a packet was sent out to the Board listing the salaries for the Comptrollers throughout the Government of Guam. The Chairman announced to Management that he would like to make a recommendation for Management to look into salaries at other departments, as the listing only showed the salaries of Comptrollers for two (2) agencies. The Chairman stated that there are two (2) types of Comptroller's, a Comptroller and Fiscal Comptroller. The Executive Manager informed the Chairman yes, that he would reach out to all other autonomous agencies to see

what the pay ranges are and provide that information to the Board. Director Tolan inquired on the salary amount that Mr. Carlos Bordallo was receiving as Comptroller, if he was receiving $109,000.00 per annum. The Executive Manager clarified that Mr. Bordallo is Acting Comptroller at this point in time. Legal Counsel, Michael Pangelinan announced that at the June Board meeting Director Tolan requested that Legal Counsel look into specifically whether the Airports Comptroller is required to have a CPA. He explained that they have spent some time researching it with all of the legislation applicable to Airport and all of the regulations that they could find within the law, they found no legal requirement that the Comptroller be a CPA, what they do have is the enabling legislation that authorizes the Board to appoint a Comptroller, it doesn't specify the qualifications of the Comptroller, but their interpretation is the Board may determine the qualifications. He announced that a memorandum was submitted and handed out to the Board, it highlights the specific enabling legislation, it does give some background and job announcements that the Airport has issued in the past. In the past the Airport has included a CPA as a requirement, but in their view it is not because it's a legal requirement but that it is what the Board had chosen to do. Also attached are job descriptions for eight to nine other agencies of Gov Guam, it also lists out their criteria for the position, just a little more than half of those require a CPA, but there's three agencies in the group that don't require a CPA as part of their qualifications. Mr. Pangelinan stated that the conclusion is that a CPA is not required; it is up to the Board to decide what ever qualifications the Board deems appropriate. Director Untalan inquired on the length of time Mr. Bordallo has been the Acting Comptroller. Director Tolan stated approximately three years. Director Untalan asked if the position gets an annual review. The Executive Manager stated yes, because the position is Board appointed along with the Executive Manager and Deputy Executive Manager. Director Unatalan inquired if Mr. Bordallo's position had received an increment from the salary increments that were approved recently. The Executive Manager responded stating that the position slot was not part of the study, however the Executive Manager, and Deputy Executive Manager was. Director Untalan inquired why, and asked if the Board determines both the Executive Manager and Deputy Executive Managers salaries. The Executive Manager stated that when the study was implemented, the Comptroller position was not included. Director Untalan inquired for confirmation stating so it was the Board that didn't include the Comptroller. Ms. Jean Arriola added for the Boards information that at the time of the Airport migrating to the 10% market percentile based on the Board's decision the salary of the Comptroller which was determined by the prior Board was inactive, so in the Boards capacity exempted that position. Director Untalan asked if the Airport was at the 20th market percentile, and where does that leave the Comptroller position, is it less. Ms. Arriola stated that is not to say that the Board cannot determine that. Director Tolan stated that it is up to the Board. Director Untalan expressed the need for consistency. The Executive Manager informed the Board that as the Chairman requested, Management will finish gathering all of the information to present to the Board to figure out how to place the Comptroller. Director Untalan stated that the Comptroller position should not be placed above everybody else in

terms of the market percentile. Director Ada made motion for Management to inquire on the salaries of other Gov Guam agencies, seconded by Director Tolan; motion carried.

Discussion followed relative to the Comptroller position requiring a CPA in regard to the pros and cons. Mr. Pangelinan informed the Board that it is not necessary for the Board to do a job announcement; the Board may just appoint a Comptroller.

4. ADJOURNMENT

Director Gerber made a motion to adjourn the meeting, seconded by Director Tolan; motion carried. The meeting adjourned at 4:11 p.m.

Respectfully submitted,

Amanda O'Brien-Rios
Board Secretary

APPROVED:

EDWARD G. UNTALAN
Chairman of the Board

10/02/13
Date

Attachment

A.B. WON PAT
INTERNATIONAL AIRPORT AUTHORITY, GUAM
ATURIDAT PUETTON BATKON AIREN GUAHAN ENTENASIONAT

P.O. Box 8770
Tamuning, GU 96931

Tel (671) 646-0300
Fax (671) 646-8823

www.guamairport.com

BOARD OF DIRECTORS SPECIAL MEETING

3:00 p.m., Friday, August 9, 2013
Terminal Conference Room No. 3

AGENDA

1. Call to Order and Attendance

2. Approval of Agenda

3. Matters for Board Ratification/Approval

   A. Approval of FAA Grant Agreement to Extend Runway 06L/24R – Phase XI
   B. Approval of Award for Demolition and Remediation of Various Airport Facilities, Phase I - IFB No. GIAA-C02-FY13
   C. Approval of Award for GIAA TSA Expansion CCO and Offices/Conference Rooms - IFB No. GIAA-C04-FY13
   D. 2013 Bond Authorization
   E. Approval of FY2014 O&M Budget
   F. Personnel Matters/Appointment of Comptroller

4. Adjournment

A.B. WON PAT INTERNATIONAL AIRPORT AUTHORITY, GUAM
BOARD OF DIRECTORS SPECIAL MEETING
3:00 P.M., FRIDAY, AUGUST 9, 2013
GIAA TERMINAL CONFERENCE ROOM #3

SIGN IN SHEET

	PRINT NAME	COMPANY/AGENCY
1.	CHUCK ADA	GIAA
2.	VICTOR J. CRUZ	GIAA
3.	Gerard BAUTISTA	GIAA
4.	FRANK P. TAITANO	GIAA
5.	Jean Amor	GCAA
6.	Raymond Aguon	ARFF
7.		
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Egypt's rulers want to break up Brotherhood vigils



Supporters of deposed Egyptian President Mohamed Mursi shout slogans and hold symbolic coffins during a march from the Al-Fath Mosque to the defence ministry, in Cairo, July 30. Reuters

CAIRO (Reuters) – Egypt faced the prospect of fresh bloodshed on Thursday after the country's army-backed rulers signaled they would move soon to disperse thousands of supporters of deposed Islamist President Mohamed Mursi.

With no sign of a negotiated end to weeks of violent confrontation, Egypt's interim government said two Cairo vigils by Mursi supporters posed a threat to national security, citing "terrorism" and traffic disruption.

It ordered the Interior Ministry to take steps to "address these dangers and put an end to them," but gave no time frame.

The announcement set up a showdown with the Muslim Brotherhood, which refuses to leave the streets until Egypt's first freely elected president is reinstated. Deposed by the army on July 3, Mursi remains in military detention at a secret location.

A move against his supporters could bring a new round of bloodletting after security forces shot dead 80 Brotherhood followers at dawn on Saturday and plunged the Arab world's most populous nation deeper into turmoil.

The crackdown, coupled with criminal probes against Mursi and other Brotherhood leaders, has fuelled global concern that the military plans to crush the Islamist movement, which spent decades in the shadows before winning power in repeated elections after a 2011 uprising toppled autocrat Hosni Mubarak.

The fate of the Egyptian Brotherhood could shape that of Islamists across the Middle East at a time of transformation after a wave of popular revolts since 2011.

Almost 300 people have been killed in weeks of violence since the army deposed Mursi, inspiring fears in the West of a wider conflagration in Egypt, which straddles the Suez Canal and whose 1979 peace treaty with Israel makes it a vital factor in Middle East stability.

Rights group Amnesty International called the cabinet decision to clear the camps "a recipe for further bloodshed."

Israel wins time with peace talks



Israel's Prime Minister Benjamin Netanyahu attends the weekly cabinet meeting in Jerusalem, July 29. Reuters

JERUSALEM (Reuters) – Pressured by Washington, worried about its international standing and perturbed by Middle East turmoil, Israel had many reasons to return to peace talks with the Palestinians this week after a three year hiatus.

On the surface, Israelis saw little reason to jump back into negotiations. The status quo in the occupied Palestinian territories was holding and the question of the so-called peace process had largely fallen off the domestic political agenda.

But Prime Minister Benjamin Netanyahu may have realized he could not take the rap for cold shouldering U.S. efforts to revive the talks, and recognized that turbulent regional dynamics made it worthwhile to engage with the Palestinians once more.

"Resuming the diplomatic process at this time is important for the state of Israel, both in order to try to end the conflict and given the complex reality in our region, especially the security challenges from Syria and Iran," Netanyahu told his cabinet on Sunday before it sanctioned the resumption of talks.

UN experts to probe alleged chemical attacks

UNITED NATIONS (AP) – U.N. experts will travel to Syria as soon as possible to investigate three alleged incidents of chemical weapons attacks, the United Nations announced Wednesday.

U.N. spokesman Martin Nesirky said the green light for the investigation followed "the understanding reached with the government of Syria" during last week's visit to Damascus by U.N. disarmament chief Angela Kane and the head of the chemical weapons investigation team, Ake Sellstrom.

The announcement caps more than four months of behind-the-scenes talks aimed at getting chemical experts on the ground to investigate more than one alleged incident. Whether any signs of chemical weapons use remain at the three sites months after their alleged use remains to be seen.

The mandate of the investigation team is to report on whether chemical weapons were used, and if so which, chemical weapon, but not to determine the responsibility for an attack.

When Secretary-General Ban Ki-moon agreed to a U.N. investigation in March, he said the announcement "should serve as an unequivocal reminder that the use of chemical weapons is a crime against humanity."

Nesirky said Sellstrom's team will visit Khan al-Assal, a village on the southwestern outskirts of the embattled city of Aleppo, which was captured by the rebels last week and was under attack by government forces Wednesday. The government and rebels blame each other for a purported chemical weapons attack on the village on March 19 that killed at least 30 people.

Russia's U.N. Ambassador Vitaly Churkin said earlier this month that experts from Russia, Syria's closest ally, determined that Syrian rebels made sarin and used it in the March 19 attack on Khan al-Assal.

As US draws down, Afghan casualty toll is up

KABUL (AP) – Afghanistan's civilian casualty toll has jumped this year as insurgents fight to recapture territory from the departing American-led coalition, a U.N. report showed on Wednesday.

The number of dead rose 14 percent, and wounded 28 percent, compared with January-June last year, UNAMA, the United Nations Assistance Mission for Afghanistan, said backed government.

Civilian casualties had dropped following U.S. President Barack Obama's 30,000-troop surge. But UNAMA's latest report cited an intensifying Taliban campaign to recapture lost ground as the coalition, which is preparing to complete its withdrawal by the end of 2014, hands over security responsibilities to a rebuilt Afghan military and police

homemade bombs and mines on or near roads. Nine percent were attributed to the Afghan security forces and U.S.-led international military coalition, and 12 percent to ground engagements between pro-government forces and insurgents. The rest were either unattributed or caused by old explosive charges.

Many died in ground engage-

Continued on page 36

The Honorable
EDDIE B. CALVO
Governor

The Honorable
RAY TENORIO
Lt. Governor

A.B. WON PAT
INTERNATIONAL AIRPORT AUTHORITY, GUAM

PUBLIC NOTICE

The Board of Directors of the A.B. Won Pat International Airport Authority, Guam (GIAA) will hold a Special Board Meeting on Friday, August 9, 2013 at 3:00 p.m. in GIAA Terminal Conference Room No. 3 to discuss the Approval of FAA Grant Agreement to Extend Runway 06L/24R – Phase XI, Approval of Award for Demolition and Remediation of Various Airport Facilities, Phase I – IFB No. GIAA-C02-FY13, Approval of Award for GIAA TSA Expansion CCO and Offices/Conference Rooms – IFB No. GIAA-C04-FY13, 2013 Bond Authorization, Approval of FY2014 O&M Budget, and Personnel Matters/Appointment of Comptroller. Parking is available in the Public Parking Lot.

For special accommodations, please call the Board Office at 642- 4717/18.

(This ad paid for by GIAA)

GUAM EDUCATION BOARD
P.O. Box DE, Hagåtña, Guam 96932
Telephone: (671) 300-1627 • Fax: (671) 472-5001
Website: www.gdoe.net/geb

JOSE Q. CRUZ, EdD
Chairman

PETER ALEXIS B. AMA
Vice Chairman

PUBLIC NOTICE

Guam Education Board
SPECIAL MEETING
Tuesday, August 6, 2013
6 PM
H. B. Price Elementary School Cafeteria, Mangilao

AGENDA

I. Meeting Call to Order
II. Roll Call of Members
III. New Business
1) Superintendent's Report on School Readiness
2) Approval of Board Travel - 28th Annual Pacific Education Conference
3) Approval of NASBE Travel for Mr. Barry L. Mead
4) Food and Nutrition Services, Update

Woman sentenced after making false 911 calls

By Gina Tabonares-Reilly
gina@mvguam.com
Variety News Staff

A 26-year-old mother of five yesterday admitted in court that she repeatedly made 911 calls for non-life-threatening reasons. She also expressed regrets for assaulting a police officer last Sept. 20.

Melinda Torres Taijeron, of Merizo, was sentenced to two years' probation and was ordered by Judge Maria T. Cenzon to write a letter of apology to Guam Police Department Chief Fred Bordallo and Officer J. Castro, the police officer she is accused of kicking.

Taijeron was charged with assault against a peace officer as a third-degree felony, and false alarm as a misdemeanor with a special allegation of obstructing governmental functions.

She called 911 as well as the Southern Precinct Command numerous times on the evening of Sept. 20, asking that they arrest her ex-boyfriend for reasons "just because," Superior Court of Guam documents stated.

Taijeron allegedly told the dispatch officer she had already previously filed a complaint. When the officer asked what the case number was, Taijeron allegedly told the officer: "So I guess you don't care about your job, (expletive)."

Just a joke

After calling about five more times and then hanging up, police officers proceeded to Taijeron's residence where they noted two females at the front. "Both females started laughing, saying 'We're sorry, it was just a joke' before officers asked any questions," court documents stated.

The police officers confirmed Taijeron's identity and arrested her. During the arrest, Taijeron allegedly stated, "I (expletive) told you I was just joking. I wanted to see how fast it would take you guys to get down here."

She then allegedly kicked an officer twice in the leg then communicated threats that the officer's life and job would be over, stating, "I am going to get you when I get out of jail ... you don't know who I am connected with. I am going to tell them to get you."

ATTENTION FARMERS AND RESIDENTS

Northern Guam Soil and Water Conservation District
Regular Monthly Board Meeting

DATE: Wednesday, August 14, 2013
Time: 7:00 p.m.
Place: 770 E. Sunset Blvd., Suite 260 (2nd Floor), Natural Resources Conservation Services (NRCS) area office in Tiyan (PacAir Cargo Facility)

Paid for by Government Funds

NOTICE

In accordance with the order of the Banking and Insurance Commissioner, Island Home Insurance Company (IHIC) hereby announces its intention to effect a distribution of surplus in September 2013 from its unassigned surplus as of June 30, 2013. Under applicable National Association of Insurance Commissioners (NAIC)'s guidelines for total capital and surplus, following the distribution, IHIC will have total capital and surplus base which is significantly more than the minimum required by NAIC to underwrite its risk portfolio and to meet operating requirements.

The Honorable EDDIE B. CALVO Governor

A.B. WON PAT

The Honorable RAY TENORIO Lt. Governor

PUBLIC NOTICE

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For special accommodations, please call the Board Office at 642-4717/18.

(This ad paid for by GIAA).

Insular areas excluded from survey



U.S. Virgin Islands Delegate to Congress Donna Christensen, center, has raised concerns about the exclusion of offshore territories "in all important census surveys." Variety file photo

By Mar-Vic Cagurangan
marvic@mvguam.com
Variety News Staff

GUAM, the U.S. Virgin Islands and American Samoa are excluded from the American Community Survey (ACS), an ongoing survey that helps determine the distribution plan for $400 billion in federal and state funds allocated each year.

According to the U.S. Census Bureau's website, the survey provides U.S. communities with the current information they need to plan investments and services.

"Puerto Rico is the only U.S. territory where the ACS is conducted," the bureau said. "The 2010 census had a long form for U.S. territories such as Guam and the U.S. Virgin Islands (while) the census had some short-form questions as the ACS."

U.S. Virgin Islands Delegate to Congress Donna Christensen recently met with Thomas Mesenburg, the acting director of the U.S. Census Bureau, to follow up on her earlier letters, which raised concerns about the exclusion of offshore territories "in all important census surveys and data collection, including the American Community Survey."

"The two discussed ways that the decennial enumeration provides fair and equitable representation for the territories," according to a press release posted in Christensen's website.

Christensen noted that in 2010, the U.S. Department of Commerce said the lack of directed federal funding prevents the Bureau from performing the American Community Survey in U.S. territories, causing a 10-year wait between enumerations to get the most accurate data for federal funding formulas.

Christensen cited, for example, the closure of the Hovensa petroleum refinery in the Virgin Islands in 2012, whose impact was not factored into the calculation of funding for the territory. The closure of the St. Croix refinery had caused an increase in unemployment in the community.

Vitol withdraws GPA fuel protest

By Mar-Vic Cagurangan
marvic@mvguam.com
Variety News Staff

WITH the Guam Power Authority expected to sign its new fuel supply agreement with Hyundai Corp. anytime soon, Vitol Asia Pte. Ltd. has abandoned its protest and attempt to take over the remainder of Petrobas Singapore's contract, which expires this month.

Public Auditor Doris Flores Brooks said Vitol withdrew its protest last Friday, during the scheduled hearing of its case at the Office of Public Accountability.

"We were surprised that they withdrew their appeal but they have that prerogative," she said.

John Terlaje and Graham Botha, attorneys for Vitol and GPA, respectively, on Friday signed a stipulation for the dismissal of the Singapore company's appeal.

Terlaje declined to comment when asked why Vitol agreed to dismiss the appeal.

Vitol previously asked OPA to nullify Petrobas' extended contract, maintaining that its bid was 25 cents lower than Petrobas' negotiated rate with GPA when it agreed to a six-month contract extension following the expiration of its agreement in February.

In its June filing with OPA, Vitol said it was ready to commence fuel deliveries on "a six-week mobilization notice" if the remainder of the contract was turned over to the company.

The Consolidated Commission on Utilities has approved GPA's selection of Hyundai for a new two-year fuel supply contract, which is anticipated to be executed on Sept. 1.

OPA dismisses Able Industries appeal

By Mar-Vic Cagurangan
marvic@mvguam.com
Variety News Staff

THE Office of Public Accountability has dismissed Able Industries of the Pacific's appeal on the Guam International Airport Authority's rejection of its bid proposal for a custodial services contract.

In dismissing the group's appeal, OPA hearing officer Peter C. Perez said Able Industries failed to file a timely protest and missed the 15-day window to file an appeal from the day a bidder learned "the facts giving rise to any protest."

Ken Leon Guerrero, chief executive officer of Able Industries of the Pacific, filed a notice of appeal with the OPA on June 10, arguing GIAA did not provide legal justification for disqualifying his group from the bidding process.

The appeal was based on GIAA's bid status notification on May 3, advising Able Industries that the airport was rejecting its bid due to lack of bid security or insufficient bid security amount.

AIP is a non-profit corporation under the Community Rehabilitation Program, which provides employment for people with disabilities.

Prior to the issuance of the solicitation, Leon Guerrero said he requested GIAA General Manager Charles Ada to award the custodial service contract to Able Industries based on rules and policy that afford considerations to non-profit organizations.

Marianas Variety-Guam Edition is circulated by home and office delivery, consignments, and vending machines throughout Guam, as mail delivery to the Federated States of Micronesia, the Marshall Islands, South Pacific, Hawaii, Japan and the continental U.S. Daily coverage can also be read from our website **www.mvguam.com.**

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Doc. No. 35GL-19-0628.*

U.S. Department
of Transportation
**Federal Aviation
Administration**

Western-Pacific Region
Airports District Office

300 Ala Moana Blvd., Rm. 7-128
Honolulu, HI 96813
MAIL: Box 50244
Honolulu, HI 96850-0001
Telephone: (808) 541-1232
FAX: (808) 541-3566

A.B. WON PAT
INTERNATIONAL AIRPORT AUTHORITY, GUAM

JUL 30 2013
TIME: 4:15PM.
REC'D BY:

July 24, 2013

Mr. Charles H. Ada II
Executive Manager
A. B. Won Pat Guam International
Airport Authority
P. O. Box 8770
Tamuning, Guam 96931

Dear Mr. Ada:

We are enclosing two copies of the Grant Offer for Airport Improvement Program (AIP) Project No. 3-66-0001-085-2013 at Guam International Airport in Agana, Guam. This letter outlines expectations for success. Please read the conditions and assurances carefully.

To properly enter into this agreement, you must do the following:

- The governing body or board of directors must approve the grant, along with your attorney's certification, in order for the grant to be valid.
- We ask that you return one copy of the Grant Offer to us by regular mail and maintain the other copy for your records.

Subject to the requirements in 49 CFR 18.21, each payment request for reimbursement under this grant must be made electronically via the Delphi eInvoicing System. Please see the attached Grant Agreement for more information regarding the use of this System.

Please note Grant Condition No. 4 requires you to complete the project without undue delay. We will be paying close attention to your progress to ensure proper stewardship of these Federal funds. **You are required to submit a payment request for reimbursement for allowable incurred project expenses every 30 days.** Should you fail to make draws on a regular basis, your grant may be placed in "inactive" status which will impact future grant offers.

Until the grant is completed and closed, you are responsible for submitting formal reports as follows:

- A signed/dated SF-270 (non-construction projects) or SF-271 or equivalent (construction projects) and SF-425 annually, due 90 days after the end of each federal fiscal year in which this grant is open (due December 31 of each year this grant is open); and
- Quarterly Progress Reports due every quarter.

Once the project(s) is completed and all costs are determined, we ask that you close the project without delay and submit, as a minimum, the following:

- Sponsor Certification for Project Final Acceptance; and
- Summary of all change orders and summary of all testing; and
- Final SF-270 or SF-271 (or equivalent) and SF-425.

Steven Wong, (808) 541-1225, is the assigned program manager for this grant and is readily available to assist you and your designated representative with the requirements stated herein. We sincerely value your cooperation in these efforts and look forward to working with you to complete this important project.

Sincerely,

Ronnie V. Simpson
Manager, Airports District Office

Enclosure

U.S. Department
of Transportation
Federal Aviation
Administration

GRANT AGREEMENT

PART I – OFFER

July 24, 2013
Date of Offer
Guam International
(herein called the "Airport")
3-66-0001-085-2013
Grant No
855035531
DUNS No

TO: **The A. B. Won Pat Guam International Airport Authority**
(herein called the "Sponsor")
FROM: **The United States of America** (acting through the Federal Aviation Administration, herein called the "FAA")

WHEREAS, the Sponsor has submitted to the FAA a Project Application dated February 12, 2009, for a grant of Federal funds for a project at or associated with the Guam International Airport, which Project Application, as approved by the FAA, is hereby incorporated herein and made a part hereof; and

WHEREAS, the FAA has approved a project for the Airport (or Planning Area) (herein called the "Project") consisting of the following:

Extend Runway 06L/24R – Phase XI

all as more particularly described in the Project Application.

NOW THEREFORE, pursuant to and for the purpose of carrying out the provisions of Title 49, United States Code, as amended, herein called "the Act," and in consideration of (a) the Sponsor's adoption and ratification of the representations and assurances contained in said Project Application and its acceptance of this Offer as hereinafter provided, and (b) the benefits to accrue to the United States and the public from the accomplishment of the Project and compliance with the assurances and conditions as herein provided, **THE FEDERAL AVIATION ADMINISTRATION, FOR AND ON BEHALF OF THE UNITED STATES, HEREBY OFFERS AND AGREES** to pay, as the United States' share of the allowable costs incurred in accomplishing the Project, ninety (90) per centum thereof.

This Offer is made on and **SUBJECT TO THE FOLLOWING TERMS AND CONDITIONS:**

CONDITIONS

1. The maximum obligation of the United States payable under this Offer shall be $2,005,605.00. For the purposes of any future grant amendments which may increase the foregoing maximum obligation of the United States under the provisions of Section 47108(b) of the Act, the following amounts are being specified for this purpose:

   $ 0 for planning

   $ 2,005,605.00 for airport development or noise program implementation

2. The allowable costs of the project shall not include any costs determined by the FAA to be ineligible for consideration as to allowability under the Act.

3. Payment of the United States' share of the allowable project costs will be made pursuant to and in accordance with the provisions of such regulations and procedures as the Secretary shall prescribe. Final determination of the United States' share will be based upon the final audit of the total amount of allowable project costs and settlement will be made for any upward or downward adjustments to the Federal share of costs.

4. The Sponsor shall carry out and complete the Project without undue delays and in accordance with the terms hereof, and such regulations and procedures as the Secretary shall prescribe, and agrees to comply with the assurances which were made part of the project application.

5. The FAA reserves the right to amend or withdraw this offer at any time prior to its acceptance by the Sponsor.

6. This offer shall expire and the United States shall not be obligated to pay any part of the costs of the project unless this offer has been accepted by the Sponsor on or before August 30, 2013, or such subsequent date as may be prescribed in writing by the FAA.

7. The Sponsor shall take all steps, including litigation if necessary, to recover Federal funds spent fraudulently, wastefully, or in violation of Federal antitrust statutes, or misused in any other manner in any project upon which Federal funds have been expended. For the purposes of this grant agreement, the term "Federal funds" means funds however used or dispersed by the Sponsor that were originally paid pursuant to this or any other Federal grant agreement. It shall obtain the approval of the Secretary as to any determination of the amount of the Federal share of such funds. It shall return the recovered Federal share, including funds recovered by settlement, order, or judgment, to the Secretary. It shall furnish to the Secretary, upon request, all documents and records pertaining to the determination of the amount of the Federal share or to any settlement, litigation, negotiation, or other efforts taken to recover such funds. All settlements or other final positions of the Sponsor, in court or otherwise, involving the recovery of such Federal share shall be approved in advance by the Secretary.

8. The United States shall not be responsible or liable for damage to property or injury to persons which may arise from, or be incident to, compliance with this grant agreement.

9. **CENTRAL CONTRACTOR REGISTRATION AND UNIVERSAL IDENTIFIER REQUIREMENTS**

   A. Requirement for Central Contractor Registration (CCR)

   Unless you are exempted from this requirement under 2 CFR 25.110, you as the recipient must maintain the currency of your information in the CCR until you submit the final financial report required under this award or receive the final payment, whichever is later. This requires that you review and update the information at least annually after the initial registration and more frequently if required by changes in your information or another award term.

   B. Requirement for Data Universal Numbering System (DUNS) Numbers

   If you are authorized to make subawards under this award, you:

   1. Must notify potential subrecipients that no entity (see definition in paragraph C of this award term) may receive a subaward from you unless the entity has provided its DUNS number to you.

   2. May not make a subaward to an entity unless the entity has provided its DUNS number to you.

C. Definitions

For purposes of this award term:

1. Central Contractor Registration (CCR) means the Federal repository into which an entity must provide information required for the conduct of business as a recipient. Additional information about registration procedures may be found at the CCR Internet site (currently at https://www.sam.gov/portal/public/SAM/).

2. Data Universal Numbering System

DUNS number means the nine-digit number established and assigned by Dun and Bradstreet, Inc. (D & B) to uniquely identify business entities. A DUNS number may be obtained from D & B by telephone (currently 866–705–5711) or the Internet (currently at http://fedgov.dnb.com/webform).

3. Entity, as it is used in this award term, means all of the following, as defined at 2 CFR Part 25, Subpart C:

a. A Governmental organization, which is a State, local government, or Indian Tribe;

b. A foreign public entity;

c. A domestic or foreign nonprofit organization;

d. A domestic or foreign for-profit organization; and

e. A Federal agency, but only as a subrecipient under an award or subaward to a non-Federal entity.

4. Subaward:

a. This term means a legal instrument to provide support for the performance of any portion of the substantive project or program for which you received this award and that you as the recipient award to an eligible subrecipient.

b. The term does not include your procurement of property and services needed to carry out the project or program (for further explanation, see Sec. 210 of the attachment to OMB Circular A–133, "Audits of States, Local Governments, and Non-Profit Organizations"). A subaward may be provided through any legal agreement, including an agreement that you consider a contract.

5. Subrecipient means an entity that:

a. Receives a subaward from you under this award; and

b. Is accountable to you for the use of the Federal funds provided by the subaward.

c. A subaward may be provided through any legal agreement, including an agreement that you consider a contract.

10. **ELECTRONIC GRANT PAYMENT(S):** The requirements set forth in these terms and conditions supersede previous financial invoicing requirements for FAA grantees. Each payment request under this grant agreement must be made electronically via the Delphi eInvoicing System for Department of Transportation (DOT) Financial Assistance Awardees. The following are the procedures for accessing and utilizing the Delphi eInvoicing System.

A. Grant Recipient Requirements.
   (1) Grantees must have Internet access to register and submit payment requests through the Delphi eInvoicing system unless, under limited circumstances, a waiver is granted by the FAA and DOT under section (c) below.
   (2) Grantees must submit payment requests electronically and the FAA will process payment requests electronically.

B. System User Access.
   (1) Grantees must contact the FAA Airports District/Regional Office and officially submit a written request to sign up for the system. The FAA Office of Airports will provide the grantee's name, email address and telephone number to the DOT Financial Management Office. The DOT will then invite the grantee via email to sign up for the system and require the grantee to complete two forms. The grantee will complete a web based DOT registration form and download the Proof of Identification form to verify the grantee's identity.

(2) The grantee must complete the Proof of Identification form, and present it to a Notary Public for verification. The grantee will return the notarized form to:

DOT Enterprise Services Center

FAA Accounts Payable, AMZ-100

PO Box 25710

Oklahoma City, OK 73125

(3) The DOT will validate the both forms and email a user ID and password to the grantee. Grantees should contact the FAA Airports District/Regional Office with any changes to their system information.

Note: Additional information, including access forms and training materials, can be found on the DOT eInvoicing website (http://www.dot.gov/cfo/delphi-einvoicing-system.html).

C. Waivers. DOT Financial Management officials may, on a case by case basis, waive the requirement to register and use the electronic grant payment system based on user requests and concurrence of the FAA. Waiver request forms can be obtained on the DOT eInvoicing website (http://www.dot.gov/cfo/delphi-einvoicing-system.html) or by contacting the FAA Airports District/Regional Office. Recipients must explain why they are unable to use or access the Internet to register and enter payment requests.

(1) All waiver requests should be sent to the FAA Airports District/Regional Office for concurrence, prior to sending to the Director of the Office of Financial Management, US Department of Transportation, Office of Financial Management, B-30, room W93-431, 1200 New Jersey Avenue SE, Washington DC 20590-0001, DOTElectronicInvoicing@dot.gov. The Director of the DOT Office of Financial Management will confirm or deny the request within approximately 30 days.

(2) If a grantee is granted a waiver, the grantee should submit all hard-copy invoices directly to:

DOT/FAA

PO Box 25082

AMZ-110

Oklahoma City, OK 73125

11. **INFORMAL LETTER AMENDMENT OF AIP PROJECTS:** It is mutually understood and agreed that if, during the life of the project, the FAA determines that the maximum grant obligation of the United States exceeds the expected needs of the Sponsor by $25,000.00 or five percent (5%), whichever is greater, the maximum obligation of the United States can be unilaterally reduced by letter from the FAA advising of the budget change. Conversely, if there is an overrun in the total actual eligible and allowable project costs, FAA may increase the maximum grant obligation of the United States to cover the amount of the overrun not to exceed the statutory percent limitation and will advise the Sponsor by letter of the increase. It is further understood and agreed that if, during the life of the project, the FAA determines that a change in the grant description is advantageous and in the best interests of the United States, the change in grant description will be unilaterally amended by letter from the FAA. Upon issuance of the aforementioned letter, either the grant obligation of the United States is adjusted to the amount specified or the grant description is amended to the description specified.

12. **AIR AND WATER QUALITY:** Approval of the project included in this agreement is conditioned on the Sponsor's compliance with applicable air and water quality standards in accomplishing project construction. Failure to comply with this requirement may result in suspension, cancellation, or termination of Federal assistance under this agreement.

13. **PAVEMENT MAINTENANCE MANAGEMENT PROGRAM:** For a project to replace or reconstruct pavement at the airport, the Sponsor shall implement an effective airport pavement maintenance management program as is required by Airport Sponsor Assurance Number C-11. The Sponsor shall use such program for the useful life of any pavement constructed, reconstructed, or repaired with federal financial assistance at the airport. As a minimum, the program must conform with the provisions outlined below

Pavement Maintenance Management Program

An effective pavement maintenance management program is one that details the procedures to be followed to assure that proper pavement maintenance, both preventive and repair, is performed. An airport sponsor may

use any form of inspection program it deems appropriate. The program must, as a minimum, include the following:

a. **Pavement Inventory.** The following must be depicted in an appropriate form and level of detail:

(1) location of all runways, taxiways, and aprons;
(2) dimensions;
(3) type of pavement, and;
(4) year of construction or most recent major rehabilitation.

For compliance with the Airport Improvement Program (AIP) assurances, pavements that have been constructed, reconstructed, or repaired with federal financial assistance shall be so depicted.

b. Inspection Schedule.

(1) Detailed Inspection. A detailed inspection must be performed at least once a year. If a history of recorded pavement deterioration is available, i.e., Pavement Condition Index (PCI) survey as set forth in Advisory Circular 150/5380-6, "Guidelines and Procedures for Maintenance of Airport Pavements," the frequency of inspections may be extended to three years.

(2) Drive-By Inspection. A drive-by inspection must be performed a minimum of once per month to detect unexpected changes in the pavement condition.

c. **Record Keeping.** Complete information on the findings of all detailed inspections and on the maintenance performed must be recorded and kept on file for a minimum of five years. The types of distress, their locations, and remedial action, scheduled or performed, must be documented. The minimum information to be recorded is listed below:

(1) inspection date,
(2) location,
(3) distress types, and
(4) maintenance scheduled or performed.

For drive-by inspections, the date of inspection and any maintenance performed must be recorded.

d. **Information Retrieval.** An airport sponsor may use any form of record keeping it deems appropriate, so long as the information and records produced by the pavement survey can be retrieved to provide a report to the FAA as may be required.

e. **Reference.** Refer to Advisory Circular 150/5380-6, "Guidelines and Procedures for Maintenance of Airport Pavements," for specific guidelines and procedures for maintaining airport pavements and establishing an effective maintenance program. Specific types of distress, their probable causes, inspection guidelines, and recommended methods of repair are presented.

14. **PROJECTS WHICH CONTAIN PAVING WORK IN EXCESS OF $250,000**: The Sponsor agrees to perform the following:

a. Furnish a construction management program to FAA prior to the start of construction which shall detail the measures and procedures to be used to comply with the quality control provisions of the construction contract, including, but not limited to, all quality control provisions and tests required by the Federal specifications. The program shall include as a minimum:

(1) The name of the person representing the Sponsor who has overall responsibility for contract administration for the project and the authority to take necessary actions to comply with the contract.
(2) Names of testing laboratories and consulting engineer firms with quality control responsibilities on the project, together with a description of the services to be provided.
(3) Procedures for determining that testing laboratories meet the requirements of the American Society of Testing and Materials standards on laboratory evaluation, referenced in the contract specifications (D 3666, C 1077).
(4) Qualifications of engineering supervision and construction inspection personnel.
(5) A listing of all tests required by the contract specifications, including the type and frequency of tests to be taken, the method of sampling, the applicable test standard, and the acceptance criteria or tolerances permitted for each type of test.
(6) Procedures for ensuring that the tests are taken in accordance with the program, that they are documented daily, and that the proper corrective actions, where necessary, are undertaken.

b. Submit at completion of the project, a final test and quality control report documenting the results of all tests performed, highlighting those tests that failed or that did not meet the applicable test standard. The report shall include the pay reductions applied and the reasons for accepting any out-of-tolerance material. An interim test and quality control report shall be submitted, if requested by the FAA.
c. Failure to provide a complete report as described in paragraph b, or failure to perform such tests, shall, absent any compelling justification, result in a reduction in Federal participation for costs incurred in connection with construction of the applicable pavement. Such reduction shall be at the discretion of the FAA and will be based on the type or types of required tests not performed or not documented and will be commensurate with the proportion of applicable pavement with respect to the total pavement constructed under the grant agreement.
d. The FAA, at its discretion, reserves the right to conduct independent tests and to reduce grant payments accordingly if such independent tests determine that sponsor test results are inaccurate.

15. **BUY AMERICAN REQUIREMENT:** Unless otherwise approved by the FAA, the Sponsor will not acquire or permit any contractor or subcontractor to acquire any steel or manufactured products produced outside the United States to be used for any project for airport development or noise compatibility for which funds are provided under this grant. The Sponsor will include in every contract a provision implementing this special condition.

16. **MAXIMUM OBLIGATION INCREASE FOR PRIMARY AIRPORTS:** In accordance with Section 47108(b) of the Act, as amended, the maximum obligation of the United States, as stated in Condition No. 1 of this Grant Offer

    a. may not be increased for a planning project;

    b. may be increased by not more than 15 percent for development projects;

    c. may be increased by not more than 15 percent or by an amount not to exceed 25 percent of the total increase in allowable costs attributable to the acquisition of land or interests in land, whichever is greater, based on current credible appraisals or a court award in a condemnation proceeding.

17. The Sponsor agrees to take the following actions to maintain and/or acquire a property interest, satisfactory to the FAA, in the Runway Protection Zones:

    a. Existing Fee Title Interest in the Runway Protection Zone: The Sponsor agrees to prevent the erection or creation of any structure or place of public assembly in the Runway Protection Zone, except for NAVAIDS that are fixed by their functional purposes or any other structure approved by the FAA. Any existing structures or uses within the Runway Protection Zone will be cleared or discontinued unless approved by the FAA.

    b. Existing Easement Interest in the Runway Protection Zone: The Sponsor agrees to take any and all steps necessary to ensure that the owner of the land within the designated Runway Protection Zone will not build any structure in the Runway Protection Zone that is a hazard to air navigation or which might create glare or misleading lights or lead to the construction of residences, fuel handling and storage facilities, smoke generating activities, or places of public assembly, such as churches, schools, office buildings, shopping centers, and stadiums.

    c. Future Interest in the Runway Protection Zone: The Sponsor agrees that it will acquire fee title or less-than-fee interest in the Runway Protection Zones for runways that presently are not under its control within ten years of this Grant Agreement. Said interest shall provide the protection noted in the above Subparagraphs a and b.

The Sponsor's acceptance of this Offer and ratification and adoption of the Project Application incorporated herein shall be evidenced by execution of this instrument by the Sponsor, as hereinafter provided, and this Offer and Acceptance shall comprise a Grant Agreement, as provided by the Act, constituting the contractual obligations and rights of the United States and the Sponsor with respect to the accomplishment of the Project and compliance with the assurances and conditions as provided herein. Such Grant Agreement shall become effective upon the Sponsor's acceptance of this Offer.

UNITED STATES OF AMERICA
FEDERAL AVIATION ADMINISTRATION

(Signature)

Ronnie V. Simpson

(Typed Name)

Manager, Honolulu Airports District Office

(Title)

PART II - ACCEPTANCE

The Sponsor does hereby ratify and adopt all assurances, statements, representations, warranties, covenants, and agreements contained in the Project Application and incorporated materials referred to in the foregoing Offer and does hereby accept this Offer and by such acceptance agrees to comply with all of the terms and conditions in this Offer and in the Project Application. I declare under penalty of perjury that the foregoing is true and correct. [1]

Executed this _____ day of _____, _____.

A. B. Won Pat Guam International Airport Authority

(Name of Sponsor)

(SEAL)

(Signature of Sponsor's Designated Official Representative)

By: _____

(Typed Name of Sponsor's Designated Official Representative)

Title: _____

(Typed Title of Sponsor's Designated Official Representative)

Attest: _____

CERTIFICATE OF SPONSOR'S ATTORNEY

I, _____, acting as Attorney for the Sponsor do hereby certify:

That in my opinion the Sponsor is empowered to enter into the foregoing Grant Agreement under the laws of the Territory of Guam. Further, I have examined the foregoing Grant Agreement and the actions taken by said Sponsor and Sponsor's official representative has been duly authorized and that the execution thereof is in all respects due and proper and in accordance with the laws of the said State and the Act. In addition, for grants involving projects to be carried out on property not owned by the Sponsor, there are no legal impediments that will prevent full performance by the Sponsor. Further, it is my opinion that the said Grant Agreement constitutes a legal and binding obligation of the Sponsor in accordance with the terms thereof.

Dated at _____ this _____ day of _____, _____.

By _____

(Signature of Sponsor's Attorney)

[1] Knowingly and willfully providing false information to the Federal government is a violation of 18 U.S.C. Section 1001 (False Statements) and could subject you to fines, imprisonment, or both.

A. General.

1. These assurances shall be complied with in the performance of grant agreements for airport development, airport planning, and noise compatibility program grants for airport sponsors.

2. These assurances are required to be submitted as part of the project application by sponsors requesting funds under the provisions of Title 49, U.S.C., subtitle VII, as amended. As used herein, the term "public agency sponsor" means a public agency with control of a public-use airport; the term "private sponsor" means a private owner of a public-use airport; and the term "sponsor" includes both public agency sponsors and private sponsors.

3. Upon acceptance of this grant offer by the sponsor, these assurances are incorporated in and become part of this grant agreement.

B. Duration and Applicability.

1. **Airport development or Noise Compatibility Program Projects Undertaken by a Public Agency Sponsor.** The terms, conditions and assurances of this grant agreement shall remain in full force and effect throughout the useful life of the facilities developed or equipment acquired for an airport development or noise compatibility program project, or throughout the useful life of the project items installed within a facility under a noise compatibility program project, but in any event not to exceed twenty (20) years from the date of acceptance of a grant offer of Federal funds for the project. However, there shall be no limit on the duration of the assurances regarding Exclusive Rights and Airport Revenue so long as the airport is used as an airport. There shall be no limit on the duration of the terms, conditions, and assurances with respect to real property acquired with federal funds. Furthermore, the duration of the Civil Rights assurance shall be specified in the assurances.

2. **Airport Development or Noise Compatibility Projects Undertaken by a Private Sponsor.** The preceding paragraph 1 also applies to a private sponsor except that the useful life of project items installed within a facility or the useful life of the facilities developed or equipment acquired under an airport development or noise compatibility program project shall be no less than ten (10) years from the date of acceptance of Federal aid for the project.

3. **Airport Planning Undertaken by a Sponsor.** Unless otherwise specified in this grant agreement, only Assurances 1, 2, 3, 5, 6, 13, 18, 30, 32, 33, and 34 in section C apply to planning projects. The terms, conditions, and assurances of this grant agreement shall remain in full force and effect during the life of the project.

C. **Sponsor Certification.** The sponsor hereby assures and certifies, with respect to this grant that:

1. **General Federal Requirements.** It will comply with all applicable Federal laws, regulations, executive orders, policies, guidelines, and requirements as they relate to the application, acceptance and use of Federal funds for this project including but not limited to the following:

Federal Legislation

a. Title 49, U.S.C., subtitle VII, as amended.
b. Davis-Bacon Act - 40 U.S.C. 276(a), et seq.[1]
c. Federal Fair Labor Standards Act - 29 U.S.C. 201, et seq.
d. Hatch Act – 5 U.S.C. 1501, et seq.[2]
e. Uniform Relocation Assistance and Real Property Acquisition Policies Act of 1970 Title 42 U.S.C. 4601, et seq.[1 2]
f. National Historic Preservation Act of 1966 - Section 106 - 16 U.S.C. 470(f).[1]
g. Archeological and Historic Preservation Act of 1974 - 16 U.S.C. 469 through 469c.[1]
h. Native Americans Grave Repatriation Act - 25 U.S.C. Section 3001, et seq.
i. Clean Air Act, P.L. 90-148, as amended.
j. Coastal Zone Management Act, P.L. 93-205, as amended.
k. Flood Disaster Protection Act of 1973 - Section 102(a) - 42 U.S.C. 4012a.[1]
l. Title 49, U.S.C., Section 303, (formerly known as Section 4(f))
m. Rehabilitation Act of 1973 - 29 U.S.C. 794.
n. Civil Rights Act of 1964 - Title VI - 42 U.S.C. 2000d through d-4.
o. Age Discrimination Act of 1975 - 42 U.S.C. 6101, et seq.
p. American Indian Religious Freedom Act, P.L. 95-341, as amended.
q. Architectural Barriers Act of 1968 -42 U.S.C. 4151, et seq.[1]
r. Power plant and Industrial Fuel Use Act of 1978 - Section 403- 2 U.S.C. 8373.[1]
s. Contract Work Hours and Safety Standards Act - 40 U.S.C. 327, et seq.[1]
t. Copeland Anti kickback Act - 18 U.S.C. 874.1
u. National Environmental Policy Act of 1969 - 42 U.S.C. 4321, et seq.[1]
v. Wild and Scenic Rivers Act, P.L. 90-542, as amended.
w. Single Audit Act of 1984 - 31 U.S.C. 7501, et seq.[2]
x. Drug-Free Workplace Act of 1988 - 41 U.S.C. 702 through 706.

Executive Orders

Executive Order 11246 - Equal Employment Opportunity[1]
Executive Order 11990 - Protection of Wetlands
Executive Order 11998 – Flood Plain Management
Executive Order 12372 - Intergovernmental Review of Federal Programs
Executive Order 12699 - Seismic Safety of Federal and Federally Assisted New Building Construction[1]
Executive Order 12898 - Environmental Justice

Federal Regulations

a. 14 CFR Part 13 - Investigative and Enforcement Procedures.
b. 14 CFR Part 16 - Rules of Practice For Federally Assisted Airport Enforcement Proceedings.
c. 14 CFR Part 150 - Airport noise compatibility planning.
d. 29 CFR Part 1 - Procedures for predetermination of wage rates.[1]
e. 29 CFR Part 3 - Contractors and subcontractors on public building or public work financed in whole or part by loans or grants from the United States.[1]
f. 29 CFR Part 5 - Labor standards provisions applicable to contracts covering federally financed and assisted construction (also labor standards provisions applicable to non-construction contracts subject to the Contract Work Hours and Safety Standards Act).[1]
g. 41 CFR Part 60 - Office of Federal Contract Compliance Programs, Equal Employment Opportunity, Department of Labor (Federal and federally assisted contracting requirements).[1]
h. 49 CFR Part 18 - Uniform administrative requirements for grants and cooperative agreements to state and local governments.[3]
i. 49 CFR Part 20 - New restrictions on lobbying.
j. 49 CFR Part 21 - Nondiscrimination in federally-assisted programs of the Department of Transportation - effectuation of Title VI of the Civil Rights Act of 1964.
k. 49 CFR Part 23 - Participation by Disadvantage Business Enterprise in Airport Concessions.
l. 49 CFR Part 24 - Uniform relocation assistance and real property acquisition for Federal and federally assisted programs.[1] [2]
m. 49 CFR Part 26 – Participation By Disadvantaged Business Enterprises in Department of Transportation Programs.
n. 49 CFR Part 27 - Nondiscrimination on the basis of handicap in programs and activities receiving or benefiting from Federal financial assistance.[1]
o. 49 CFR Part 29 – Government wide debarment and suspension (nonprocurement) and government wide requirements for drug-free workplace (grants).
p. 49 CFR Part 30 - Denial of public works contracts to suppliers of goods and services of countries that deny procurement market access to U.S. contractors.
q. 49 CFR Part 41 - Seismic safety of Federal and federally assisted or regulated new building construction.[1]

Office of Management and Budget Circulars

a. A-87 - Cost Principles Applicable to Grants and Contracts with State and Local Governments.
b. A-133 - Audits of States, Local Governments, and Non-Profit Organizations

[1] These laws do not apply to airport planning sponsors.

[2] These laws do not apply to private sponsors.

[3] 49 CFR Part 18 and OMB Circular A-87 contain requirements for State and Local Governments receiving Federal assistance. Any requirement levied upon State and Local Governments by this regulation and circular shall also be applicable to private sponsors receiving Federal assistance under Title 49, United States Code.

Specific assurances required to be included in grant agreements by any of the above laws, regulations or circulars are incorporated by reference in this grant agreement.

2. **Responsibility and Authority of the Sponsor.**

   a. **Public Agency Sponsor:** It has legal authority to apply for this grant, and to finance and carry out the proposed project; that a resolution, motion or similar action has been duly adopted or passed as an official act of the applicant's governing body authorizing the filing of the application, including all understandings and assurances contained therein, and directing and authorizing the person identified as the official representative of the applicant to act in connection with the application and to provide such additional information as may be required.

   b. **Private Sponsor:** It has legal authority to apply for this grant and to finance and carry out the proposed project and comply with all terms, conditions, and assurances of this grant agreement. It shall designate an official representative and shall in writing direct and authorize that person to file this application, including all understandings and assurances contained therein; to act in connection with this application; and to provide such additional information as may be required.

3. **Sponsor Fund Availability.** It has sufficient funds available for that portion of the project costs which are not to be paid by the United States. It has sufficient funds available to assure operation and maintenance of items funded under this grant agreement which it will own or control.

4. **Good Title.**

   a. It, a public agency or the Federal government, holds good title, satisfactory to the Secretary, to the landing area of the airport or site thereof, or will give assurance satisfactory to the Secretary that good title will be acquired.

   b. For noise compatibility program projects to be carried out on the property of the sponsor, it holds good title satisfactory to the Secretary to that portion of the property upon which Federal funds will be expended or will give assurance to the Secretary that good title will be obtained.

5. **Preserving Rights and Powers.**

   a. It will not take or permit any action which would operate to deprive it of any of the rights and powers necessary to perform any or all of the terms, conditions, and assurances in this grant agreement without the written approval of the Secretary, and will act promptly to acquire, extinguish or

modify any outstanding rights or claims of right of others which would interfere with such performance by the sponsor. This shall be done in a manner acceptable to the Secretary.

b. It will not sell, lease, encumber, or otherwise transfer or dispose of any part of its title or other interests in the property shown on Exhibit A to this application or, for a noise compatibility program project, that portion of the property upon which Federal funds have been expended, for the duration of the terms, conditions, and assurances in this grant agreement without approval by the Secretary. If the transferee is found by the Secretary to be eligible under Title 49, United States Code, to assume the obligations of this grant agreement and to have the power, authority, and financial resources to carry out all such obligations, the sponsor shall insert in the contract or document transferring or disposing of the sponsor's interest, and make binding upon the transferee all of the terms, conditions, and assurances contained in this grant agreement.

c. For all noise compatibility program projects which are to be carried out by another unit of local government or are on property owned by a unit of local government other than the sponsor, it will enter into an agreement with that government. Except as otherwise specified by the Secretary, that agreement shall obligate that government to the same terms, conditions, and assurances that would be applicable to it if it applied directly to the FAA for a grant to undertake the noise compatibility program project. That agreement and changes thereto must be satisfactory to the Secretary. It will take steps to enforce this agreement against the local government if there is substantial non-compliance with the terms of the agreement.

d. For noise compatibility program projects to be carried out on privately owned property, it will enter into an agreement with the owner of that property which includes provisions specified by the Secretary. It will take steps to enforce this agreement against the property owner whenever there is substantial non-compliance with the terms of the agreement.

e. If the sponsor is a private sponsor, it will take steps satisfactory to the Secretary to ensure that the airport will continue to function as a public-use airport in accordance with these assurances for the duration of these assurances.

f. If an arrangement is made for management and operation of the airport by any agency or person other than the sponsor or an employee of the sponsor, the sponsor will reserve sufficient rights and authority to insure that the airport will be operated and maintained in accordance Title 49, United States Code, the regulations and the terms, conditions and assurances in this grant agreement and shall insure that such arrangement also requires compliance therewith.

g. Sponsors of commercial service airports will not permit or enter into any arrangement that results in permission for the owner or tenant of a property used as a residence, or zoned for residential use, to taxi an aircraft between that property and any location on airport. Sponsors of general aviation airports entering into any arrangement that results in

permission for the owner of residential real property adjacent to or near the airport must comply with the requirements of Sec. 136 of Public Law 112-95 and the sponsor assurances.

6. **Consistency with Local Plans.** The project is reasonably consistent with plans (existing at the time of submission of this application) of public agencies that are authorized by the State in which the project is located to plan for the development of the area surrounding the airport.

7. **Consideration of Local Interest.** It has given fair consideration to the interest of communities in or near where the project may be located.

8. **Consultation with Users.** In making a decision to undertake any airport development project under Title 49, United States Code, it has undertaken reasonable consultations with affected parties using the airport at which project is proposed.

9. **Public Hearings.** In projects involving the location of an airport, an airport runway, or a major runway extension, it has afforded the opportunity for public hearings for the purpose of considering the economic, social, and environmental effects of the airport or runway location and its consistency with goals and objectives of such planning as has been carried out by the community and it shall, when requested by the Secretary, submit a copy of the transcript of such hearings to the Secretary. Further, for such projects, it has on its management board either voting representation from the communities where the project is located or has advised the communities that they have the right to petition the Secretary concerning a proposed project.

10. **Air and Water Quality Standards.** In projects involving airport location, a major runway extension, or runway location it will provide for the Governor of the state in which the project is located to certify in writing to the Secretary that the project will be located, designed, constructed, and operated so as to comply with applicable air and water quality standards. In any case where such standards have not been approved and where applicable air and water quality standards have been promulgated by the Administrator of the Environmental Protection Agency, certification shall be obtained from such Administrator. Notice of certification or refusal to certify shall be provided within sixty days after the project application has been received by the Secretary.

11. **Pavement Preventive Maintenance.** With respect to a project approved after January 1, 1995, for the replacement or reconstruction of pavement at the airport, it assures or certifies that it has implemented an effective airport pavement maintenance-management program and it assures that it will use such program for the useful life of any pavement constructed, reconstructed or repaired with Federal financial assistance at the airport. It will provide such reports on pavement condition and pavement management programs as the Secretary determines may be useful.

12. **Terminal Development Prerequisites.** For projects which include terminal development at a public use airport, as defined in Title 49, it has, on the date of

submittal of the project grant application, all the safety equipment required for certification of such airport under section 44706 of Title 49, United States Code, and all the security equipment required by rule or regulation, and has provided for access to the passenger enplaning and deplaning area of such airport to passengers enplaning and deplaning from aircraft other than air carrier aircraft.

13. **Accounting System, Audit, and Record Keeping Requirements.**

a. It shall keep all project accounts and records which fully disclose the amount and disposition by the recipient of the proceeds of this grant, the total cost of the project in connection with which this grant is given or used, and the amount or nature of that portion of the cost of the project supplied by other sources, and such other financial records pertinent to the project. The accounts and records shall be kept in accordance with an accounting system that will facilitate an effective audit in accordance with the Single Audit Act of 1984.

b. It shall make available to the Secretary and the Comptroller General of the United States, or any of their duly authorized representatives, for the purpose of audit and examination, any books, documents, papers, and records of the recipient that are pertinent to this grant. The Secretary may require that an appropriate audit be conducted by a recipient. In any case in which an independent audit is made of the accounts of a sponsor relating to the disposition of the proceeds of a grant or relating to the project in connection with which this grant was given or used, it shall file a certified copy of such audit with the Comptroller General of the United States not later than six (6) months following the close of the fiscal year for which the audit was made.

14. **Minimum Wage Rates.** It shall include, in all contracts in excess of $2,000 for work on any projects funded under this grant agreement which involve labor, provisions establishing minimum rates of wages, to be predetermined by the Secretary of Labor, in accordance with the Davis-Bacon Act, as amended (40 U.S.C. 276a-276a-5), which contractors shall pay to skilled and unskilled labor, and such minimum rates shall be stated in the invitation for bids and shall be included in proposals or bids for the work.

15. **Veteran's Preference.** It shall include in all contracts for work on any project funded under this grant agreement which involve labor, such provisions as are necessary to insure that, in the employment of labor (except in executive, administrative, and supervisory positions), preference shall be given to Vietnam era veterans, Persian Gulf veterans, Afghanistan-Iraq war veterans, disabled veterans, and small business concerns owned and controlled by disabled veterans as defined in Section 47112 of Title 49, United States Code. However, this preference shall apply only where the individuals are available and qualified to perform the work to which the employment relates.

16. **Conformity to Plans and Specifications.** It will execute the project subject to plans, specifications, and schedules approved by the Secretary. Such plans, specifications, and schedules shall be submitted to the Secretary prior to

commencement of site preparation, construction, or other performance under this grant agreement, and, upon approval of the Secretary, shall be incorporated into this grant agreement. Any modification to the approved plans, specifications, and schedules shall also be subject to approval of the Secretary, and incorporated into this grant agreement.

17. **Construction Inspection and Approval.** It will provide and maintain competent technical supervision at the construction site throughout the project to assure that the work conforms to the plans, specifications, and schedules approved by the Secretary for the project. It shall subject the construction work on any project contained in an approved project application to inspection and approval by the Secretary and such work shall be in accordance with regulations and procedures prescribed by the Secretary. Such regulations and procedures shall require such cost and progress reporting by the sponsor or sponsors of such project as the Secretary shall deem necessary.

18. **Planning Projects.** In carrying out planning projects:

    a. It will execute the project in accordance with the approved program narrative contained in the project application or with the modifications similarly approved.
    b. It will furnish the Secretary with such periodic reports as required pertaining to the planning project and planning work activities.
    c. It will include in all published material prepared in connection with the planning project a notice that the material was prepared under a grant provided by the United States.
    d. It will make such material available for examination by the public, and agrees that no material prepared with funds under this project shall be subject to copyright in the United States or any other country.
    e. It will give the Secretary unrestricted authority to publish, disclose, distribute, and otherwise use any of the material prepared in connection with this grant.
    f. It will grant the Secretary the right to disapprove the sponsor's employment of specific consultants and their subcontractors to do all or any part of this project as well as the right to disapprove the proposed scope and cost of professional services.
    g. It will grant the Secretary the right to disapprove the use of the sponsor's employees to do all or any part of the project.
    h. It understands and agrees that the Secretary's approval of this project grant or the Secretary's approval of any planning material developed as part of this grant does not constitute or imply any assurance or commitment on the part of the Secretary to approve any pending or future application for a Federal airport grant.

19. **Operation and Maintenance.**

    a. The airport and all facilities which are necessary to serve the aeronautical users of the airport, other than facilities owned or controlled by the United States, shall be operated at all times in a safe and serviceable condition

and in accordance with the minimum standards as may be required or prescribed by applicable Federal, state and local agencies for maintenance and operation. It will not cause or permit any activity or action thereon which would interfere with its use for airport purposes. It will suitably operate and maintain the airport and all facilities thereon or connected therewith, with due regard to climatic and flood conditions. Any proposal to temporarily close the airport for non-aeronautical purposes must first be approved by the Secretary. In furtherance of this assurance, the sponsor will have in effect arrangements for-

1) Operating the airport's aeronautical facilities whenever required;
2) Promptly marking and lighting hazards resulting from airport conditions, including temporary conditions; and
3) Promptly notifying airmen of any condition affecting aeronautical use of the airport. Nothing contained herein shall be construed to require that the airport be operated for aeronautical use during temporary periods when snow, flood or other climatic conditions interfere with such operation and maintenance. Further, nothing herein shall be construed as requiring the maintenance, repair, restoration, or replacement of any structure or facility which is substantially damaged or destroyed due to an act of God or other condition or circumstance beyond the control of the sponsor.

b. It will suitably operate and maintain noise compatibility program items that it owns or controls upon which Federal funds have been expended.

20. **Hazard Removal and Mitigation.** It will take appropriate action to assure that such terminal airspace as is required to protect instrument and visual operations to the airport (including established minimum flight altitudes) will be adequately cleared and protected by removing, lowering, relocating, marking, or lighting or otherwise mitigating existing airport hazards and by preventing the establishment or creation of future airport hazards.

21. **Compatible Land Use.** It will take appropriate action, to the extent reasonable, including the adoption of zoning laws, to restrict the use of land adjacent to or in the immediate vicinity of the airport to activities and purposes compatible with normal airport operations, including landing and takeoff of aircraft. In addition, if the project is for noise compatibility program implementation, it will not cause or permit any change in land use, within its jurisdiction, that will reduce its compatibility, with respect to the airport, of the noise compatibility program measures upon which Federal funds have been expended.

22. **Economic Nondiscrimination.**

a. It will make the airport available as an airport for public use on reasonable terms and without unjust discrimination to all types, kinds and classes of aeronautical activities, including commercial aeronautical activities offering services to the public at the airport.

b. In any agreement, contract, lease, or other arrangement under which a right or privilege at the airport is granted to any person, firm, or corporation to conduct or to engage in any aeronautical activity for

furnishing services to the public at the airport, the sponsor will insert and enforce provisions requiring the contractor to-

1) furnish said services on a reasonable, and not unjustly discriminatory, basis to all users thereof, and
2) charge reasonable, and not unjustly discriminatory, prices for each unit or service, provided that the contractor may be allowed to make reasonable and nondiscriminatory discounts, rebates, or other similar types of price reductions to volume purchasers.

c. Each fixed-based operator at the airport shall be subject to the same rates, fees, rentals, and other charges as are uniformly applicable to all other fixed-based operators making the same or similar uses of such airport and utilizing the same or similar facilities.

d. Each air carrier using such airport shall have the right to service itself or to use any fixed-based operator that is authorized or permitted by the airport to serve any air carrier at such airport.

e. Each air carrier using such airport (whether as a tenant, non tenant, or subtenant of another air carrier tenant) shall be subject to such nondiscriminatory and substantially comparable rules, regulations, conditions, rates, fees, rentals, and other charges with respect to facilities directly and substantially related to providing air transportation as are applicable to all such air carriers which make similar use of such airport and utilize similar facilities, subject to reasonable classifications such as tenants or non tenants and signatory carriers and non signatory carriers. Classification or status as tenant or signatory shall not be unreasonably withheld by any airport provided an air carrier assumes obligations substantially similar to those already imposed on air carriers in such classification or status.

f. It will not exercise or grant any right or privilege which operates to prevent any person, firm, or corporation operating aircraft on the airport from performing any services on its own aircraft with its own employees [including, but not limited to maintenance, repair, and fueling] that it may choose to perform.

g. In the event the sponsor itself exercises any of the rights and privileges referred to in this assurance, the services involved will be provided on the same conditions as would apply to the furnishing of such services by commercial aeronautical service providers authorized by the sponsor under these provisions.

h. The sponsor may establish such reasonable, and not unjustly discriminatory, conditions to be met by all users of the airport as may be necessary for the safe and efficient operation of the airport.

i. The sponsor may prohibit or limit any given type, kind or class of aeronautical use of the airport if such action is necessary for the safe operation of the airport or necessary to serve the civil aviation needs of the public.

23. **Exclusive Rights.** It will permit no exclusive right for the use of the airport by any person providing, or intending to provide, aeronautical services to the public.

For purposes of this paragraph, the providing of the services at an airport by a single fixed-based operator shall not be construed as an exclusive right if both of the following apply:

a. It would be unreasonably costly, burdensome, or impractical for more than one fixed-based operator to provide such services, and

b. If allowing more than one fixed-based operator to provide such services would require the reduction of space leased pursuant to an existing agreement between such single fixed-based operator and such airport. It further agrees that it will not, either directly or indirectly, grant or permit any person, firm, or corporation, the exclusive right at the airport to conduct any aeronautical activities, including, but not limited to charter flights, pilot training, aircraft rental and sightseeing, aerial photography, crop dusting, aerial advertising and surveying, air carrier operations, aircraft sales and services, sale of aviation petroleum products whether or not conducted in conjunction with other aeronautical activity, repair and maintenance of aircraft, sale of aircraft parts, and any other activities which because of their direct relationship to the operation of aircraft can be regarded as an aeronautical activity, and that it will terminate any exclusive right to conduct an aeronautical activity now existing at such an airport before the grant of any assistance under Title 49, United States Code.

24. **Fee and Rental Structure.** It will maintain a fee and rental structure for the facilities and services at the airport which will make the airport as self-sustaining as possible under the circumstances existing at the particular airport, taking into account such factors as the volume of traffic and economy of collection. No part of the Federal share of an airport development, airport planning or noise compatibility project for which a grant is made under Title 49, United States Code, the Airport and Airway Improvement Act of 1982, the Federal Airport Act or the Airport and Airway Development Act of 1970 shall be included in the rate basis in establishing fees, rates, and charges for users of that airport.

25. **Airport Revenues.**

a. All revenues generated by the airport and any local taxes on aviation fuel established after December 30, 1987, will be expended by it for the capital or operating costs of the airport; the local airport system; or other local facilities which are owned or operated by the owner or operator of the airport and which are directly and substantially related to the actual air transportation of passengers or property; or for noise mitigation purposes on or off the airport. The following exceptions apply to this paragraph:

1) If covenants or assurances in debt obligations issued before September 3, 1982, by the owner or operator of the airport, or provisions enacted before September 3, 1982, in governing statutes controlling the owner or operator's financing, provide for the use of the revenues from any of the airport owner or operator's facilities, including the airport, to support not only the airport but also the

airport owner or operator's general debt obligations or other facilities, then this limitation on the use of all revenues generated by the airport (and, in the case of a public airport, local taxes on aviation fuel) shall not apply.

2) If the Secretary approves the sale of a privately owned airport to a public sponsor and provides funding for any portion of the public sponsor's acquisition of land, this limitation on the use of all revenues generated by the sale shall not apply to certain proceeds from the sale. This is conditioned on repayment to the Secretary by the private owner of an amount equal to the remaining unamortized portion (amortized over a 20-year period) of any airport improvement grant made to the private owner for any purpose other than land acquisition on or after October 1, 1996, plus an amount equal to the federal share of the current fair market value of any land acquired with an airport improvement grant made to that airport on or after October 1, 1996.

3) Certain revenue derived from or generated by mineral extraction, production, lease, or other means at a general aviation airport (as defined at Section 47102 of title 49 United States Code), if the FAA determines the airport sponsor meets the requirements set forth in Sec. 813 of Public Law 112-95.

b. As part of the annual audit required under the Single Audit Act of 1984, the sponsor will direct that the audit will review, and the resulting audit report will provide an opinion concerning, the use of airport revenue and taxes in paragraph (a), and indicating whether funds paid or transferred to the owner or operator are paid or transferred in a manner consistent with Title 49, United States Code and any other applicable provision of law, including any regulation promulgated by the Secretary or Administrator.

c. Any civil penalties or other sanctions will be imposed for violation of this assurance in accordance with the provisions of Section 47107 of Title 49, United States Code.

26. Reports and Inspections. It will:

a. submit to the Secretary such annual or special financial and operations reports as the Secretary may reasonably request and make such reports available to the public; make available to the public at reasonable times and places a report of the airport budget in a format prescribed by the Secretary;

b. for airport development projects, make the airport and all airport records and documents affecting the airport, including deeds, leases, operation and use agreements, regulations and other instruments, available for inspection by any duly authorized agent of the Secretary upon reasonable request;

c. for noise compatibility program projects, make records and documents relating to the project and continued compliance with the terms,

conditions, and assurances of this grant agreement including deeds, leases, agreements, regulations, and other instruments, available for inspection by any duly authorized agent of the Secretary upon reasonable request; and

d. in a format and time prescribed by the Secretary, provide to the Secretary and make available to the public following each of its fiscal years, an annual report listing in detail:
   1) all amounts paid by the airport to any other unit of government and the purposes for which each such payment was made; and
   2) all services and property provided by the airport to other units of government and the amount of compensation received for provision of each such service and property.

27. Use by Government Aircraft. It will make available all of the facilities of the airport developed with Federal financial assistance and all those usable for landing and takeoff of aircraft to the United States for use by Government aircraft in common with other aircraft at all times without charge, except, if the use by Government aircraft is substantial, charge may be made for a reasonable share, proportional to such use, for the cost of operating and maintaining the facilities used. Unless otherwise determined by the Secretary, or otherwise agreed to by the sponsor and the using agency, substantial use of an airport by Government aircraft will be considered to exist when operations of such aircraft are in excess of those which, in the opinion of the Secretary, would unduly interfere with use of the landing areas by other authorized aircraft, or during any calendar month that –

a. Five (5) or more Government aircraft are regularly based at the airport or on land adjacent thereto; or

b. The total number of movements (counting each landing as a movement) of Government aircraft is 300 or more, or the gross accumulative weight of Government aircraft using the airport (the total movement of Government aircraft multiplied by gross weights of such aircraft) is in excess of five million pounds.

28. Land for Federal Facilities. It will furnish without cost to the Federal Government for use in connection with any air traffic control or air navigation activities, or weather-reporting and communication activities related to air traffic control, any areas of land or water, or estate therein, or rights in buildings of the sponsor as the Secretary considers necessary or desirable for construction, operation, and maintenance at Federal expense of space or facilities for such purposes. Such areas or any portion thereof will be made available as provided herein within four months after receipt of a written request from the Secretary.

29. Airport Layout Plan.

a. It will keep up to date at all times an airport layout plan of the airport showing (1) boundaries of the airport and all proposed additions thereto, together with the boundaries of all offsite areas owned or controlled by the sponsor for airport purposes and proposed additions thereto; (2) the location and nature of all existing and proposed airport facilities and structures (such as runways, taxiways, aprons, terminal buildings, hangars

and roads), including all proposed extensions and reductions of existing airport facilities; (3) the location of all existing and proposed nonaviation areas and of all existing improvements thereon; and (4) all proposed and existing access points used to taxi aircraft across the airport's property boundary. Such airport layout plans and each amendment, revision, or modification thereof, shall be subject to the approval of the Secretary which approval shall be evidenced by the signature of a duly authorized representative of the Secretary on the face of the airport layout plan. The sponsor will not make or permit any changes or alterations in the airport or any of its facilities which are not in conformity with the airport layout plan as approved by the Secretary and which might, in the opinion of the Secretary, adversely affect the safety, utility or efficiency of the airport.

b. If a change or alteration in the airport or the facilities is made which the Secretary determines adversely affects the safety, utility, or efficiency of any federally owned, leased, or funded property on or off the airport and which is not in conformity with the airport layout plan as approved by the Secretary, the owner or operator will, if requested, by the Secretary (1) eliminate such adverse effect in a manner approved by the Secretary; or (2) bear all costs of relocating such property (or replacement thereof) to a site acceptable to the Secretary and all costs of restoring such property (or replacement thereof) to the level of safety, utility, efficiency, and cost of operation existing before the unapproved change in the airport or its facilities except in the case of a relocation or replacement of an existing airport facility due to a change in the Secretary's design standards beyond the control of the airport sponsor.

30. Civil Rights. It will comply with such rules as are promulgated to assure that no person shall, on the grounds of race, creed, color, national origin, sex, age, or handicap be excluded from participating in any activity conducted with or benefiting from funds received from this grant. This assurance obligates the sponsor for the period during which Federal financial assistance is extended to the program, except where Federal financial assistance is to provide, or is in the form of personal property or real property or interest therein or structures or improvements thereon in which case the assurance obligates the sponsor or any transferee for the longer of the following periods: (a) the period during which the property is used for a purpose for which Federal financial assistance is extended, or for another purpose involving the provision of similar services or benefits, or (b) the period during which the sponsor retains ownership or possession of the property.

31. Disposal of Land.

a. For land purchased under a grant for airport noise compatibility purposes, including land serving as a noise buffer, it will dispose of the land, when the land is no longer needed for such purposes, at fair market value, at the earliest practicable time. That portion of the proceeds of such disposition which is proportionate to the United States' share of acquisition of such land will be, at the discretion of the Secretary, (1) reinvested in another

project at the airport, or (2) transferred to another eligible airport as prescribed by the Secretary. The Secretary shall give preference to the following, in descending order, (1) reinvestment in an approved noise compatibility project, (2) reinvestment in an approved project that is eligible for grant funding under Section 47117(e) of title 49 United States Code, (3) reinvestment in an approved airport development project that is eligible for grant funding under Sections 47114, 47115, or 47117 of title 49 United States Code, (4) transferred to an eligible sponsor of another public airport to be reinvested in an approved noise compatibility project at that airport, and (5) paid to the Secretary for deposit in the Airport and Airway Trust Fund. If land acquired under a grant for noise compatibility purposes is leased at fair market value and consistent with noise buffering purposes, the lease will not be considered a disposal of the land. Revenues derived from such a lease may be used for an approved airport development project that would otherwise be eligible for grant funding or any permitted use of airport revenue.

b. For land purchased under a grant for airport development purposes (other than noise compatibility), it will, when the land is no longer needed for airport purposes, dispose of such land at fair market value or make available to the Secretary an amount equal to the United States' proportionate share of the fair market value of the land. That portion of the proceeds of such disposition which is proportionate to the United States' share of the cost of acquisition of such land will, (1) upon application to the Secretary, be reinvested or transferred to another eligible airport as prescribed by the Secretary. The Secretary shall give preference to the following, in descending order: (1) reinvestment in an approved noise compatibility project, (2) reinvestment in an approved project that is eligible for grant funding under Section 47117(e) of title 49 United States Code, (3) reinvestment in an approved airport development project that is eligible for grant funding under Sections 47114, 47115, or 47117 of title 49 United States Code, (4) transferred to an eligible sponsor of another public airport to be reinvested in an approved noise compatibility project at that airport, and (5) paid to the Secretary for deposit in the Airport and Airway Trust Fund.

c. Land shall be considered to be needed for airport purposes under this assurance if (1) it may be needed for aeronautical purposes (including runway protection zones) or serve as noise buffer land, and (2) the revenue from interim uses of such land contributes to the financial self-sufficiency of the airport. Further, land purchased with a grant received by an airport operator or owner before December 31, 1987, will be considered to be needed for airport purposes if the Secretary or Federal agency making such grant before December 31, 1987, was notified by the operator or owner of the uses of such land, did not object to such use, and the land continues to be used for that purpose, such use having commenced no later than December 15, 1989.

d. Disposition of such land under (a) (b) or (c) will be subject to the retention or reservation of any interest or right therein necessary to ensure that such land will only be used for purposes which are compatible with noise levels associated with operation of the airport.

32. **Engineering and Design Services.** It will award each contract, or sub-contract for program management, construction management, planning studies, feasibility studies, architectural services, preliminary engineering, design, engineering, surveying, mapping or related services with respect to the project in the same manner as a contract for architectural and engineering services is negotiated under Title IX of the Federal Property and Administrative Services Act of 1949 or an equivalent qualifications-based requirement **prescribed** for or by the sponsor of the airport.

33. **Foreign Market Restrictions.** It will not allow funds provided under this grant to be used to fund any project which uses any product or service of a foreign country during the period in which such foreign country is listed by the United States Trade Representative as denying fair and equitable market opportunities for products and suppliers of the United States in procurement and construction.

34. **Policies, Standards, and Specifications.** It will carry out the project in accordance with policies, standards, and specifications approved by the Secretary including but not limited to the advisory circulars listed in the Current FAA Advisory Circulars for AIP projects, dated 01/12/2012 and included in this grant, and in accordance with applicable state policies, standards, and specifications approved by the Secretary.

35. **Relocation and Real Property Acquisition.** (1) It will be guided in acquiring real property, to the greatest extent practicable under State law, by the land acquisition policies in Subpart B of 49 CFR Part 24 and will pay or reimburse property owners for necessary expenses as specified in Subpart B. (2) It will provide a relocation assistance program offering the services described in Subpart C and fair and reasonable relocation payments and assistance to displaced persons as required in Subpart D and E of 49 CFR Part 24. (3) It will make available within a reasonable period of time prior to displacement, comparable replacement dwellings to displaced persons in accordance with Subpart E of 49 CFR Part 24.

36. **Access By Intercity Buses.** The airport owner or operator will permit, to the maximum extent practicable, intercity buses or other modes of transportation to have access to the airport; however, it has no obligation to fund special facilities for intercity buses or for other modes of transportation.

37. **Disadvantaged Business Enterprises.** The recipient shall not discriminate on the basis of race, color, national origin or sex in the award and performance of any DOT-assisted contract or in the administration of its DBE program or the requirements of 49 CFR Part 26. The Recipient shall take all necessary and reasonable steps under 49 CFR Part 26 to ensure non discrimination in the award and administration of DOT-assisted contracts. The recipient's DBE program, as required by 49 CFR Part 26, and as approved by DOT, is incorporated by reference in this agreement. Implementation of this program is a legal obligation

and failure to carry out its terms shall be treated as a violation of this agreement. Upon notification to the recipient of its failure to carry out its approved program, the Department may impose sanctions as provided for under Part 26 and may, in appropriate cases, refer the matter for enforcement under 18 U.S.C. 1001 and/or the Program Fraud Civil Remedies Act of 1986 (31 U.S.C. 3801).

38. **Hangar Construction.** If the airport owner or operator and a person who owns an aircraft agree that a hangar is to be constructed at the airport for the aircraft at the aircraft owner's expense, the airport owner or operator will grant to the aircraft owner for the hangar a long term lease that is subject to such terms and conditions on the hangar as the airport owner or operator may impose.

39. **Competitive Access.**

a. If the airport owner or operator of a medium or large hub airport (as defined in section 47102 of title 49, U.S.C.) has been unable to accommodate one or more requests by an air carrier for access to gates or other facilities at that airport in order to allow the air carrier to provide service to the airport or to expand service at the airport, the airport owner or operator shall transmit a report to the Secretary that-

1) Describes the requests;
2) Provides an explanation as to why the requests could not be accommodated; and
3) Provides a time frame within which, if any, the airport will be able to accommodate the requests.

b. Such report shall be due on either February 1 or August 1 of each year if the airport has been unable to accommodate the request(s) in the six month period prior to the applicable due date.

FAA
Airports

Current FAA Advisory Circulars Required for Use in AIP Funded and PFC Approved Projects

Updated: 1/25/2012

View the most current versions of these ACs and any associated changes at:
http://www.faa.gov/airports/resources/advisory_circulars

NUMBER	TITLE
70/7460-1K	Obstruction Marking and Lighting
150/5000-13A	Announcement of Availability—RTCA Inc., Document RTCA-221, Guidance and Recomzmended Requirements for Airports Surface Movement Sensors
150/5020-1	Noise Control and Compatibility Planning for Airports
150/5070-6B Change 1	Airport Master Plans
150/5070-7	The Airport System Planning Process
150/5100-13B	Development of State Standards for Non Primary Airports
150/5200-28D	Notices to Airmen (NOTAMS) for Airport Operators
150/5200-30C	Airport Winter Safety and Operations
150/5200-33B	Hazardous Wildlife Attractants On or Near Airports
150/5210-5D	Painting, Marking and Lighting of Vehicles Used on an Airport
150/5210-7D	Aircraft Rescue and Fire Fighting Communications
150/5210-13C	Airport Water Rescue Plans and Equipment
150/5210-14B	Aircraft Rescue Fire Fighting Equipment, Tools, and Clothing
150/5210-15A	Airport Rescue & Firefighting Station Building Design
150/5210-18A	Systems for Interactive Training of Airport Personnel

NUMBER	TITLE
150/5210-19A	Driver's Enhanced Vision System (DEVS)
150/5220-10E	Guide Specification for Aircraft Rescue and Firefighting Vehicles
150/5220-16D	Automated Weather Observing Systems for Non-Federal Applications
150/5220-17B	Aircraft Rescue and Firefighting (ARFF) Training Facilities
150/5220-18A	Buildings for Storage and Maintenance of Airport Snow and Ice Control Equipment and Materials
150/5220-20 Change 1	Airport Snow and Ice Control Equipment
150/5220-21B	Guide Specification for Lifts Used to Board Airline Passengers With Mobility Impairments
150/5220-22A	Engineered Materials Arresting System (EMAS) for Aircraft Overruns
150/5220-23	Frangible Connections
150/5220-24	Foreign Object Debris Detection Equipment
150/5300-7B	FAA Policy on Facility Relocations Occasioned by Airport Improvements or Changes
150/5300-13 Changes 1 - 18	Airport Design
150/5300-14B	Design of Aircraft Deicing Facilities
150/5300-16A	General Guidance and Specifications for Aeronautical Surveys: Establishment of Geodetic Control and Submission to the National Geodetic Survey
150/5300-17C	General Guidance and Specifications for Aeronautical Survey Airport Imagery Acquisition and Submission to the National Geodetic Survey
150/5300-18B	General Guidance and Specifications for Submission of Aeronautical Surveys to NGS: Field Data Collection and Geographic Information System (GIS) Standards
150/5320-5C Change 1	Surface Drainage Design
150/5320-6E	Airport Pavement Design and Evaluation
150/5320-12C Change 8	Measurement, Construction, and Maintenance of Skid Resistant Airport Pavement Surfaces
150/5320-15A	Management of Airport Industrial Waste

NUMBER	TITLE
150/5325-4B	Runway Length Requirements for Airport Design
150/5335-5B	Standardized Method of Reporting Airport Pavement Strength PCN
150/5340-1K	Standards for Airport Markings
150/5340-5C	Segmented Circle Airport Marker System
150/5340-18F	Standards for Airport Sign Systems
150/5340-30F	Design and Installation Details for Airport Visual Aids
150/5345-3G	Specification for L821 Panels for the Control of Airport Lighting
150/5345-5B	Circuit Selector Switch
150/5345-7E	Specification for L824 Underground Electrical Cable for Airport Lighting Circuits
150/5345-10G	Specification for Constant Current Regulators Regulator Monitors
150/5345-12F	Specification for Airport and Heliport Beacon
150/5345-13B	Specification for L841 Auxiliary Relay Cabinet Assembly for Pilot Control of Airport Lighting Circuits
150/5345-26D	Specification for L823 Plug and Receptacle, Cable Connectors
150/5345-27D	Specification for Wind Cone Assemblies
150/5345-28G	Precision Approach Path Indicator (PAPI) Systems
150/5345-39D	FAA Specification L853, Runway and Taxiway Retroreflective Markers
150/5345-42F	Specification for Airport Light Bases, Transformer Housings, Junction Boxes and Accessories
150/5345-43F	Specification for Obstruction Lighting Equipment
150/5345-44J	Specification for Taxiway and Runway Signs
150/5345-45C	Low-Impact Resistant (LIR) Structures
150/5345-46D	Specification for Runway and Taxiway Light Fixtures
150/5345-47C	Specifications for Series to Series Isolation Transformers for Airport Lighting System
150/5345-49C	Specification L854, Radio Control Equipment

NUMBER	TITLE
150/5345-50B	Specification for Portable Runway and Taxiway Lights
150/5345-51B	Specification for Discharge-Type Flasher Equipment
150/5345-52A	Generic Visual Glideslope Indicators (GVGI)
150/5345-53C	Airport Lighting Equipment Certification Program
150/5345-54B	Specification for L-1884, Power and Control Unit for Land and Hold Short
150/5345-55A	Specification for L893, Lighted Visual Aid to Indicate Temporary Runway Closure
150/5345-56B	Specification for L-890 Airport Lighting Control and Monitoring System (ALCMS)
150/5360-9	Planning and Design of Airport Terminal Facilities at Non-Hub Locations
150/5360-12E	Airport Signing and Graphics
150/5360-13 Change 1	Planning and Design Guidance for Airport Terminal Facilities
150/5360-14	Access to Airports By Individuals With Disabilities
150/5370-2F	Operational Safety on Airports During Construction
150/5370-10F	Standards for Specifying Construction of Airports
150/5370-11B	Use of Nondestructive Testing Devices in the Evaluation of Airport Pavement
150/5380-6B	Guidelines and Procedures for Maintenance of Airport Pavements
150/5390-2B	Heliport Design
150/5395-1	Seaplane Bases

THE FOLLOWING ADDITIONAL APPLY TO AIP PROJECTS ONLY

DATED: 1/25/2012

NUMBER	TITLE
150/5100-14D	Architectural, Engineering, and Planning Consultant Services for Airport Grant Projects
150/5100-15A	Civil Rights Requirements for the Airport Improvement Program
150/5100-17 Changes 1 - 6	Land Acquisition and Relocation Assistance for Airport Improvement Program Assisted Projects
150/5200-37	Introduction to Safety Management Systems (SMS) for Airport Operators
150/5300-15A	Use of Value Engineering for Engineering Design of Airports Grant Projects
150/5320-17	Airfield Pavement Surface Evaluation and Rating (PASER) Manuals
150/5370-6D Changes 1 - 4	Construction Progress and Inspection Report – Airport Grant Program
150/5370-12A	Quality Control of Construction for Airport Grant Projects
150/5370-13A	Offpeak Construction of Airport Pavements Using Hot-Mix Asphalt
150/5380-7A	Airport Pavement Management Program

THE FOLLOWING ADDITIONAL APPLY TO PFC PROJECTS ONLY

DATED: 1/25/2012

NUMBER	TITLE
150/5000-12	Announcement of Availability – Passenger Facility Charge (PFC) Application (FAA Form 5500-1)

ANTONIO B. WON PAT
INTERNATIONAL AIRPORT AUTHORITY, GUAM
BOARD OF DIRECTORS
EXECUTIVE SUMMARY

INVITATION FOR BID
DEMOLITION AND REMEDIATION OF VARIOUS AIRPORT FACILITIES
PHASE I
IFB NO. GIAA-C02-FY13
PROJECT NO. GIAA-FY12-01-5; AIP NO. 3-66-0001-81 & 82

August 9, 2013

Purpose

Board action is requested to approve the bid award of the above project under the Invitation For Bid No. GIAA-C02-FY13.

Background

The project is to provide construction work inclusive of all labor, materials, supplies and equipment to demolish Buildings in Tiyan. The project also includes remediation of lead and asbestos materials prior to the demolition work. The scope of work of the project is comprised mainly of demolition and remediation work.

Procurement Background

The solicitation announcement was advertised through the local newspapers during the months of June & July 2013. The bid submission deadline and bid opening took place on August 2, 2013.

Twenty Five (25) firms/individuals purchased bid package and ten (10) firms submitted bid proposal before the submission deadline. The firms were evaluated and nine (9) were determined to be acceptable. As required by the Procurement Rules and Regulations, the bids were publicly opened and read aloud in the presence of the bidders.

The submitted bids are presented below:

BIDDER'S NAME	AMOUNT
Korando Corporation	$1,333,000.00
P&S Construction Inc.	$2,327,000.00
Smithbridge Guam Inc. *	$2,113,268.00
Maeda Pacific Corp.	$1,817,000.00
Chi Construction Inc.	$3,400,000.00
Camacho/Dirt Doctor	$1,493,000.00
Ian Corporation	$1,062,268.57

BME & Sons Inc.	$2,348,724.00
Base Corporation	$2,435,000.00
Chugach World Service Inc.	$2,220,582.30

*rejected for non compliance

Legal Review

Upon receipt of the required Performance and Payment Bonds, contract documents will be forwarded to legal counsel for review prior to execution and issuance of Notice to Proceed.

Financial Review

The lowest responsive, responsible total bid amount received is $1,062,268.57 or 37% below government estimate of $1,684,456.00. Funding for this project is available under the AIP grant no. 3-66-0001-81 & 82.

Recommendation

Management recommends the contract award of **$1,062,268.57** to **Ian Corporation,** who has been determined to have met the standards of responsibility and responsiveness outlined in Guam Procurement Regulation.

A.B. WON PAT
INTERNATIONAL AIRPORT AUTHORITY, GUAM
ATURIDAT PUETTON BATEON AIREN GUAHAN ENTERASIONAT

P.O. Box 8770
Tamuning, GU 96931

Tel (671) 646-0300
Fax (671) 646-8823

www.guamairport.com

August 2, 2013

MEMORANDUM

TO: Charles H. Ada II, Executive Manager

FROM: Franklin P. Taitano, Supply Management Administrator
Victor J. Cruz, Chief Engineer

**SUBJECT: Bid Evaluation and Recommendation "Invitation For Bid"
For Demolition and Remediation of Various Airport Facilities-Phase I
IFB No. GIAA-C02-FY13
Project No. GIAA-FY12-01-5; AIP No. 3-66-0001-81 & 82**

Procurement Background:
The above referenced Invitation For Bid was publicly announced through the local newspaper during the months of June & July 2013. A pre-bid conference was held on July 2, 2013 at the Terminal Conference Room. The bid submission deadline and bid opening took place on August 2, 2013.

Twenty Five (25) firms/individuals purchased the bid package and ten (10) firms submitted proposal before the bid submission deadline. The bid submittals were opened in the presence of the bidders, members of the public and several GIAA representatives. The bid offer was read aloud by the Supply Management Administrator and tabulated by a Procurement staff.

The results of the bid price submittals are as follows in the order they were received and opened:

BIDDER'S NAME	AMOUNT
Korando Corporation	$1,333,000.00
P&S Construction Inc.	$2,327,000.00
Smithbridge Guam Inc. *	$2,113,268.00
Maeda Pacific Corp.	$1,817,000.00
Chi Construction Inc.	$3,400,000.00
Camacho/Dirt Doctor	$1,493,000.00
Ian Corporation	$1,062,268.57
BME & Sons Inc.	$2,348,724.00
Base Corporation	$2,435,000.00
Chugach World Service Inc.	$2,220,582.30

*rejected for non compliance

Bid Analysis and Evaluation:
Pursuant to Section 9 of the Instructions to Bidders, the contract is to be awarded, if it is to be awarded, as soon as possible to the lowest responsible, responsive bidder. To determine the responsibility of bidders, the bid package specified the required documents that bidders must submit with their bid packages. The attached abstract illustrates the inventory of required documents and bidders submittal.

Korando Corporation: The firm has submitted a total bid price of **$1,333,000.00.** The submitted Statement of Bidders Experience form included lists of projects from 2008-2011 with resumes. The bidder submitted a copy of their current Guam Contractors License **#5172, #7940.** All other required documents are complete and in conformance with the Invitation For Bid.

P&S Construction Inc.: The firm has submitted a total bid price of **$2,327,000.00.** The submitted Statement of Bidders Experience form included lists of projects from 2007-2012 with resumes. The bidder submitted a copy of their current Guam Contractors License **#CLB13-0952.** All other required documents are complete and in conformance with the Invitation For Bid.

Smithbridge Guam Inc.: The firm has submitted a total bid price of **$2,113,268.00.** The submitted Statement of Bidders Experience form included lists of projects from 2004-2013 with resumes. The bidder submitted a copy of their current Guam Contractors License **#6163.** The bidder did not submit required forms (1.Certificate Concerning Foreign Interest, 2.CFR 49 Part 29 Required for Solicitations, 3.Certificate for Contracts, Grants, Loans and Cooperative Agreement, 4.Buy American Certificate, 5.Standard Clause for DBE.

As a result of the bidder's non-submittal of the required documents. **Smithbridge Guam Inc. is deemed to be non-responsive and non- responsible bidder. Therefore, the bid is rejected.**

Maeda Pacific Corp.: The firm has submitted a total bid price of **$1,817,000.00.** The submitted Statement of Bidders Experience form included lists of projects from 2004-2013 with resumes. The bidder submitted a copy of their current Guam Contractors License **#1009, #7940.** All other required documents are complete and in conformance with the Invitation For Bid.

Chi Construction Inc.: The firm has submitted a total bid price of **$3,400,000.00.** The submitted Statement of Bidders Experience form included lists of projects from 1991-2013 with no resumes. The bidder submitted a copy of their current Guam Contractors License **#2019, #7940.** All other required documents are complete and in conformance with the Invitation For Bid.

Camacho/Dirt Doctor: The firm has submitted a total bid price of **$1,493,000.00.** The submitted Statement of Bidders Experience form included lists of projects from 2006-2011 with resumes. The bidder submitted a copy of their current Guam Contractors License **#7094, 7940.** All other required documents are complete and in conformance with the Invitation For Bid

Ian Corporation: The firm has submitted a total bid price of **$1,062,268.57.** The submitted Statement of Bidders Experience form included lists of projects from 2009-2012 with resumes. The bidder submitted a copy of their current Guam Contractors License **#8524, #3061, #8137, #7940.** All other required documents are complete and in conformance with the Invitation For Bid

BME & Sons Inc.: The firm has submitted a total bid price of **$2,348,724.00.** The submitted Statement of Bidders Experience form included lists of projects from 2002-2013 with resumes.

The bidder submitted a copy of their current Guam Contractors License **#3028, #7940**. All other required documents are complete and in conformance with the Invitation For Bid

Base Corporation: The firm has submitted a total bid price of **$2,435,000.00.** The submitted Statement of Bidders Experience form included lists of projects from 2002-2012 with resumes. The bidder submitted a copy of their current Guam Contractors License **#8035.** All other required documents are complete and in conformance with the Invitation For Bid

Chugach World Service Inc.: The firm has submitted a total bid price of **$2,220,582.30.** The submitted Statement of Bidders Experience form included lists of projects from 2003-2013 with resumes. The bidder submitted a copy of their current Guam Contractors License **#3061, #7940.** All other required documents are complete and in conformance with the Invitation For Bid.

Recommendation:
Pursuant to the guidelines in Item 9 of the Instruction to Bidders, the award of contract will be made to the **lowest responsible, responsive bidder.** Ian Corporation has been determined to have met the standards of responsibility and responsiveness outlined in the Guam Procurement Regulations and has deemed to be the lowest responsible, responsive bidder.

Therefore, it is recommended that **Ian Corporation** be awarded the contract in the amount of **$1,062,268.57** for this project.

Should you have any questions or concerns, please call our office at your convenience.

Victor Cruz

Franklin P. Taitano

APPROVED:

CHARLES H. ADA II
Executive Manager

attachment

cc: Admin/Proc/Eng/Expansion

INVITATION NUMBER: GIAA-C02-FY13

PROJECT NO: GIAA-FY12-01-5; AIP NO. 3-66-0001-81 & 82

DEMOLITION AND REMEDIATION OF VARIOUS AIRPORT FACILITIES-PHASE I

Antonio B. Won Pat

Guam International Airport Authority

BID ABSTRACT

Opening Date: 2-Aug-13

Opening Time: 2:00 P.M.

No. of Invitation Issued: 25

No. of Bids Received: 10

SUMMARY OF SCOPE OF WORK:

		Special Reminder to Prospective Bidders	BID GUARANTEE Cashier's Check Letter of Credit Bid Bond	Disclosure of Major Shareholders	Non-Collusion Affidavit	Statement of Previous Contracts Subject to EEO	Certification of Non-Segregated Facilities	Designation of Sub-contractors	Statement of Experience of Bidders with Resumes	Certificate Concerning Foreign Interest	CFR 49 Part 29 Req for Solicitation	Certification Contracts, Grants, Loans, & Coop Agrmnt	Certification of Bidders Regarding EEO	Buy American Certificate	Standard Clause for DBE	Business or Contractors License	ADDENDUM(S) A	ADDENDUM(S) B	TOTAL BID PRICE
1	Koramco Corporation	✓	BB 073113 15%	✓	✓	✓	✓	(A) ✓	(B) ✓	✓	✓	✓	✓	✓	✓	(C) ✓	✓	✓ #	1,339,000.00
2	P&S Construction Inc.	✓	BB 15%	✓	✓	✓	✓	(A) ✓	(B) ✓	✓	✓	✓	✓	✓	✓	(C) ✓	✓	✓ #	2,327,000.00
3	Smithbridge Guam Inc.	✓	BB 067 15%	✓	✓	✓	✓	(A) ✓	(B) ✓	X	X	X	✓	X	X	(C) ✓	✓	✓ #	2,113,268.00
4	Mareda Pacific Corp.	✓	BB 071913 15%	✓	✓	✓	✓	(A) ✓	(B) ✓	✓	✓	✓	✓	✓	✓	(C) ✓	✓	✓ #	1,817,000.00
5	CHI Construction Inc.	✓	BB AGA 204018 15%	✓	✓	✓	✓	(A) ✓	(B) X	✓	✓	✓	✓	✓	✓	(C) ✓	✓	✓ #	3,480,000.00
6	Camacho / Dirt Doctor	✓	BB AGA 2048 B 15%	✓	✓	✓	✓	(A) ✓	(B) ✓	✓	✓	✓	✓	✓	✓	(C) ✓	✓	✓ #	1,493,000.00
7	IAN Corporation	✓	BB 073013 15%	✓	✓	✓	✓	(A) ✓	(B) ✓	✓	✓	✓	✓	✓	✓	(C) ✓	✓	✓ #	1,062,268.57
8	BHE & Sons INC.	✓	BB 134 15%	✓	✓	✓	✓	(A) ✓	(B) ✓	✓	✓	✓	✓	✓	✓	(C) ✓	✓	✓ #	2,348,724.00
9	Base Corporation	✓	BB KSC 131868 15%	✓	✓	✓	✓	(A) ✓	(B) ✓	✓	✓	✓	✓	✓	✓	(C) ✓	✓	✓ #	2,435,000.00
10	Chugach World Services Inc	✓	BB 15%	✓	✓	✓	✓	(A) ✓	(B) ✓	✓	✓	✓	✓	✓	✓	(C) ✓	✓	✓ #	2,220,582.30

I hereby certify that all bids received in response to this invitation were opened under my personal supervision, and that the content of all bidders have been entered hereon.

SIGNATURE

TABULATED BY: [signature]

SIGNATURE

Date: 5/2/13

BASIS FOR AWARD:

- ( ) LOWEST RESPONSIVE & RESPONSIBLE BIDDER
- ( ) HIGHEST RESPONSIVE & RESPONSIBLE BIDDER
- ( ) OTHER AWARD
- ( ) TIE BID
- ( ) COMBINED TOTAL
- ( ) ITEM PER ITEM

INVITATION NUMBER: GIAA-C02-FY13	Antonio B. Won Pat International Airport Authority, Guam NOTES/REMARKS FOR BID ABSTRACT
PROJECT NO: GIAA-FY12-01-5; AIP NO. 3-66-0001-81 & 82	
DEMOLITION AND REMEDIATION OF VARIOUS AIRPORT FACILITIES-PHASE I	

Vendor No.	COMMENTS
1	(A) DESIGNATES "NEXUS ENVIRONMENTAL" FOR ENVIRONMENTAL (B) PROJ LIST 2008-2011 W/RESUMES (C) GCL #5172, #7940 FOR REQUIRED C-11, C-68.
2	(A) DESIGNATES "INT'L CONSOLIDATED CONTRACTING" FOR CIVIL, STRUCTURAL & ARCHITECTURAL DEMO / "SOUTH PACIFIC ENV." FOR HAZ MAT ABATEMENT / "SET PACIFIC" FOR ELECTRICAL (B) PROJ. LIST 2007-2012 W/RESUMES (C) GCL # CLB13-0952 FOR REQUIRED C-68,
3	(A) SUBCONTRACTORS "NONE" (B) PROJ. LIST 2004-2013 W/RESUMES (C) GCL # 16163 FOR REQUIRED C-11, C-68. NOTE: FIRM FAILED TO SUBMIT REQUIRED FORMS (1) CERTIFICATE FOREIGN INTEREST 2) EPA 49 PART 29 3) CONTRACT, GRANT AGREEMENT 4) BUY AMERICAN 5) STANDARD CLAUSE DBE
4	(A) DESIGNATES "NEXUS GUAM" FOR ENVIRONMENTAL / "PRIMUS" FOR DEMOLITION (B) PROJ. LIST 2004-2013 W/RESUMES (C) GCL # 1009, #7940 FOR REQUIRED C-11, C-68.
5	(A) DESIGNATES "NEXUS GUAM" FOR ENVIRONMENTAL (B) PROJ. LIST 1991-2013 "W/ NO RESUMES" (C) GCL # 209, #7940 FOR REQUIRED C-11, C-68
6	(A) DESIGNATES "APEC" & "NEXUS" FOR ENVIRONMENTAL / "PACIFIC UNLIMITED" FOR HAULING / "EDDIE J. CRUZ LLC" FOR HYDROBALL (B) PROJ. LIST 2006-2011 W/RESUMES (C) GCL # 7014, #7940 FOR REQUIRED C-11, C-68.
7	(A) DESIGNATES "MEDI'S INC.", "NEXUSGUAM", "APEC" FOR ASBESTOS AND LBP ABATEMENT (B) PROJ. LIST 2009-2012 W/RESUMES (C) GCL # 9524, #3061, #9137, #7940 FOR REQUIRED C-11, C-68
8	(A) DESIGNATES "NEXUSGUAM" FOR ENVIRONMENTAL (B) PROJ. LIST 2002-2013 W/RESUMES (C) GCL # 3028, #7940 FOR REQUIRED C-11, C-68
9	(A) SUBCONTRACTORS "NONE" (B) PROJ. LIST 2002-2012 W/RESUMES (C) GCL # 8035 FOR REQUIRED C-11, C-68
10	(A) DESIGNATES "JAM CONST." FOR GEN. CONTRACTOR / "JMC GROUP" FOR CIVIL, DEMOLITION / "MEDI'S" & "NEXUS" FOR ABATEMENT (B) PROJ. LIST 2003-2013 W/RESUMES (C) GCL # 3061, #7940, FOR REQUIRED C-11, C-68

Prepared By:

SIGNATURE

MAJOR SHAREHOLDERS DISCLOSURE AFFIDAVIT

CITY OF _____)
) ss.
ISLAND OF GUAM)

A. I, the undersigned, being first duly sworn, depose and say that I am an authorized representative of the offeror and that *[please check only one]:*

[ ] The offeror is an individual or sole proprietor and owns the entire (100%) interest in the offering business.

[X] The offeror is a corporation, partnership, joint venture, or association known as *[please state name of offeror company],* and the persons, companies, partners, or joint venturers who have held more than 10% of the shares or interest in the offering business during the 365 days immediately preceding the submission date of the proposal are as follows *[if none, please so state]:*

Name	Address	% of Interest
Ian J. Chong, President, IAN CORPORATION	) 183 Adacao Ave.) Barrigada, Guam) 96921	96.0%

B. Further, I say that the persons who have received or are entitled to receive a commission, gratuity or other compensation for procuring or assisting in obtaining business related to the bid or proposal for which this affidavit is submitted are as follows *[if none, please so state]:*

Name	Address	% of Interest
NONE		

C. If the ownership of the offering business should change between the time this affidavit is made and the time an award is made or a contract is entered into, then I promise personally to update the disclosure required by 5 GCA §5233 by delivering another affidavit to the government.

_____
Signature of one of the following:
Offeror, if the offeror is an individual: Partner, if the offeror is a partnership; Officer, if the offeror is a corporation.

Subscribed and sworn to before me this 31st day of July, 2013.

_____
NOTARY PUBLIC
My commission expires:

BARBARA C. SALAS
NOTARY PUBLIC
In and for Guam, U.S.A.
My Commission Expires: Dec. 20, 2014
P.O. Box 20162 GMF Barrigada, Guam 96921

THIS AFFIDAVIT MUST BE COMPLETED AND RETURNED IN THE ENVELOPE CONTAINING THE BID

ANTONIO B. WON PAT
INTERNATIONAL AIRPORT AUTHORITY, GUAM
BOARD OF DIRECTORS
EXECUTIVE SUMMARY

INVITATION FOR BID
GIAA TSA EXPANSION CCO & OFFICES/CONFERENCE ROOMS
IFB NO. GIAA-C04-FY13
PROJECT NO. GIAA-FY13-06-01

August 9, 2013

Purpose

Board action is requested to approve the bid award of the above project under the Invitation For Bid No. GIAA-C04-FY13.

Background

The project is to provide construction and renovation work inclusive of all labor, materials, supplies and equipment to TSA expansion CCO & offices/conference rooms.

Procurement Background

The solicitation announcement was advertised through the local newspapers during the months of June & July 2013. The bid submission deadline and bid opening took place on August 1, 2013.

Nine (9) firms/individuals purchased bid package and five (5) firms submitted bid proposal before the submission deadline. The firms were evaluated and determined to be acceptable. As required by the Procurement Rules and Regulations, the bids were publicly opened and read aloud in the presence of the bidders.

The submitted bids are presented below:

BIDDER'S NAME	AMOUNT
AIC International Inc.	$441,345.00
IAN Corporation	$266,248.16
Allied Pacific Builders Inc.	$298,000.00
Rex International Inc.	$483,200.00
BME & Sons Inc.	$252,482.00

Legal Review

Upon receipt of the required Performance and Payment Bonds, contract documents will be forwarded to legal counsel for review prior to execution and issuance of Notice to Proceed.

Financial Review

The lowest responsive, responsible total bid amount received is $252,482.00 or 8% below government estimate of $274,424.00. Funding for this project is available under the CIF.

Recommendation

Management recommends the contract award of **$252,482.00** to **BME & Sons Inc.,** who has been determined to have met the standards of responsibility and responsiveness outlined in Guam Procurement Regulation.

A.B. WON PAT
INTERNATIONAL AIRPORT AUTHORITY, GUAM
ATURIDAT PUETTON DATKON ABEN GUAHAN ENTENASIONAT

P.O. Box 8770
Tamuning, GU 96931

Tel (671) 646-0300
Fax (671) 646-8823

www.guamairport.com

August 1, 2013

MEMORANDUM

TO: Charles H. Ada II, Executive Manager

FROM: Franklin P. Taitano, Supply Management Administrator
Victor J. Cruz, Chief Engineer

**SUBJECT: Bid Evaluation and Recommendation "Invitation For Bid"
For GIAA TSA Expansion CCO & Offices/Conference Rooms
IFB No. GIAA-C04-FY13
Project No. GIAA-FY13-06-01**

Procurement Background:
The above referenced Invitation For Bid was publicly announced through the local newspaper during the months of June & July 2013. A pre-bid conference was held on July 5, 2013 at the Terminal Conference Room. The bid submission deadline and bid opening took place on August 1, 2013.

Nine (9) firms/individuals purchased the bid package and five (5) firms submitted proposal before the bid submission deadline. The bid submittals were opened in the presence of the bidders, members of the public and several GIAA representatives. The bid offer was read aloud by the Supply Management Administrator and tabulated by a Procurement staff.

The results of the bid price submittals are as follows in the order they were received and opened:

BIDDER'S NAME	AMOUNT
AIC International Inc.	$441,345.00
IAN Corporation	$266,248.16
Allied Pacific Builders Inc.	$298,000.00
Rex International Inc.	$483,200.00
BME & Sons Inc.	$252,482.00

Bid Analysis and Evaluation:
Pursuant to Section 9 of the Instructions to Bidders, the contract is to be awarded, if it is to be awarded, as soon as possible to the lowest responsible, responsive bidder. To determine the responsibility of bidders, the bid package specified the required documents that bidders must submit with their bid packages. The attached abstract illustrates the inventory of required documents and bidders submittal.

AIC International Inc.: The firm has submitted a total bid price of **$441,345.00.** The submitted Statement of Bidders Experience form included lists of projects current and past with resumes. The bidder submitted a copy of their current Guam Contractors License **#1572, #CLB06-0108.** All other required documents are complete and in conformance with the Invitation For Bid.

IAN Corporation: The firm has submitted a total bid price of **$266,248.16.** The submitted Statement of Bidders Experience form included lists of projects from 2009-2013 with resumes. The bidder submitted a copy of their current Guam Contractors License **#CLB06-0005, #CLB06-0068, #5721.** All other required documents are complete and in conformance with the Invitation For Bid.

Allied Pacific Builders Inc.: The firm has submitted a total bid price of **$298,000.00.** The submitted Statement of Bidders Experience form included lists of projects from 2007-2012 with resumes. The bidder submitted a copy of their current Guam Contractors License **#CLB06-0010, #7547, #CLB10-0575.** All other required documents are complete and in conformance with the Invitation For Bid.

Rex International Inc.: The firm has submitted a total bid price of **$483,200.00.** The submitted Statement of Bidders Experience form included lists of projects from 1994-2011 with resumes. The bidder submitted a copy of their current Guam Contractors License **#1347, #CLB07-0193.** All other required documents are complete and in conformance with the Invitation For Bid.

BME & Sons Inc.: The firm has submitted a total bid price of **$252,482.00.** The submitted Statement of Bidders Experience form included lists of projects from 2006-2013 with resumes. The bidder submitted a copy of their current Guam Contractors License **#3028.** All other required documents are complete and in conformance with the Invitation For Bid.

Recommendation:
Pursuant to the guidelines in Item 9 of the Instruction to Bidders, the award of contract will be made to the **lowest responsible, responsive bidder.** BME & Sons Inc. has been determined to have met the standards of responsibility and responsiveness outlined in the Guam Procurement Regulations and has deemed to be the lowest responsible, responsive bidder.

Therefore, it is recommended that **BME & Sons Inc.** be awarded the contract in the amount of **$252,482.00** for this project.

Should you have any questions or concerns, please call our office at your convenience.

Victor Cruz

Franklin P. Taitano

APPROVED:

CHARLES H. ADA II
Executive Manager

attachment

cc: Admin/Proc/Eng/Expansion

INVITATION NUMBER: GIAA-C04-FY13

PROJECT NO: GIAA-FY13-06-01

GIAA TSA EXPANSION CCO & OFFICES/CONFERENCE ROOMS

Antonio B. Won Pat

Guam International Airport Authority

BID ABSTRACT

Opening Date: 1-Aug-13

Opening Time: 2:00 P.M.

Page 1 of 1 pages

No. of Invitation Issued: 9

No. of Bids Received: 5

SUMMARY OF SCOPE OF WORK:

		Special Reminder to Prospective Bidders	BID GUARANTEE: Cashier's Check Letter of Credit Bid Bond	Disclosure of Major Shareholders	Non-Collusion Affidavit	Statement of Previous Contracts Subject to EEO	Certification of Non-Segregated Facilities	Designation of Sub-contractors	Statement of Experience of Bidders with Resumes	Certificate Concerning Foreign Interest	CFR 29 Part 29 Req for Solicitation	Certification Contracts, Grants, Loans, & Coop Agreem	Certification of Bidders Regarding EEO	Buy American Certificate	Standard Clause for DBE	Business or Contractors License	ADDENDUM(S) A	TOTAL BID PRICE
1	AIC International Inc	✓	BB $22 15%	✓	✓	✓	✓	(A) ✓	(B) ✓				✓			(C) ✓	✓	$441,345.00
2	IAN Corporation	✓	BB 71713 15%	✓	✓	✓	✓	(A) ✓	(B) ✓				✓			(C) ✓	✓	$266,248.16
3	Allied Pacific Builders Inc	✓	BB 15%	✓	✓	✓	✓	(A) ✓	(B) ✓		N/R		✓	N/R		(C) ✓	✓	$298,000.00
4	Rex International Inc	✓	BB Apr 20 3396 15%	✓	✓	✓	✓	(A) ✓	(B) ✓				✓			(C) ✓	✓	$483,200.00
5	BME & Sons Inc	✓	BB 133 15%	✓	✓	✓	✓	(A) ✓	(B) ✓				✓			(C) ✓	✓	$252,482.50
6																		
7																		
8																		
9																		
10																		

I hereby certify that all bids received in response to this invitation were opened under my personal supervision, and that the names of all bidders have been entered hereon.

SIGNATURE

TABULATED BY: [signature]
SIGNATURE

Date: 8/1/13

BASIS FOR AWARD:

- \ \ LOWEST RESPONSIVE & RESPONSIBLE BIDDER
- \ \ HIGHEST RESPONSIVE & RESPONSIBLE BIDDER
- \ \ OTHER AWARD
- \ \ THE BID
- \ \ COMBINDED TOTAL
- \ \ ITEM PER ITEM

INVITATION NUMBER: GIAA-C04-FY13	Antonio B. Won Pat International Airport Authority, Guam **NOTES/REMARKS FOR BID ABSTRACT**
PROJECT NO: GIAA-FY13-06-01	
GIAA TSA EXPANSION CCO & OFFICES/CONFERENCE ROOMS	

Vendor No.	COMMENTS
1	(A) DESIGNATES "STAR DELTA" FOR ELECTRICAL/"MER" FOR MECHANICAL (B) PROJ. LIST OF CURRENT & PAST W/RESUMES (C) GCL#1572, #CLB06-0108 FOR REQUIRED C-13, C-51
2	(A) DESIGNATES "ADVANCE ELECTRICAL SIC" FOR ELECTRICAL, FIRE ALARM, COMM, CCTV, INTRUSION/"UNI-ARC" FOR MECHANICAL (HVAC)/"WSM CONST. N CO." FOR FIRE SPRINKLER. (B) PROJ. LIST 2009-2013 W/RESUMES (C) GCL#CLB06-0065, #CLB06-0090, #5721 FOR REQUIRED C-13, C-51
3	(A) DESIGNATES "TORRES CONST. CORP." FOR ARCHITECTURAL/"ARMER CONST." FOR ELECTRICAL/"HYDRAIRE" FOR MECHANICAL (B) PROJ. LIST 2007-2012 W/RESUMES (C) GCL#CLB06-0010, #7547, #CLB10-0545 FOR REQUIRED C-13, C-51.
4	(A) "VRG CONST. CORP." FOR MECHANICAL (B) PROJ. LIST 1994-2011 W/RESUMES (C) GCL#1347, #CLB07-0193 FOR REQUIRED C-13, C-51
5	(A) SUBCONTRACTORS "NONE" (B) PROJ. LIST 2006-2013 W/RESUMES (C) GCL#3029 FOR REQUIRED C-13, C-51.
6	
7	
8	
9	
10	

Prepared By:

SIGNATURE

MAJOR SHAREHOLDERS DISCLOSURE AFFIDAVIT

CITY OF _____)
) ss.
ISLAND OF GUAM)

A. I, the undersigned, being first duly sworn, depose and say that I am an authorized representative of the offeror and that *[please check only one]:*

[ ] The offeror is an individual or sole proprietor and owns the entire (100%) interest in the offering business.

[ ] The offeror is a corporation, partnership, joint venture, or association known as *[please state name of offeror company],* and the persons, companies, partners, or joint venturers who have held more than 10% of the shares or interest in the offering business during the 365 days immediately preceding the submission date of the proposal are as follows *[if none, please so state]:*

Name	Address	% of Interest
BERNIE MARANAN	LATTE HEIGHTS	70
DANNY NATIVIDAD	MACHANANAO	20
BERNADETTE MARANAN	LATTE HEIGHTS	10

B. Further, I say that the persons who have received or are entitled to receive a commission, gratuity or other compensation for procuring or assisting in obtaining business related to the bid or proposal for which this affidavit is submitted are as follows *[if none, please so state]:*

Name	Address	% of Interest
NONE		

C. If the ownership of the offering business should change between the time this affidavit is made and the time an award is made or a contract is entered into, then I promise personally to update the disclosure required by 5 GCA §5233 by delivering another affidavit to the government.

_____
Signature of one of the following:
Offeror, if the offeror is an individual: Partner, if the offeror is a partnership; Officer, if the offeror is a corporation.

Subscribed and sworn to before me this 18th day of July, 2013.

_____
NOTARY PUBLIC
My commission expires: 9-14-2013

LEONIE N. SAGUN
Notary Public
In and for Guam, U.S.A.
My Commission Expires: Sept.14, 2013
P O. Box 24402, GMF Gu 96921

THIS AFFIDAVIT MUST BE COMPLETED AND RETURNED IN THE ENVELOPE CONTAINING THE BID

BOARD OF DIRECTORS OF THE
A.B. WON PAT INTERNATIONAL AIRPORT AUTHORITY, GUAM

RESOLUTION NO. __

RESOLUTION DETERMINING TO ISSUE AND SELL GENERAL REVENUE BONDS IN AN AGGREGATE PRINCIPAL AMOUNT NOT TO EXCEED $265,000,000, AND APPROVING AND AUTHORIZING RELATED DOCUMENTS, AGREEMENTS AND ACTIONS

WHEREAS, pursuant to Chapter 1 of Title 12 of the Guam Code Annotated, as amended (the "Act"), the A.B. Won Pat International Airport Authority, Guam (the "Authority"), is authorized (subject to the approval of the Legislature of Guam pursuant to Section 1208 of the Act and the approval of the Legislature and the Guam Economic Development Authority ("GEDA") pursuant to Section 50103(k) of Division 2 of Title 12 of the Guam Code Annotated, such approval by the Legislature being referred to herein as the "Bond Act") to issue and sell revenue bonds for the purpose of providing money to be used for the cost of the acquisition, purchase, construction, reconstruction, improvement, betterment or extension of the Antonio B. Won Pat Guam International Air Terminal, together with related facilities or other airports and related facilities (as more particularly described in the Act, the "Airport"), and for the purpose of refunding any bonds then outstanding under the Act, subject to the requirements and limitations set forth in the Act; and

WHEREAS, the Authority previously entered into an indenture, dated as of September 1, 2003, as supplemented and amended (the "Indenture"), providing for the issuance of A.B. Won Pat Guam International Airport Authority General Revenue Bonds, 2003 Series A, 2003 Series B, 2003 Series C and 2003 Series D (collectively, the "2003 Bonds"); and

WHEREAS, the Authority proposes to issue and sell one or more additional series of general revenue bonds under the Indenture (the "2013 Bonds") for the purposes of financing and refinancing the acquisition, construction, reconstruction, improvement, betterment and extension of the Airport, refunding the outstanding 2003 Bonds and paying related costs of issuance and funding a debt service reserve fund for the 2013 Bonds (collectively, the "Project"); and

WHEREAS, this Board of Directors (the "Board") has determined that it is in the best interests of the Authority to redeem or otherwise retire the outstanding 2003 Bonds, and that it is in the best interests of the Authority to issue the 2013 Bonds pursuant to the Act for the purposes described in this resolution; and

WHEREAS, this Board desires to authorize the appropriate officers and employees of the Authority to determine the terms of the 2013 Bonds to be issued and to proceed with arrangements for the sale of the 2013 Bonds; and

WHEREAS, pursuant to Section 50103(k) of Division 2 of Title 12 of the Guam Code Annotated, agencies and instrumentalities of the Government of Guam, including the Authority shall issue bonds and other obligations only by means of and through the agency of GEDA; and

WHEREAS, the Authority has paid or may pay certain expenditures (the "Reimbursement Expenditures") in connection with the Project within 60 days prior to the adoption of this Resolution, and prior to the issuance of the 2013 Bonds, for the purpose of financing costs associated with the Project on a long-term basis; and

WHEREAS, Section 1.103-8(a)(5) and Section 1.150-2 of the Treasury Regulations require the Authority to declare its reasonable official intent to reimburse prior expenditures for the Project with proceeds of a subsequent tax-exempt borrowing; and

WHEREAS, the Authority wishes to declare its intention to authorize the issuance of 2013 Bonds for the purpose of financing costs of the Project (including reimbursement of the Reimbursement Expenditures) in an aggregate principal amount not to exceed the maximum principal amount authorized to be issued by the Legislature of Guam and GEDA; and

WHEREAS, as required by Section 1208 of the Act and said Section 50103(k), the authorization provided by this resolution to sell and issue the 2013 Bonds is subject to the approval by the Legislature of Guam and GEDA of the terms and conditions of the 2013 Bonds and their issuance;

NOW, THEREFORE, BE IT RESOLVED, by the Board of Directors of the A.B. Won Pat International Airport Authority, Guam, as follows:

Section 1. The form of Supplemental Indenture (the "Supplemental Indenture"), among the Authority, Bank of Guam, as Trustee (the "Trustee") and U.S. Bank National Association, as Co-Trustee (the "Co-Trustee"), supplementing and amending the Indenture and providing for the issuance of the 2013 Bonds, presented to this meeting in substantially final form, is hereby approved, with such additions, changes and modifications as the Chairman of this Board, the Executive Manager of the Authority or members of the Authority staff designated in writing by said Chairman or Executive Manager (said Chairman, Executive Manager and designated staff, whether acting individually or collectively, are referred to herein as "Authorized Officers") may approve upon consultation with legal counsel, such approval to be conclusively evidenced by the form of such Supplemental Indenture executed by the Authorized Officers, who are hereby authorized and directed to execute the same. The final Supplemental Indenture shall specify the denomination or denominations and series designations in which the 2013 Bonds shall be issued.

Section 2. The form of Continuing Disclosure Agreement (the "Continuing Disclosure Agreement"), between the Authority and an initial dissemination agent to be named therein (the "Dissemination Agent"), presented to this meeting in substantially final form, is hereby approved, with such additions, changes and modifications as the Authorized Officers may approve upon consultation with legal counsel, such approval to be conclusively evidenced by the form of such Continuing Disclosure Agreement executed by the Authorized Officers, who are hereby authorized and directed to execute the same.

Section 3. The form of Bond Purchase Agreement (the "Bond Purchase Agreement"), between the Authority and Citigroup Global Markets Inc., as representative of the underwriters of the 2013 Bonds named therein (the "Underwriters"), presented to this meeting in

substantially final form, is hereby approved, with such additions, changes and modifications as the Authorized Officers may approve upon consultation with legal counsel, such approval to be conclusively evidenced by the form of such Bond Purchase Agreement executed by the Authorized Officers, who are hereby authorized and directed to execute the same.

Section 4. The form of Escrow Agreement (the "Escrow Agreement"), between the Authority and the escrow agent named therein, presented to this meeting in substantially final form, is hereby approved, with such additions, changes and modifications as the Authorized Officers may approve upon consultation with legal counsel, such approval to be conclusively evidenced by the form of such Escrow Agreement executed by the Authorized Officers, who are hereby authorized and directed to execute the same.

Section 5. The form of preliminary official statement ("Preliminary Official Statement") presented to this meeting in substantially final form is hereby approved, with such additions, changes and modifications as the Authorized Officers may approve upon consultation with legal counsel, such approval to be conclusively evidenced by the execution of a certificate deeming final the Preliminary Official Statement for purposes of Rule 15c2-12 of the U.S. Securities and Exchange Commission by the Authorized Officers. Each of the Authorized Officers is hereby authorized to execute and deliver such certificate, to authorize the Underwriters to distribute such Preliminary Official Statement to potential purchasers of the 2013 Bonds and other interested parties, and to execute and cause to be delivered a final official statement (the "Official Statement") to purchasers of the 2013 Bonds and other interested parties, with such additions, changes and modifications from the Preliminary Official Statement as the Authorized Officers may approve upon consultation with staff and legal counsel, such approval to be conclusively evidenced by the execution and delivery of such final Official Statement by one or more of the Authorized Officers. The Underwriters are hereby authorized to cause the Official Statement to be delivered to the purchasers of the 2013 Bonds and to be distributed in preliminary form in connection with the marketing and sale of the 2013 Bonds.

Section 6. The sale, issuance and delivery of the 2013 Bonds, pursuant to the Act and the Indenture as supplemented by the Supplemental Indenture, in one or more series and in an aggregate principal amount not to exceed $265,000,000, is hereby approved, subject to the approval of the Legislature of Guam and GEDA as described above.

The Bond Purchase Agreement shall specify the aggregate principal amount of 2013 Bonds to be issued (not to exceed $265,000,000), the number of series of such 2013 Bonds, the maturity or maturities (not later than October 1, 2044), and the fixed interest rate or rates of the 2013 Bonds (established in accordance with the Act and the Bond Act) and the price or prices at which the 2013 Bonds are sold (established in accordance with the Act and the Bond Act).

Notwithstanding any other provision of this resolution, the 2013 Bonds and all obligations of the Authority under the Indenture as supplemented shall be limited obligations payable solely from the revenues and other assets of the Authority available for such purpose and shall not be a debt or liability of the Government of Guam.

Said Authorized Officers are hereby also expressly authorized to arrange for such bond insurance, reserve fund surety bond or other supplemental security arrangements for all or such portion of the 2013 Bonds as they may deem in the public interest, and to enter into any other agreements or amendments deemed by them to be necessary or appropriate in connection therewith.

Section 7. The Authorized Officers of the Authority are hereby authorized and directed to do any and all things and to execute and deliver any and all certificates, agreements and documents which they may deem necessary or advisable in order to effectuate the purposes of this resolution. Such actions may include, but are not limited to, the distribution of information and material relating to the 2013 Bonds and the execution and delivery of a letter of representations regarding book-entry provisions to The Depository Trust Company, the publication of any notices and consummation of any proceedings necessary to comply with the Act and the Internal Revenue Code of 1986 (the "Code"), including requirements of the Tax Equity and Fiscal Responsibility Act of 1982, execution of any agreements, amendments, terminations, notices, consents or directions in connection with the refunding of the 2003 Bonds or the investment of any funds on deposit under the Indenture, execution and delivery of any tax certificate or other closing certificates or amendments to be delivered in connection with the issuance, sale and delivery of the 2013 Bonds and the refunding of the 2003 Bonds.

Section 8. This resolution is being adopted by the Authority for purposes of establishing compliance with the requirements of Section 1.103-8(a)(5) and Section 1.150-2 of the Treasury Regulations. In such regard, the Authority hereby declares its official intent to use proceeds of indebtedness to reimburse the Reimbursement Expenditures.

Section 9. All actions heretofore taken by the officers, representatives or agents of the Authority in connection with the issuance and sale of the 2013 Bonds are hereby ratified, confirmed and approved.

Section 10. This resolution shall take effect from and after its adoption.

SECRETARY'S CERTIFICATE

I, Amanda O'Brien-Rios, Secretary of the Board of Directors of the A.B. Won Pat International Airport Authority, Guam, hereby certify as follows:

The foregoing is a full, true and correct copy of a resolution duly adopted at a special meeting of the members of the Board of Directors of said Authority duly and legally held at the regular meeting place thereof on August 9, 2013, of which meeting all of said members had due notice and at which at least a majority thereof were present;

At said meeting said resolution was adopted by the following vote:

Ayes:

Noes:

Absent:

Said original resolution has not been amended, modified or rescinded since the date of its adoption, and the same is now in full force and effect.

Dated:

_____

Secretary of the Board of Directors

(SEAL)

The foregoing Resolution is hereby APPROVED for purposes of Section 1208 of Chapter 1 of Title 12 of the Guam Code Annotated.

EDWARD J.B. CALVO
Governor of Guam

A.B. WON PAT INTERNATIONAL AIRPORT AUTHORITY, GUAM

and

BANK OF GUAM,
as Trustee,

and

U.S. BANK NATIONAL ASSOCIATION,
as Co-Trustee

THIRD SUPPLEMENTAL INDENTURE

Dated as of [_____] 1, 2013

Relating to

$[Series A Par] A.B. Won Pat International Airport Authority, Guam
General Revenue Bonds, 2013 Series A

and

$[Series B Par] A.B. Won Pat International Airport Authority, Guam
General Revenue Bonds, 2013 Series B

and

$[Series C Par] A.B. Won Pat International Airport Authority, Guam
General Revenue Bonds, 2013 Series C

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THIS THIRD SUPPLEMENTAL INDENTURE, made and entered into and dated as of [_____] 1, 2013, by and among the A.B. WON PAT INTERNATIONAL AIRPORT AUTHORITY, GUAM, (formerly known as the A.B. Won Pat Guam International Airport Authority), a duly organized public corporation and autonomous instrumentality of the government of Guam (the "Authority"), BANK OF GUAM, a domestic banking corporation organized under the laws of Guam, authorized to do business within Guam and qualified to accept and administer the trusts hereby created, as trustee (the "Trustee") and depositary (the "Depositary"), and U.S. BANK NATIONAL ASSOCIATION, a national banking association organized under the laws of the United States of America and qualified to accept and administer the trusts hereby created, as co-trustee (the "Co-Trustee"), paying agent (the "Paying Agent") and registrar (the "Registrar"),

W I T N E S S E T H:

WHEREAS, pursuant to Chapter 1 of Title 12 of the Guam Code Annotated, as amended (as more fully described in the Indenture referred to herein, the "Act"), the Authority is authorized to issue and sell revenue bonds for the purpose of providing money to be used for the cost of the acquisition, purchase, construction, reconstruction, improvement, betterment or extension of the Airport (as defined in the Indenture hereinafter identified), and for the purpose of refunding any bonds then outstanding under the Act;

WHEREAS, the Authority has determined to issue revenue bonds for such purposes and to that end has duly authorized the execution and delivery of that certain Indenture, dated as of September 1, 2003, by and between the Authority and Bank of Hawaii (the "Original Trustee"), as predecessor trustee, as supplemented by that certain Supplemental Indenture, dated as of September 1, 2003, by and between the Authority and the Original Trustee (the "First Supplemental Indenture"), authorizing the issuance of the 2003 Bonds (as defined herein), and as further supplemented by that certain Supplemental Indenture, dated as of October 1, 2006, among the Authority, the Trustee and the Co-Trustee (the "Second Supplemental Indenture"), pursuant to which the Trustee and the Co-Trustee were appointed in replacement of the Original Trustee (as amended and supplemented, collectively, the "Indenture") to secure the payment of the principal thereof and the interest and premium, if any, thereon, and the observance of the covenants and conditions therein contained;

WHEREAS, revenue bonds may be issued pursuant to the Indenture and one or more indentures supplemental thereto (each, a "Supplemental Indenture"), from time to time, in an aggregate principal amount not limited except as therein provided, and said revenue bonds are to be designated as the "A.B. Won Pat Guam International Airport Authority General Revenue Bonds" (the "Bonds");

WHEREAS, it is now desirable and necessary and in the best interests of the Authority to authorize the issuance of $[Series A Par] principal amount of Bonds further designated as "2013 Series A Bonds", $[Series B Par] principal amount of Bonds further designated as "2013 Series B Bonds", and $[Series C Par] principal amount of Bonds further designated as "2013 Series C Bonds" (collectively, the "2013 Bonds") for the purposes set forth herein, including to refund all or a portion of the remaining outstanding 2003 Bonds;

WHEREAS, pursuant to and subject to the terms and conditions set forth in Public Law No. 32-62 (the "Refunding Bond Act"), the Legislature of Guam (as required by Section 50103(k) of Title 12, Guam Code Annotated (the "GEDA Law") and the Act) approved the terms and conditions of the issuance of said 2013 Bonds, so long as the 2013 Bonds meet the requirements set forth in the Refunding Bond Act;

WHEREAS, pursuant to the GEDA Law, the Guam Economic Development Authority has approved the sale of the 2013 Bonds pursuant to its Resolution No. 13-[___], adopted on _____, 2013;

WHEREAS, the 2013 Bonds shall be additional Bonds issued under the Indenture as supplemented hereby, in particular Section 3.04 thereof; and

WHEREAS, Section 9.01(A) of the Indenture provides that the Indenture may be modified or amended at any time by a Supplemental Indenture which shall become binding with the consents of the Owners of at least sixty percent (60%) in Accreted Value of the Bonds then Outstanding (calculated as set forth in the Indenture), provided that if such modification or amendment will, by its terms, not take effect so long as any bonds of any particular maturity or Series remain Outstanding, the consent of the Owners of Bonds of such maturity or Series shall not be required and such Bonds shall not be deemed to be Outstanding for the purpose of any such calculation of Outstanding Bonds;

WHEREAS, a matter has arisen under the Indenture regarding the establishment and application of the Bond Reserve Account Requirement in respect of Additional Bonds;

WHEREAS, the Authority has deemed it necessary and desirable to make provision in regard to such matter, and to clarify and supplement certain other provisions by making certain amendments to the Indenture, all as set forth in this Supplemental Indenture;

WHEREAS, the amendments effected by this Supplemental Indenture shall become effective upon the delivery of the 2013 Bonds and the concurrent defeasance of all of the Outstanding 2003 Bonds, and the Owners of the 2013 Bonds, by their purchase thereof, shall be deemed to have agreed and consented to such amendments;

WHEREAS, all acts, conditions and things required by the laws of the United States of America and the Government of Guam to exist, to have happened and to have been performed precedent to and in connection with the issuance of said 2013 Bonds exist, have happened, and have been performed in regular and due time, form and manner as required by law, and the Authority is now duly authorized and empowered, pursuant to each and every requirement of law, to issue said Bonds for the purpose, in the manner and upon the terms herein provided;

NOW, THEREFORE, THIS THIRD SUPPLEMENTAL INDENTURE WITNESSETH, in consideration of the premises and of the mutual covenants herein contained and of the purchase and acceptance of the 2013 Bonds by the owners thereof, and for other valuable considerations, the receipt whereof is hereby acknowledged, the Authority does hereby covenant and agree with the Trustee as follows:

ARTICLE XX

DEFINITIONS

Section 20.01 Definitions. Unless the context otherwise requires, the terms defined in the Indenture shall, for all purposes of this Supplemental Indenture and of any certificate, opinion or other document herein mentioned, have the meanings specified in the Indenture.

In addition, unless the context otherwise requires, the terms defined in this Section shall for all purposes of the Indenture and this Supplemental Indenture and of any certificate, opinion or other document herein mentioned, have the meanings herein specified.

Bond Year

"Bond Year" means, with respect to the 2013 Bonds, the period of twelve consecutive months ending on [October 1] of each year if 2013 Bonds are or will be Outstanding in such twelve-month period; provided that the first Bond Year shall commence on the date of delivery of the 2013 Bonds and end on [October 1], 2014.

DTC

"DTC" means The Depository Trust Company, New York, New York, and its successors and assigns.

Escrow Agent

"Escrow Agent" means U.S. Bank National Association, as Paying Agent for the Refunded Bonds and escrow agent appointed pursuant to the Escrow Agreement.

Escrow Agreement

"Escrow Agreement" means that certain Escrow Agreement, dated as of [_____] 1, 2013 by the Authority to the Escrow Agent relating to the establishment of an escrow fund for the purpose of the refunding of the Refunded Bonds.

Escrow Fund

"Escrow Fund" means the fund of that name to be established by the Escrow Agent pursuant to the Escrow Agreement.

Refunded Bonds

"Refunded Bonds" means the 2003 Bonds.

Rating Agency

Standard & Poor's and Moody's Investors Service are each designated as a Rating Agency with respect to the 2013 Bonds.

Representation Letter

"Representation Letter" means any representation letter delivered to or agreement with DTC with respect to the Bonds.

Serial Bonds

"Serial Bonds" means, with respect to the 2013 Bonds, the 2013 Bonds designated as such by Section 21.02, and for which no Mandatory Sinking Account Payments are provided.

Tax Maximum

"Tax Maximum" means, for any Series of Bonds, the lesser of: the greatest amount of principal, interest and premium, if any, required to be paid in any Fiscal Year on such Series; one hundred and twenty-five percent (125%) of average amount of principal, interest and premium, if any, required to be paid on such Series during all Fiscal Years in which such Series will be Outstanding, calculated as of the date of issuance of such Series; or, ten percent of the proceeds of such Series, as "proceeds" is defined for purposes of Section 148(d) of the Code.

Term Bonds

"Term Bonds" means, with respect to the 2013 Bonds, the 2013 Bonds designated as such by Section 21.02, and for which Mandatory Sinking Account Payments are scheduled.

[2003 Bond Insurance Policy

"2003 Bond Insurance Policy" means the financial guaranty insurance policy issued by the 2003 Bond Insurer, guaranteeing the scheduled payment of the principal of and interest on the 2003 Bonds when due.]

[2003 Bond Insurer

"2003 Bond Insurer" means MBIA Insurance Corporation, a New York corporation, or any successor thereto or assignee thereof.]

2003 Bonds, 2003 Series A Bonds, 2003 Series B Bonds, 2003 Series C Bonds, 2003 Series D Bonds

"2003 Bonds" means the 2003 Series A Bonds, the 2003 Series B Bonds, the 2003 Series C Bonds and the 2003 Series D Bonds, collectively.

"2003 Series A Bonds" means the $25,810,000 original principal amount of A.B. Won Pat Guam International Airport Authority General Revenue Bonds, 2003 Series A, originally issued on September 30, 2003.

"2003 Series B Bonds" means the $34,790,000 original principal amount of A.B. Won Pat Guam International Airport Authority General Revenue Bonds, 2003 Series B, originally issued on September 30, 2003.

"2003 Series C Bonds" means the $151,305,000 original principal amount of A.B. Won Pat Guam International Airport Authority General Revenue Bonds, 2003 Series C, originally issued on September 30, 2003.

"2003 Series D Bonds" means the $4,345,000 original principal amount of A.B. Won Pat Guam International Airport Authority General Revenue Bonds, 2003 Series D (Taxable), originally issued on September 30, 2003.

[2003 Credit Agreement

"2003 Credit Agreement" means the Reimbursement and Indemnity Agreement, dated as of September 1, 2003, by and between the Authority and the 2003 Bond Insurer.]

[2003 Investment Agreement

"2003 Investment Agreement" means the Investment Agreement, dated as of October 30, 2003, by and between the Authority and [CDC Funding Corp.] and the Co-Trustee.]

2013 Authorized Amount

"2013 Authorized Amount" means $[_____] in the aggregate, composed of 2013 Series A Bonds which may be issued and Outstanding under this Supplemental Indenture in an amount not exceeding $[Series A Par], 2013 Series B Bonds which may be issued and Outstanding under this Supplemental Indenture in an amount not exceeding $[Series B Par], and 2013 Series C Bonds which may be issued and Outstanding under this Supplemental Indenture in an amount not exceeding $[Series C Par].

2013 Bond Reserve Account

"2013 Bond Reserve Account" means the Bond Reserve Account established with respect to the 2013 Bonds.

2013 Bond Reserve Account Requirement

"2013 Bond Reserve Account Requirement" has the meaning given thereto in Section 22.05 hereof.

2013 Bond Reserve Account Bonds

"2013 Bond Reserve Account Bonds" has the meaning given thereto in Section 22.05 hereof.

2013 Bonds, 2013 Tax-Exempt Bonds, 2013 Series A and B Bonds, 2013 Series A Bonds, 2013 Series B Bonds, 2013 Series C Bonds

"2013 Bonds" means the 2013 Series A Bonds, the 2013 Series B Bonds and the 2013 Series C Bonds, collectively.

"2013 Tax-Exempt Bonds" means the 2013 Series A Bonds, the 2013 Series B Bonds and the 2013 Series C Bonds, collectively.

"2013 Series A and B Bonds" means the 2013 Series A Bonds and the 2013 Series B Bonds, collectively.

"2013 Series A Bonds" means the $[Series A Par] principal amount of A.B. Won Pat International Airport Authority, Guam General Revenue Bonds, 2013 Series A.

"2013 Series B Bonds" means the $[Series B Par] principal amount of A.B. Won Pat International Airport Authority, Guam General Revenue Bonds, 2013 Series B.

"2013 Series C Bonds" means the $[Series C Par] principal amount of A.B. Won Pat International Airport Authority, Guam General Revenue Bonds, 2013 Series C.

2013 Series [A/B/C] Projects

"2013 Series [A/B/C] Projects" means [to come].

ARTICLE XXI

AUTHORIZATION AND TERMS OF THE 2013 BONDS

Section 21.01 Authorization of 2013 Bonds. The following Series of Bonds are hereby authorized and created under the Act for the purpose[(s)] of (i) [financing and refinancing the 2013 Series [A/B/C] Projects (ii)] refunding the Refunded Bonds and (iii) paying related Costs of Issuance. Such Series of Bonds are hereby designated as, respectively, "A.B. Won Pat International Airport Authority, Guam General Revenue Bonds, 2013 Series A," "A.B. Won Pat International Airport Authority, Guam General Revenue Bonds, 2013 Series B", and "A.B. Won Pat International Airport Authority, Guam General Revenue Bonds, 2013 Series C." The aggregate principal amount of 2013 Bonds authorized to be issued and outstanding hereunder is expressly limited to the 2013 Authorized Amount.

The 2013 Series A Bonds, the 2013 Series B Bonds and the 2013 Series C Bonds shall collectively be treated as a single Series under the Indenture.

Section 21.02 Terms of 2013 Bonds; Appointments; Designations.

The 2013 Bonds shall be issued as fully registered Bonds without coupons in the denominations of $5,000 or any integral multiple thereof. The 2013 Bonds shall be dated their date of delivery, and interest thereon (based on a 360-day year of twelve thirty-day months) shall

be payable on [April 1 and October 1] of each year, commencing [October 1, 2013], (each, an "Interest Payment Date" for the 2013 Bonds).

The 2013 Series A Bonds shall mature on the dates and in the amounts and shall bear interest at the rates per annum specified in the following table:

Maturity Date ([October 1])	Principal Amount	Interest Rate
	$	%

The Principal Payment Period for the 2013 Series A Bonds shall be the twelve calendar months next preceding each maturity date for such Bonds. [The 2013 Series A Bonds are Serial Bonds/ Term Bonds.]

The 2013 Series B Bonds shall mature on the dates and in the amounts and shall bear interest at the rates per annum specified in the following table:

Maturity Date ([October 1])	Principal Amount	Interest Rate
	$	%

The Principal Payment Period for the 2013 Series B Bonds shall be the twelve calendar months next preceding each maturity date for such Bonds. [The 2013 Series B Bonds are Serial Bonds/ Term Bonds.]

The 2013 Series C Bonds shall mature on the dates and in the amounts and shall bear interest at the rates per annum specified in the following table:

Maturity Date ([October 1])	Principal Amount	Interest Rate
	$	%

The Principal Payment Period for the 2013 Series C Bonds shall be the twelve calendar months next preceding each maturity date for such Bonds. [The 2013 Series C Bonds are Serial Bonds/ Term Bonds.]

The Record Date for all scheduled payments of principal of and interest on the 2013 Bonds shall be the 15th day of the calendar month next preceding the date each such payment is due, whether or not such 15th day is a Business Day.

The Co-Trustee is hereby appointed Depositary for the 2013 Bond Reserve Account, and Paying Agent and Registrar for the 2013 Bonds, and the Co-Trustee's corporate trust office in Los Angeles, California, is hereby confirmed as being designated the Principal Office of the Co-Trustee; provided, however, that, with respect to the transfer, registration, exchange and cancellation of the 2013 Bonds, the office of the Paying Agent in St. Paul, Minnesota shall be the Principal Office of the Co-Trustee.

The Trustee is hereby appointed Depositary for the Series 2013 Costs of Issuance Account and the Series 2013 Rebate Account.

The principal of and premium, if any, on each 2013 Bond shall be payable in lawful money of the United States of America to the Owner of such Bond, upon the surrender of such Bond at the Principal Office of any Paying Agent for such Bond. The interest on each 2013 Bond shall be payable in like lawful money to the person whose name appears on the bond registration books of the Registrar for such Bond as the Owner of such Bond as of the close of business on the Record Date for such Bond preceding the Interest Payment Date, whether or not such Record Date is a Business Day, such interest to be paid by check or mailed by first class mail to such Owner at such address as appears on such registration books or at such address as such Owner may have filed with the Registrar for that purpose. Upon the written request of a registered owner of one million dollars ($1,000,000) or more in aggregate principal amount of 2013 Bonds, payment of interest on and principal (including Redemption Price) of such Bonds shall be made by wire transfer from the Paying Agent to the registered owner of such Bonds. Any such principal payment by wire transfer shall nevertheless be subject to prior surrender of the 2013 Bonds with respect to which such payment is made. Each payment of interest or principal on 2013 Bonds, whether by check, draft or wire transfer, shall be accompanied by information specifying for each maturity of such Bonds with respect to which such payment is being made, the amount and the CUSIP number (if available).

Each 2013 Bond shall bear interest from the Interest Payment Date next preceding the date of authentication thereof unless it is authenticated as of a day during the period from the Record Date preceding any Interest Payment Date to the Interest Payment Date, inclusive, in which event it shall bear interest from such Interest Payment Date, or unless it is authenticated on or before [September 15, 2013], in which event it shall bear interest from its date of delivery; provided, however, that if, at the time of authentication of any 2013 Bond, interest is in default on Outstanding Bonds of such Series, such Bond shall bear interest from the Interest Payment Date to which interest has previously been paid or made available for payment on the Outstanding Bonds of such Series.

The Registrar for the 2013 Bonds shall assign each 2013 Bond authenticated and registered by it a distinctive letter, or number, or letter and number, and shall maintain a record thereof which shall be available to the Authority for inspection.

The 2013 Bonds, the Registrar's certificate of authentication and registration and the form of assignment to appear thereon shall be in substantially the forms set forth in Exhibit A hereto, respectively, with necessary or appropriate variations, omissions and insertions as permitted or required by the Indenture.

Section 21.03 Terms of Redemption of the 2013 Bonds. (A) The Authority shall have the right to redeem 2013 Bonds on any date prior to their respective stated maturities, as a whole, or in part by lot within each maturity so that the reduction in Annual Debt Service for the 2013 Bonds for each Bond Year after such redemption date shall be as nearly proportional as practicable, from and to the extent of proceeds received by the Authority due to a governmental taking of the Airport or portions thereof by eminent domain proceedings, if such amounts are not used for additions, improvements or extensions to the Airport, under the circumstances and upon the conditions and terms set forth in the Indenture, at the principal amount thereof plus interest accrued thereon, without premium.

(B) The 2013 Bonds maturing after [October 1], 2013 [(other than the 2013 Series __ Bonds maturing [October 1], 20__ and [October 1], 20__, as set forth below)] are subject to redemption prior to their respective stated maturities, at the option of the Authority, from any source of available moneys, on any date on or after [October 1], 20__, as a whole, or in part by such maturity or maturities or portions thereof as may be determined by the Authority (or by lot within a maturity in the absence of such a determination), at a Redemption Price equal to the principal amount thereof to be redeemed plus accrued interest thereon to the date fixed for redemption.

(C) The 2013 Bonds maturing on October 1, 20__ (the "Series __ 20__ Term Bonds") are also subject to redemption prior to their stated maturity in part, by lot, from Mandatory Sinking Account Payments established for such maturity in this subsection, upon payment of the principal amount thereof and accrued interest thereon to the date fixed for redemption, without premium. Subject to the terms and conditions set forth in this Section and in the Indenture, such Series __ 20__ Term Bonds shall be redeemed (or paid at maturity, as the case may be) by application of Mandatory Sinking Account Payments for such Series __ 20__ Term Bonds, in the amounts (after giving effect to the credits provided for in Section 5.05 of the Indenture) and on October 1 in the years hereinafter set forth:

Mandatory Sinking Account Payments for
Bonds Due October 1, 20__

Year	Amount
20__	$
20__	
20__*	

* maturity

Section 21.04 Special Covenants as to Book-Entry Only System for 2013 Bonds. (a) Except as otherwise provided in subsections (b) and (c) of this Section 21.04, all of the 2013 Bonds initially issued shall be registered in the name of Cede & Co., as nominee for The Depository Trust Company, New York, New York ("DTC"), or such other nominee as DTC shall request pursuant to the Representation Letter. Payment of the interest on any 2013 Bond registered in the name of Cede & Co. shall be made on each interest payment date for such 2013 Bonds to the account, in the manner and at the address indicated in or pursuant to the Representation Letter.

(b) The 2013 Bonds initially shall be issued in the form of a single authenticated fully registered bond for each stated maturity of each portion of such 2013 Bonds, representing the aggregate principal amount of the 2013 Bonds of such portion and maturity. Upon initial issuance, the ownership of all such 2013 Bonds shall be registered in the registration records maintained by the Registrar pursuant to Section 2.05 of the Indenture in the name of Cede & Co., as nominee of DTC, or such other nominee as DTC shall request pursuant to the Representation Letter. The Trustee, the Co-Trustee, the Registrar, the Authority and any paying agent may treat DTC (or its nominee) as the sole and exclusive owner of the 2013 Bonds registered in its name for the purposes of payment of the principal or redemption price of and interest on such 2013 Bonds, selecting the 2013 Bonds or portions thereof to be redeemed, giving any notice permitted or required to be given to Bondowners hereunder, registering the transfer of 2013 Bonds, obtaining any consent or other action to be taken by Bondowners of the 2013 Bonds and for all other purposes whatsoever; and the Trustee, the Co-Trustee, the Registrar, the Authority and any paying agent shall not be affected by any notice to the contrary. Neither the Trustee, the Co-Trustee, the Authority nor any paying agent shall have any responsibility or obligation to any Participant (which shall mean, for purposes of this Section 21.04, securities brokers and dealers, banks, trust companies, clearing corporations and other entities, some of whom directly or indirectly own DTC), any person claiming a beneficial ownership interest in the 2013 Bonds under or through DTC or any Participant, or any other person which is not shown on the registration records as being a Bondowner, with respect to (i) the accuracy of any records maintained by DTC or any Participant, (ii) the payment by DTC or any Participant of any amount in respect of the principal or redemption price of or interest on the 2013 Bonds, (iii) any notice which is permitted or required to be given to Holders of the 2013 Bonds hereunder, (iv) the selection by DTC or any Participant of any person to receive payment in the event of a partial redemption of the 2013 Bonds, or (v) any consent given or other action taken by DTC as Holder of the 2013 Bonds. The Paying Agent shall pay all principal of

and premium, if any, and interest on the 2013 Bonds only at the times, to the accounts, at the addresses and otherwise in accordance with the Representation Letter, and all such payments shall be valid and effective to satisfy fully and discharge the Authority's obligations with respect to the principal of and premium, if any, and interest on the 2013 Bonds to the extent of the sum or sums so paid. Upon delivery by DTC to the Trustee of written notice to the effect that DTC has determined to substitute a new nominee in place of its then existing nominee, the 2013 Bonds will be transferable to such new nominee in accordance with subsection (f) of this Section 21.04.

(c) In the event that the Authority elects to discontinue the book-entry system for any 2013 Bonds, the Trustee shall, upon the written instruction of the Authority, so notify DTC, whereupon DTC shall notify the Participants of the availability through DTC of bond certificates. In such event, such 2013 Bonds will be transferable in accordance with subsection (f) of this Section 21.04. DTC may determine to discontinue providing its services with respect to the 2013 Bonds at any time by giving written notice of such discontinuance to the Authority or the Trustee and discharging its responsibilities with respect thereto under applicable law. In such event, the 2013 Bonds will be transferable in accordance with subsection (f) of this Section 21.04. Whenever DTC requests the Authority and the Trustee to do so, the Trustee and the Authority will cooperate with DTC in taking appropriate action after reasonable notice to arrange for another securities depository to maintain custody of all certificates evidencing the 2013 Bonds then Outstanding. In such event, the 2013 Bonds will be transferable to such securities depository in accordance with subsection (f) of this Section 21.04, and thereafter, all references in this Supplemental Indenture to DTC or its nominee shall be deemed to refer to such successor securities depository and its nominee, as appropriate.

(d) Notwithstanding any other provision of this Supplemental Indenture to the contrary, so long as all 2013 Bonds Outstanding are registered in the name of any nominee of DTC, all payments with respect to the principal of and premium, if any, and interest on each such 2013 Bond and all notices with respect to each such 2013 Bond shall be made and given, respectively, to DTC as provided in the Representation Letter.

(e) The Trustee is hereby authorized and requested to execute and deliver the Representation Letter and, in connection with any successor nominee for DTC or any successor depository, enter into comparable arrangements, and shall have the same rights with respect to its actions thereunder as it has with respect to its actions under this Supplemental Indenture.

(f) In the event that any transfer or exchange of 2013 Bonds is authorized under subsection (b) or (c) of this Section 21.04, such transfer or exchange shall be accomplished upon receipt by the Registrar from the registered owner thereof of the 2013 Bonds to be transferred or exchanged and appropriate instruments of transfer to the permitted transferee, all in accordance with the applicable provisions of Sections 2.03 and 2.04 of the Indenture. In the event 2013 Bond certificates are issued to Holders other than Cede & Co., its successor as nominee for DTC as holder of all the 2013 Bonds, another securities depository as holder of all the 2013 Bonds, or the nominee of such successor securities depository, the provisions of Sections 2.03 and 2.04 of the Indenture shall also apply to, among other things, the registration, exchange and transfer of the 2013 Bonds and the method of payment of principal of, premium, if any, and interest on the 2013 Bonds.

ARTICLE XXII

ISSUANCE OF 2013 BONDS; CREATION OF ACCOUNTS; APPLICATION OF PROCEEDS

Section 22.01 Issuance of 2013 Bonds. At any time after the execution and delivery of this Supplemental Indenture, the Authority may sell and execute and the Registrar for the 2013 Bonds shall authenticate and, upon the Order of the Authority, deliver 2013 Series A Bonds in an aggregate principal amount not to exceed $[Series A Par], 2013 Series B Bonds in an aggregate principal amount not to exceed $[Series B Par], and 2013 Series C Bonds in an aggregate principal amount not to exceed $[Series C Par].

Section 22.02 Application of Proceeds of 2013 Bonds and Other Moneys; Defeasance of Refunded Bonds. (A) The net proceeds received by the Authority from the sale of the 2013 Bonds shall be deposited with the Co-Trustee, who shall forthwith transfer or apply, as applicable, such proceeds in the following manner, as directed by a Request of the Authority:

(1) The proceeds received from the sale of the 2013 Series A Bonds shall be applied by the Co-Trustee in the following manner, as directed by a Request of the Authority:

(a) [the Co-Trustee shall transfer to the Escrow Agent, for deposit in the Escrow Fund, an amount equal to $_____;]

(b) [the Co-Trustee shall deposit in the 2013 Bond Reserve Account an amount equal to $_____;]

(c) [the Co-Trustee shall transfer $_____ to the Trustee for deposit in the 2013 Series A Construction Account of the Construction Fund;] and

(d) the Co-Trustee shall transfer to the 2013 Costs of Issuance Account Depositary, for deposit in the 2013 Costs of Issuance Account, the balance of such proceeds.

(2) The proceeds received from the sale of the 2013 Series B Bonds shall be applied by the Co-Trustee in the following manner, as directed by a Request of the Authority:

(a) [the Co-Trustee shall transfer to the Escrow Agent, for deposit in the Escrow Fund, an amount equal to $_____;]

(b) [the Co-Trustee shall deposit in the 2013 Bond Reserve Account an amount equal to $_____;]

(c) [the Co-Trustee shall transfer $_____ to the Trustee for deposit in the 2013 Series B Construction Account of the Construction Fund;] and

(d) the Co-Trustee shall transfer to the 2013 Costs of Issuance Account Depositary, for deposit in the 2013 Costs of Issuance Account, the balance of such proceeds.

(3) The proceeds received from the sale of the 2013 Series C Bonds shall be applied by the Co-Trustee in the following manner, as directed by a Request of the Authority:

(a) [the Co-Trustee shall transfer to the Escrow Agent, for deposit in the Escrow Fund, an amount equal to $_____;]

(b) [the Co-Trustee shall deposit in the 2013 Bond Reserve Account an amount equal to $_____;]

(c) [the Co-Trustee shall transfer $_____ to the Trustee for deposit in the 2013 Series C Construction Account of the Construction Fund;] and

(d) the Co-Trustee shall transfer to the 2013 Costs of Issuance Account Depositary, for deposit in the 2013 Costs of Issuance Account, the balance of such proceeds.

(B) [*other transfers or deposits or release of amounts relating to Refunded Bonds, if any – to come*].

Section 22.03 Establishment and Application of the 2013 Costs of Issuance Account. (A) The Trustee, as 2013 Costs of Issuance Account Depositary, shall establish within the A.B. Won Pat Guam International Airport Authority construction fund (created by Section 1205 of the Act) and maintain and hold in trust under the Indenture a separate account designated as the "2013 Costs of Issuance Account". Amounts in the 2013 Costs of Issuance Account shall be used and withdrawn, as provided in the Indenture, solely for the payment of Costs of Issuance of the 2013 Bonds.

(B) Upon the earlier to occur of (i) receipt by the Trustee of a Certificate of the Authority to the effect that all Costs of Issuance for the 2013 Bonds have been paid and (ii) 180 days after the Date of Issuance, any moneys remaining on deposit in the 2013 Costs of Issuance Account shall be transferred to the Revenue Fund.

Section 22.04 Establishment and Application of Accounts Within Construction Fund. [The Trustee, as Construction Fund Depositary, shall establish within the A.B. Won Pat Guam International Airport Authority construction fund (created by Section 1205 of the Act) a separate account (the "2013 Series [A/B/C] Construction Account") which shall be applied in accordance with Section 3.03 for the purpose of paying, or reimbursing the Authority for the payment of, costs of the 2013 Series [A/ B/C/D] Projects. No transfers shall be made after the Interest Payment Date next succeeding the date of receipt by the Trustee and the Co-Trustee of a Certificate of the Authority to the effect that the 2013 Series [A/ B/C/D] Projects have been completed.]

Section 22.05 Designation of Bond Reserve Account Requirement for 2013 Bonds; Credit Facility. [The Bond Reserve Account Requirement in respect of the 2013 Bonds (the "2013 Bond Reserve Account Requirement") is hereby established as a pooled Bond Reserve Account Requirement to secure repayment of each Series of the 2013 Bonds and any one or more subsequently issued Series of Bonds designated in a Supplemental Indenture as having the same pooled Bond Reserve Account Requirement (collectively, the "2013 Bond Reserve Account Bonds") and shall be an amount equal to (a) the lesser of (i) Maximum Annual Debt Service on all Outstanding 2013 Bond Reserve Account Bonds, or (ii) one hundred and twenty-five percent (125%) of average Annual Debt Service on all Outstanding 2013 Bond Reserve Account Bonds or (b) the amount described in the next sentence. If at the time of issuance of a Series of 2013 Bond Reserve Account Bonds, the amount required to be added to the 2013 Bond Reserve Account to make the balance in the 2013 Bond Reserve Account equal to the lesser of Maximum Annual Debt Service on all Outstanding 2013 Bond Reserve Account Bonds or one hundred and twenty-five percent (125%) of average Annual Debt Service on all Outstanding 2013 Bond Reserve Account Bonds exceeds the Tax Maximum calculated with respect to such Series of 2013 Bond Reserve Account Bonds, then the 2013 Bond Reserve Account Requirement shall mean the 2013 Bond Reserve Account Requirement in effect immediately prior to the issuance of that Series of 2013 Bond Reserve Account Bonds, plus the Tax Maximum calculated with respect to that Series of 2013 Reserve Account Bonds. Moneys in the 2013 Bond Reserve Account shall be invested in Investment Securities paying interest and maturing, or subject to liquidation at the option of the Authority at a price equal to the par amount thereof plus accrued interest, not later than five (5) years from the date of such investment. The amount on deposit in the 2013 Bond Reserve Account (including any investments held therein) shall be determined by the Trustee, not less frequently than annually and upon Request of the Authority, as the fair market value thereof as of the date of such determination.]

ARTICLE XXIII

TAX COVENANTS

Section 23.01 2013 Rebate Account.

(A) The Trustee, as 2013 Rebate Account Depositary, shall establish and maintain within the Rebate Fund a separate subaccount designated as the "2013 Rebate Account." There shall be deposited in the 2013 Rebate Account from amounts in the Operation and Maintenance Fund or other lawfully available moneys such amounts as are required to be deposited therein pursuant to the Tax Certificate delivered by the Authority in connection with the issuance of the 2013 Tax-Exempt Bonds. All money at any time deposited in the 2013 Rebate Account shall be held by the Trustee in trust, to the extent required to satisfy the Rebate Requirement for the 2013 Tax-Exempt Bonds, for payment to the United States of America, and the United States of America is hereby granted a first lien on such money until such payment. All amounts required to be deposited into or on deposit in the 2013 Rebate Account shall be governed exclusively by this Section and by such Tax Certificate (which is incorporated herein by reference).

In the event that the amount in the 2013 Rebate Account exceeds the Rebate Requirement for the 2013 Tax-Exempt Bonds, upon the Request of the Authority, the Trustee shall transfer the excess from the 2013 Rebate Account to the Revenue Fund.

(B) Notwithstanding any provisions of this Section, if the Authority shall provide to the Trustee an opinion of Bond Counsel that any specified action required under this Section is no longer required or that some further or different action is required to maintain the exclusion from federal income tax of interest on any Series of Bonds, the Trustee and the Authority may conclusively rely on such opinion in complying with the requirements of this Section, and, notwithstanding Article IX of the Indenture, the covenants hereunder shall be deemed to be modified to that extent.

Section 23.02 Tax Covenants for 2013 Bonds. (A) The Authority intends that interest on the 2013 Tax-Exempt Bonds be excluded from gross income for federal income tax purposes, that the 2013 Bonds and the interest thereon be exempt from taxation by any state or political subdivision or the District of Columbia and that interest on the [2013 Series A and B Bonds] not be treated as a specific preference item for purposes of the federal individual and corporate alternative minimum taxes. The Authority reserves the right to determine the desired tax status of any additional Series of Bonds.

(A) The Authority shall not use or permit the use of any proceeds of the 2013 Tax-Exempt Bonds or any other funds of the Authority, directly or indirectly, to acquire any securities or obligations, and shall not use or permit the use of any amounts received by the Authority in any manner, and shall not take or permit to be taken any other action or actions, which would cause any such Bond to be an "arbitrage bond" within the meaning of Section 148 of the Code or to be "federally guaranteed" within the meaning of Section 149(b) of the Code.

(B) The Authority shall at all times do and perform all acts and things permitted by law and this Indenture which are necessary or desirable in order to assure that interest paid on the 2013 Tax-Exempt Bonds (or on any of them) shall be excluded from gross income for federal income tax purposes and that interest paid on the [2013 Series A and B] Bonds shall not be treated as a specific preference item for purposes of the federal individual and corporate alternative minimum taxes.

ARTICLE XXIV

AMENDMENTS TO INDENTURE AND MISCELLANEOUS

Section 24.01 Amendment to Section 1.01. The following definition is hereby amended and restated in its entirety (solely for convenience of the reader, insertions appear as **bold underlined** text and deletions appear as ~~*strikethrough italicized*~~ text):

> "Bond Reserve Account Requirement" means, as of any particular date of calculation, with respect to any Series of Bonds **for which a Bond Reserve Account Requirement is established**, an amount equal to the amount calculated for such date as specified by the Supplemental Indenture providing for the issuance of such Series of Bonds~~, *but not less than the least as of such date for such Series of (i) Maximum Annual Debt Service on all such Bonds, (ii) one hundred twenty five percent (125%) of average Annual Debt Service on all such Bonds, or (ii) ten percent (10%) of the original principal amount of such Series*~~.

Section 24.02 Amendments to Section 3.05; Designation of 2013 Bonds as "Initial Bonds."

(A) Section 3.05(A)(3) of the Indenture is hereby amended and restated as follows (solely for convenience of the reader, insertions appear as **bold underlined** text and deletions appear as ~~*strikethrough italicized*~~ text):

> "the amount of the Bond Reserve Account Requirement for such Series, **if any, and if so established, whether the Bond Reserve Account Requirement shall apply solely for such Series or on a pooled basis and, if on a pooled basis, the Series of Bonds which shall be secured by the related pooled Bond Reserve Account to which such Bond Reserve Account Requirement applies;**"

(B) Section 3.05(B)(1)(c)(i)(B) of the Indenture is hereby amended and restated as follows (solely for convenience of the reader, insertions appear as **bold underlined** text and deletions appear as ~~*strikethrough italicized*~~ text):

> A certificate of ~~*a Consulting Engineer*~~ **the Authority** setting forth (I) the projected Date of Beneficial Occupancy for the Project or Projects for which such Series of Bonds is being issued and for any other uncompleted Projects, and (II) an estimate of the cost of construction of such Projects;

(C) Section 3.05 of the Indenture is hereby amended to add the following subsection (C), as follows:

> (C) Notwithstanding the foregoing, the requirements of Section 3.05(B) shall not apply to the issuance of one or more series of Additional Bonds if, not later than the date of issuance and delivery of such Additional Bonds (which shall be the same date for all such Bonds), the Authority delivers a certificate to the Trustee stating that (i) on and as of such date, such Bonds are the only Bonds Outstanding under the Indenture, and (ii) no Parity Payment Agreements are then in effect. Such Additional Bonds shall be designated as "initial Bonds" in the related Supplemental Indenture.

(D) The 2013 Bonds are hereby designated "initial Bonds" for purposes of Section 3.05(C) of the Indenture, as amended by Section 24.01(C) hereof.

Section 24.03 Amendment and Restatement of Section 5.06. Section 5.06 of the Indenture is hereby amended and restated as follows (solely for convenience of the reader, insertions appear as **bold underlined** text and deletions appear as ~~strikethrough~~ text):

> All amounts in each Bond Reserve Account shall be used and withdrawn by the Trustee solely for the purpose of paying debt service on the Series of Bonds (including Payment Agreement Payments to the extent provided in any Supplemental Indenture) for which such Account was established in the event of a deficiency in the Debt Service Fund, in the manner and to the extent set forth in Section 5.11. **The Supplemental Indenture for any Series of Bonds may establish a pooled Bond Reserve Account Requirement for the Series of Bonds to be issued under such Supplemental Indenture and any one or more subsequently issued Series of Bonds with the same pooled Bond Reserve Account Requirement, in which case the Bond Reserve Account Requirement for the initial such Series of Bonds shall be deposited in the applicable Bond Reserve Account in an account solely for the benefit of those Bonds and any Additional Bonds designated in a related Supplemental Indenture as having the same pooled Bond Reserve Account Requirement, and on the date of issuance of any such Additional Bonds, there shall be deposited in the aforementioned account the amount necessary to increase the balance in such account to an amount equal to the Bond Reserve Account Requirement for all Bonds secured by that account.** So long as the Authority is not in default hereunder, any amount in any Bond Reserve Account in excess of its Bond Reserve Account Requirement shall be transferred to the Revenue Fund. A Supplemental Indenture providing for the issuance of a Series of Bonds may provide that income derived from the investment of the proceeds of such Series in the Bond Reserve Account for such Series prior to the completion of each Project for which such Bonds were issued

shall be deposited in the Construction Account for such Project. Otherwise, such income shall be deposited in the Revenue Fund.

If and to the extent provided by a Supplemental Indenture authorizing the issuance of a Series of Bonds, the Bond Reserve Account Requirement for ~~*such Series*~~ **the Bond Reserve Account, if any, securing such Series** may be wholly or partially satisfied by a Credit Facility. Notwithstanding anything to the contrary contained hereinbefore in this Section or in Article IV, such Supplemental Indenture may also provide that if a drawing or other claim on such Credit Facility is honored, amounts available under Section 5.02(C) for deposit in the applicable Bond Reserve Account shall be applied by the Trustee to reimburse, as soon as practicable, the amount of each payment honoring such drawing or other claim, and the Trustee shall give any notice of such reimbursement required by the applicable Credit Agreement.

Section 24.04 Qualification of Depositary. Notwithstanding the requirements of Section 8.03(F)(3) of the Indenture, U.S. Bank National Association is hereby designated, ratified and confirmed as a Fiduciary pursuant to the Indenture, and duly appointed to act as a Depositary hereunder.

IN WITNESS WHEREOF, the A.B. WON PAT INTERNATIONAL AIRPORT AUTHORITY, GUAM has caused this Third Supplemental Indenture to be signed in its name by its duly authorized officers under its seal; and BANK OF GUAM and U.S. BANK NATIONAL ASSOCIATION have caused this THIRD SUPPLEMENTAL INDENTURE to be signed in their respective corporate names by one of their authorized officers, all as of the day and year first above written.

A.B. WON PAT INTERNATIONAL
AIRPORT AUTHORITY, GUAM

By _____
Chairman

[SEAL]

By _____
Executive Manager

BANK OF GUAM, as Trustee

By _____
Authorized Officer

U.S. BANK NATIONAL ASSOCIATION,
as Co-Trustee

By _____
Authorized Officer

The undersigned BANK OF GUAM hereby accepts and agrees to perform the duties and obligations of Depositary for the 2013 Costs of Issuance Account and the 2013 Rebate Account under this THIRD SUPPLEMENTAL INDENTURE.

BANK OF GUAM, as Trustee

By _____
Authorized Officer

The undersigned U.S. BANK NATIONAL ASSOCIATION hereby accepts and agrees to perform the duties and obligations of Depositary for the 2013 Bond Reserve Account, Registrar and Paying Agent under this THIRD SUPPLEMENTAL INDENTURE.

U.S. BANK NATIONAL ASSOCIATION,
as Co-Trustee

By _____
Authorized Officer

EXHIBIT A

FORM OF BOND

No. R-___ $_____

A.B. WON PAT INTERNATIONAL AIRPORT AUTHORITY, GUAM
GENERAL REVENUE BOND,
2013 SERIES __

INTEREST RATE	MATURITY DATE	DATED DATE	CUSIP
		_____, 2013	

Registered Owner:

Principal Sum: Dollars

The A.B. WON PAT INTERNATIONAL AIRPORT AUTHORITY, GUAM, a duly organized public corporation and autonomous instrumentality of the government of Guam (herein called the "Authority"), for value received, hereby promises to pay (but only out of the Revenues and other assets pledged therefor as hereinafter mentioned) to the registered owner identified above or registered assigns, on the maturity date specified above (subject to any right of prior redemption hereinafter mentioned), the principal sum specified above in lawful money of the United States of America; and to pay interest thereon, in like lawful money and solely from said Revenues and assets, from the Interest Payment Date next preceding the date of authentication of this Bond unless this Bond is authenticated as of a day during the period from the Record Date preceding any Interest Payment Date to the Interest Payment Date, inclusive, in which event it shall bear interest from such Interest Payment Date, or unless this Bond is authenticated on or before September 15, 2013, in which event it shall bear interest from its date of delivery, until payment of such principal sum shall be discharged as provided in the indenture hereinafter mentioned, at the interest rate specified above per annum, payable on [April 1 and October 1] in each year, commencing [October 1, 2013]; provided, however, that if, at the time of authentication of this Bond, interest is in default hereon, this Bond shall bear interest from the Interest Payment Date to which interest has previously been paid or made available for payment. The principal (or redemption price) hereof is payable upon surrender hereof at the Principal Office of U.S. Bank National Association (herein called the "Paying Agent") in Los Angeles, California, and the interest hereon is payable by check or draft mailed by first class mail to the person in whose name this Bond is registered at the close of business on the fifteenth day of the month immediately preceding an interest payment date, at such person's address as it appears on the bond registration books of U.S. Bank National Association (herein called the "Registrar"). Upon the written request of a registered owner of $1,000,000 or more in aggregate principal amount of 2013 Bonds, payment of interest on and principal (including redemption price) of such Bonds will be made by wire transfer as provided in the Indenture; provided that any such principal payment shall nevertheless be subject to prior surrender of the 2013 Bonds with respect to which such payment is made.

This Bond is one of a duly authorized issue of bonds of the Authority designated as the "A.B. Won Pat Guam International Airport Authority General Revenue Bonds" (herein called the "Bonds"), unlimited in aggregate principal amount, except as otherwise provided in the laws of the United States of America and the government of Guam and in the Indenture hereinafter mentioned, which issue of Bonds consists or may consist of one or more Series of varying dates, maturities, interest rates, and redemption and other provisions, all issued or to be issued pursuant to Chapter 1 of Title 12 of the Guam Code Annotated, as amended, and that certain Indenture, dated as of September 1, 2003, as amended and supplemented (herein called the "Indenture"), by and between the Authority and the Trustee. This Bond is additionally designated "2013 Series __" (together with the other Bonds so designated, herein called the "2013 Series __ Bonds"), and is also one of a duly authorized Series of Bonds (the "2013 Bonds") in the aggregate principal amount of $_____, comprised of the 2013 Series __ Bonds and the Authority's A.B. Won Pat International Airport Authority, Guam General Revenue Bonds, 2013 Series __, its A.B. Won Pat International Airport Authority, Guam General Revenue Bonds, 2013 Series __, and its A.B. Won Pat International Airport Authority, Guam General Revenue Bonds, 2013 Series __, all issued under the provisions of the Indenture. The 2013 Bonds are issued for the purpose, among others, of refunding the Authority's General Revenue Bonds, 2003 Series ___. Reference is hereby made to the Indenture (a copy of which is on file at said office of the Trustee) and all indentures supplemental thereto for a description of the rights thereunder of the registered owners of the Bonds, of the nature and extent of the security and provisions for payment of the Bonds, of the rights, duties and immunities of the Trustee and other fiduciaries and of the rights and obligations of the Authority thereunder, to all the provisions of which Indenture the registered owner of this Bond, by acceptance hereof, assents and agrees.

The Bonds and the interest thereon (to the extent set forth in the Indenture) are payable solely from Revenues (as that term is defined in the Indenture) and other assets pledged as provided in the Indenture. Subject only to the provisions of the Indenture permitting the application thereof for or to the purposes and on the terms and conditions set forth therein, said Revenues are pledged under the Indenture to secure the payment of the principal of, premium, if any, and interest on the Bonds in accordance with their terms and the provisions of the Indenture and the payment of Credit Agreement Payments and Parity Payment Agreement Payments in accordance with their terms.

The 2013 Bonds are subject to redemption on any date prior to their respective stated maturities, as a whole, or in part by lot within each maturity so that the reduction in Annual Debt Service (as that term is defined in the Indenture) for the 2013 Bonds for each Bond Year (as that term is defined in the Indenture) after such redemption date shall be as nearly proportional as practicable, from and to the extent of proceeds received by the Authority due to a governmental taking of the Airport or portions thereof by eminent domain proceedings, if such amounts are not used for additions, improvements or extensions to the Airport, under the circumstances and upon the conditions and terms set forth in the Indenture, at the principal amount thereof plus interest accrued thereon, without premium.

The 2013 Bonds maturing after [October 1], 20__ [(other than the 2013 Series __ Bonds maturing [October 1], 20__ and [October 1], 20__, as described below)] are subject to redemption prior to their respective stated maturities, at the option of the Authority, from any

source of available moneys, on any date on or after [October 1], 20__, as a whole, or in part by such maturity or maturities or portions thereof as may be determined by the Authority (or by lot within a maturity in the absence of such a determination), at a Redemption Price equal to the principal amount thereof to be redeemed plus accrued interest thereon to the date fixed for redemption.

Notice of any redemption, identifying the Bonds or portions thereof to be redeemed, shall be given by the Registrar not less than 30 nor more than 60 days before the date fixed for redemption by first class mail to each of the registered owners of Bonds designated for redemption at their addresses appearing on the bond registration books of the Registrar on the date the Bonds to be redeemed are selected. Receipt of such notice by such registered owners shall not be a condition precedent to such redemption.

If this Bond is called for redemption and payment is duly provided herefor as specified in the Indenture, interest shall cease to accrue hereon from and after the date fixed for redemption.

The 2013 Bonds are issuable only in fully registered form in denominations of $5,000 or any integral multiple thereof. Subject to the limitations and upon payment of the charges, if any, provided in the Indenture, this Bond may be exchanged, at the Principal Office of the Registrar, in Los Angeles, California, for a new fully registered Bond or Bonds, of the same Series, maturity and tenor and of any authorized denomination or denominations and for the aggregate principal amount of this Bond then remaining outstanding.

This Bond is transferable by the registered owner hereof, in person or by its attorney duly authorized in writing, at said office of the Registrar, but only in the manner, subject to the limitations and upon payment of the charges, if any, provided in the Indenture, and upon surrender and cancellation of this Bond. Upon such transfer a new registered Bond or Bonds, of the same Series, maturity and tenor and of any authorized denomination or denominations and for the same aggregate principal amount of this Bond then remaining outstanding, will be issued to the transferee in exchange herefor. The Registrar shall not be required to register the transfer of this Bond during the period established by the Trustee for the selection of Bonds for redemption or at any time after selection of this Bond for redemption.

The Authority, the Trustee, the Paying Agent and the Registrar may treat the registered owner hereof as the absolute owner hereof for all purposes, and neither the Authority, the Paying Agent nor the Registrar shall be affected by any notice to the contrary.

The Indenture and the rights and obligations of the Authority, the registered owners of the Bonds, the Trustee, the Registrar and other fiduciaries may be modified or amended at any time in the manner, to the extent, and upon the terms provided in the Indenture, provided that no such modification or amendment shall (i) extend the fixed maturity of this Bond, or reduce the amount of principal hereof, or extend the time of payment or reduce the amount of any Mandatory Sinking Account Payment provided in the Indenture for the payment of this Bond, or extend the time of payment of any interest on this Bond or reduce the rate of interest hereon, without the consent of the registered owner hereof, or (ii) reduce the percentage of the principal amount of Bonds the consent of the registered owners of which is required to

effect any such modification or amendment, permit the creation of any lien on the Revenues and other assets pledged as security for the Bonds (including additional Bonds hereafter issued) prior to or on a parity with the lien created by the Indenture or deprive the registered owners of the Bonds of the lien of the Indenture (except as expressly provided in the Indenture), without the consent of the registered owners of all Bonds then outstanding, all as more fully set forth in the Indenture. There is no provision in the Indenture for the acceleration of amounts due on the Bonds upon the occurrence of an event of default thereunder.

The Bonds are limited obligations of the Authority and are not a lien or charge upon the funds or property of the Authority, except to the extent of the pledge and assignment herein described. Neither the faith and credit of the government of Guam nor the faith and credit of the United States of America or any political subdivision thereof is pledged to the payment of the principal of or interest on the Bonds.

This Bond shall not be entitled to any benefit under the Indenture, or become valid or obligatory for any purpose, until the certificate of authentication and registration hereon endorsed shall have been dated and signed by the Registrar.

It is hereby certified and recited that any and all conditions, things and acts required to exist, to have happened and to have been performed precedent to and in the issuance of this Bond exist, have happened and have been performed in due time, form and manner as required by the laws of the United States of America and the government of Guam, and that the amount of this Bond, together with all other indebtedness of the Authority, does not exceed any limit prescribed by such laws, and is not in excess of the amount of Bonds permitted to be issued under the Indenture.

IN WITNESS WHEREOF, the A.B. WON PAT INTERNATIONAL AIRPORT AUTHORITY, GUAM has caused this Bond to be executed in its name and on its behalf by the facsimile signature of the Chairman of its Board of Directors and the Secretary of the Authority and its seal to be reproduced hereon by facsimile, all as of the date first referenced above.

A.B. WON PAT INTERNATIONAL
AIRPORT AUTHORITY, GUAM

By _____
Chairman of the Board of Directors

(SEAL)

By _____
Secretary

[FORM OF] REGISTRAR'S CERTIFICATE OF AUTHENTICATION AND REGISTRATION

This is one of the Bonds described in the within-mentioned Indenture, which has been registered as of _____, 20__.

U.S. BANK NATIONAL ASSOCIATION,
as Registrar

By _____
Authorized Officer

Unless this Bond is presented by an authorized representative of The Depository Trust Company, a New York corporation ("DTC"), to the issuer or its agent for registration of transfer, exchange, or payment, and any Bond issued is registered in the name of Cede & Co. or in such other name as is requested by an authorized representative of DTC (and any payment is made to Cede & Co. or to such other entity as is requested by an authorized representative of DTC), ANY TRANSFER, PLEDGE, OR OTHER USE HEREOF FOR VALUE OR OTHERWISE BY OR TO ANY PERSON IS WRONGFUL inasmuch as the registered owner hereof Cede & Co., has an interest herein.

[FORM OF] ASSIGNMENT

For value received the undersigned do(es) hereby sell, assign and transfer unto the within-mentioned registered Bond and hereby irrevocably constitute(s) and appoint(s) attorney, to transfer the same on the books of the Registrar with full power of substitution in the premises.

The following abbreviations, when used in the inscription on the face of the within Bond and in the assignment below, shall be construed as though they were written out in full according to applicable laws or regulations.

TEN COM - as tenants in common	UNIF GIFT MIN ACT - ____ Custodian
TEN ENT - as tenants by the entireties	(Cust) (Minor)
JT TEN - as joint tenants with right of survivorship and not as tenants in common	under Uniform Gifts to Minors Act
(State)	_____

Additional abbreviations may also be used though not in the above list.

For value received the undersigned do(es) hereby sell, assign and transfer unto _____ the within-mentioned registered Bond and hereby irrevocably constitute(s) and appoint(s) _____ _____ attorney, to transfer the same on the books of the Registrar with full power of substitution in the premises.

Dated: _____

_____

NOTICE: The signature on this Assignment must correspond with the name as it appears on the face of the within Bond in every particular, without alteration or enlargement or any change whatsoever.

Signature Guaranteed:

Social Security Number, Taxpayer Identification Number or other Identifying Number of Assignee:

_____ _____

Notice: Signature must be guaranteed by a member firm of the New York Stock Exchange or a commercial bank or trust company.

Note: Transfer fees must be paid to the Registrar in order to transfer or exchange this bond as provided in the within-mentioned Indenture.

CONTINUING DISCLOSURE AGREEMENT

A.B. WON PAT
INTERNATIONAL AIRPORT AUTHORITY, GUAM

$_____	$_____	$_____
General Revenue Bonds	**General Revenue Bonds**	**General Revenue Bonds**
2013 Series A (Non-AMT)	**2013 Series B (Non-AMT)**	**2013 Series C (AMT)**

This Continuing Disclosure Agreement, dated as of _____, 2013 (the "Disclosure Agreement"), is executed and delivered by the A.B. Won Pat International Airport Authority, Guam (the "Authority"), and _____, as dissemination agent (the "Dissemination Agent"), in connection with the issuance by the Authority of the above-captioned bonds (the "Bonds"). The Bonds are being issued pursuant to the Indenture, dated as of September 1, 2003 (the "General Indenture"), as amended and supplemented, including by a Supplemental Indenture, dated as of _____ 1, 2013 (the "2013 Supplemental Indenture"), by and between the Authority and Bank of Guam, as trustee as the successor in interest to the Bank of Hawaii (the "Trustee"), and U.S. Bank National Association (the "Co-Trustee"). The General Indenture, as amended and restated, including by the 2013 Supplemental Indenture, is referred to herein as the "Indenture." The Authority and the Dissemination Agent covenant and agree as follows:

SECTION 1. Purpose of the Disclosure Agreement. This Disclosure Agreement is being executed and delivered by the Authority for the benefit of the Holders and Beneficial Owners of the Bonds and in order to assist the Participating Underwriter in complying with Securities and Exchange Commission ("S.E.C.") Rule 15c2-12(b)(5).

SECTION 2. Definitions. In addition to the definitions set forth in the Indenture, which apply to any capitalized term used in this Disclosure Agreement unless otherwise defined in this Section, the following capitalized terms shall have the following meanings:

"Annual Report" shall mean any Annual Report provided by the Authority pursuant to, and as described in, Sections 3 and 4 of this Disclosure Agreement.

"Beneficial Owner" shall mean any person that has or shares the power, directly or indirectly, to make investment decisions concerning ownership of any Bonds (including persons holding Bonds through nominees, depositories or other intermediaries).

"Dissemination Agent" initially shall mean [_____], or any successor Dissemination Agent designated in writing by the Authority (which may be the Authority) and which has filed with the Authority a written acceptance of such designation.

"Holder" shall mean the person in whose name any Bond shall be registered.

"Listed Events" shall mean any of the events listed in Section 5(a) or (b) of this Disclosure Agreement.

"MSRB" shall mean the Municipal Securities Rulemaking Board or any other entity designated or authorized by the Securities and Exchange Commission to receive reports pursuant to the Rule. Until otherwise designated by the MSRB or the Securities and Exchange Commission, filings with the MSRB are to be made through the Electronic Municipal Market Access (EMMA) website of the MSRB, currently located at http://emma.msrb.org.

"Official Statement" means the official statement of the Authority, dated as of _____, 2013, relating to the Bonds.

"Participating Underwriter" shall mean, collectively, the original underwriters of the Bonds required to comply with the Rule in connection with offering of the Bonds.

"Rule" shall mean Rule 15c2-12(b)(5) adopted by the Securities and Exchange Commission under the Securities Exchange Act of 1934, as the same may be amended from time to time.

SECTION 3. Provision of Annual Reports.

(a) The Authority shall, or shall cause the Dissemination Agent to, not later than 180 days after the end of the Authority 's fiscal year (presently September 30), commencing with the report for the fiscal year ended September 30, 2012, provide to the MSRB an Annual Report which is consistent with the requirements of Section 4 of this Disclosure Agreement. The Annual Report may cross-reference other information as provided in Section 4 of this Disclosure Agreement; provided, that the audited financial statements of the Authority may be submitted separately from the balance of the Annual Report and later than the date required above for the filing of the Annual Report if they are not available by that date. If the Authority's fiscal year changes, it shall give notice of such change in a filing with the MSRB. The Annual Report shall be submitted on a standard form in use by industry participants or other appropriate form and shall identify the Bonds by name and CUSIP number.

(b) Not later than 15 business days prior to said date, the Authority shall provide the Annual Report to the Dissemination Agent (if other than the Authority). If the Authority is unable to provide to the MSRB an Annual Report by the date required in subsection (a), the Authority shall, in a timely manner, send or cause to be sent to the MSRB a notice in substantially the form attached as Exhibit A.

(c) If the Annual Report is delivered to the Dissemination Agent for filing, the Dissemination Agent shall (if the Dissemination Agent is other than the Authority) file a report with the Authority certifying that the Annual Report has been provided pursuant to this Disclosure Agreement, stating the date it was provided to the MSRB.

SECTION 4. Content of Annual Reports. (a) The Authority's Annual Report shall contain or include by reference the following:

(a) the audited financial statements of the Authority for the prior fiscal year, prepared in accordance with generally accepted accounting principles as promulgated to apply to governmental entities from time to time by the Governmental Accounting Standards Board; provided that if the Authority's audited financial statements are not available by the time the Annual Report is required to be filed pursuant to Section 3(a), the Annual Report shall contain unaudited financial statements for such entity in a format similar to the financial statements contained in the Official Statement relating to the Bonds, and the audited financial statements shall be filed in the same manner as the Annual Report when they become available; and

(b) information regarding the level of passenger traffic at the Airport (to the extent not included in the financial statements referred to in (a) above), to the extent that such information is historical and not projected and that similar information is included in the Official Statement; and

(c) information regarding passenger airline departures (to the extent not included in the financial statements referred to in (a) above), to the extent that such information is historical and not projected and that similar information is included in the Official Statement.

Any or all of the items listed above may be set forth in one or a set of documents or may be included by specific reference to other documents, including official statements of debt issues of the Authority or related public entities, which have been made available to the public on the MSRB's website. The Authority shall clearly identify each such other document so included by reference.

SECTION 5. Reporting of Significant Events.

(a) The Authority shall give, or cause to be given, notice of the occurrence of any of the following events with respect to the Bonds in a timely manner not later than ten business days after the occurrence of the event:

1. Principal and interest payment delinquencies;

2. Unscheduled draws on debt service reserves reflecting financial difficulties;

3. Unscheduled draws on credit enhancements reflecting financial difficulties;

4. Substitution of credit or liquidity providers, or their failure to perform;

5. Adverse tax opinions or issuance by the Internal Revenue Service of proposed or final determination of taxability or of a Notice of Proposed Issue (IRS Form 5701 TEB);

6. Tender offers;

7. Defeasances;

8. Rating changes; or

9. Bankruptcy, insolvency, receivership or similar event of the obligated person.

Note: for the purposes of the event identified in subparagraph (9), the event is considered to occur when any of the following occur: the appointment of a receiver, fiscal agent or similar officer for an obligated person in a proceeding under the U.S. Bankruptcy Code or in any other proceeding under state or federal law in which a court or governmental authority has assumed jurisdiction over substantially all of the assets or business of the obligated person, or if such jurisdiction has been assumed by leaving the existing governmental body and officials or officers in possession but subject to the supervision and orders of a court or governmental authority, or the entry of an order confirming a plan of reorganization, arrangement or liquidation by a court or governmental authority having supervision or jurisdiction over substantially all of the assets or business of the obligated person.

(b) The Authority shall give, or cause to be given, notice of the occurrence of any of the following events with respect to the Bonds, if material, in a timely manner not later than ten business days after the occurrence of the event:

1. Unless described in paragraph 5(a)(5), material notices or determinations by the Internal Revenue Service with respect to the tax status of the Bonds or other material events affecting the tax status of the Bonds;

2. Modifications to rights of Bond holders;

3. Optional, unscheduled or contingent Bond calls;

4. Release, substitution, or sale of property securing repayment of the Bonds;

5. Non-payment related defaults;

6. The consummation of a merger, consolidation, or acquisition involving an obligated person or the sale of all or substantially all of the assets of the obligated person, other than in the ordinary course of business, the entry into a definitive agreement to undertake such an action or the termination of a definitive agreement relating to any such actions, other than pursuant to its terms; or

7. Appointment of a successor or additional trustee or co-trustee, or the change of name of a trustee or co-trustee.

(c) Whenever the Authority obtains knowledge of the occurrence of a Listed Event described in Section 5(b), the Authority shall determine if such event would be material under applicable federal securities laws.

(d) If the Authority learns of the occurrence of a Listed Event described in Section 5(a), or determines that knowledge of a Listed Event described in Section 5(b) would be material under applicable federal securities laws, the Authority shall within ten business days of occurrence file a notice of such occurrence with the MSRB. Notwithstanding the foregoing, notice of the Listed Event described in subsections (a)(7) or (b)(3) need not be given under this subsection any earlier than the notice (if any) of the underlying event is given to Holders of affected Bonds pursuant to the Indenture.

SECTION 6. Format for Filings with MSRB. Any report or filing with the MSRB pursuant to this Disclosure Agreement must be submitted in electronic format, accompanied by such identifying information as is prescribed by the MSRB.

SECTION 7. Termination of Reporting Obligation. The obligations of the Authority and the Dissemination Agent under this Disclosure Agreement shall terminate upon the legal defeasance, prior redemption or payment in full of all of the Bonds. If such termination occurs prior to the final maturity of the Bonds, the Authority shall give notice of such termination in a filing with the MSRB.

SECTION 8. Dissemination Agent. The Authority may, from time to time, appoint or engage a Dissemination Agent to assist it in carrying out its obligations under this Disclosure Agreement, and may discharge any such Dissemination Agent, with or without appointing a successor Dissemination Agent. The Dissemination Agent shall not be responsible in any manner for the content of any notice or report prepared by the Authority pursuant to this Disclosure Agreement. If at any time there is not any other designated Dissemination Agent, the Authority shall be the Dissemination Agent. The initial Dissemination Agent shall be [_____].

SECTION 9. Amendment; Waiver. Notwithstanding any other provision of this Disclosure Agreement, the Authority and the Dissemination Agent may amend this Disclosure Agreement (and the Dissemination Agent shall agree to any amendment so requested by the Authority), and any provision of this Disclosure Agreement may be waived, provided that the following conditions are satisfied:

(a) If the amendment or waiver relates to the provisions of Sections 3(a), 4, or 5(a) or (b), it may only be made in connection with a change in circumstances that arises from a change in legal requirements, change in law, or change in the identity, nature or status of an obligated person with respect to the Bonds, or the type of business conducted;

(b) The undertaking, as amended or taking into account such waiver, would, in the opinion of nationally recognized bond counsel, have complied with the requirements of the Rule at the time of the original issuance of the Bonds, after taking into account any amendments or interpretations of the Rule, as well as any change in circumstances; and

(c) The amendment or waiver does not, in the opinion of nationally recognized bond counsel, materially impair the interests of the Holders or Beneficial Owners of the Bonds.

In the event of any amendment or waiver of a provision of this Disclosure Agreement, the Authority shall describe such amendment in the next Annual Report, and shall include, as applicable, a narrative explanation of the reason for the amendment or waiver and its impact on the type (or in the case of a change of accounting principles, on the presentation) of financial information or operating data being presented by the Authority. In addition, if the amendment relates to the accounting principles to be followed in preparing financial statements, (i) notice of such change shall be given in a filing with the MSRB, and (ii) the Annual Report for the year in which the change is made should present a comparison (in narrative form and also, if feasible, in quantitative form) between the financial statements as prepared on the basis of the new accounting principles and those prepared on the basis of the former accounting principles.

SECTION 10. Additional Information. Nothing in this Disclosure Agreement shall be deemed to prevent the Authority from disseminating any other information, using the means of dissemination set forth in this Disclosure Agreement or any other means of communication, or including any other information in any Annual Report or notice required to be filed pursuant to this Disclosure Agreement, in addition to that which is required by this Disclosure Agreement. If the Authority chooses to include any information in any Annual Report or notice in addition to that which is specifically required by this Disclosure Agreement, the Authority shall have no obligation under this Disclosure Agreement to update such information or include it in any future Annual Report or notice of occurrence of a Listed Event or any other event required to be reported.

SECTION 11. Default. In the event of a failure of the Authority or the Dissemination Agent to comply with any provision of this Disclosure Agreement, any Holder or Beneficial Owner of the Bonds may take such actions as may be necessary and appropriate, including seeking mandate or specific performance by court order, to cause the Authority or the Dissemination Agent to comply with its obligations under this Disclosure Agreement. A default under this Disclosure Agreement shall not be deemed to be an Event of Default under the Indenture, and the sole remedy under this Disclosure Agreement in the event of any failure of the Authority or the Dissemination Agent to comply with this Disclosure Agreement shall be an action to compel performance.

SECTION 12. Beneficiaries. This Disclosure Agreement shall inure solely to the benefit of the Authority, the Dissemination Agent, the Participating Underwriter and Holders and Beneficial Owners from time to time of the Bonds, and shall create no rights in any other person or entity.

SECTION 13. Duties, Immunities and Liabilities of Dissemination Agent. The Dissemination Agent shall have only such duties as are specifically set forth in this Disclosure Agreement, and the Authority agrees to indemnify and save the Dissemination Agent and its officers, directors, employees and agents, harmless against any loss, expense and liabilities which it may incur arising out of or in the exercise or performance of its powers and duties hereunder, including the costs and expenses (including attorneys fees) of defending against any claim of liability, but excluding liabilities due to the Dissemination Agent's negligence or willful misconduct. The obligations of the Authority under this Section shall survive resignation or removal of the Co-Trustee or the Dissemination Agent and payment of the Bonds.

SECTION 14. Counterparts. This Disclosure Agreement may be executed in several counterparts, each of which shall be an original and all of which shall constitute but one and the same instrument.

SECTION 15. Governing Law. This Disclosure Agreement shall be governed by the laws of Guam.

IN WITNESS WHEREOF, this Disclosure Agreement has been executed on behalf of the Authority and the Dissemination Agent by their duly authorized representatives as of the date first written above.

A.B. WON PAT INTERNATIONAL AIRPORT AUTHORITY, GUAM

By _____
Authorized Officer

[DISSEMINATION AGENT]

By _____
Authorized Officer

CONTINUING DISCLOSURE EXHIBIT A

FORM OF NOTICE TO THE MUNICIPAL SECURITIES RULEMAKING BOARD
OF FAILURE TO FILE ANNUAL REPORT

Name of Issuer: A.B. Won Pat International Airport Authority

Name of Bond Issue: A.B. Won Pat International Airport Authority 2013 General Revenue Bonds

Date of Issuance: _____ __, 2013

NOTICE IS HEREBY GIVEN that the Authority has not provided an Annual Report with respect to the above-named Bonds as required by Section 4 of the Continuing Disclosure Agreement of the Authority, dated the Date of Issuance. [The Authority anticipates that the Annual Report will be filed by _____.]

Dated:_____

A.B. WON PAT GUAM INTERNATIONAL AIRPORT AUTHORITY

By _____[to be signed only if filed]_____

A.B. Won Pat International Airport Authority, Guam
General Revenue Bonds
2013 Series A (Non-AMT), 2013 Series B (Non-AMT), 2013 Series C (AMT), 2013 Series D (Taxable), 2013 Series E ([AMT])

BOND PURCHASE AGREEMENT

_____, 2013

Board of Directors
A.B. Won Pat International Airport Authority, Guam
P.O. Box 8770
Tamuning, Guam 96931

Guam Economic Development Authority
ITC Building
590 South Marine Corps Drive, Suite 511
Tamuning, Guam 96931Ladies and Gentlemen:

Citigroup Global Markets Inc. (the "Representative"), acting on behalf of itself and Wells Fargo Securities (collectively, the "Underwriters"), hereby offers to enter into this Bond Purchase Agreement with the A.B. Won Pat International Airport Authority, Guam (the "Authority") for the purchase by the Underwriters and the sale by the Authority of its General Revenue Bonds specified below. This offer is made subject to acceptance thereof by the Authority prior to 11:59 p.m., prevailing time in New York, New York, on the date hereof, and, upon such acceptance, evidenced by the signature of a duly authorized officer of the Authority in the space provided below, this Bond Purchase Agreement shall be in full force and effect in accordance with its terms and shall be binding upon the Authority and the Underwriters. Capitalized terms used herein and not otherwise defined shall have the meanings assigned to them in the Official Statement (as defined herein).

A. Purchase of the Bonds; Authorization.

1. Upon the terms and conditions and upon the basis of the representations and warranties herein set forth, the Underwriters hereby agree to purchase from the Authority, and the Authority hereby agrees to sell to the Underwriters, all (but not less than all) of the Authority's General Revenue Bonds, 2013 Series A (Non-AMT) (the "2013 Series A Bonds"), 2013 Series B (Non-AMT) (the "2013 Series B Bonds"), 2013 Series C (AMT) (the "2013 Series C Bonds"), 2013 Series D (Taxable) (the "2013 Series D Bonds"), and 2013 Series E ([AMT]) (the "2013 Series E Bonds" and together with the 2013 Series A Bonds, 2013 Series B Bonds, the 2013 Series C Bonds, and 2013 Series D Bonds, collectively, the "2013 Bonds"), in the original aggregate principal amount of

$_____, at an aggregate purchase price of $_____ (the "Purchase Price"), representing the principal amount of the 2013 Bonds, [plus a net original issue premium/less a net original issue discount] of $_____ and less an underwriters' discount of $_____). The 2013 Bonds shall be dated the date of original issuance thereof (the "Dated Date"), shall mature on the dates (subject to prior redemption as described in the Official Statement hereinafter mentioned) and shall bear interest (from the Dated Date) at the rates set forth in the Official Statement, and shall be payable at the times and in the manner, and shall otherwise have the terms and provisions, set forth in the Official Statement.

2. The issuance, sale and delivery of the 2013 Bonds has been approved by Resolution No. _____ of the Authority adopted on _____, 2013 (the "GIAA Resolution"). The issuance and sale of the 2013 Bonds has been approved by the Guam Economic Development Authority ("GEDA") pursuant to Resolution No. _____ adopted on _____, 2013 (the "GEDA Resolution"). The 2013 Bonds shall be issued pursuant to Chapter 1 of Title 12 of the Guam Code Annotated (the "Act"). The 2013 Bonds shall be as described in and shall be issued and secured under and pursuant to an Indenture, dated as of September 1, 2003 (the "Master Indenture"), as supplemented and amended, including by a Third Supplemental Indenture, dated as of _____, 2013 (the "Third Supplemental Indenture" and, together with the Master Indenture, the "Indenture"), each by and among the Authority, Bank of Guam, as trustee (the "Trustee") and U.S. Bank National Association, as co-trustee and paying agent and registrar (the "Co-Trustee").

B. The Closing. The "Closing" shall take place at 11:45 p.m., Guam time on _____, 2013 (8:45 a.m., New York time, on _____, 2013), or on such other date or at such other time as shall have been mutually agreed upon by the Authority and the Representative as the date on or place at which the Closing shall occur (the "Closing Date"). At 8:45 a.m., New York time (or as soon thereafter as The Depository Trust Company ("DTC") permits), on the Closing Date, the Authority will cause the 2013 Bonds in definitive form, duly executed and authenticated, to be delivered to the principal office of DTC in New York, New York. Simultaneously with such delivery, and provided that all conditions to the obligations of the Underwriters set forth in Section K hereof have been satisfied and the documents referred to therein are in form and substance satisfactory to the Representative, the Underwriters will cause the Purchase Price of the 2013 Bonds to be paid in immediately available funds to the order of the Authority. The 2013 Bonds, bearing CUSIP numbers, will be in definitive form and registered in the name of "Cede & Co." as nominee of DTC. There shall be one original 2013C Bond for each maturity of the 2013 Bonds and the 2013 Bonds will be delivered to the Co-Trustee, as FAST agent on behalf of DTC pursuant to DTC's Fast Automated Securities Transfer program, at or before the date and time of the Closing. The failure of the 2013 Bonds to bear correct CUSIP numbers shall not be a basis for failure of the Underwriters to accept delivery of the 2013 Bonds.

C. Official Statement.

1. The Authority hereby consents to and confirms the prior use by the Underwriters of the Preliminary Official Statement (in printed or electronic form) dated _____. 2013, and any amendments or supplements thereto that shall be approved by the Authority, (the

"Preliminary Official Statement"), in connection with the public offering of the 2013 Bonds by the Underwriters, and further confirms the authority of the Underwriters to use, and consents to the use of, a final Official Statement (in printed or electronic form) with respect to the 2013 Bonds, to be dated the date hereof (or such other date as may be mutually agreed by the Authority and the Representative), and any amendments or supplements thereto that shall be approved by the Authority, in connection with the public offering and sale of the 2013 Bonds, to be dated the date hereof (or such other date as may be mutually agreed by the Authority and the Underwriter), and any amendments or supplements thereto that shall be approved by the Authority (the "Official Statement"), in connection with the public offering and sale of the 2013 Bonds. The Authority hereby represents and warrants that the Preliminary Official Statement previously furnished to the Representative was "deemed final" by the Authority as of its date with respect to the 2013 Bonds for purposes of Rule 15c2-12 ("Rule 15c2-12"), promulgated by the Securities and Exchange Commission (the "SEC") under the Securities Exchange Act of 1934, as amended (the "Exchange Act"), except for the omission of such information as is specified in Rule 15c2-12(b)(1).

2. The Authority shall provide or cause to be provided to the Representative within seven (7) business days after the date of this Bond Purchase Agreement, or three (3) business days prior to the Closing, whichever comes first, ten (10) executed counterparts of the Official Statement and conformed copies of a final Official Statement in sufficient quantity to permit the Underwriters to comply with Rule 15c2-12 and other applicable rules of the SEC and the Municipal Securities Rulemaking Board (the "MSRB").

3. The Authority hereby authorizes the Representative to file, and the Representative hereby agrees to file, the Official Statement with the MSRB through its EMMA system.

D. Amendments to Official Statement. The Authority covenants with the Underwriters to notify promptly the Representative if, during the period from the date of this Bond Purchase Agreement to and including the date which is twenty-five (25) days following the End of the Underwriting Period (as hereinafter defined), any event shall occur, or information comes to the attention of the Authority that would cause the Official Statement (whether or not previously supplemented or amended) to contain any untrue statement of a material fact or to omit to state a material fact necessary in order to make the statements therein, in the light of the circumstances under which they were made, not misleading, and if in the opinion of the Representative such event or information requires the preparation and distribution of a supplement or amendment to the Official Statement, to prepare and furnish to the Representative, at the Authority's expense, such number of copies of the supplement or amendment to the Official Statement, in form and substance mutually agreed upon by the Authority and approved by the Representative, as the Representative may reasonably request and if such notification shall be given subsequent to the Closing Date, such additional legal opinions, certificates, instruments, and other documents as the Representative may reasonably deem necessary to evidence the truth and accuracy of any such supplement or amendment to the Official Statement.

E. Public Offering. The Underwriters intend to make an initial public offering of all the 2013 Bonds at prices not in excess of the initial offering price or prices set forth in the Official

Statement; provided, however, that the Underwriters may change such initial offering price or prices as they deem necessary, in their sole discretion, in connection with the offering of the 2013 Bonds without any requirement of prior notice, and may offer and sell the 2013 Bonds to certain institutions at prices lower than those stated in the Official Statement.

F. End of Underwriting Period. For purposes of this Bond Purchase Agreement, the "End of the Underwriting Period" shall mean the earlier of the Closing Date or the date on which the Underwriters do not retain an unsold balance of the 2013 Bonds for sale to the public. The Representative will provide the Authority, upon request, such information as the Authority reasonably requires to determine whether the "end of the underwriting period" for the 2013 Bonds has occurred.

G. Plan of Financing.

1. The 2013 Bonds shall be issued and secured as described in Section A hereof, substantially in the form delivered to the Representative, with only such changes therein as shall be mutually agreed upon between the Authority and the Representative prior to Closing.

2. The 2013 Bonds are being issued by the Authority for the following purposes: (a) to refund the Authority's outstanding General Revenue Bonds, 2003 Series A, 2003 Series B, 2003 Series C, and 2003 Series D (the "Refunded 2003 Bonds"), (b) to finance additions, extensions and improvements to the A.B. Won Pat Guam International Airport (the "Airport"), and (c) to pay certain expenses incurred in connection with the issuance of the 2013 Bonds.

H. Secondary Market Disclosure. The Authority agrees to comply with any and all rules and regulations currently in effect and which hereafter may be adopted by the SEC or the MSRB which are applicable to the 2013 Bonds relating to secondary market disclosure for the 2013 Bonds, including, but not limited to, Rule 15c2-12. To that end, the Authority will undertake, when required by such rules and regulations, pursuant to the Indenture and the Continuing Disclosure Certificate dated as of the Closing Date (the "Continuing Disclosure Certificate"), by and among the Authority, the Trustee and the Co-Trustee, to provide annual reports and notices of certain events as required therein. A description of this undertaking is set forth in the Preliminary Official Statement and will also be set forth in the Official Statement. Other than as described in the Preliminary Official Statement or the Official Statement, the Authority has never failed to comply with any previous undertakings to provide financial information or notices of material events in accordance with the Rule 15c2-12.

I. Representations, Warranties and Covenants of the Authority. The Authority represents and warrants to, and agrees with, each of the Underwriters that:

1. The Authority is duly organized and validly existing as a public corporation and autonomous instrumentality of the Government of Guam with full legal, right, power and authority to issue the 2013 Bonds pursuant to the Act.

2. The Authority has full legal right, power and authority to: (a) execute and deliver this Bond Purchase Agreement, (b) execute and deliver the Third Supplemental Indenture and

the Continuing Disclosure Certificate (collectively, the "Legal Documents") on the Closing Date, (c) deliver the Preliminary Official Statement and execute and deliver the Official Statement, (d) issue, sell and deliver the 2013 Bonds to the Underwriters pursuant to the Indenture, as provided herein; (e) perform its obligations under the 2013 Bonds, the Master Indenture, the Legal Documents, and the Airline Operating Agreements, concession agreements, and other agreements described in the Official Statement under "AGREEMENTS FOR USE OF AIRPORT FACILITIES" (collectively, the "Airport Use Agreements"), and (f) to carry out and consummate all other transactions contemplated thereby and hereby.

3. By all necessary official action, the Authority has duly authorized and approved the preparation and distribution of the Preliminary Official Statement, the preparation, execution and delivery of the Official Statement, the execution and delivery of, and the performance of its obligations under the Master Indenture, the 2013 Bonds, this Bond Purchase Agreement, the Legal Documents, the Airport Use Agreements and the consummation by it of all other transactions contemplated by this Bond Purchase Agreement, the Master Indenture, the Legal Documents and the Airport Use Agreements. Upon execution and delivery by the Authority (assuming due authorization, execution and delivery by and enforceability against the other parties thereto), the Master Indenture, the Legal Documents, this Bond Purchase Agreement and the Airport Use Agreements will be in full force and effect and each will constitute the legal, valid and binding agreement or obligation of the Authority, enforceable in accordance with its terms, except as enforcement thereof may be limited by bankruptcy, insolvency, reorganization, moratorium or similar laws or equitable principles relating to or limiting creditors' rights generally, the application of equitable principles, the exercise of judicial discretion and the limitations on legal remedies against the Authority.

4. The 2013 Bonds, when issued, authenticated and delivered in accordance with the Indenture, and sold to the Underwriters as provided herein, will constitute legal, valid and binding obligations of the Authority in conformity with and entitled to the benefit and security of the Indenture, and enforceable in accordance with their respective terms, except as enforcement thereof may be limited by bankruptcy, insolvency, reorganization, moratorium or similar laws or equitable principles relating to or limiting creditors' rights generally, the application of equitable principles, the exercise of judicial discretion and the limitations on legal remedies against the Authority.

5. The execution and delivery of the 2013 Bonds and the Legal Documents, and compliance with the provisions on the Authority's part contained in the Master Indenture, the 2013 Bonds, the Legal Documents and the Airport Use Agreements, will not conflict with or constitute a breach of or default under any applicable law (including any provision of the Organic Act of Guam), administrative regulation, court order or consent decree of the Government of Guam or any department, division, agency or instrumentality thereof or of the United States or any applicable judgment or decree or any loan agreement, note, resolution, indenture, agreement or other instrument to which the Authority is a party or may be otherwise subject.

6. The Authority is not in any material respect in breach of or default under any applicable law, administrative regulation, court order or consent decree of the Government of Guam or of the United States, or any agency or instrumentality of either of them, or any applicable judgment or decree, or any loan agreement, indenture, bond, note, resolution, agreement (including, without limitation, the Indenture or this Bond Purchase Agreement) or other instrument to which the Authority is a party which breach or default has or may have a material adverse effect on the ability of the Authority to perform its obligations under the Master Indenture, the Legal Documents, this Bond Purchase Agreement or the Airport Use Agreements, and aside from those disclosed in the Preliminary Official Statement, no event has occurred and is continuing which with the passage of time or the giving of notice, or both, would constitute such a default or event of default under any such instrument.

7. All opinions, certifications, approvals, consents or orders of any governmental authority, legislative body, board, agency or commission having jurisdiction which are required for the due authorization of, or the obtaining of which would constitute a condition precedent to, or the absence of which would materially adversely affect the approval or adoption, as applicable, of the GIAA Resolution, the GEDA Resolution, the Legal Documents, the Airport Use Agreements or this Bond Purchase Agreement, the issuance of the 2013 Bonds or due performance by the Authority of its obligations thereunder, under the Master Indenture or hereunder, at this time have been duly obtained.

8. The 2013 Bonds, when issued, will conform to the descriptions thereof contained in the Preliminary Official Statement (except for the exclusion of pricing information) and in the Official Statement under the captions "THE 2013 BONDS" and Appendix E – "SUMMARY OF CERTAIN PROVISIONS OF THE INDENTURE"; the proceeds of the 2013 Bonds will be applied generally as described in the Preliminary Official Statement (except for the exclusion of pricing information) and the Official Statement under the captions "INTRODUCTION" and "PLAN OF FINANCE"; and the Master Indenture and the Legal Documents conform in all material respects to the descriptions thereof contained in the Preliminary Official Statement and the Official Statement.

9. The Preliminary Official Statement, as of its date and as of the date hereof (excluding any information permitted to be omitted pursuant to Rule 15c2-12), did not and does not contain any untrue or misleading statement of a material fact or omit to state a material fact necessary in order to make the statements therein, in the light of the circumstances under which they were made, not misleading.

10. At the time of the Authority's acceptance hereof and (unless an event occurs of the nature described in Section D hereof) during the period from the date of this Bond Purchase Agreement to and including the date which is twenty-five (25) days following the End of the Underwriting Period for the 2013 Bonds, the Official Statement does not and will not contain any untrue or misleading statement of a material fact or omit to state a material fact required to be stated therein or necessary to make the statements therein, in the light of the circumstances under which they were made, not misleading.

11. If the Official Statement is supplemented or amended pursuant to Section D hereof, at the time of each supplement or amendment thereto and (unless subsequently again supplemented or amended pursuant to such paragraph) at all times during the period from the date of this Bond Purchase Agreement to and including the date which is twenty-five (25) days following the End of the Underwriting Period for the 2013 Bonds (the "Update Period"), the Official Statement, as so supplemented or amended, will not contain any untrue or misleading statement of a material fact or omit to state a material fact required to be stated therein or necessary to make the statements therein, in the light of the circumstances under which they were made, not misleading.

12. To the best knowledge of the Authority, after due investigation and except to the extent disclosed in the Preliminary Official Statement and the Official Statement, no action, suit, proceeding, inquiry or investigation, at law or in equity, before or by any court, governmental agency, public board or body is pending or, to the knowledge of the Authority, threatened in any way (a) affecting the existence of the Authority or the title of any official of the Authority to such person's office, (b) seeking to restrain or enjoin the issuance, sale or delivery of the 2013 Bonds or the collection of revenues or assets of the Authority pledged or to be pledged to pay the principal of and interest or premium, if any, on the 2013 Bonds or the pledge thereof, (c) contesting or affecting the validity or enforceability of the Act, the GIAA Resolution, the GEDA Resolution, the Master Indenture, the Legal Documents, this Bond Purchase Agreement, the Airport Use Agreements, or the 2013 Bonds, or (d) contesting the completeness or accuracy of the Preliminary Official Statement, the Official Statement or any supplement or amendment thereto, the power or authority of the Authority with respect to the 2013 Bonds, the Master Indenture, the Legal Documents, the Airport Use Agreements or this Bond Purchase Agreement, or the exclusion of interest on the 2013 Series A Bonds, the 2013 Series B Bonds, the 2013 Series C Bonds, and the 2013 Series E Bonds (collectively, the "2013 Tax-Exempt Bonds") from gross income for federal income tax purposes, nor is there any basis for any such action, suit, proceeding, inquiry or investigation, wherein an unfavorable decision, ruling or finding would materially adversely affect the validity of the Act, the GIAA Resolution, the GEDA Resolution, or the authorization, execution, delivery or performance by the Authority of the 2013 Bonds, the Master Indenture, the Legal Documents, the Airport Use Agreements, or this Bond Purchase Agreement.

13. The Authority will furnish such information, execute such instruments and take such other action in cooperation with the Underwriters as the Underwriters may reasonably request: (a) to qualify the 2013 Bonds for offer and sale under the Blue Sky or other securities laws and regulations of such states and other jurisdictions as the Representative may designate and (b) to determine the eligibility of the 2013 Bonds for investment under the laws of such states and other jurisdictions, and the Authority agrees to make its best efforts to continue such qualifications in effect so long as required for the distribution of the 2013 Bonds (provided that the Authority shall not be obligated to execute a general or special consent to service of process or qualify to do business in connection with any such qualification or determination in any jurisdiction), and will advise the Representative immediately upon receipt by the Authority of any written notification with respect to the

suspension of the qualification of the 2013 Bonds for sale in any jurisdiction or the initiation or threat of any proceeding for that purpose.

14. The Authority will comply with the requirements of the Tax Certificate executed by the Authority in connection with the delivery of the 2013 Tax-Exempt Bonds.

15. The Authority has the legal authority to apply and will apply, or will cause to be applied, the proceeds from the sale of the 2013 Bonds in accordance with and subject to all of the terms and provisions of the Act, and the Indenture, and will not take or omit to take any action which action or omission will materially adversely affect the exclusion from gross income for federal income tax purposes of the interest on the 2013 Tax-Exempt Bonds.

16. Any certificate signed by any officer of the Authority and delivered to the Underwriters pursuant to the Indenture or this Bond Purchase Agreement or any document contemplated thereby or hereby shall be deemed a representation and warranty by the Authority to the Underwriters as to the statements made therein and that such officer shall have been duly authorized to execute the same.

17. To the best knowledge of the Authority, there is no public vote or referendum pending or proposed, the results of which could in any way adversely affect the transactions contemplated by this Bond Purchase Agreement, the Act, the GIAA Resolution, the GEDA Resolution, the 2013 Bonds, or the Indenture or the validity or enforceability of the 2013 Bonds.

18. The Indenture creates a valid pledge of and grant of a security interest in the Revenues (as defined in the Indenture) purported to be pledged thereby.

19. Between the date of this Bond Purchase Agreement and the Closing, the Authority will not, without the prior written consent of the Underwriters, issue any bonds, notes or other obligations for borrowed money payable from the Revenues prior to or on a parity with the 2013 Bonds.

20. Between the date of this Bond Purchase Agreement and the Closing, the Authority will not take any action within or under its control that will cause any adverse change of a material nature in the enforcement or collection of the Revenues.

21. Prior to the Closing, the Authority will not take any action within or under its control that will cause any adverse change of a material nature in the enforcement or collection of the Revenues.

22. The Authority has complied with its obligations under Section 5.01 Capital Improvements under the Airline Operating Agreements in connection with additions, extensions and improvements to the Airport financed with the 2013 Bonds.

23. The financial statements of the Authority contained in the Preliminary Official Statement and the Official Statement fairly present the financial positions and results of operation of the Authority and the Airport as of the dates and for the periods therein set forth, and the

Authority has no reason to believe that such financial statements have not been prepared in accordance with generally accepted accounting principles.

J. Conditions to Closing. The Representative has entered into this Bond Purchase Agreement on behalf of itself and the other Underwriters in reliance upon the representations and warranties of the Authority contained herein and to be contained in the documents and instruments to be delivered at the Closing and upon the performance by the Authority of its obligations hereunder at or prior to the Closing Date. Accordingly, the Underwriters' obligations under this Bond Purchase Agreement to purchase, to accept delivery of and to pay for the 2013 Bonds are subject to the performance by the Authority of its obligations to be performed hereunder and under such aforesaid documents and instruments at or prior to the Closing, and are also subject to the following conditions:

1. The representations and warranties of the Authority contained herein will be true and correct on the date hereof, and on and as of the Closing Date with the same effect as if made on the Closing Date.

2. At the time of the Closing, the Act, the GEDA Resolution, the GIAA Resolution, the Master Indenture and the Legal Documents will be in full force and effect and will not have been amended, modified or supplemented, and the Official Statement will not have been amended, modified or supplemented, except as may have been agreed to by the Authority and the Underwriters.

3. At the time of the Closing, all necessary action of the Authority relating to the issuance of the 2013 Bonds will have been taken and will be in full force and effect and will not have been amended, modified or supplemented.

4. At or prior to the Closing, the Representative will have received each of the following documents:

   (a) The Official Statement executed by an authorized official of the Authority.

   (b) The Third Supplemental Indenture duly authorized, executed and delivered by the Authority, the Trustee and the Co-Trustee, together with a true and correct copy of the Master Indenture.

   (c) The Continuing Disclosure Certificate duly authorized, executed and delivered by the Authority.

   (d) The approving opinion, dated the Closing Date and addressed to the Authority, of Orrick, Herrington & Sutcliffe LLP, Bond Counsel to the Authority, in substantially the form attached to the Official Statement as Appendix C, and a reliance letter of such Counsel, dated the Closing Date and addressed to the Underwriters, to the effect that such opinion addressed to the Authority may be relied upon by the Underwriters to the same extent as if such opinion were addressed to them.

(e) An opinion, dated the Closing Date and addressed to the Underwriters, of Orrick, Herrington & Sutcliffe LLP, Bond Counsel to the Authority, to the effect that: (i) this Bond Purchase Agreement has been duly executed and delivered by the Authority and, assuming due execution and delivery by and validity against the Underwriters, is a valid and binding agreement of the Authority, except that the rights and obligations thereunder may be subject to bankruptcy, insolvency, reorganization, arrangement, fraudulent conveyance, moratorium and other laws relating to or affecting creditors' rights, to the application of equitable principles, and to the exercise of judicial discretion in appropriate cases, and except that no opinion need be expressed with respect to any indemnification, contribution, penalty, choice of law, choice of forum, choice of venue, waiver or severability provisions contained in the Bond Purchase Agreement; (ii) the 2013 Bonds are not subject to the registration requirements of the Securities Act of 1933, as amended (the "Securities Act"), and the Indenture is exempt from qualification pursuant to the Trust Indenture Act of 1939, as amended (the "Trust Indenture Act"); and (c) the statements contained in the Official Statement under the captions "THE 2013C BONDS," "SECURITY AND SOURCES OF PAYMENT FOR THE 2013C BONDS," "TAX MATTERS" and Appendices B and C thereto, excluding any material that may be treated as included under such captions by cross-reference, insofar as the statements contained under such captions expressly summarize provisions of the Indenture and the form and content of the final opinion of such Counsel with respect to such 2013 Bonds, are accurate in all material respects.

(f) The opinion of counsel to the Trustee, dated the Closing Date and addressed to the Underwriters and the Authority, to the effect that: (i) the Trustee has been duly organized and is validly existing and in good standing under the laws of Guam with full corporate power to undertake the trusts of the Indenture; (ii) the Trustee has duly authorized, executed and delivered the Indenture and by all proper corporate action has authorized the acceptance of the trusts of the Indenture; (iii) assuming the corporate power and, legal authority of, and the due authorization, execution and delivery of the Third Supplemental Indenture by, the Authority and the Co-Trustee, the Indenture constitutes a valid and binding agreement of the Trustee enforceable against the Trustee in accordance with its terms, except as enforcement may be limited by bankruptcy, insolvency, moratorium or other similar laws or equitable principles relating to or limiting creditors' rights generally; (iv) no authorization, approval, consent or other order of any governmental agency or, to such counsel's knowledge after due investigation, any other person or corporation is required for the valid authorization, execution and delivery of the Third Supplemental Indenture by the Trustee (except that such counsel need express no view as to federal or state securities laws); and (v) there is no action, suit, proceeding or investigation at law or in equity before or by any court, public board or body known to counsel to the Trustee to be pending or threatened against or affecting the Trustee to restrain or enjoin the Trustee's participation in, or in any way contesting the powers of the Trustee with respect to, the transactions contemplated by the 2013 Bonds, the Indenture or any other agreement, document, or certificate related to such transactions.

(g) The opinion of counsel to the Co-Trustee, dated the Closing Date and addressed to the Underwriters and the Authority, to the effect that: (i) the Co-Trustee has been duly organized as a national banking association and is validly existing and in good standing under the laws of the United States of America with all requisite corporate power to undertake the trusts of the Indenture; (ii) the Co-Trustee has duly authorized, executed and delivered the Third Supplemental Indenture and has taken all necessary corporate action to authorize the execution and delivery of the Master Indenture and the Third Supplemental Indenture and the performance of its obligations thereunder; (iii) assuming the corporate power and legal authority of, and the due authorization, execution and delivery of the Indenture by, the Authority and the Trustee, the Indenture constitutes a valid and binding agreement of the Co-Trustee enforceable against the Co-Trustee in accordance with its terms, except as enforcement may be limited by bankruptcy, insolvency, moratorium or other similar laws or equitable principles relating to or limiting creditors' rights generally; (iv) the 2013 Bonds have been validly authenticated by the Co-Trustee in its capacity as Registrar under the Indenture; (v) to the best knowledge of such counsel, no authorization, approval, consent or other order of any governmental agency or any other person or corporation is required for the valid authorization, execution and delivery of the Third Supplemental Indenture by the Co-Trustee or the authentication of the 2013 Bonds (except that such counsel need express no view as to federal or state securities laws); and (vi) to the best knowledge of such counsel, there is no litigation pending against the Co-Trustee to be pending or threatened against or affecting the Co-Trustee to restrain or enjoin the Co-Trustee's participation in, or in any way contesting the powers of the Co-Trustee with respect to, the transactions contemplated by the 2013 Bonds, the Indenture or any other agreement, document, or certificate related to such transactions.

(h) An opinion of counsel to the Authority, dated the Closing Date and addressed to the Underwriters singularly or together, to the effect that: (i) the Authority is on the Closing Date a public corporation and an autonomous instrumentality of the Government of Guam and has full legal right, power and authority to enter into the Bond Purchase Agreement and the Continuing Disclosure Certificate, and perform its obligations under the Bond Purchase Agreement, the Master Indenture and the Legal Documents, to authorize, issue and sell the 2013 Bonds, to collect and enforce the collection of Revenues and to carry out and consummate all transactions required of it as contemplated by this Bond Purchase Agreement, the Master Indenture and the Legal Documents; (ii) the GIAA Resolution was duly adopted on _____ 2013, at a regular or special meeting of the Board of GIAA duly called for such purpose and has not been amended or repealed; (iii) the Bond Purchase Agreement and the Legal Documents have been duly approved and authorized by the Authority and each has been duly executed and delivered and the Bond Purchase Agreement, the Master Indenture and the Continuing Disclosure Certificate are each in full force and effect as of the Closing Date; (iv) this Bond Purchase Agreement has been duly authorized, executed and delivered by and constitutes a valid and binding obligation of the Authority enforceable in accordance with its terms (but such opinion as to enforceability may be qualified

with respect to bankruptcy, insolvency and other laws affecting creditors' rights or remedies); (v) the execution and delivery of the Legal Documents and the Bond Purchase Agreement, and the consummation of the transactions contemplated thereby, by the Master Indenture and hereby, and the compliance with the provisions thereof and hereof, will not conflict with or constitute on the part of the Authority a breach of or a default under any existing law, administrative regulation, court order or consent decree of the Government of Guam or any department, division, agency or instrumentality of the United States to which the Authority is subject, or any agreement, resolution or instrument to which the Authority is a party or may otherwise be subject; (vi) the pledge of Revenues pursuant to the Act, and the Indenture creates a valid first priority lien in favor of the Trustee for the benefit of the Bondholders; (vii) all approvals, consents or orders of any governmental authority, board, agency or commission having jurisdiction the obtaining of which would constitute a condition precedent to the performance by the Authority of its obligations under this Bond Purchase Agreement, the Master Indenture, the Legal Documents or the 2013 Bonds and which can reasonably be obtained by the time of Closing have been obtained; (viii) other than as disclosed in the Preliminary Official Statement and the Official Statement, there is no litigation or proceeding, pending (with service of process having been received by the Authority or otherwise known to such counsel) or, to the knowledge of such counsel, threatened (either in Guam, state or federal courts), (a) to restrain or enjoin the execution or delivery of the 2013 Bonds or the general collection of Revenues, (b) in any way contesting or affecting the existence of the Authority or the title of any official of the Authority to such person's office, (c) seeking to restrain or to enjoin the issuance, sale or delivery of the 2013 Bonds, or the collection of Revenues of the Authority pledged or to be pledged to pay the principal of and interest or premium, if any, on the 2013 Bonds, or the pledge thereof, or (d) in any way contesting or affecting the validity or enforceability of the 2013 Bonds, the Master Indenture, the Legal Documents or this Bond Purchase Agreement, or contesting in any way the completeness or accuracy of the Preliminary Official Statement or the Official Statement, or contesting the power of the Authority or its authority with respect to the 2013 Bonds, the Master Indenture, the Legal Documents or this Bond Purchase Agreement; (ix) as of the date of the Official Statement and as of the Closing Date, the statements contained in the Official Statement under the captions "INTRODUCTION," "THE AUTHORITY," "AGREEMENTS FOR USE OF AIRPORT FACILITIES - Passenger Terminal Building Concessions and Revenue Arrangements - Duty Free Concessions," "LITIGATION" and "CONTINUING DISCLOSURE" are accurate in all material respects; and (x) counsel to the Authority has no reason to believe that either the Preliminary Official Statement, as of its date and as of the date hereof, or the Official Statement, as of its date and as of the Closing Date, contained or contains any untrue statement of a material fact or omitted or omits to state a material fact required to be stated therein or necessary to make the statements therein, in the light of the circumstances under which they were made, not misleading (except for the financial statements and other financial and

statistical data included in the Preliminary Official Statement and the Official Statement and the Appendices thereto, as to which no view need be expressed).

(i) An opinion of counsel to GEDA, dated the Closing Date and addressed to the Underwriters and the Authority, to the effect that: (i) the GEDA Resolution was duly adopted on _____ 2013, at a regular or special meeting of GEDA duly called for such purpose and has not been amended or repealed; and (ii) there is no litigation or proceeding pending (with service of process having been received by GEDA or otherwise known to such counsel) or, to the knowledge of such counsel, threatened against GEDA in any way affecting the existence of GEDA, the title of any official of GEDA to such person's office, or seeking to restrain or to enjoin the issuance, sale or delivery of the 2013 Bonds or in any way contesting or affecting the validity or enforceability of the 2013 Bonds or contesting in any way the completeness or accuracy of the Preliminary Official Statement or the Official Statement, or contesting the power of GEDA or its authority with respect to the 2013 Bonds.

(j) A certification by the Guam Compiler of Laws to the effect that [Bill No. 1 (2-S)/Public Law No. __)] was duly passed by the Guam Legislature on July 31, 2013 and signed by the Governor on _____, 2013, and that such public law has not been further amended or repealed and is now in full force and effect.

(k) The opinion of Hawkins Delafield & Wood LLP, counsel to the Underwriters, dated the Closing Date, to the effect that: (i) the 2013 Bonds are exempt from registration under the Securities Act and the Indenture is exempt from qualification under the Trust Indenture Act; (ii) without having undertaken to determine independently or to assume responsibility for the accuracy, completeness or fairness thereof, and based solely on such counsel's participation in telephone conferences at which representatives of the Authority, GEDA, Bond Counsel, the Airport Consultant, and the Representative were at various times present, nothing has come to such counsel's attention that would lead it to believe that the information and statements (except for (A) any information relating to CUSIP numbers, any financial, accounting, statistical economic or demographic data or forecasts, projections, estimates, assumptions or expressions of opinion, the financial statements and the information relating to DTC and its book-entry system included in the Preliminary Official Statement and the Official Statement and (B) the Appendices to each, as to which no view need be expressed) in the Preliminary Official Statement, as of its date and as of the date hereof (excluding any information permitted to be omitted pursuant to Rule 15c2-12), or the Official Statement, as of its date and as of the Closing Date, contained or contain any untrue statement of a material fact or omitted or omit to state a material fact necessary to make the statements therein, in the light of the circumstances under which they were made, not misleading; and (iii) the form of Continuing Disclosure Certificate meets the requirements of Rule 15c2-12 as to form.

(l) A certificate of the Trustee dated the Closing Date and signed by a duly authorized officer of the Trustee, in form and substance satisfactory to the Underwriters, to the

effect that: (i) to the best of such officer's knowledge, no litigation is pending or threatened (in territorial, state or federal courts) to restrain or enjoin the authentication or delivery of the 2013 Bonds or to restrain or enjoin the Trustee from performing its obligations under the Master Indenture and the Legal Documents; and (ii) to the best of such officer's knowledge, after due investigation, no event affecting the Trustee has occurred since the date of the Official Statement which either makes untrue or incorrect in any material respect as of the date of such certificate the statements or information contained in the Official Statement or which should be reflected therein in order to make the statements and information therein not misleading in any material respect.

(m) A certificate of the Co-Trustee dated the Closing Date and signed by a duly authorized officer of the Co-Trustee, in form and substance satisfactory to the Underwriters, to the effect that: (i) to the best of such officer's knowledge, no litigation is pending or threatened (in territorial, state or federal courts) to restrain or enjoin the authentication or delivery of the 2013 Bonds or to restrain or enjoin the Co-Trustee from performing its obligations under the Master Indenture or the Legal Documents; and (ii) to the best of such officer's knowledge, after due investigation, no event affecting the Co-Trustee has occurred since the date of the Official Statement which either makes untrue or incorrect in any material respect as of the date of such certificate the statements or information contained in the Official Statement or which should be reflected therein in order to make the statements and information therein not misleading in any material respect.

(n) A certificate dated the Closing Date and signed by an authorized official of the Authority to the effect that: (i) the representations, warranties and covenants of the Authority contained herein are true and correct on and as of the Closing Date with the same effect as if made on the Closing Date; (ii) no event materially adversely affecting the Authority has occurred since the date of the Official Statement; (iii) the Preliminary Official Statement, as of its date and as of the date hereof (excluding any information permitted to be omitted pursuant to Rule 15c2-12), and the Official Statement, as of its date and as of the Closing Date, did not and does not contain any untrue statement of a material fact or omitted or omits to state a material fact required to be stated therein or necessary to make the statements therein, in the light of the circumstances under which they were made, not misleading; (iv) the Authority has complied with this Bond Purchase Agreement and has satisfied all the conditions on its part herein to be performed or satisfied at or prior to the Closing; and (v) there is no litigation or proceeding pending or, to the knowledge of the Authority, threatened and having merit (either in Guam, state or federal courts) (A) to restrain or enjoin the execution or delivery of the 2013 Bonds or the general collection of Revenues, or (B) in any way contesting or affecting the existence of the Authority or the title of any official of the Authority to such person's office, or seeking to restrain or to enjoin the issuance, sale or delivery of the 2013 Bonds, or the pledge of Revenues, or in any way contesting or affecting the validity or enforceability of the 2013 Bonds, the Legal Documents or this Bond Purchase Agreement, or contesting in any way the completeness or

accuracy of the Preliminary Official Statement or the Official Statement, or contesting the power of the Authority or its authority with respect to the 2013 Bonds, the Master Indenture, the Legal Documents or this Bond Purchase Agreement.

(o) Three counterpart originals of a transcript of all proceedings relating to the authorization and issuance of the 2013 Bonds.

(p) Certified copies of the GIAA Resolution and the GEDA Resolution.

(q) A Tax Certificate in form satisfactory to Bond Counsel.

(r) Evidence that the 2013 Bonds have been assigned ratings of at least __ and ___ by Standard & Poor's Ratings Services and Moody's, respectively.

(s) [Such documents necessary for the issuance of the 2013 Bonds pursuant to 3.05(B)(1) of the Master Indenture, as amended by the Third Supplemental Indenture].

(t) A certificate dated the Closing Date and signed by an authorized official of the Authority to the effect that upon the issuance of the 2013 Bonds there will not be issued and outstanding indebtedness of the Authority that would result in a violation of the debt limit provision of Section 11 of the Organic Act of Guam.

(u) Such additional legal opinions, certificates, instruments and other documents as the Underwriters may reasonably request to evidence the truth and accuracy, as of the date hereof and as of the Closing Date, of the representations, warranties and covenants of the Authority contained herein and of the statements and information contained in the Official Statement and the due performance or satisfaction by the Authority at or prior to the Closing of all agreements then to be performed and all conditions then to be satisfied by the Authority.

(v) A letter addressed to the Authority from Leigh Fisher Associates, dated the date of the Closing, to the effect that the Airport Consultant consents to (i) the use and inclusion of the Report of the Airport Consultants dated _____ included as Appendix ___ to the Preliminary Official Statement and the Official Statement; and (ii) the references to such firm in the Preliminary Official Statement and the Official Statement.

(w) [A letter addressed to the Underwriters from _____, independent certified public accountants, in form and substance satisfactory to the Underwriters and their counsel and dated the date on or before the Closing to the effect that, as of the date of such letter, (i) they are independent certificate public accountants within the meaning of the Code of Professional Ethics of the American Institute of Certified Public Accountants; and (ii) they consent to the inclusion of their report to the Authority dated _____ (the "Financial Statements") as Appendix ___ to the Preliminary Official Statement and the Official Statement for the 2013 Bonds and

to all references to such firm and such Financial Statements in the Preliminary Official Statement and the Official Statement.]

All of the opinions, letters, certificates, instruments and other documents mentioned above or elsewhere in this Bond Purchase Agreement will be deemed to be in compliance with the provisions hereof if, but only if, they are in form and substance satisfactory to the Underwriters. The opinion of Orrick, Herrington & Sutcliffe LLP that is first referred to in Section K.4(d) shall be deemed satisfactory if it is substantially in the form of Appendix C to the Official Statement.

If the Authority is unable to satisfy the conditions to the obligations of the Underwriters to purchase, to accept delivery of and to pay for the 2013 Bonds contained in this Bond Purchase Agreement, or if the obligations of the Underwriters to purchase, to accept delivery of and to pay for the 2013 Bonds are terminated for any reason permitted by this Bond Purchase Agreement, this Bond Purchase Agreement will terminate and neither the Underwriters nor the Authority will be under further obligation hereunder, except that the respective obligations of the Authority and the Underwriters set forth in Section M and the representations, warranties and covenants of the Authority contained in Section I shall continue in full force and effect, provided that such representations and warranties shall be understood to have been made as of the date of this Bond Purchase Agreement.

K. Termination. The Underwriters shall have the right to cancel their obligation to purchase the 2013 Bonds if between the date hereof and the Closing:

1. legislation shall have been newly enacted or introduced by the Congress of the United States or the legislature of the Government of Guam or shall have been reported out of committee of either body or be newly pending in committee of either body, or a decision shall have been rendered by a court of the United States or the Government of Guam or the Tax Court of the United States, or a ruling, resolution, regulation, or temporary regulation, release, or announcement shall have been made or shall have been proposed to be made by the Treasury Department of the United States or the Internal Revenue Service, or other federal or state authority, with respect to federal or state taxation upon revenues or other income of the general character of that to be derived by the Authority from its operations, or upon interest received on obligations of the general character of the 2013 Bonds that, in the Representative's reasonable judgment, materially adversely affects the market for the 2013 Bonds, or the market price generally of obligations of the general character of the 2013 Bonds, or the ability of the Underwriters to enforce contracts for sale of the 2013 Bonds; or

2. there shall exist any event or circumstance that in the Representative's reasonable judgment makes either untrue or incorrect in any material respect any statement or information in the Official Statement or is not reflected in the Official Statement but should be reflected therein in order to make any statement of material fact therein not misleading in any material respect; or

3. there shall have occurred: (A) any new material outbreak or escalation of hostilities (including, without limitation, an act of terrorism) involving the United States or the

declaration by the United States of a national emergency or war occurs; or (B) the occurrence of any other calamity or crisis or any change in the financial, political or economic conditions in the United States or elsewhere (including, but not limited to, an escalation of hostilities that existed prior to the date hereof), if the effect of any such event specified in clause (A) or (B), in the reasonable judgment of the Representative, makes it impracticable or inadvisable to proceed with the offering or the delivery of the 2013 Bonds on the terms and in the manner contemplated in the Preliminary Official Statement or the Official Statement; or

4. there shall be in force a general suspension of trading on the New York Stock Exchange, or minimum or maximum prices for trading shall have been fixed and be in force, or maximum ranges for prices for securities shall have been required and be in force on the New York Stock Exchange, whether by virtue of determination by that Exchange or by order of the SEC or any other governmental authority having jurisdiction that, in the Representative's reasonable judgment, makes it impracticable for the Underwriters to market the 2013 Bonds or enforce contracts for the sale of the 2013 Bonds; or

5. a general banking moratorium shall have been declared by federal or state authorities having jurisdiction and be in force that, in the Representative's reasonable judgment, makes it impracticable for the Underwriters to market the 2013 Bonds or enforce contracts for the sale of the 2013 Bonds; or

6. legislation shall be enacted or actively considered for enactment, or a decision by a court of the United States shall be rendered, or a ruling, regulation, proposed regulation, or statement by or on behalf of the SEC or other governmental agency having jurisdiction of the subject matter shall be made, to the effect that the 2013 Bonds or any comparable securities of the Authority, any obligations of the general character of the 2013 Bonds, or the Legal Documents are not exempt from the registration, qualification or other requirements of the Securities Act or the Trust Indenture Act or would be in violation of any provision of the federal securities laws; or

7. there shall have been since the date hereof any material adverse change in the affairs or financial condition (except for changes that the Official Statement discloses are expected to occur) of the Authority that in the Representative's reasonable judgment will materially adversely affect the market for the 2013 Bonds or the ability of the Underwriters to enforce contracts for the sale of the 2013 Bonds; or

8. there shall be established any new restriction on transactions in securities materially affecting the free market for securities (including the imposition of any limitation on interest rates) or the extension of credit by, or a change to the net capital requirements of, underwriters established by the New York Stock Exchange, the SEC, any other federal or Government of Guam agency or the Congress of the United States, or by Executive Order; or

9. a stop order, release, regulation, or no-action letter by or on behalf of the SEC or any other governmental agency having jurisdiction of the subject matter shall have been issued or made to the effect that the issuance, offering, or sale of the 2013 Bonds, including all the

underlying obligations as contemplated hereby or by the Official Statement, or any document relating to the issuance, offering or sale of the 2013 Bonds, is or would be in violation of any provision of the federal securities laws at the Closing Date, including the Securities Act, the Exchange Act and the Trust Indenture Act; or

10. there shall have occurred after the signing hereof either a financial crisis or a default with respect to the debt obligations of the Authority or any political subdivision of the Government of Guam thereof or proceedings under the bankruptcy laws of the United States or of the Authority shall have been instituted by the Authority or any agency or political subdivision of the Government of Guam, in either case the effect of which, in the reasonable judgment of the Representative, is such as to materially and adversely affect the market price or the marketability of the 2013 Bonds or the ability of the Underwriters to enforce contracts for the sale of the 2013 Bonds; or

11. there shall have occurred any downgrading or published negative credit watch or similar published information from a rating agency that at the date of this Bond Purchase Agreement has published a rating (or has been asked to furnish a rating) on the 2013 Bonds, which action reflects a change or possible change, in the ratings accorded such 2013 Bonds; or

12. a material disruption in securities settlement, payment or clearance services shall have occurred and be continuing; or

13. any material change other than the inclusion of information permitted to be excluded by Rule 15c2-12 shall have been made between the Preliminary Official Statement and the Official Statement, except any change that has been accepted by the Representative.

L. Payment of Expenses.

1. The Underwriters shall be under no obligation to pay, and the Authority shall pay from available funds or direct the Trustee under the Indenture to pay from the proceeds of the 2013 Bonds (to the extent permitted under applicable law) or from other funds of the Authority, certain expenses set forth in this Section that are incidental to the performance of the Authority's obligations hereunder, including but not limited to, all expenses in connection with the printing of the Preliminary Official Statement, the Official Statement, and any amendment or supplement to either thereof; all expenses in connection with the printing, issuance, and delivery of the 2013 Bonds; the fees and disbursement of Bond Counsel, GIAA Counsel, GEDA Counsel and any auditors and accountants; the fees and disbursements of the Trustee and the Co-Trustee and their respective counsel; all expenses in connection with obtaining a rating or ratings for the 2013 Bonds; all expenses of the Authority in connection with the preparation, printing, execution, and delivery, and any recording or filing required by Bond Counsel, of the Legal Documents, this Bond Purchase Agreement, and any Financing Statement or notice with respect thereto; the Authority's administrative fees; GEDA's fees established by Guam law or rule; fees for preparation of a blue sky memorandum relating to the 2013 Bonds; and all other expenses and costs of the Authority incident to its obligations in connection with the authorization, issuance, sale, and distribution of the 2013 Bonds. The Authority acknowledges that a portion of the

Underwriters' discount represents reimbursement of the Underwriters for reasonable expenses incurred by the Underwriters on behalf of the Authority's employees which are incidental to implementing this Bond Purchase Agreement, including but not limited to, meals, transportation, lodging, entertainment, closing dinner and related events for such employees.

2. The Representative shall pay the costs of qualifying the 2013 Bonds for sale in various states chosen by the Representative, all advertising expenses in connection with the public offering of the 2013 Bonds, and all other expenses incurred by it or the other Underwriters in connection with the public offering and distribution of the 2013 Bonds, including the fees and disbursements of their counsel.

M. Indemnification.

1. The Authority agrees to indemnify and hold harmless the Underwriters and each person, if any, who controls (within the meaning of Section 15 of the Securities Act or Section 20 of the Exchange Act) the Underwriters and their directors, officers, agents, and employees against any and all losses, claims, damages, liabilities, and expenses arising out of a breach of any of the Authority's material representations included in this Bond Purchase Agreement (including a breach the result of which would require in connection with a public offering of the 2013 Bonds any security to be registered under the Securities Act or any indenture to be qualified under the Trust Indenture Act), or a breach of the Continuing Disclosure Certificate, or any statement or information in the Preliminary Official Statement or in the Official Statement (excluding therefrom the information under the caption "UNDERWRITING" and the information about DTC and its book-entry system) that is or is alleged to be untrue or incorrect in any material respect, or any material omission or alleged material omission of any statement or information under the foregoing headings in the Preliminary Official Statement or the Official Statement which is required to be stated therein or is necessary to make the statements therein, in the light of the circumstances in which they were made, not misleading. The foregoing indemnity agreement shall be in addition to any liability that the Authority may otherwise have.

   The Underwriters will indemnify and hold harmless the Authority, each of its members, directors, officers, and employees, and each person who controls the Authority within the meaning of Section 15 of the Securities Act or Section 20 of the Exchange Act, to the same extent as the foregoing indemnity from the Authority to the Underwriters, but only with reference to written information relating to the Underwriters furnished by them specifically for use in the preparation of the Preliminary Official Statement or the Official Statement. This indemnity agreement will be in addition to any liability which the Underwriters may otherwise have. The Authority acknowledges that the statements under the caption "UNDERWRITING" in the Preliminary Official Statement and the Official Statement constitute the only information furnished in writing by or on behalf of the Underwriters for inclusion in the Preliminary Official Statement and the Official Statement.

2. In case any claim shall be made or action brought against an indemnified party for which indemnity may be sought against any indemnifying party, as provided above, the indemnified party shall promptly notify the indemnifying party in writing setting forth the

particulars of such claim or action and the indemnifying party shall assume the defense thereof, including the retaining of counsel acceptable to such indemnified party and the payment of all expenses and shall have the right to negotiate and consent to settlement. An indemnified party shall have the right to retain separate counsel in any such action and to participate in the defense thereof but the fees and expenses of such counsel shall be at the expense of such indemnified party unless the employment of such counsel has been specifically authorized by the indemnifying party or the indemnifying party shall not have employed counsel reasonably acceptable to the indemnified party to have charge of the defense of such action or proceeding or the indemnified party shall have reasonably concluded that there may be defenses available to it which are different from or additional to those available to the indemnifying party (in which case the indemnifying party shall not have the right to direct the defense of such action or proceeding on behalf of the indemnified party), in any of which events, such legal or other expenses shall be borne by the indemnifying party. No party shall be liable for any settlement of any action effected without its consent, but if settled with the consent of the indemnifying party or if there is a final judgment for the plaintiff in any action with or without written consent of the indemnifying party, the indemnifying party agrees to indemnify and hold harmless the indemnified parties to the extent of the indemnities set forth above from and against any loss or liability by reason of such settlement or judgment.

If the indemnification provided for in Section N.1 is unenforceable or is unavailable to an indemnifying party in respect of any losses, claims, damages or liabilities (or actions in respect thereof) of the type subject to indemnification herein, then the indemnifying party shall, in lieu of indemnifying such person, contribute to the amount paid or payable by such person as a result of such losses, claims, damages or liabilities (or actions in respect thereof). In the case of the Authority and the Underwriters, contribution shall be in such proportion as is appropriate to reflect the relative benefits received by the Authority, on the one hand, and the Underwriters, on the other, from the sale of the 2013 Bonds. If, however, the allocation provided by the immediately preceding sentence is not permitted by applicable law then the indemnifying party shall contribute to such amount paid or payable by such indemnified party in such proportion as is appropriate to reflect not only such relative benefits but also the relative fault of the Authority, on the one hand, and the Underwriters, on the other, in connection with the statements or omissions which resulted in such losses, claims, damages or liabilities (or action in respect thereof), as well as any other relevant equitable considerations. The relative benefits received by the Authority, on the one hand, and the Underwriters, on the other, shall be deemed to be in the same proportion as the total proceeds of the sale of the 2013 Bonds paid to the Authority pursuant to Section A.1 hereof (before deducting expenses) bear to the underwriting discount received by the Underwriters (the difference between the initial public offering price for the 2013 Bonds appearing on the cover page of the Official Statement and the price to be paid therefor by the Underwriters as set forth therein under the caption "UNDERWRITING"). The relative fault shall be determined by reference to, among other things, whether the untrue or alleged untrue statement of a material fact or the omission or alleged omission to state a material fact relates to information supplied by the Authority or the Underwriters and the parties' relative intent, knowledge, access to information, and opportunity to correct or prevent such untrue statement or omission. The

Authority and the Underwriters agree that it would not be just and equitable if contribution pursuant to this subsection were determined by pro rata allocation or by any other method of allocation which does not take account of the equitable considerations referred to above in this subsection. The amount paid or payable by any person as a result of the losses, claims, damages or liabilities (or actions in respect thereof) referred to above shall be deemed to include any legal or other expenses reasonably incurred by such person in connection with investigating or defending any such action or claim. Notwithstanding the provisions of this paragraph, however, the Underwriters shall not be required to contribute an amount in excess of the amount by which such initial public offering price exceeds the Underwriter's discount of purchase of the 2013 Bonds pursuant to this Bond Purchase Agreement. No person guilty of fraudulent misrepresentation (within the meaning of Section 10(b) of the Securities Act) shall be entitled to contribution from any person who was not guilty of such fraudulent misrepresentation.

N. No Advisory or Fiduciary Role. The Authority acknowledges and agrees that: (i) the purchase and sale of the 2013 Bonds pursuant to this Bond Purchase Agreement is an arm's-length commercial transaction between the Authority and the Underwriters, (ii) in connection with such transaction and with the discussions, undertakings and procedures leading up to the consummation thereof, each Underwriter is and has been acting solely as a principal and not as an agent or fiduciary of the Authority, (iii) the Underwriters have not assumed (individually or collectively) an advisory or fiduciary responsibility in favor of the Authority with respect to the offering contemplated hereby or the discussions, undertakings and procedures leading up to the consummation thereof (irrespective of whether an Underwriter or any affiliate of an Underwriter has provided other services or is currently providing other services to the Authority on other matters), (iv) the Authority has consulted its own legal, financial and other advisors to the extent it has deemed appropriate in connection with the offering of the 2013 Bonds and (v) this Bond Purchase Agreement expresses the entire relationship between the parties hereto with respect to the issuance and sale of the 2013 Bonds.

O. Notices. All notices provided for in this Bond Purchase Agreement shall be made in writing either by actual delivery of the notice into the hands of the parties entitled thereto, by confirmed facsimile transmission, or by sending the notice by air courier or mailing by certified or registered mail, return receipt requested, in the United States mail to the address as stated below (or at such other address as may have been designated by written notice) of the party entitled thereto. The notice shall be deemed to be received in case of actual delivery on the date of its actual receipt by the party entitled thereto, in case of delivery by facsimile, on the date receipt is confirmed, in case of delivery by air courier on the date of delivery, and in case of mailing, on the date of receipt by United States mail, postage prepaid.

All communications hereunder, except as herein otherwise specifically provided, shall be in writing and mailed or delivered to the Authority at the address set forth above and to the Underwriters at the following addresses:

Citigroup Global Markets Inc.
601 Union Street, Suite 5130
Seattle, WA 98101
Attention: Tim Rattigan

Citigroup Global Markets Inc.
390 Greenwich St.
New York, NY 10013
Attention: Neal Atterman

P. Governing Law. This Bond Purchase Agreement shall be governed by and construed in accordance with the laws of the state of New York.

Q. Miscellaneous. This Bond Purchase Agreement is made solely for the benefit of the signatories hereto (including the successors or assigns of the Underwriters) and no other person shall acquire or have any right hereunder or by virtue hereof. The term "successor" shall not include any holder of any 2013 Bonds merely by virtue of such holding. All representations, warranties, agreements; and indemnities contained in this Bond Purchase Agreement shall remain operative and in full force and effect, regardless of delivery of and payment for the 2013 Bonds, and any termination of this Bond Purchase Agreement.

[Signature Page Follows]

R. Counterparts. This Bond Purchase Agreement may be executed in counterparts with the same force and effect as if all signatures appeared on a single instrument.

Very truly yours,

CITIGROUP GLOBAL MARKETS INC,
as Representative, on behalf of itself
and Wells Fargo Securities.

By:_____
Timothy Rattigan
Managing Director

ACCEPTED:

A.B. WON PAT GUAM INTERNATIONAL AIRPORT AUTHORITY

By:_____

GUAM ECONOMIC DEVELOPMENT AUTHORITY

By:_____

APPENDIX A

MATURITY SCHEDULE

Maturity (January 1)	Principal Amount ($)	Interest Rate (%)	Yield (%)	Price (%)

[c] Priced to par call on_____.

REDEMPTION PROVISIONS

ESCROW AGREEMENT

by and between the

A.B. WON PAT INTERNATIONAL AIRPORT AUTHORITY, GUAM

and

U.S. BANK NATIONAL ASSOCIATION,
as Escrow Agent

GUAM INTERNATIONAL AIRPORT AUTHORITY
General Revenue Bonds, 2003 Series A, 2003 Series B and 2003 Series C

Dated as of [_____] 1, 2013

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ESCROW AGREEMENT

THIS ESCROW AGREEMENT, dated as of [_____] 1, 2013 (the "Escrow Agreement"), is by and between the A.B. WON PAT INTERNATIONAL AIRPORT AUTHORITY, GUAM (the "Authority"), a duly organized public corporation and autonomous instrumentality of the government of Guam, and U.S. BANK NATIONAL ASSOCIATION, a national banking association organized and existing under the laws of the United States of America and qualified to accept and administer the duties of the Escrow Agent (as defined herein) hereby created, as Co-Trustee under the Indenture hereinafter identified (the "Co-Trustee"), acting as escrow agent hereunder (in such capacity, the "Escrow Agent").

WITNESSETH:

WHEREAS, the Authority has heretofore issued its Guam International Airport Authority General Revenue Bonds, 2003 Series A, 2003 Series B and 2003 Series C (collectively, the "Series 2003 Bonds") pursuant to an indenture, dated as of September 1, 2003, by and among the Authority, Bank of Guam, as successor trustee (the "Trustee"), and the Co-Trustee (as supplemented and amended, the "Indenture"); and

WHEREAS, the A.B. Won Pat International Airport Authority, Guam, General Revenue Bonds, 2013 Series A (the "2013 Series A Bonds"), 2013 Series B (the "2013 Series B Bonds"), 2013 Series C (the "2013 Series C Bonds" and, together with the [2013 Series A Bonds and 2013 Series B Bonds,] the "Refunding Bonds") are being issued pursuant to the Indenture, including as supplemented by a third supplemental indenture, dated as of [August] 1, 2013, by and among the Authority, the Trustee and the Co-Trustee, for the purpose, among others, of providing moneys to refund and redeem or pay upon the maturity thereof the Series 2003 Bonds which are currently outstanding in the aggregate principal amount of $[_____] (the "Refunded Bonds"); and

WHEREAS, in order to accomplish the defeasance of the Refunded Bonds in accordance with Article X of the Indenture, the Authority will deposit, or cause to be deposited, a portion of the proceeds of the Refunding Bonds and certain moneys on deposit in the funds and accounts established pursuant to the Indenture with the Escrow Agent in accordance with this Escrow Agreement; and

WHEREAS, the Authority has approved the issuance, sale and delivery of the Refunding Bonds and the deposit of the proceeds thereof and such other moneys in accordance with this Escrow Agreement;

NOW, THEREFORE, in consideration of the foregoing and of the mutual covenants hereinafter set forth, the parties hereto agree as follows:

SECTION 1. ***Creation of Escrow Fund.*** There is hereby created and established with the Escrow Agent a special and irrevocable escrow fund designated as the "Guam International Airport Authority General Revenue Bonds, 2003 Escrow Fund" (the "Escrow Fund") to be held in the custody of the Escrow Agent in trust under this Escrow Agreement for the benefit of the owners of the Refunded Bonds. All securities, investments and moneys in the Escrow Fund are hereby irrevocably pledged to meet the payment requirements

set forth in Schedule I attached hereto and made a part hereof, subject to the provisions of Sections 5 and 7 hereof.

SECTION 2. ***Deposit to the Escrow Fund.*** Concurrently with the execution and delivery of this Escrow Agreement, the Authority shall deposit, or cause to be deposited, with the Escrow Agent the sum of $[_____] ($[_____] to be derived from the proceeds of the Refunding Bonds, and $[_____] to be derived from the moneys on deposit with the Co-Trustee in the funds established under the Indenture). The Escrow Agent shall, on the same date, apply a portion of such amount to purchase certain noncallable securities and investments, all as set forth in Schedule II attached hereto and made a part hereof (the "Escrowed Securities"), which securities the Authority represents are Federal Securities permitted under the Indenture for purposes of defeasing the Refunded Bonds, maturing on the dates and in the amounts necessary, together with other amounts on deposit in the Escrow Fund, to make the payments described in Section 5. Any amount in the Escrow Fund not so applied to purchase such Escrowed Securities shall be held in the Escrow Fund as uninvested cash.

SECTION 3. ***Investment of Escrow Fund.*** The Escrow Agent will purchase the Escrowed Securities in the name of the Escrow Agent as provided in Section 2 above and will hold such Escrowed Securities and any earnings received thereon in the Escrow Fund and disburse such amounts as provided herein. The Escrow Agent shall collect amounts due and shall apply such amounts as needed to make the payments and transfers required by this Escrow Agreement, but otherwise shall have no power or duty to sell, transfer or otherwise dispose of the Escrowed Securities or cash held under the terms of this Escrow Agreement.

In the event that at any time the Authority is of the opinion that for purposes of Section 13 it is necessary to restrict or limit the yield on the investment of any moneys held by the Escrow Agent pursuant to this Escrow Agreement, the Authority shall instruct the Escrow Agent in writing, and the Escrow Agent shall take such action as it may be directed in accordance with such instructions; provided, however, that no such action shall impair the ability of the Escrow Agent to apply necessary amounts in the Escrow Fund for the purposes set forth in Section 5 below.

SECTION 4. ***Creation of Lien on Escrow Fund.*** The Escrow Fund created hereby shall be irrevocable, and the Escrow Agent is hereby appointed to act for the benefit of the holders of the Refunded Bonds, which holders are hereby granted an exclusive lien on the Escrow Fund and all moneys and investments from time to time held therein for the payment of amounts described in Section 5 below. The Escrow Agent shall hold such moneys and investments for the sole benefit of the holders of the Refunded Bonds separate and apart from, and not commingled with, any other moneys or investments.

SECTION 5. ***Use of Escrow Fund.*** The Escrow Agent shall apply amounts in the Escrow Fund at such times and in such amounts as is necessary to transfer to the paying agent for the Refunded Bonds amounts to pay for maturing Refunded Bonds and Refunded Bonds called for redemption as well as interest due according to Schedule I attached hereto.

SECTION 6. ***Notice of Redemption.*** The Authority hereby irrevocably instructs the Escrow Agent to give notice of redemption on August [29], 2013 of the Refunded Bonds

maturing after October 1, 2013. Such notice of redemption shall be given not less than thirty (30) nor more than sixty (60) days before October 31, 2013 in the manner required by Section 4.03 of the Indenture, shall be substantially in the form set forth in Appendix A attached hereto and made a part hereof and shall otherwise be in conformity with any applicable requirements of the Indenture.

SECTION 7. ***Transfer of Excess Funds.***

(a) Interest income and other amounts received by the Escrow Agent as payments on the Escrowed Securities shall be held as part of the Escrow Fund to be used for the purposes set forth in Section 5 of this Escrow Agreement and shall be held uninvested.

(b) If the Escrow Agent receives a report of a certified public accountant or firm of certified public accountants acceptable to the Authority to the effect that the money and investments in the Escrow Fund, including earnings thereon, will be in excess of the amount necessary to pay all of the Refunded Bonds when due by reason of maturity or optional redemption, and an opinion of nationally recognized bond counsel that the transfer described in this sentence is permitted by law and will not affect the exclusion from gross income of interest on such Refunded Bonds or the Refunding Bonds for federal income tax purposes, the Escrow Agent shall, upon written direction of the Authority, transfer the amount of such excess to the Authority.

SECTION 8. ***Liability of Escrow Agent.***

(a) The Escrow Agent shall not be liable for any loss resulting from any investment made pursuant to this Escrow Agreement in compliance with the provisions hereof. The Escrow Agent shall have no lien whatsoever on the Escrow Fund or moneys on deposit in the Escrow Fund for the payment of fees and expenses for services rendered by the Escrow Agent under this Escrow Agreement or otherwise.

(b) The Escrow Agent shall not be liable for the accuracy of the calculations as to the sufficiency of any moneys deposited into the Escrow Fund or Escrowed Securities purchased at the direction of the Authority to pay the principal of and premium, if any, and interest on the Refunded Bonds.

(c) In the event of the Escrow Agent's failure to account for any of the Escrow Fund or moneys received by it, said Escrow Fund or moneys shall, nevertheless, be and remain in trust for the holders of the Refunded Bonds or portions thereof, as herein provided.

(d) The Escrow Agent undertakes to perform only such duties as are expressly set forth in this Escrow Agreement and no implied duties or obligations shall be read into this Escrow Agreement against the Escrow Agent.

(e) The Escrow Agent may conclusively rely, as to the truth of the statements and the correctness of the opinions expressed therein, and shall be protected as stated in this Escrow Agreement, in acting, or refraining from acting, upon written notice, instruction, request, certificate, document, report or opinion furnished to the Escrow Agent and reasonably believed by the Escrow Agent to have been signed or presented by the proper party, and it need not

investigate any fact or matter stated in such notice, instruction, request, certificate, document, report or opinion.

(f) The Escrow Agent shall not have any liability hereunder except to the extent of its own negligence or willful misconduct. The Escrow Agent is not required to resolve conflicting demands to money or property in its possession under this Escrow Agreement.

(g) The Escrow Agent may consult with counsel of its own choice (which may be counsel to the Authority) and the opinion of such counsel shall be full and complete authorization to take or suffer in good faith any action in accordance with such opinion of counsel.

(h) The Escrow Agent shall not be responsible for any of the recitals or representations contained herein, in the Indenture or in the Refunding Bonds.

(i) The Escrow Agent may become the owner of, or acquire any interest in, any of the Refunding Bonds with the same rights that it would have if it were not the Escrow Agent and may engage or be interested in any financial or other transaction with the Authority.

(j) The Escrow Agent shall be afforded the same rights and protections afforded the Co-Trustee under the Indenture, including, without limitation, those set forth in Article VIII thereof.

(k) The Escrow Agent shall not be liable for any action or omission of the Authority under this Agreement, the Indenture or otherwise.

(l) No provision of this Escrow Agreement shall require the Escrow Agent to expend or risk its own funds or otherwise incur any financial liability in the performance or exercise of any of its duties hereunder or in the exercise of its rights or powers.

SECTION 9. ***Sufficiency of Escrow.*** The Authority agrees that if for any reason the investments and moneys and other funds in the Escrow Fund are insufficient or otherwise unavailable to pay timely principal of, premium, if any, and interest on, the Refunded Bonds, the Authority shall continue to be liable therefor in accordance with the terms of the Refunded Bonds and the Indenture. The Escrow Agent shall in no manner be responsible for the Authority's failure to make any deposit to cure any deficiency.

SECTION 10. ***Records and Reports.*** The Escrow Agent will keep books of record and account in which correct entries shall be made of all transactions made by it relating to the receipts, disbursements, allocations and application of the money and Escrow Securities deposited to the Escrow Fund and all proceeds thereof. Such books shall be available for inspection at reasonable hours and under reasonable conditions upon reasonable prior notice by the Authority and the owners of the Refunded Bonds.

SECTION 11. ***Successor Escrow Agent.*** Any corporation or association into which the Escrow Agent may be merged or converted or with which it may be consolidated, or any corporation or association resulting from any merger, conversion, consolidation or reorganization to which the Escrow Agent shall be a party or any company to which the Escrow

Agent may sell or transfer all or substantially all of its corporate trust business (so long as such company meets the requirements set forth below), shall be the successor Escrow Agent under this Escrow Agreement without the execution or filing of any paper or any other act on the part of the parties hereto, anything herein to the contrary notwithstanding.

The Escrow Agent may resign by notifying the Authority in writing at least 30 days before the effective date of such resignation. The Authority may remove the Escrow Agent and appoint a successor Escrow Agent by notifying the Escrow Agent in writing. No such resignation or removal shall be effective until a successor Escrow Agent meeting the requirements set forth in the next paragraph has delivered an acceptance to the Authority and the Escrow Agent of (a) its appointment and (b) the cash and securities held under the terms of this Escrow Agreement. If the Authority does not appoint a successor Escrow Agent, the Escrow Agent may petition any court of competent jurisdiction for the appointment of a successor Escrow Agent, which court may thereupon, after such notice, if any, as it may deem proper and prescribe and as may be required by law, appoint a successor Escrow Agent.

Any Escrow Agent appointed under the provisions of this Section in succession to the Escrow Agent shall be a trust company or bank having the powers of a trust company doing business which has a combined capital and surplus of at least seventy-five million dollars ($75,000,000), and is subject to supervision or examination by federal or state authority. If such bank or trust company publishes a report of condition at least annually, pursuant to law or to the requirements of any supervising or examining authority above referred to, then for the purpose of this paragraph the combined capital and surplus of such bank or trust company shall be deemed to be its combined capital and surplus as set forth in its most recent report of condition so published. In case at any time the Escrow Agent shall cease to be eligible in accordance with the provisions of this paragraph, the Escrow Agent shall resign immediately in the manner and with the effect specified in this Section.

SECTION 12. ***Termination.*** This Escrow Agreement shall terminate when all payments required to be made by the Escrow Agent under the provisions of Section 5 hereof shall have been made and any moneys and investments remaining in the Escrow Fund at the time of such termination shall have been transferred to the Authority and the Escrow Agent has provided a final account statement to the Authority.

SECTION 13. ***Tax Status of Interest on Bonds.*** The Authority covenants and agrees for the benefit of the holders of the Refunded Bonds that it will not perform or permit to be performed anything or any act in such manner as would cause interest on the Refunded Bonds or the Refunding Bonds to be included in the gross income of the recipients thereof for federal income tax purposes under the Internal Revenue Code of 1986 (the "Code"), and, in particular, it will not use any of the proceeds received from the sale of the Refunding Bonds, directly or indirectly, in any manner which would result in such Refunding Bonds being classified as "arbitrage bonds" within the meaning of Section 148(a) of the Code.

SECTION 14. ***Severability.*** If any section, paragraph, sentence, clause or provision of this Escrow Agreement shall for any reason be held to be invalid or unenforceable, the invalidity or unenforceability of such section, paragraph, sentence, clause or provision shall not affect any of the remaining provisions of this Escrow Agreement.

SECTION 15. ***Successors and Assigns.*** All of the covenants and agreements in this Escrow Agreement contained to be performed by or on behalf of the Authority or the Escrow Agent shall bind and inure to the benefit of their respective successors and assigns, whether so expressed or not.

SECTION 16. ***Compensation of Escrow Agent.*** For acting under the Escrow Agreement, the Escrow Agent shall be entitled to payment of fees for its services and reimbursement of reasonable disbursements and advances, counsel fees and other expenses reasonably and necessarily made or incurred by the Escrow Agent in connection with its services under this Escrow Agreement in accordance with the Escrow Agent's fee schedule as agreed to with the Authority; provided, however, that such amount shall never be deducted or payable from, or constitute a lien or charge against or upon the Escrow Fund.

SECTION 17. ***Governing Law.*** This Escrow Agreement shall be governed by the applicable laws of Guam; provided, however, that the administration of the trusts duties imposed upon the Escrow Agent by the Escrow Agreement and the rights, duties and obligations of the Escrow Agent hereunder shall be governed by, and construed in accordance with the laws of the jurisdiction in which the Escrow Agent has its corporate trust office.

SECTION 18. ***Business Day.*** Whenever under the terms of this Escrow Agreement the performance date of any act to be done hereunder shall fall on a day which is a Sunday or a legal holiday or a day upon which banking institutions are authorized by law to close, the performance thereof on the next succeeding day which is not a Sunday or a legal holiday or a day upon which banking institutions are authorized by law to close shall be deemed to be in full compliance with this Escrow Agreement.

SECTION 19. ***Headings.*** Any headings preceding the text of the several Sections hereof, and any table of contents appended to copies hereof, are for convenience of reference only and shall not constitute a part of this Escrow Agreement, nor shall they affect its meaning, construction or effect.

SECTION 20. ***Counterparts.*** This Escrow Agreement may be executed in any number of counterparts, each of which for all purposes shall be deemed to be one original and all of which shall together constitute but one and the same instrument.

SECTION 21. ***Amendment.*** The parties hereto may, without the consent of or notice to the holders of the Refunded Bonds, enter into such amendments to this Escrow Agreement that shall not adversely affect the rights of such holders hereunder and shall not be inconsistent with the terms and provisions of this Escrow Agreement, for any one or more of the following purposes:

(a) to cure any ambiguity or formal defect or omission in this Escrow Agreement;

(b) to grant to, or confer upon the Escrow Agent, for the benefit of the holders of the Refunded Bonds, any additional rights, remedies, powers or authority that may lawfully be granted to, or conferred upon the Escrow Agent;

(c) to subject to this Escrow Agreement additional funds, revenues, securities or properties;

(d) to conform this Escrow Agreement to the provisions of any law or regulation governing the exclusion from gross income of interest on the Refunded Bonds or the Refunding Bonds for federal income tax purposes in order to maintain their such exclusion; and

(e) to make any other change determined by the Authority to be not materially adverse to the holders of the unpaid Refunded Bonds. In making such determination, the Authority and the Escrow Agent may rely on the opinion of legal counsel.

IN WITNESS WHEREOF, the A.B. WON PAT INTERNATIONAL AIRPORT AUTHORITY, GUAM and U.S. BANK NATIONAL ASSOCIATION have caused this Escrow Agreement to be executed by their duly authorized officers as of the date first above written.

A.B. WON PAT INTERNATIONAL AIRPORT AUTHORITY, GUAM

By _____
Authorized Officer

U.S. BANK NATIONAL ASSOCIATION, as Escrow Agent

By _____
Authorized Officer

SCHEDULE I—Required Payments

(See Attached)

SCHEDULE II—Investments and Securities

(See Attached)

APPENDIX A

Form of Notice of Redemption

RESCINDABLE NOTICE OF REDEMPTION OF
A.B. WON PAT INTERNATIONAL AIRPORT AUTHORITY, GUAM
General Revenue Bonds,
2003 Series A, 2003 Series B and 2003 Series C

NOTICE is hereby given to the owners of the Guam International Airport Authority General Revenue Bonds, 2003 Series A, 2003 Series B and 2003 Series C (collectively, the "Bonds") that the A.B. Won Pat International Airport Authority, Guam (the "Authority") has duly called for redemption all of the outstanding Bonds maturing on or after October 1, 2013 and will redeem such Bonds on [_____], 2013 (the "Redemption Date"), prior to the stated maturity. From and after the Redemption Date, interest on the Bonds will cease to accrue.

The Bonds shall become due and payable on the Redemption Date, at a redemption price equal to 100% of the principal amount thereof, plus accrued and unpaid interest to the Redemption Date, upon presentation and surrender, with a written instrument of transfer duly executed by the registered owner thereof or by such registered owner's attorney duly authorized in writing, at the following address:

[U.S. BANK TO CONFIRM ADDRESS INFORMATION]

If by Mail: (Registered Bonds)	If by Mail: (Bearer Bonds)	If by Hand or Overnight Mail:
U. S. Bank Trust National Association Corporate Trust Services P. O. Box 64111 St. Paul, MN 55164-0111	U. S. Bank Trust National Association Corporate Trust Services P. O. Box 64452 St. Paul, MN 55164-0452	U. S. Bank Trust National Association 180 East Fifth Street 4th Floor - Bond Drop Window St. Paul, MN 55101

The Bonds to be redeemed mature on the dates, are in the principal amounts, and bear the CUSIP numbers, as set forth below: [TO COME]

2003 Series A

Maturity Dates (October 1)	Date of Issue	Principal Amount	Interest Rate	CUSIP Number
		$_____		

2003 Series B

Maturity Dates (October 1)	Date of Issue	Principal Amount	Interest Rate	CUSIP Number
		$_____		

2003 Series C

Maturity Dates (October 1)	Date of Issue	Principal Amount	Interest Rate	CUSIP Number
		$_____		

The Authority may, at its option, at any time prior to the Redemption Date, rescind and cancel this notice of redemption.

Dated this [___] day of [August] 2013.

By U.S. Bank National Association,
as Co-Trustee

A.B. WON PAT
INTERNATIONAL AIRPORT AUTHORITY, GUAM
ATURIDAT PUETTON BATKON AIREN GUAHAN ENTENASIONAT

P.O. Box 8770
Tamuning, GU 96931

Tel (671) 646-0300
Fax (671) 646-8823

www.guamairport.com

MINUTES OF THE REGULAR MEETING OF THE BOARD OF DIRECTORS OF A.B. WON PAT INTERNATIONAL AIRPORT AUTHORITY, GUAM
Thursday, September 19, 2013, 3:00 p.m.
GIAA TERMINAL CONFERENCE ROOM #3

1. CALL TO ORDER AND ATTENDANCE

The September 19, 2013, regular meeting of the Board of Directors of the A.B. Won Pat International Airport Authority, Guam ("GIAA") was called to order by Chairman Santos at 3:08 p.m. at the GIAA Terminal Conference Room #3, 355 Chalan Pasaheru, Tamuning, Guam 96913.

Directors present:	**Offices or Positions:**
Francisco G. Santos	Chairman
Lucy M. Alcorn	
Edward G. Untalan	
P. Sonny Ada	
Directors absent:	
Jess Q. Torres (Excused)	Vice Chairman
Linda Tolan (Excused)	
Martin Gerber (Excused)	
GIAA Officials:	
Charles H. Ada II	Executive Manager
Peter Roy Martinez	Deputy Executive Manager
Carlos P. Bordallo	Acting Comptroller
Frank R. Santos	Business and Financial Consultant
Jean M. Arriola	Air Services Manager
Gerard Bautista	Air Terminal Manager
Michael A. Pangelinan Esq.	Legal Counsel
Janalynn Cruz Damian Esq.	Legal Counsel

The Chairman welcomed the presence of Airport tenants, stakeholders, and members of the public who are noted in the sign-in sheet made an as attachment to these minutes.

2. APPROVAL OF AGENDA

The Chairman asked if there were any changes to the agenda. No changes were requested. On motion duly made by Director Ada, and seconded by Director Alcorn, the agenda was unanimously approved.

3. APPROVAL OF MINUTES

The next item on the agenda was approval of the minutes of the July 25, 2013 Regular Meeting and the August 9, 2013 Special Meeting.

On motion duly made by Director Ada, seconded by Director Alcorn, the minutes of the July 25, 2013 Regular Meeting and the August 9, 2013 Special Meeting was unanimously approved, subject to corrections.

4. CORRESPONDENCE

The Executive Manager informed the Board that GIAA had received two (2) correspondences. The first correspondence pertained to the Specialty Retail Concession, which the Executive Manager requested to be discussed during Executive Session because of the pending litigation.

The second correspondence was from the Guam Lions Club in reference to a request to donate a welcome to Guam sign. The Executive Manager recommended that instead of a static sign (as proposed by the Club), that the Board possibly consider an electronic or digital board. This would allow more information to be displayed, such as flight information, road closures throughout the Airport or emergency alerts, etc. This format could also possibly offer the opportunity to current or outside vendors to advertise, which could generate additional revenue for the Airport.

The Executive Manager requested additional time for Management to review the proposal from the Guam Lions Club. The Chairman requested Management present its recommendation to the Board at the next Board meeting. Director Ada requested that Management develop a signage policy for the Board's consideration, if none existed.

5. MATTERS FOR BOARD RATIFICATION/APPROVAL

A. Approval of TSA Other Transaction Agreement

Mr. Frank Santos, Business and Financial Consultant, presented the request to approve the TSA other Transaction Agreement. Mr. Santos stated that this was a grant from TSA for the Checked Baggage Recapitalization Screening Construction Services Project (the "Project"). The Project is to relocate all of the checked baggage screening, currently located in front of the ticket counters, to the back and to integrate the system into the in-line baggage system.

Mr. Santos noted that there were two parts to the Project. The first part of the Project, called Recapitalization, will change out the security equipment that TSA uses, including the entire infrastructure that supports the equipment. The second, called Optimization is the work needed to bring in the equipment and make changes to the baggage handling system that supports the operation. Mr. Santos was happy to inform the Board that TSA will be funding 100% of the $2,670,602 cost of the Recapitalization phase and 95% of the $23,398,661 cost of the Optimization phase. GIAA's share of the total project cost of $26,069,263 will be $1,169,933.

Mr. Santos informed the Board that the GIAA had initially planned to finance the bulk of the cost of this Project through the 2013 bond financing. Now that TSA will be financing approximately 96% of the total cost, GIAA will now redirect the funds allocated to the project to other capital improvement projects on the Bond Project List. Mr. Santos stated that GIAA has been waiting for a number of years to begin this project. Its completion will provide more space in the check-in lobby for passengers to use, the queuing space for the airlines to use and ultimately improve the passenger experience. Mr. Santos, on behalf of Management, requested that the Board approve the TSA Other Transaction Agreement.

Chairman Santos called for any questions from the Board. Director Ada inquired on the location and if it included sorting equipment. Mr. Santos replied there will be changes made to the sorting equipment and there will also be a little room built above the loading dock area so that more room can be provided for the conveyer belt.

After further discussion, on motion duly made by Director Ada, and seconded by Director Alcorn, the following resolution was unanimously approved:

Resolution

The Board hereby approves the Transportation Security Administration Other Transaction Agreement for the Checked Baggage Recapitalization Screening Construction Services Project.

B. Approval of Award for Money Exchange Concession Multi-Step IFB No. GIAA-02A-FY13

The Executive Manager stated that GIAA issued the Money Exchange Concession through a multi-step bid process. The process consisted of two phases. Phase I is qualified based submission, and those deemed qualified are invited to participate in Phase II, which requires the qualified bidders to submit bids of annual percentage fees for the term of the contract. Mr. Ada reported that three (3) companies acknowledged receipt of the bid package, however, only two (2) companies submitted bid proposals before the submission deadline: Lenlyn Ltd., dba ICE Currency Services and Travelex Currency Services.

Both bidders were deemed qualified and responsible bidders and submitted bids under Phase II. Based upon review of the bids submitted, Travelex Currency Services, Inc. submitted the best annual percentage fees for the term of the contract. Accordingly, Management recommends awarding the Money Exchange Concession Agreement to Travelex Currency Services, Inc. for a period of five (5) years, effective November 1, 2013, subject to legal review of the contract.

Director Ada inquired if the current concession term was up. The Executive Manager responded yes and that the current company has been operating on a month to month basis. The Manager also stated that after the five (5) year contract the concession would be put out for competitive bid once again.

On motion duly made by Director Ada, and seconded by Director Untalan the following resolution was unanimous approved:

Resolution

The Board hereby approves Management's recommendation to award the Money Exchange Concession Agreement, procured under Multi-Step IFB No. GIAA-02A-FY13, to Travelex Currency Services, Inc., based upon the annual percentage fees submitted by Travelex Currency Services, Inc., for a period of five (5) years, effective November 1, 2013, subject to legal review of the Money Exchange Concession Agreement.

C. Approval of GIAA FY2014 Insurance Program Renewal

The Executive Manager introduced to the Board the Airport's Insurance Broker, Ms. Annmarie Muna of AM Insurance, who presented a summary of the various insurance carriers who responded to the insurance specifications for the Airport. Ms. Muna informed the Board that the renewal process was successful this year as a result of more participation from the different carriers, which means more competitive premiums. Ms. Muna went on to explain the process of renewal and referred the Board to the chart titled "FY2014 Markets & Underwriters" setting forth the quotes submitted by the various carriers for the various policies as well as the September 18, 2013 Memorandum from Iris, Ltd, GIAA's insurance consultant, recommending which quotes to accept. Based upon the quotes submitted, Management recommended that the Board approve accepting the quotes as follows:

Property Insurance – Accept Calvo's bid.
Airport Liability – Accept Moylan's bid.
Workers Compensation – Accept Calvo's bid.
Directors & Officers Liability – Accept Moylan's bid.
Commercial Auto – Accept Moylan's bid.
Crime – Accept Moylan's bid.

Based upon the quotes submitted, Ms. Muna explained that GIAA would see a savings for FY2014 compared to FY2013 of $217,581.00.

Director Ada inquired if the policies were single year or multiyear policies, and if this process is completed annually. Ms. Muna replied single year. Director Untalan asked if this was a better option. Director Ada explained that in some cases you will get better rates for multiyear policies. Ms. Muna responded stating that if the insurance specifications ask for multiyear policies than yes. There was a carrier that offered a three year option on their workman's compensation, but it was not considered because it was not asked for in the specifications and the carrier's workman's compensation three year option quote was subject to an annual audit at the end of the year, which resulted in an open ended quote.

Brief discussion followed relative to multiyear policies with Director Ada inquiring as to why internally GIAA does not request for multiyear policies on the specifications. Mr. Mike Moody of Iris, Ltd. responded informing the Board that GIAA certainly can request for multiyear polices however, workman's compensation policies customarily are never done on a multiyear basis without audit provisions, which results in an open ended price and a firm figure is required.

Mr. Moody went on to add that now they do request for multiyear quotes on policies such as auto, crime. Director Untalan inquired aside from the workman's compensation, did GIAA request for a multiyear policy. Director Alcorn inquired as to whether it would be more cost effective to go multiyear. Ms. Jean Arriola replied that GIAA can definitely explore that as an option next time.

Ms. Muna informed the Board that the specification can be revised next year to request that carriers provide quotes for a one (1) year and a three (3) year term and GIAA could then make a decision whether to go with one (1) year or three (3) year term.

Director Ada inquired on the Property Insurance coverage, if GIAA is following an airport standard and if FAA requires more coverage. Mr. Moody informed the board that the Bond Indenture does require GIAA to maintain insurance similar to other airports.

The Executive Manager requested that the Board accept Management's recommendation to approve the FY 2014 Insurance Program as presented.

On motion duly made by Director Alcorn, and seconded by Director Untalan, the following resolution was unanimously approved:

Resolution

The Board approves and accepts the following quotes for GIAA's FY2014 Insurance Program:

Property Insurance –Calvo's
Airport Liability –Moylan's
Workers Compensation – Calvo's
Directors & Officers Liability – Moylan
Commercial Auto – Moylan's
Crime – Moylan's

D. Ratification of Quarterly Travel

Management presented the Travel Report for FY2013 Third Quarter (April – June 2013) for ratification by the Board.

On motion duly made by Director Untalan, and seconded by Director Alcorn, the following resolution was unanimously approved:

Resolution

The Board hereby ratifies and approves the expenditures for travel set forth in the Travel Report for FY2013 Third Quarter (April-June 2013) as presented to the Board.

E. Ratification of Disbursements

The Executive Manager presented the listing of disbursements over $50,000 made by GIAA to various vendors during the period of July 25, 2013 – September 13, 2013. The Executive Manager noted that there was a high level of activity at the Airport during the relevant time period. Mr. Frank Santos added that the vast majority of the disbursements were for Capital Improvement Projects.

On motion duly made by Director Untalan, and seconded by Director Ada, the following resolution was unanimously approved:

Resolution

The Board hereby ratifies and approves the disbursements over the $50,000.00 threshold made by GIAA to various vendors during the period of July 25 – September 13, 2013.

6. OLD BUSINESS

A. Executive Manager's Report

Before proceeding with his report, the Executive Manager informed the Board that at this time due to current weather conditions approximately nine (9) flights were diverted from Guam to the CNMI. The Executive Manager explained that more than likely the passengers will just wait it out in Saipan on the tarmac.

The Executive Manager provided updates on various matters concerning airlines and charter operations, to include Vladivostok Air announcing plans to operate direct scheduled charter flights from two (2) locations in Russia's far east, Vladivostok and Khaborvsk. Flights will operate on a bi-weekly basis from November through March 2014, serviced by a Tupolov aircraft and an A320, with both having a seat capacity of 150 per flight. The Manager stated he was very excited to welcome the Airport's new partners.

In addition to their regularly scheduled flights from Narita, Japan Airlines has announced it will be operating charters in winter from Tokushima and Takamatsu, Japan. China Airlines will operate two (2) additional flights from Kansai to Guam in October, in addition to their nine (9) roundtrip flights. Director Ada inquired if those flights would be Japanese tourists or routing Taiwan tourists. Mr. Frank Santos responded it would be a combination.

Reporting on FAA and regulatory issues, the Executive Manager stated that the FAA conducted a visual inspection of the 6L/24R ILS on Friday, August 16, 2013. Flight checks for runway 6L/24R ILS originally scheduled for August 29, 2013 were postponed until December 2013 or January 2014.

United States Customs and Border Protection (USCBP) informed airlines operating at GIAA via Memorandum on August 8, 2013 that landing rights must be made seventy-five (75) days in advance in writing to the USCBP Port Director. USCBP's response to the requesting carrier would be issued thirty (30) days prior to the effective date.

The Executive Manager informed the Board that according to an announcement last week from TSA, Guam is among the sixty (60) U.S. airports included in the expansion of TSA's expedited screening program. The program allows pre-approved airline travelers to leave on their shoes, belt and lighter outerwear, as well as keep their laptops in their cases and their regulation liquids/gels bag in their carry-on in select screening lanes. Certain passengers who are eligible for the program include U.S. citizens of frequent flyer programs who are invited by participating airlines, or who are members of USCBP Trusted Traveler program. The Executive Manager informed the Board that TSA hosted a meeting two (2) days ago in reference to the program and the process as far as specific timelines and GIAA is very excited to engage that process. Mr. Ada stated it will definitely alleviate congestion at the security check points. Brief discussion followed on the types of programs passengers would need to be registered with to be eligible.

Reporting on the financial matters to include the refinance of 2003 bonds and new revenue bonds sale, the Executive Manager informed the Board of a comment made by Citigroup that this particular bond was the most successful bond financing endeavor that Guam has ever engaged. Mr. Ada stated that the success stems from the support of GIAA's Board of Directors and the support that they offered throughout the whole

endeavor and thanked the Board for its continued support. The Executive Manager went on to add that GIAA held an employee meeting that morning, and that recognition was given to the employees. Director Alcorn also offered congratulations to Management for their efforts.

Staying with financial issues, the Executive Manager announced that Management would like the Board to consider obligating this fiscal year the meritorious bonus that were supposed to be paid to qualified employees. Mr. Ada stated that he would like to suggest to the Board that GIAA consider encumbering the funds, and that he knew there were some concerns from some of the Board members regarding the legal aspect of it, which could be addressed at a later time. The Executive Manager stated he would like the Board to at least obligate the funds necessary to pay the Merit Bonus.

Mr. Carlos Bordallo informed the Board that the Office of Public Accountability ("OPA") had asked if GIAA recognized the Merit Bonus as a liability on the books, and at the time GIAA did not have the analysis prepared, but that OPA recommended that GIAA indeed recognize the liability. In discussions with Management, he stated, if we are going to recognize the liability than he would recommend GIAA do it this year, simply because of the fact that we have the new Concession Agreement and the numbers as shown in the Comptrollers Report, the debt service ratio would be minimally effected in the recognition of this liability. Also that it is a non-recurring cost as Merit Bonuses are a onetime pay out and will not add to the salary level of the employees. Director Ada requested for clarification that Management's request is to obligate the monies now at the recommendation of the Comptroller and the Public Auditor, subject to legal review. Director Untalan stated that he does not like to use the word obligate, that reserve would be a better word, as it would need to go through legal review.

After further discussion, on motion duly made by Director Untalan, and seconded by Director Alcorn, the following resolution was unanimously approved:

Resolution

The Board hereby approves the reservation of funds for the Merit Bonus program and requests that legal counsel address the legal issues on GIAA's liability to pay the Merit Bonus.

The Executive Manager next informed the Board that General Services Agency has granted full delegation of procurement authority to GIAA to serve as a purchasing agency for fiscal year 2014, beginning October 1, 2013 and expiring September 30, 2014. Under the delegation, GIAA must fully comply with all provisions of the Guam Procurement Act, and agree to the periodic review of procurement activities to ascertain compliance. Director Ada inquired on the full delegation of procurement. The executive Manager responded stating yes; however GIAA is subjected to audits from GSA, the Chief Procurement Officer, and last year GIAA underwent a GSA audit. The

Executive Manager informed the Board for the benefit of the new Directors, that GIAA has its' own Procurement Department and Mr. Frank Taitano is the Procurement Administrator. Discussion followed relative to procurement audits. Director Untalan stated that the Procurement Department was very key during the Concession Agreement in insuring that nothing was violated procurement wise.

B. Financial Report

For the Board's information, Mr. Carlos P. Bordallo, Acting Comptroller presented the financial report as of July 31, 2013.

C. Legal Counsel's Report

Legal Counsel requested that a report will be made during Executive Session relative to pending litigation. Mr. Michael Pangelinan requested that the Board approve payment of their fees above the monthly $45,000 cap for work done relating to the Bond financing. Mr. Pangelinan explained that the monthly cap for legal fees is $45,000, and if the fees exceed that cap then the Board would need to approve payment of the excess, with the only exception being for fees relating to the Specialty Retail Litigation.

Mr. Pangelinan explained that in the month of August there was quite a bit of extra work that was required, in particular regarding the Bond financing. He went on to state that they had committed one of their attorney's, Janalynn C. Damian pretty much full time on the Bond financing especially during the trip, attending the investor meetings in a few different cities, she was requested to attend meetings with the rating agencies, weekly conference calls that lasted hours per call throughout the month, resulting in fees in excess of the monthly cap. Mr. Pangelinan added that the $45,000 covers all matters, including the Bond financing.

Director Untalan inquired on the amount of legal fees for just the Bonds alone. Legal Counsel, Michael Pangelinan informed the Board that legal fees for the Bond matter were $52,482.00, and the cap was exceeded by $28,290.50. Mr. Pangelinan explained that most of the time legal fees are well below half of the cap but this month was an exceptional month that required a lot more commitment from the firm. The Comptroller suggested just absorbing the cost. Chairman Santos requested for justification. Director Untalan stated that the majority of the monthly fee is for bond related work and if the fees for the Bonds were not included, the amount would be well below the cap.

On motion duly made by Director Untalan, and seconded by Director Alcorn, the following resolution was unanimously approved:

Resolution

The Board hereby authorizes the payment of legal fees for legal services provided by Calvo Fisher & Jacob LLP for August 2013 in excess of the monthly cap of $45,000.

D. Status of Capital Improvement Programs

Mr. Frank Santos, Business and Financial Consultant, informed the Board that there would be no report this month and the report for the next Board meeting will include all of the Bond Projects.

7. NEW BUSINESS

No New Business presented.

At this time Director Untalan requested that the Board address the appointment of a permanent Comptroller, which was briefly discussed at the last board meeting. Director Untalan stated that Mr. Carlos Bordallo has been in the acting position for some time now, and because of his tenure with the Government of Guam and Bureau of Budget & Management Research (BBMR) specifically, he would like to recommend that the Board appoint Mr. Bordallo as the Comptroller of the Airport. Director Untalan stated that he understands that Mr. Bordallo is set to retire, however, after speaking with Mr. Bordallo, he has committed to staying with the Authority for another two (2) years.

Discussion followed relative to legal aspects of contracting Mr. Bordallo to work for two years. Legal counsel noted that if Mr. Bordallo is to be hired as an employee of GIAA, then GIAA would not be able proceed under an employment contract. Director Untalan requested that the board discuss the Comptroller's salary and the migration under the Uniform Pay Scale that employees received earlier in the year, as well as the retroactive pay. Director Alcorn inquired if the salary amount would have to come back to the Board for approval. Ms. Janalynn Damian, Legal Counsel responded no, not if a resolution directs authorizes the Executive Manager negotiate the salary, with the Board setting any limits, if desired. Director Untalan informed the Board that he could work with the Executive Manager and negotiate with Mr. Bordallo, and noted that it is best to finalize this issue for fiscal accounting purposes before the end of the calendar year.

On motion duly made by Director Untalan, and seconded by Director Alcorn, the following resolution was unanimously approved:

Resolution

The Board hereby appoints Mr. Carlos Bordallo as the Comptroller for the A.B. Won Pat International Airport Authority, Guam, subject to negotiation of his salary, retroactive to October 2012. The Board authorizes the Executive Manager and Director Untalan to negotiate the Comptroller's salary with Mr. Bordallo.

The Board and Management congratulated Mr. Bordallo.

Before moving into Executive Session, Director Ada informed the Board that he would like to bring up a few issues, with the first being the Baggage Claim sign. Director Ada expressed that the sign is quite unsightly as a first impression. The second issue was the cart locations when collecting your baggage. Director Ada stated that the carts are stored far from the actual baggage claim carousels and he's witnessed passengers looking for carts. Director Ada expressed that he would like to see the carts placed closer to the carousels. The third issue was the moving sidewalks. The Executive Manager responded informing the Board that the moving sidewalks have been quite problematical; however, the moving sidewalks are part of the Bond Project List.

Chairman Santos announced to the Board and Management, that this would be his last Board meeting as he was resigning effective 5:00 p.m. on Friday. Chairman Santos expressed his gratitude to Management and GIAA employees. The Chairman called for a motion to elect a new Chairman of the Board to replace him.

On motion duly made by Director Alcorn, and seconded by Director Ada, the following resolution was unanimously approved:

Resolution

Director Edward Untalan is nominated and elected as Chairman of the Board, effective upon resignation of Chairman Santos.

Director Untalan, so nominated and elected, accepted his appointment.

Chairman Santos, the members, Management, staff and all who were present congratulated the new Chairman.

8. EXECUTIVE SESSION

Upon written recommendation of counsel, on motion duly made by Director Alcorn and seconded by Director, unanimously approved, at 4:12 p.m. the Board recessed regular session and convened executive session to discuss pending litigation.

Executive session adjourned at 4:47 p.m., at which time the Board reconvened the regular meeting.

9. PUBLIC COMMENTS

The Chairman called upon any public member wishing to make comments. There was no response.

The Board members expressed their appreciation and thanks to Chairman Santos.

10. ADJOURNMENT

There being no further discussion, on motion duly made by Director Ada and seconded by Director Untalan, unanimously approved, the meeting was adjourned at 4:50 p.m.

Dated this 17th, day of December, 2013.

Edward G. Untalan
Chairman

Attest:

Gurvinder Sobti
Secretary

Prepared and Submitted By:

Amanda O'Brien-Rios
Corresponding Secretary

A.B. WON PAT
INTERNATIONAL AIRPORT AUTHORITY, GUAM
ATURIDAT PUETTON BATKON AIREN GUAHAN ENTENASIONAT

P.O. Box 8770
Tamuning, GU 96931

Tel (671) 646-0300
Fax (671) 646-8823

www.guamairport.com

BOARD OF DIRECTORS REGULAR MEETING

3:00 p.m., Thursday, September 19, 2013
Terminal Conference Room No. 3

AGENDA

1. Call to Order and Attendance

2. Approval of Agenda

3. Approval of Minutes

   A. July 25, 2013 Regular Meeting
   B. August 9, 2013 Special Meeting

4. Correspondence

5. Matters for Board Ratification/Approval

   A. Approval of TSA Other Transaction Agreement
   B. Approval of Award for Money Exchange Concession IFB No. GIAA-02A-FY13
   C. Approval of GIAA FY2014 Insurance Program Renewal
   D. Ratification of Quarterly Travel
   E. Ratification of Disbursements

6. Old Business

   A. Executive Manager's Report
   B. Financial Report
   C. Legal Counsel's Report
   D. Status of Capital Improvement Programs

7. New Business

8. Executive Session

9. Public Comment

AMERICAN ASSOCIATION OF AIRPORT EXECUTIVES
ACI AIRPORTS COUNCIL INTERNATIONAL
NASAO National Association of State Aviation Officials
TIACA THE INTERNATIONAL AIR CARGO ASSOCIATION

10. Adjournment

A.B. WON PAT INTERNATIONAL AIRPORT AUTHORITY, GUAM
BOARD OF DIRECTORS REGULAR MEETING
3:00 P.M., THURSDAY, SEPTEMBER 19, 2013
GIAA TERMINAL CONFERENCE ROOM #3

SIGN IN SHEET

	PRINT NAME	COMPANY/AGENCY
1.	ARROYO, JOAQUIN	GIAA
2.	VICTOR J. CRUZ	GIAA
3.	J. a. JAVELLANA	PWO
4.	R. Fausnaught	GIAA MIS
5.	FRANK P. TAITANO	GIAA - PROCUREMENT
6.	Michael Pangelinan	CFJ
7.	Annmarie Muna	AM Ins.
8.	Jackson Tai	EVA
9.	BENNY BAZA	ARFF
10.	Raymond Mantanona	ARFF
11.	Michael Moody	IRIS LXD
12.	Nestor Licanto	TSA
13.	TRICIA Granillo	AM Insurance
14.	Aldwin Fajardo	Vanity
15.	David Martin	AM Insurance
16.		
17.		
18.		
19.		

India gang rapists could face death penalty



Indian youths protest outside the Saket Court complex in New Delhi on Sept. 10.

NEW DELHI (AFP) – An Indian judge will Wednesday consider the sentences for four men found guilty of the brutal gang rape and murder of an Indian student on a bus, as the victim's family leads calls for them to be hanged.

A day after he handed down his verdicts over a crime that sickened India, Judge Yogesh Khanna will consider arguments from the prosecution and defense counsels over the severity of the punishment.

The 23-year-old victim's parents have insisted the four must be executed for what the judge branded the "cold-blooded murder" last December of their daughter, who was left with grievous internal injuries.

"The manner (in which) they committed this crime and destroyed a life, they should not get anything less than the death sentence," the mother of the victim, who cannot be named for legal reasons, told NDTV television late Tuesday.

Khanna is also under immense public and political pressure to order the death sentence, which can be handed down for "the rarest of rare" crimes but is seldom carried out in practice.

The case brought simmering public anger over rape and harassment to the boil, sparking unprecedented protests, tougher new laws to tackle sex crime and a bout of introspection about India's treatment of women.

Defense lawyers, who have announced plans to appeal Tuesday's verdicts, are set to argue that death sentences are not warranted for their clients, who were migrants to New Delhi living around a southern slum.

UN survey reveals Asia-Pacific rape crisis

BANGKOK (AFP) – Nearly a quarter of men surveyed in six Asia-Pacific countries admit to committing rape, often against their own partners, according to a UN report published Tuesday that exposes widespread violence against women.

Based on anonymous interviews with more than 10,000 men aged between 18 and 49 years old in Bangladesh, China, Cambodia, Indonesia, Sri Lanka and Papua New Guinea, the study is the first of its scale in the region.

"Violence against women is a harsh reality for many," Roberta Clarke, regional director of UN Women, said at the launch of the report in Bangkok.

"We must change the culture that enables men to enact power and control over women."

The prevalence of rape varied widely between locations, the UN said, explaining that its sample areas were not representative of whole countries.

Using a definition of non-consensual, penetrative sex as a benchmark, the study said 11 percent of respondents reported having raped a woman who was not their partner.

This rose to nearly a quarter – 24 percent – when their partner was included in the question.

Of those men who said they had committed rape, just under half (45 percent) said they had raped more than one woman.

Alarmingly, of those who admitted rape, half were teenagers and 12 percent were younger than 15 years old, while the majority of men surveyed said they had not faced any legal consequences for their actions.

The probe is not intended to be an authoritative statistical overview of rape in these six countries or of the Asia-Pacific region, say the authors.

"Violence is pervasive but it is also preventable," according to report researcher Emma Fulu of Partners for Prevention.

To break the pattern young people should be engaged with issues "around what consent means ... understanding sexuality and masculinity" within relationships, Fulu added.

The study was released on the same day that a court in India found four men guilty of gang-raping and murdering a student on a bus last December.

Filipino rebels call for international mediation



Residents, believed to be hostages, wave white cloth as they shout at troops to stop their operation in the continuing standoff with Muslim rebels on Sept. 11, in Zamboanga city, southern Philippines. AP

ZAMBOANGA (AP) – Muslim rebels holding scores of hostages in the southern Philippines are demanding international mediation, an official said Wednesday, as fresh rounds of gunfire broke out between government troops and the guerrillas on the third day of the standoff.

The rebels, enraged by a broken peace deal with the government, are holding the civilian hostages as human shields near the port city of Zamboanga. Troops have surrounded the Moro National Liberation Front guerrillas and their hostages in four coastal villages.

At least nine people have been killed since the standoff began Monday.

On Tuesday, the rebels fired two mortar rounds near the main port, prompting authorities to order vessels to dock elsewhere. The government rushed more troops and police to the city, and there were sporadic exchanges of gunfire. Some houses went up in flames in rebel-held villages, forcing more residents to flee.

Zamboanga City Mayor Maria Isabelle Climaco said the rebels were demanding international mediation. She said a former governor from the rebels' stronghold of Sulu province tried to talk to the gunmen Tuesday, but "they refuse to listen to anybody locally."

The MNLF rebel group signed a peace accord brokered by a committee of the Organization of the Islamic Conference with the government in 1996, but hundreds of its fighters held on to their arms and have recently accused officials of reneging on a promise to develop an autonomous region for minority Muslims in the southern Mindanao region. They also felt left out after a breakaway faction engaged in successful peace talks with the government brokered by Malaysia.

GUAM POWER AUTHORITY
ATURIDÅT ILEKTRESEDÅT GUAHAN
P.O. BOX 2977 • AGANA, GUAM U.S.A. 96932-2977
Telephone Nos. (671) 648-3054/55 or Facsimile (671) 648-3165

Simon A. Sanchez II, CCU Chairman
Joaquin C. Flores, P.E., General Manager

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INVITATION FOR BID

This notice is paid for by the GUAM POWER AUTHORITY REVENUE FUNDS
Public Law 26-12

BID NO.:	PRE-BID:	TIME:	DUE DATE:	TIME:	DESCRIPTION:
GPA-074-13	09/18/2013	9:30 A.M.	09/27/2013	2:00 P.M.	GPA Engine Oxidation Catalyst Retrofits at Tenjo, Talofofo and Marienggon Diesel Power Plants ($250.00 non-refundable fee)

Bid package may be picked up at the GPA Procurement Office, 1st Floor, GPA Central Office, 1911 Route 16, Harmon Guam 96911. Non-refundable payment must be made at our GPA Customer Services prior to issuance of documents. All interested firms should register with GPA's Procurement Division to be able to participate in the bid. Please call our office at (671) 648-3054 / 3055 to register. Registration is required to ensure that all "Amendments and Special Reminders" are communicated to all bidders throughout the bid process. Procurement instructions are posted to the Authority's web site at http://guampowerauthority.com/gpa_authority/procurement/gpa_current_rfps.php#.

The Honorable EDDIE B. CALVO, Governor
The Honorable RAY TENORIO, Lt. Governor
A.B. WON PAT INTERNATIONAL AIRPORT AUTHORITY, GUAM

PUBLIC NOTICE

The Board of Directors of the A.B. Won Pat International Airport Authority, Guam (GIAA) will convene its Regular Board meeting on **Thursday, September 19, 2013 at 3:00 p.m.** in Terminal Conference Room No. 3. In addition to regular matters, pursuant to 5 G.C.A. §8111 (c)(2), Executive Session will be held to discuss pending litigation to which GIAA is a party. Parking is available in the Public Parking Lot.

For special accommodations or agenda items, please call the Board Office at 642-4717118.

(This ad paid for by GIAA)

DIPPATTAMENTON I KAOHAO GUINAHAN CHAMORRO
DEPARTMENT OF CHAMORRO AFFAIRS
Government of Guam

Edward B. Calvo, Governor of Guam
Joseph Artero-Cameron, President, DCA
Raymond S. Tenorio, Lt. Governor of Guam

PUBLIC SERVICE ANNOUNCEMENT

The Department of Chamorro Affairs Board of Trustee will hold a Regular Board Meeting on Thursday, September 19, 2013 at 2:00 p.m. Location: Department of Chamorro Affairs Conference Room, 194 Hernan Cortez Avenue 1st Floor Terlaje Professional Building Hagatna, Guam.

Individuals requiring special accommodations may also contact the President's Office at 475-4278/9.

This advertisement was paid by the Department of Chamorro Affairs, Non-Appropriated Funds.

Doc. No. 35GL-19-0628.*

Home-based hospice care can reduce healthcare cost

By Mar-Vic Cagurangan
marvic@mvguam.com
Variety News Staff

FOR the terminally ill patient, there is a practical aspect to getting hospice care at home besides emotional comfort, according to healthcare professionals.

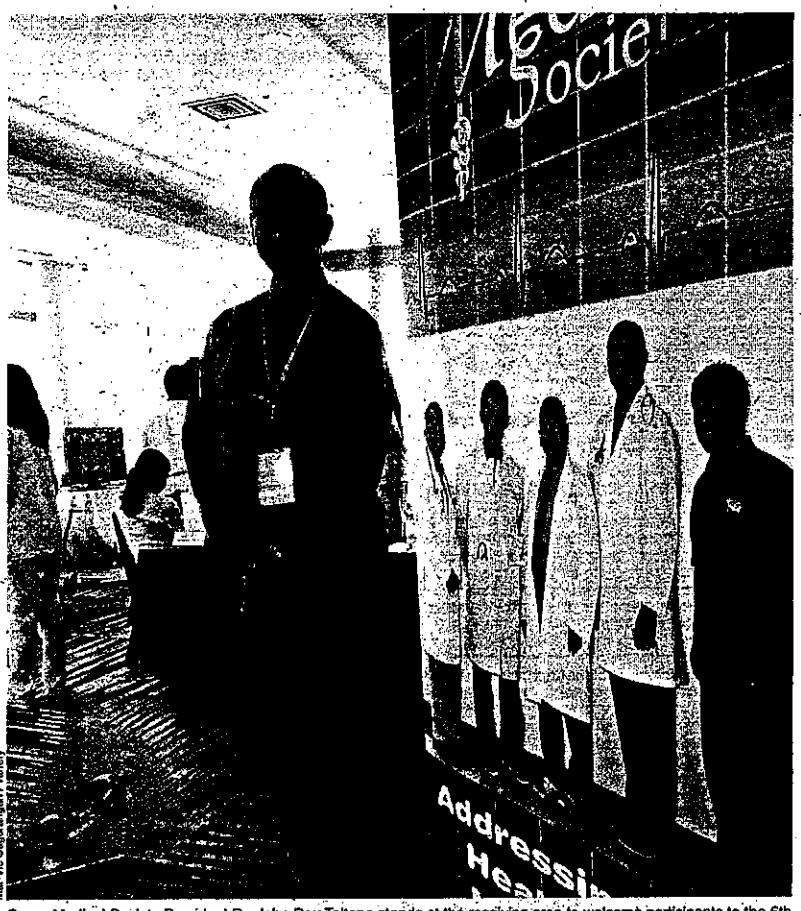
Home-based hospice care – as opposed to a prolonged treatment at the hospital setting – can contain the cost of the patient's medical care and ease the burden on the healthcare system, said Dr. John Ray Taitano, president of the Guam Medical Society.

"A lot of older patients in the end stage of their illnesses choose to die at home. They have already lived a full life and they want to be around their family. They don't want to burden their family with medical expenses," Taitano said. "People should have that option."

The medical society is urging the Legislature to enact a law that would compel local insurance providers to allow terminally ill patients to choose the home-based hospice care option.

"Hospice care means less cost for the insurance company, less cost for the caregivers and for the community. So the insurance companies save money as well. It is a win-win situation," Taitano said.

FHP Health Care Center and the Health Services of the Pacific are currently the only facilities that provide palliative and hospice care on Guam.



Mar-Vic Cagurangan / Variety

Guam Medical Society President Dr. John Ray Taitano stands at the receiving area to welcome participants to the 6th Micronesian Medical Symposium, which was held from Friday to Sunday at the Sheraton Laguna Resort.

The number of hospice care programs in the United States has grown to 4,700 since this treatment option was first introduced in New Haven, Conn. in 1974.

"Guam is far removed from that," Taitano said. "For a population like ours, we should have more than two."

Symposium

Healthcare providers gathered over the weekend at the Sheraton Laguna Resort for the 6th Micronesian Medical Symposium, featuring a host of experts who discussed hospice and palliative care services available on Guam.

The Guam Medical Society-sponsored event tackled all aspects of end-of-life care including its challenges.

"In this symposium, we are trying to educate the community and care providers, and hopefully to start a movement to get the Legislature to pass more laws so that individuals can have that option to go to hospice care or palliative care," Taitano said.

Such an option, however, is not meant to preclude medical care for patients who choose to pursue aggressive treatment.

Dying with dignity

"Hospice care is what we give patients in the last six months of life. These are individuals who are very sick, with end-stage cancer, end-stage kidney diseases, end-stage lung diseases and heart failures and are already difficult to manage with medication," Taitano said.

Hospice care substitutes inpatient hospital services with home-based medical services, emotional and psychological support, as well as spiritual resources for the terminally ill patient, who is surrounded by a team of palliative care providers including family members.

"In palliative care, we intensify our efforts to make sure the patient is relieved of pain, sufferings and depression," Taitano said.

"As a team, we concentrate on what we can do to make the life of the individual better, more comfortable, and to allow them to die with dignity," he added.

PUBLICATION NOTICE

In accordance with the provisions of Guam Code Annotated, Title XI, Chapter III, Section 3315, notice is hereby given that:

South Pacific Ales & Spirits, LLC.
dba: South Pacific Ales & Spirits, LLC.

has applied for A Class: 3 Wholesaler, Alcoholic Beverage License, said premises being marked as Lot: 5223-5A-6NEW-3-1, Barrigada.

The Honorable EDDIE B. CALVO Governor
The Honorable RAY TENORIO Lt. Governor
A.B. WON PAT INTERNATIONAL AIRPORT AUTHORITY, GUAM

PUBLIC NOTICE

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For special accommodations or agenda items, please call the Board Office at 642-4717118.

(This ad paid for by GIAA)

Fake job ads for GMH abound online

By Mar-Vic Cagurangan
marvic@mvguam.com
Variety News Staff

FAKE job listings for Guam Memorial Hospital are posted on suspicious websites that advertise openings for a pathologist, three pediatric hospitalists, and specialty physicians.

"This ad was not authorized or placed by GMH. [The hospital's administration] has nothing to do with this ad. Our pathologist position remains filled," GMH Administrator Joseph Verga said yesterday.

The identical job listings, posted on www.Mdsearch.com and www.LocumTenens.com, state, "We have decided that we need our new pathologist to be board-certified in both anatomic and clinical pathology prior to coming to Guam."

According to the ads, the new pathologist will eventually be considered for the "lab director position."

Both websites, which listed a certain "Rose Trench" as the contact person, have a separate entry for pediatric hospitalists.

"This is the first I have ever heard about it. I know nothing else. I do not know a Rose Trench," Verga said in an email to Variety, commenting on the website links sent to him.

The text on the ads further state that the hospital's administration "entered into a new era in the area of cardiology this past year. New services include thallium stress imaging, and transesophageal echocardiography."

Verga said GMH has not done thallium tests in a while.

A subsequent Google search led to a link for another suspicious website, www.physicianjobsguam.com, which has job listings for specialty physicians.

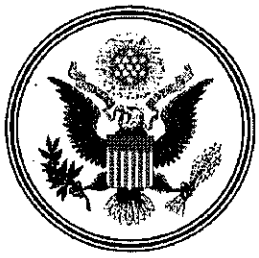
The dubious websites describe GMH "as a public corporation" operating as a "governmental, non-profit institution serving the people."

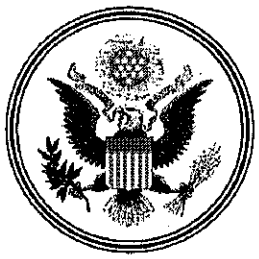
"With the investment and upgrading of the equipment and technology at GMH, there are numerous opportunities to attract and provide additional specialty services. Such areas include gastroenterology, urology, neurology, advance cardiology, orthopedic and geriontology services," reads the entry on physicianjobsguam.com, which provides the email address rosetrench@cox.net for the supposed contact person.

The Guam Memorial Hospital's official website advertises job openings for 78 various positions for different support divisions, including administration and operations, professional, nursing, and medical services.

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OTHER TRANSACTION AGREEMENT

BETWEEN

DEPARTMENT OF HOMELAND SECURITY
TRANSPORTATION SECURITY ADMINISTRATION

AND

A.B. WON PAT INTERNATIONAL AIRPORT AUTHORITY

RELATING TO

A.B. WON PAT INTERNATIONAL AIPORT
Checked Baggage Recapitalization Screening Construction Services Project

---

Negotiated by the TSA pursuant to
Aviation and Transportation Security Act, Pub. L. 107-71, 115 Stat. 597
49 U.S.C. §114(m)(1) and 106(l)(6).

HSTS04-13-H-CT1145

ARTICLE I – PARTIES

The parties to this Other Transaction Agreement (OTA are the U.S. Department of Homeland Security, Transportation Security Administration (TSA) and the **A.B. Won Pat International Airport Authority AIRPORT AUTHORITY** (**AIRPORT AUTHORITY**) as owner and operator of **A.B. Won Pat International Airport, Guam** (**GUM** or Airport). The TSA and **AIRPORT AUTHORITY** agree to cooperate in good faith and to perform their respective obligations in executing the purpose of this Construction Agreement.

ARTICLE II – LEGAL AUTHORITY

This Construction Agreement is entered into under the authority of the Aviation and Transportation Security Act, Pub. L. 107-71, 115 Stat. 597, specifically 49 U.S.C. § 114(m)(1) and 106(l)(6), which authorizes other transaction agreements.

ARTICLE III – SCOPE

The purpose of this Agreement is to set forth the terms and conditions, as well as establish the respective cost-sharing obligations of the TSA and the **AIRPORT AUTHORITY** with respect to the design, engineering and construction-related services necessary to implement the construction of the TSA recapitalization project design submitted by the **AIRPORT AUTHORITY** and reviewed by TSA pursuant to the TSA Planning Guidelines and Design Standards (PGDS) Version 4.1 found at:
http://www.tsa.gov/research-center/airport-checked-baggage-guidance-materials

This Project undertaken by the **AIRPORT AUTHORITY** involves the modification to or construction of the Airport terminal building infrastructure to recapitalize the TSA EDS systems located within the Checked Baggage Inspection System. Terminal modifications include required changes to baggage conveyor components, mechanical, plumbing, electrical, structural, and telecommunications infrastructure to provide for the installation of Explosive Detection Equipment (EDS) within the baggage screening area, Explosive Trace Detection (ETD) equipment in the Checked Baggage Resolution areas, and the installation of applicable CBIS hardware and software for use with a checked baggage in-line baggage screening system. The objective of the Project is to enhance Airport security and baggage screening capabilities and throughput.

ARTICLE IV – COST SHARING AND OTHER RESPONSIBILITIES

1. Capital Costs: The estimated cost of the Project (Total Project Cost) relates to the activities to modify the airport terminal building infrastructure and the baggage handling system (BHS) to support the installation and operation of the EDS and ETD equipment. It does not include the costs of acquisition, delivery or installation of the EDS and ETD equipment itself. TSA will be solely responsible for the acquisition, delivery, installation, and testing of the EDS and ETD equipment at the designated Project location(s). All work performed by the **AIRPORT**

AUTHORITY pursuant to this Agreement shall be accomplished in accordance with the TSA PGDS v. 4.1.

2. The cost of the Project has been determined to be **$26,069,263** (Project Costs). TSA agrees to reimburse the **AIRPORT AUTHORITY** for 100% of the allowable, allocable and reasonable Project Costs, related to the **Recapitalization** scope of effort that is estimated at **$2,670,602**. TSA agrees to reimburse the **AIRPORT AUTHORITY** for 95% of the allowable, allocable and reasonable Project Costs related to the **Optimization** scope of effort that is estimated at $23,398,661. With the cost share ratio of 95/5 the total is **$22,228,728**. The Project Costs include design and construction management in addition to construction costs but not to exceed a total reimbursement of **$24,899,330** (TSA Reimbursement Limit).

3. TSA will determine allowable and allocable costs in accordance with the OMB Circular A-87 "Cost Principles for State, Local and Indian Tribal Governments" codified at 2 C.F.R. Part 225 (together with Appendices A – D) and Appendix F of the TSA PGDS. TSA will reimburse the **AIRPORT AUTHORITY** on an actual expense basis supported by one or more invoices submitted by the **AIRPORT AUTHORITY** in accordance with Article X "Payment." The parties understand and agree that all Project costs in excess of the TSA Reimbursement Limit of **$24,899,330**, as well as any costs that are inconsistent with OMB A-87 and the guidance set forth in the TSA PGDS, shall be borne solely by the **AIRPORT AUTHORITY** unless otherwise agreed by the TSA in a written modification in accordance with this Article IV and Article XIII "Changes and/or Modifications." Should the TSA reimbursements of **$24,899,330**, as adjusted pursuant to Article XIII, represent more than 95 percent of the final allowable and allocable, and reasonable CBIS Project Costs, the **AIRPORT AUTHORITY** will refund TSA sufficient funds such that TSA's total reimbursement will equal no more than **95%** of the final allowable, allocable and reasonable CBIS Project Costs.

4. All costs requested for reimbursement must satisfy the requirements of both TSA's PDGS v. 4.1 and OMB Circular A-87. In general, the costs for which TSA will provide reimbursement under this Agreement are limited to those costs associated with the CBIS area, the Checked Baggage Resolution Area (CBRA), and EDS network equipment room (if applicable to the CBIS Project) as defined in TSA's PDGS. Appendix F of the TSA's PDGS provides guidance regarding the reimbursable costs for TSA CBIS Projects.

A. Examples of costs commonly considered reimbursable under this Agreement include:
   - Soft cost allowances consisting of Design Fees, Project Management, Construction Management, Escalation, Design Contingency and Construction Contingency
   - Construction Costs:
     - Demolition (airport building or BHS components related to the CBIS area.)
     - BHS infrastructure upgrades, platforms, catwalks located within the CBIS screening area.
     - BHS: The BHS portion located within the CBIS screening area, including redesign and upgrading of conveyors to support the integration of the EDS screening system.
     - Conveyor redesign and upgrade within the CBIS screening area.
     - Build out of the EDS network equipment room
     - Acoustical treatment in the CBRA area.

- Heating, Ventilation, Air Conditioning (HVAC) to maintain equipment and employee environmental requirements for CBIS, CBRA and EDS network equipment room.
- Electrical and communications infrastructure (cabling, control panels) and basic lighting fixtures for the CBIS and CBRA.
- Telephone systems/pager systems for TSA CBIS screening area.
- Basic architectural finishes.

Identification of cost classifications herein does not create any obligation on TSA's part beyond the requirements found in OMB Circular A-87 and TSA's PDGS v. 4.1.

B. Examples of costs not considered reimbursable include, but are not limited to:
   - Exterior Building Shell.
   - Baggage make-up carrousels or outbound sortation systems.
   - Maintenance, repair parts or spare parts (other than spare parts which are initially provided by the Original Equipment Manufacturer during the installation of new equipment) for airport terminal improvements including the baggage handling conveyor components installed under this Project.
   - Manual encoding consoles or stations.
   - Employee break rooms, administrative office space and restrooms not intended for the sole use of TSA staff.
   - Architecturally pleasing enhancements.
   - Extended warranties beyond one (1) year.

5. Change Orders shall not be considered authorization to exceed the TSA Reimbursement Limit unless the **AIRPORT AUTHORITY** submits to TSA prior written notification of the expected impact to the CBIS Project Cost and the corresponding impact to the TSA Reimbursement Limit, and the TSA agrees in writing to the proposed Change Order, including the proposed increase to the CBIS Project Cost and the TSA Reimbursement Limit. The **AIRPORT AUTHORITY** may not use the TSA contingency funds provided for the Project, as identified by TSA as part of this Agreement, without prior TSA written approval.

ARTICLE V: PROJECT RESPONSIBILITIES

The primary Project responsibilities of the TSA and the **AIRPORT AUTHORITY** are outlined below. In addition to primary Project Responsibilities, specific technical responsibilities for the two parties are contained in Appendix C, "Project and Acceptance Testing Requirements", attached hereto and incorporated by reference into this Agreement. The Project will be overseen by the **AIRPORT AUTHORITY**, except for those portions of the Project that are TSA's sole responsibility as set forth in this Agreement.

A. TSA Responsibilities

1. Provide the TSA's PGDS, as well as the EDS equipment specification upon request from the Airport.

2. Advise as to the type of EDS equipment to be provided at each Project design phase submission.
3. Furnish, deliver, install and test the EDS and ETD equipment.
4. Provide EDS Original Equipment Manufacturer Technical Support Advisory Services to the Airport regarding installation, integration and networking of the EDS units into the BHS.
5. Provide the CBIS System Specific Test Plan (SSTP) to the Airport for the commissioning, coordination and testing of the CBIS. See Appendix D for testing details. See Appendix B for further specifics relating to the TSA testing portion of the Project.
6. Establish and conduct the Integrated Site Acceptance Testing (ISAT) for the in-line CBIS performance capabilities with joint support from the Airport.
7. Review and approve ISAT results before the in-line CBIS is certified as ready for operational use.
8. Provide training for Transportation Security Officer personnel on the EDS equipment.
9. Evaluate the in-line CBIS in operation for 30 days after substantial use begins.
10. Review and consider requested changes submitted by the Airport to the CBIS design. Any changes in scope or associated costs must be approved in accordance with Article XIII "Changes and/or Modifications".
11. Provide maintenance, repair, and refurbishment to all TSA EDS and ETD equipment throughout its life cycle at no cost to the **AIRPORT AUTHORITY**.

B. AIRPORT AUTHORITY/GUM Responsibilities

1. Except for the responsibilities of the TSA, as outlined above, the CBIS Project will be managed and overseen by the **AIRPORT AUTHORITY**. The **AIRPORT AUTHORITY**, acting through such contractors as it may engage, will provide the engineering and design services, as well as the associated construction and baggage handling system contractors, necessary for successful completion of the Project. The **AIRPORT AUTHORITY** will provide oversight of such contractor(s) to ensure the Project conforms to the TSA endorsed design, PGDS criteria and is completed within the prescribed costs and schedule identified and incorporated herein as Appendix B.
2. CBIS designs should be OSHA compliant; adhere to the applicable EDS and ETD installation and integration guide specifications; and should comply with all applicable Federal, State, and local building regulations. Provisions will be made in the CBIS design that will allow TSA and its contractors full ingress to and egress from the CBIS area for the installation, operation, testing, maintenance, and repair of the EDS and ETD equipment.
3. Obtain all necessary construction licenses, insurance permits and approvals.
4. The **AIRPORT AUTHORITY** shall deliver a firm EDS delivery schedule requirement date to TSA no later than 60 days after construction contract award. This schedule will be reviewed and approved by TSA based on OEM EDS delivery schedules. If project cannot meet the acceptance date, the **AIRPORT AUTHORITY** will be responsible for the safekeeping of the EDS in a secure and climate controlled environment until such time the system(s) can be installed at the agreed upon site. The **AIRPORT AUTHORITY** will be solely responsible for any damages and or extra startup costs associated with or that occur during this delay.

5. Ensure the Project site will be ready to accommodate the installation of the EDS units when delivered. Project site preparation includes, but is not limited to, BHS modifications, mechanical, heating, electrical site preparation, including infrastructure to protect electrical or fiber optic cables, environmental controls, and any other airport terminal infrastructure work required to support the operational environment of the EDS and ETD units.
6. Facilitate the installation of the EDS units by providing a clear path during rigging and EDS installation, and provide sufficient space to allow for initial deployment activities (such as uncrating the device).
7. Provide three (3) feet of maintenance access space around the equipment so that spare parts may be removed and replaced.
8. Once installed, provide reasonable measures to protect the EDS and ETD equipment from harm, theft, and water intrusion in the screening area.
9. Prior to TSA ISAT Testing, it shall be the **AIRPORT AUTHORITY /GUM** responsibility to exercise due diligence to protect and insure the EDS equipment from damage due to ongoing construction or weather.
10. The **AIRPORT AUTHORITY** shall provide for personnel, assistance, equipment and support services to jointly execute the Test Readiness Review (TRR) and ISAT leading to the commissioning and acceptance of the CBIS. Support will include but not be limited to:
    a. Test bag laydown and storage areas secure and protected from the elements.
    b. Baggage handlers for test bag staging, induction and retrieval during testing and commissioning including personnel and equipment necessary to move test bags between staging and ISAT areas.
    c. Ensure representatives of the Baggage Handling System Contractor (BHSC), and System Programmer(s) are on site to run the CBIS during ISAT and resolve deficiencies found during testing.
    d. Airport badging required for TSA contractor ISAT team members shall be executed in a timely manner such that no greater than two (2) trips to the airport are necessary to complete all badging requirements to be issued and receive an airport badge. Should this requirement not be met, the Airport/ILDT shall provide all escorts necessary to allow the TSA ISAT Team to conduct the ISAT and follow-on live operations run-in observation.
    e. Provide TSA and their Contractors full and complete most recent documentation of the project to include "approved for Construction" sets of the mechanical, electrical and controls drawings and control descriptions, see Appendix B for details.
11. Perform and bear all cost of the operation, maintenance and repairs for the airport terminal installed property such as the baggage handling conveyor system, including the conveyors in the baggage screening matrix, heating, air conditioning, electrical and mechanical infrastructure in support of this Project.
12. Submit monthly milestone and project progress status reports by the 10th of each month to the TSA Regional Deployment Coordinator (RDC), TSA Site Lead Contractor and TSA Contracting Officer. Specific requirements for the content of the monthly project status report are identified in Appendix D.
13. CBIS designs and construction shall meet all requirements of the TSA Security Technology Integrated Program (STIP) Data Requirements for Checked Baggage

Systems as shown in Appendix E. The Airport shall provide all deliverables required in the STIP Data Requirements to the TSA RDC.

For additional clarification regarding roles and responsibilities see Appendix B.

C. Operation and Maintenance Costs

It is understood and agreed that the EDS and ETD security screening equipment are and will at all times remain the property of the TSA. TSA will maintain, repair, and refurbish the EDS and ETD units at no cost to **the AIRPORT AUTHORITY**.

Except for the EDS and ETD security screening equipment owned by the TSA and separately provided for use at the Airport, the **AIRPORT AUTHORITY** shall own and have title to all airport terminal building improvements made in accordance with this Agreement such as heating, ventilation, air conditioning, electrical and mechanical infrastructure, baggage handling conveyor systems and controls, or other assets which are acquired and installed under this Agreement in support of this Project. It will remain the responsibility of the **AIRPORT AUTHORITY**, its contractors or lessees acting through such agents as it may use, to maintain, repair and or replace such airport property to sustain the operational environment of the EDS and ETD security screening equipment. Title to all airport terminal building improvements that were purchased or reimbursed using Federal funds for this Project, shall become the property of the **AIRPORT AUTHORITY**, whether purchased with TSA, or the **AIRPORT AUTHORITY** funds.

D. Deliverables

Appendix E identifies other required deliverables to be submitted by the **AIRPORT AUTHORITY** and/or **GUM**.

ARTICLE VI - EFFECTIVE DATE AND TERM

A. CONSTRUCTION

Project completion is currently estimated to be on or about **September 30, 2016**. The term of this Agreement shall be from the date of execution of the Agreement until **September 30, 2016**, unless earlier terminated by the parties pursuant to Article XV "Termination" as provided herein or extended by mutual agreement pursuant to Article XIII "Changes and/or Modifications", in order to allow the **AIRPORT AUTHORITY** time to submit a final invoice, close out the Project, and address any other issues. The **AIRPORT AUTHORITY** agrees to work with TSA to close this OTA within six (6) months of completion of the Project including successful ISAT acceptance testing and operational run-in of the in-line CBIS.

The **AIRPORT AUTHORITY** will establish and provide same to the TSA Regional Deployment Coordinator (RDC) and TSA CO within 30 days of execution of this Agreement, Project Milestones that allow objective measurement of progress toward completion. TSA maintains the right to identify any additional Project Milestones to be tracked by the **AIRPORT AUTHORITY**.

ARTICLE VII - ACCEPTANCE AND TESTING

TSA will deem the Design Project complete upon review and concurrency of the 100% design submittal package for **GUM**. The 100% design submittal package must conform to the TSA PGDS Version 4.1, where feasible.

TSA will deem the CBIS-related portion of the Project complete upon successful results of the TSA ISAT (Integrated Site Acceptance Test) as conducted by the TSA independent Acceptance Test Contractor and successful completion of the 30-day Operational Run-In period. TSA ISAT will evaluate the CBIS against the TSA PGDS version stated in this Agreement as well as assess and comment on functional and performance differences to the most current version of the PGDS version published at the time of ISAT.

Successful completion of Project requires the correction of CBIS deficiencies identified during the TSA ISAT as documented in the Quick Look Report (QLR) and as followed up at the end of the Operational Run-In period in the Test Summary Report (TSR). TSA will release the funds retained pursuant to Article X only after the CBIS has passed the ISAT test and Operational Run-In period and the deficiencies have been corrected. Additional details are contained in Appendix C, "Project and Acceptance Testing Requirements"

ARTICLE VIII - AUTHORIZED REPRESENTATIVES

The authorized representative for each party shall act on behalf of that party for all matters related to this Construction Agreement. Each party's authorized representative may appoint one or more personnel to act as an authorized representative for any administrative purpose related to this Construction Agreement, provided written notice of such appointment is made to the other party to this Construction Agreement. The authorized representatives for the parties are as follows:

A. TSA Points of Contact:
Regional Deployment Coordinator/Contracting Officer's Representative:
Shahzan Akber
Mail Stop TSIF #32
Transportation Security Administration
1 Post Office Road
Washington, DC 20528-6032
Phone: 571-227-5645
E-Mail: shahzan.akber@dhs.gov

Contracting Officer:
William Melanson
701 South 12th Street
Arlington, Va. 20598
Phone: 571-227-3266
E-Mail: william.melanson@dhs.gov

Only the TSA Contracting Officer (CO) shall have the authority to bind the Federal government with respect to scope of work, funding and liability. The TSA Regional Deployment

Coordinator (RDC) is also the TSA Contracting Officer Representative (COR) and is responsible for the technical administration of this Construction Agreement and technical liaison with the **AIRPORT AUTHORITY**. The TSA COR is not authorized to change the scope of work, to make any commitment or otherwise obligate the TSA, or authorize any changes which affect the liability of the TSA such as amount or level of funding.

The **AIRPORT AUTHORITY** must notify the TSA CO and COR in the event that any TSA employee or TSA contracted agent takes any action that may be interpreted by the **AIRPORT AUTHORITY** as direction which could increase the Construction Project costs and could cause the **AIRPORT AUTHORITY** to seek reimbursement from TSA in excess of the TSA's total reimbursement liability as defined in Articles IV and IX of this Construction Agreement.

B. **Airport Authority's** Points of Contact:

The A.B. Won Pat International Airport Authority Point of Contact for all correspondence is:

Charles H. Ada II
P.O. Box 8770
Tamuning, Guam 96931

ARTICLE IX - FUNDING AND LIMITATIONS

TSA will provide funding to the **AIRPORT AUTHORITY** in an amount not to exceed **$24,899,330** (TSA Reimbursement Limit). Funds in the amount of **$24,899,330** are hereby obligated and made available for payment for performance of this Agreement. Expenses incurred in executing the work identified herein are chargeable to:

PR: **2113203CT1145**
Accounting Line: 5CF10XB010D2013SWE044GE013723006200622CTO-5903001505010000-251B-TSA DIRECT-DEF. TASK-D

Amount: **$24,899,330**

In the event of termination or expiration of this Agreement, any TSA funds that have not been spent or incurred for allowable expenses prior to the date of termination and are not reasonably necessary to cover allowable and allocable costs as of the date of termination will be returned and/or de-obligated from this Agreement. TSA's liability to make payments to the **AIRPORT AUTHORITY** is limited to the funds obligated and available for payment hereunder, including written modifications to this Agreement.

Under no circumstances will TSA be responsible to reimburse the **AIRPORT AUTHORITY** for profit or the general costs of government. The **AIRPORT AUTHORITY** may recover the allowable direct costs of the **AIRPORT AUTHORITY** personnel performing work necessary under this Agreement, as well as the allowable and allocable costs of the contractors hired by the **AIRPORT AUTHORITY** to perform the necessary work under this Agreement. Profit and overhead costs for the **AIRPORT AUTHORITY** contractors performing work on the Project are allowable costs. Submission of a cost allocation plan is required to address any indirect

costs, to include the **AIRPORT AUTHORITY** employees, who work on multiple activities that will result in a request for reimbursement under this Agreement. TSA will not be responsible for costs incurred by the **AIRPORT AUTHORITY**, its contractors or agents to perform work not in compliance with the TSA requirements in this Agreement. The TSA CO has the right to recoup any payments made to the **AIRPORT AUTHORITY** if the TSA CO determines that the invoices exceed the actual costs incurred, or if the work substantially deviates from the TSA approved CBIS design requirements for the Project pursuant to this Agreement.

TSA will reimburse only for allowable, allocable and reasonable costs in accordance with the OMB Circular No. A-87 in effect on the Effective Date of the Agreement (codified at 2 C.F.R. Part 225) and the allowable/not-allowable costs identified in Appendix F of TSA's PGDS v 4.1.

ARTICLE X – PAYMENT

The United States Coast Guard Finance Center performs the payment function on behalf of the TSA. For purposes of submission to the Coast Guard Finance Center, the **AIRPORT AUTHORITY** must submit a completed Summary Invoice. Registration in the System for Award Management (SAM) is mandatory for invoice payment. To obtain information regarding SAM, please refer to https://www.sam.gov/portal/public/SAM/.

Invoices for expenses may be submitted every thirty (30) days, as expenses are incurred. For periods in which the **AIRPORT AUTHORITY** has not incurred a reimbursable expense, an invoice is not required. Expenses are considered to accrue on the date that the **AIRPORT AUTHORITY** is invoiced from a contractor, sub-contractor, supplier, or provider of services. Reimbursement by TSA is conditioned upon submission to TSA of an invoice identifying the Project costs that have been incurred and paid. In limited situations, costs incurred but not yet paid may be reimbursed only with prior Contracting Officer authorization provided the **AIRPORT AUTHORITY** can demonstrate that it is in the best interest of the government. The TSA intends to make payment to the **AIRPORT AUTHORITY** within 30 days from receipt of each properly prepared invoice for reimbursement of incurred Project costs.

Ten percent (10%) of all submitted costs identified by TSA as allowable, allocable and reasonable shall be retained by TSA until completion of the Project, and shall only be reimbursed to the **AIRPORT AUTHORITY** upon successful completion of all of its obligations under this Agreement, including, completed system documentation submitted to TSAand successful completion of all testing as required in Article VII of this Agreement.

In the event that an invoice for reimbursable expenses is not received by the TSA within a twelve (12) month period, the TSA reserves the right to terminate the Construction Agreement per Article XV "Termination."

The TSA reimbursement process consists of two steps.

Step 1 – Summary Invoice Submittal to the U.S. Coast Guard Finance Center for Payment, and at a minimum should contain the following information:

(1) Construction Agreement Number: **HSTS04-13-H-CT1145**
(2) Invoice Number and Invoice Date

(3) Complete Business Name and Remittance Address
(4) Point of Contact with address, telephone, fax and e-mail address
(5) Tax Identification Number and DUN's Number
(6) Dollar Amount of Reimbursement requested
(7) Signature of the **AIRPORT AUTHORITY** authorized representative and the following certification language: *"This is to certify that the services set forth herein were performed during the period stated and that the incurred costs billed were actually expended for the Project."*

The Summary Invoice may be submitted by standard mail or by electronic transmission to the following address(s):

Mailing Address: TSA Commercial Invoices
USCG Finance Center
P.O. Box 4111
Chesapeake, VA 23327

Email: FIN-SMB-TSAINVOICES@uscg.mil

Step 2 – Submission of Summary Invoice and Supporting Documentation Submittal to TSA for Approval of Payment:

The TSA CO and the COR are required to review and the TSA CO will approve all invoices prior to payment. To aid in this review, the **AIRPORT AUTHORITY** shall provide a copy of the Summary Invoice along with all receipts, contractor pay requests and other supporting information which specify the vendor, services provided, and products delivered as well as the appropriate documentation that the **AIRPORT AUTHORITY** has paid these obligations. The **AIRPORT AUTHORITY** should provide this supporting information simultaneously with Step 1 to expedite the payment process.

The Support Documentation should contain the following items:

- Summary Invoice from Step 1
- An executive summary project overview with the first invoice
- A summary spreadsheet providing a categorized breakdown of the amount invoiced
- Signed, approved and legible copies of each individual contractor's invoice to include schedules of values scope of work
  - Copies of contracts and change orders that provide support for the actual work being invoiced
  - Vendor and subcontractor invoices with specific details about services provided
  - Rationale for all allocations or unusual calculations or assumptions

- Copies of subcontractor's invoices if listed on a prime contractor's invoice as a single amount (copies of timesheets and detailed backup not required if descriptions are clear and specific)
- Proof of payment by the **AIRPORT AUTHORITY** for each invoice in the form of copies of check/warrants, bank wire transfers, or accounting systems transactions

The Summary Invoice and supporting documentation may be submitted by email or mail via CD or paper documents to the below addresses. The final closeout invoice should include proof that all required deliverables have been provided.

Shahzan Akber
Mail Stop TSA TSIF - #32
Transportation Security Administration
1 Post Office Way
Washington, D.C. 20528-6032
Email: OSTCBD @tsa.dhs.gov

William Melanson, TSA Contracting Officer
C/O Mr. Henry Edquist
Faithful+Gould
2318 Mill Road, Suite 1410
Alexandria, VA 22314
Phone: 571-403-8773
Email: Henry.Edquist@fgould.com

Upon completion of the review of the supporting documentation for the Summary Invoice, the TSA CO and the TSA RDC/COR will advise the Coast Guard Finance Center regarding payment of the Summary Invoice.

TSA may pay any charges due under this Agreement by electronic funds transfer, check, or other means. Any charges due under this Agreement shall be due in arrears and, to the extent appropriated funds are available, shall be paid within 120 days of TSA's receipt of a proper invoice from the **AIRPORT AUTHORITY**. The Prompt Payment Act, 31 U.S.C. §§ 3901-06, as implemented at 5 CFR 1315, applies to payments made under this Agreement. The Government will compute the interest penalty in accordance the Office of Management and Budget prompt payment regulations at 5 CFR Part 1315.

ARTICLE XI - AUDITS

The Federal Government, including the Comptroller General of the United States, has the right to examine or audit relevant financial records for a period not to exceed three (3) years after expiration of the terms of this Construction Agreement. The **AIRPORT AUTHORITY** and its contractors must maintain an established accounting system that complies with generally accepted accounting principles. Records related to disputes arising out of this Construction Agreement shall be maintained and made available until such disputes have been resolved. As used in this paragraph, "records" includes books, documents, accounting procedures and practices, and other data, regardless of type and regardless of whether such items are in written form, in the form of computer data, or in any other form related to this Construction Agreement.

The **AIRPORT AUTHORITY** shall maintain all records and other evidence sufficient to reflect costs claimed to have been incurred or anticipated to be incurred directly or indirectly in performance of this Construction Agreement. The TSA CO or the authorized representative of

the TSA CO shall have the right to examine and audit those records at any time, or from time to time. The right of examination shall include inspection at all reasonable times at the offices of the **AIRPORT AUTHORITY** or at the offices of the **AIRPORT AUTHORITY**'s contractor(s) responsible for the Construction Project. The **AIRPORT AUTHORITY** will be required to submit cost or pricing data and supporting information in connection with any invoice relating to this Construction Agreement if requested by the TSA CO.

This Article XI shall not be construed to require the **AIRPORT AUTHORITY** or its contractors or subcontractors to create or maintain any record that they do not maintain in the ordinary course of business pursuant to a provision of law, provided that those entities maintain records which conform to generally accepted accounting practices.

The **AIRPORT AUTHORITY** shall insert a clause containing the terms of Article XI – Audits in all of its contracts and subcontracts under this Construction Agreement that exceed $100,000.00 (One Hundred Thousand Dollars).

ARTICLE XII – REQUIRED FEDERAL PROCUREMENT PROVISIONS

Competition in the award of contracts or procurements resulting from this Construction Project is strongly encouraged and the **AIRPORT AUTHORITY** should promote competition to the maximum extent practicable. The **AIRPORT AUTHORITY** may follow its local procurement requirements for this Construction Agreement. The **AIRPORT AUTHORITY** agrees to include in its contract(s) a provision that **GUM**'s designs for this Construction Project are required to comply with the TSA's PGDS Version 4.1, where feasible.

ARTICLE XIII – CHANGES AND/OR MODIFICATIONS

Changes and modifications to this Construction Agreement shall be in writing and signed by the TSA CO and duly executed by the authorized representative of **AIRPORT AUTHORITY**. Any modification shall cite to this Construction Agreement and shall state the exact nature of the change and/or modification. No oral statement by any person shall be interpreted as modifying or otherwise affecting the terms of this Construction Agreement. The properly signed written modification shall be attached to this Construction Agreement and thereby becomes a part of this Construction Agreement.

ARTICLE XIV – DISPUTES

When possible, disputes will be resolved by informal discussion between the parties. All disputes arising under or related to this Construction Agreement shall be resolved under this Article. Disputes, as used in this Construction Agreement, mean a written demand or written assertion by one of the parties seeking, as a matter of right, the adjustment or interpretation of Construction Agreement terms, or other relief arising under this Construction Agreement. The dispute shall be made in writing and signed by a duly authorized representative of **AIRPORT AUTHORITY** or the TSA. At a minimum, a dispute under this Construction Agreement shall include a statement of facts, adequate supporting data and a request for relief. In the event that the parties are unable to resolve any disagreement through good faith negotiations, the dispute will be reviewed and adjudicated by the TSA Assistant Secretary or his or her designee. If a party disagrees with the decision of the TSA Assistant Secretary or his or her designee, they may

pursue other available legal remedies.

ARTICLE XV – TERMINATION

In addition to any other termination rights provided by this Construction Agreement, either party may terminate this Construction Agreement at any time prior to its expiration date, with or without cause, and without incurring any liability or obligation to the terminated party (other than payment of amounts due and performance of obligations accrued, in each case on or prior to the termination date) by giving the other party at least thirty (30) days prior written notice of termination. Upon receipt of a notice of termination, the receiving party shall take immediate steps to stop the accrual of any additional obligations that might require payment.

In the event of termination or expiration of this Construction Agreement, any TSA funds that have not been spent or incurred for allowable expenses prior to the date of termination and are not reasonably necessary to cover termination expenses will be returned and/or de-obligated from this Construction Agreement.

ARTICLE XVI – CONSTRUCTION OF THE AGREEMENT

This Construction Agreement is an "other transaction" issued under 49 U.S.C. § 106(l) and 114(m)(1) and is not a procurement contract, grant or cooperative agreement. Nothing in this Construction Agreement shall be construed as incorporating by reference or implication any provision of Federal acquisition law or regulation. It is not intended to be, nor shall it be construed as creation of a partnership, corporation, or other business entity between the parties.

Each party acknowledges that all parties hereto participated equally in the negotiation and drafting of this Construction Agreement and any amendments thereto, and that, accordingly, this Design/Construction Agreement shall not be construed more stringently against one party than against the other.

This Construction Agreement constitutes the entire agreement between the parties with respect to the subject matter hereof and supersedes all prior agreements, understandings, negotiations and discussions, whether oral or written, of the parties.

In the event that any Article and/or parts of this Construction Agreement are determined to be void or otherwise invalid or unenforceable, such Article or portions thereof shall lapse. No such lapse will affect the rights, responsibilities, and obligations of the parties under this Construction Agreement, except as provided therein. If either party determines that such lapse has or may have a material effect on the performance of the Construction Agreement, such party shall promptly notify the other party, and shall negotiate in good faith a mutually acceptable amendment to the Construction Agreement if appropriate to address the effect of the lapse.

ARTICLE XVII - PROTECTION OF INFORMATION

The parties agree that they shall take appropriate measures to protect all proprietary, privileged, confidential, or otherwise Sensitive Security Information (SSI) that may come into their possession as a result of this Construction Agreement.

A. RELEASE OF TECHNICAL DATA

No Sensitive Security Information (SSI), as defined in 49 CFR Parts 15 and 1520, concerning the scope of this Construction Agreement, shall be published or released to the public without prior written approval of the TSA Assistant Secretary or his or her designee. Guidance regarding SSI may be found in Appendix G, Checked Baggage Screening Equipment Sensitive Security Information Identification Guide", of the TSA PGDS.

B. RECORDS AND RELEASE OF INFORMATION

All Sensitive Security Information (SSI), as defined in 49 CFR Part 1520, shall be handled in accordance with TSA policies and regulations. All employees, contractors, and subcontractors assigned to work under this Construction Agreement are subject to the provisions of 49 CFR Part 1520, Protection of Sensitive Security Information, because they act for, or carry out duties for, or on behalf of the TSA. SSI may not be disclosed except in accordance with the provisions of that rule or where TSA otherwise approves.

C. MEDIA

Neither the **AIRPORT AUTHORITY** nor its contractors shall include in its publicity or public affairs activities related to the subject matter of this Construction Agreement any SSI unless written approval has been received from the TSA Office of Security Capabilities or the TSA Office of Strategic Communication and Public Affairs. The purpose of this provision is to preclude the inadvertent release of SSI to the general public.

ARTICLE XVIII - SURVIVAL OF PROVISIONS

The following provision of this Construction Agreement shall survive the termination of this Construction Agreement: Article IV – Cost Sharing and Other Responsibilities; Article IX – Funding and Limitations; Article XI – Audits; Article XII – Required Federal Procurement Provisions; Article XIV – Disputes, Article XVII – Protection of Information and Article XVIII – Survival of Provisions.

IN WITNESS WHEREOF, the Parties have entered into this Construction Agreement by their duly authorized officers this _____ day of _____, 2013.

U. S. Department of Homeland Security **Transportation Security Administration**	**A.B. Won Pat International** **Airport Authority, Guam**
_____	_____
William Melanson **TSA Contracting Officer**	**Charles H. Ada II** **Executive Manager**

Date

Date

Attest:

Approved as to Form:

Appendix A
TSA Planning Guidelines and Design Standards
Design Deliverables Checklist

Figure 2-4
DELIVERABLES CHECKLIST

PROJECT PHASE DELIVERABLES	SECTION	Completed Yes	Completed No
Pre-Design Phase	2.2.1	☐	☐
Preliminary Alternatives Analysis Report		☐	☐
Preferred Alternatives Analysis Report		☐	☐
Schematic Design Phase		☐	☐
Basis of Design Report	2.2.2	☐	☐
Detailed Program Requirements		☐	☐
High-Level Flow-Based Modeling Assumptions and Results		☐	☐
Preliminary Concept Plans		☐	☐
Phasing and Constructability Technical Memoranda		☐	☐
ROM Estimate of Probable Construction and O&M Costs		☐	☐
Stakeholder Review and Approval Documentation		☐	☐
Preliminary Project Schedule		☐	☐
Detailed Design Phase	2.2.3	☐	☐
30% Design Submittals	2.2.3.1	☐	☐
Updated Basis of Design Report		☐	☐
Operational Standards Assessment		☐	☐
Preliminary Plans		☐	☐
Cross Sections		☐	☐
Description of Operations		☐	☐
Baggage and Data Flow Charts		☐	☐
Table of Contents for CBIS		☐	☐
Screening Equipment Installation Guidelines		☐	☐
Outline of Reporting Capabilities		☐	☐
Stakeholder Review and Approval Documentation		☐	☐
30% Estimate of Probable Construction and O&M Costs		☐	☐
Preliminary Phasing Schedule		☐	☐
Conveyor Manifest		☐	☐
EDS Equipment List		☐	☐
70% Design Submittals	2.2.3.2	☐	☐
Updated Basis of Design Report		☐	☐
Updated Operational Standards Assessment		☐	☐
70% Design Drawings		☐	☐
Cross Sections		☐	☐

PROJECT PHASE DELIVERABLES	SECTION	Completed Yes	Completed No
Detailed Design Phase (continued)		☐	☐
70% Design Submittals (continued)		☐	☐
Description of Operations		☐	☐
Preliminary Contingency Plan		☐	☐
70% Specifications		☐	☐
Draft Site Specific Configuration Management Plan		☐	☐
Stakeholder Review and Approval Documentation		☐	☐
70% Estimate of Probable Construction and O&M Costs		☐	☐
Phasing Schedule		☐	☐
Conveyor Manifest		☐	☐
Updated EDS Equipment List		☐	☐
100% Design Submittals	2.2.3.3	☐	☐
Bid Documents		☐	☐
Final Description of Operations		☐	☐
Contingency Plans		☐	☐
Project Specifications		☐	☐
Final Site Specific Configuration Management Plan		☐	☐
Stakeholder Review and Approval Documentation		☐	☐
Final Estimate of Probable Construction and O&M Costs		☐	☐
Final Phasing Schedule		☐	☐
Updated EDS Equipment List		☐	☐
Operations Training Materials and Documentation		☐	☐
Construction Phase	2.2.4	☐	☐
Changes to Approved 100% Design Submittals		☐	☐
Construction Schedule		☐	☐
Courtesy Copies of Shop and Installation Drawings		☐	☐
Testing and Commissioning Phase	2.2.5	☐	☐
Pre-ISAT Documentation		☐	☐
ISAT Documentation		☐	☐
Project Closeout Phase	2.2.6	☐	☐
As-built CBIS Documentation Submittal		☐	☐
Final Copy of the PLC Program with Drawings		☐	☐
Final Copy of Disaster Recovery Procedures		☐	☐

Appendix B
Project and Acceptance Testing Requirements

Scope: TSA support for the in-line Checked Baggage Inspection System (CBIS) solution at the **A.B. Won Pat International Airport, Guam** will encompass design, construction and commissioning to support the in-line CBIS.

A. TSA responsibilities with regard to the Project are listed below in sections 1.1 to 1.7 . Many responsibilities are delegated to TSA contractors such as the EDS Original Equipment (OEM) Manufacturer, TSA Site Lead Contractor, and TSA Acceptance Test Contractor but ultimate responsibility resides with TSA.

1.1 EDS PLACEMENT

If applicable, TSA will ship, rig and install EDS machines and associated EDS screening equipment, to include any necessary ETD screening equipment, in their respective operational locations within the CBIS Project location. TSA, through the EDS OEM or other TSA contractors, shall be responsible for coordinating and integrating activities regarding placement of EDS equipment with the local TSA Point of Contact and Airport Point of Contact.

1.2 INSTALLATION SUPPORT

1.2.1 Project Management

As applicable, the TSA Site Lead Contractor and the EDS OEM shall be responsible for providing technical support throughout the entire period of performance during the installation Project. The OEM shall be responsible for all labor, materials, equipment, and support services required for planning, managing, and supervising all items related to the installation of the EDS units and associated ancillary equipment.

1.2.2 Technical Support

TSA will provide technical support to the Project through existing TSA contracts with the EDS OEM, TSA Site Lead Contractor, and TSA Acceptance Testing Contractor.

- The identified TSA Site Lead Contractor should be included in all relevant CBIS planning/project meetings relevant to TSA contributions to the Project. Project schedules and updates should be provided to the TSA Site Lead Contractor to ensure TSA has timely and sufficient notice of deliverable dates. The TSA Site Lead Contractor will assess the project progress against the project schedule and approved design to advise TSA of issues related to cost, schedule and/or performance impacts to the in-line project.

- The EDS OEM shall provide technical consultations to the TSA Regional Deployment Coordinator (RDC), TSA Site Lead Contractor, TSA Acceptance Test Lead, TSA Acceptance Testing Contractor and Airport regarding Project efforts that may include, but are not limited to: teleconferences; reviews of drawings and specifications; and exchanges of technical documentation such as specifications, manuals, and guides.

- TSA Acceptance Testing Contractor shall support ISAT of the CBIS (the EDS units, BHS and the integration between them) and will develop relevant CBIS test plans and reports that will be shared with the Airport.

- Support for the development and execution of the TSA Other Transaction Agreement in place between TSA and the **AIRPORT AUTHORITY** will be provided by TSA Office of Acquisition.

- Oversight and coordination of technical aspects of the Project will be provided by the TSA Regional Deployment Coordinator.

- Local TSA personnel shall support coordination of issues between TSA Regional Deployment Coordinator (RDC) and the Airport as directed by the Federal Security Director (FSD).

Title	Name	Contact Information
TSA Regional Deployment Coordinator	**Shahzan Akber**	**Shahzan.akber@dhs.gov** **571-227-1465**

1.2.3 Commissioning Services

TSA, through the EDS OEM and its other TSA contractors, shall be responsible for all labor, materials, equipment, and support services needed to assemble, power up, configure, and install the EDS machines into the required operational condition. The EDS OEM shall provide technical support, documentation, and installation of the EDS units and the associated local Baggage Viewing Stations (BVS) after confirmation that all pre-installation requirements have been met. The EDS OEM shall coordinate with the TSA RDC, TSA Site Lead Contractor, TSA Acceptance Test Lead, and the Airport to perform system testing.

1.3 Acceptance Testing

Mandatory testing for this system includes Site Acceptance Testing (SAT) for the EDS units following installation; pre-Integrated Site Acceptance Testing following the integration of the EDS units with the BHS is affirmed through a Test Readiness Review (TRR) and Test Readiness Notice (TRN); and Integrated Site Acceptance Testing (ISAT) is conducted prior to TSA acceptance of the CBIS system for operational use. TSA may elect to oversee BHS pre-ISAT conduct to confirm readiness of the system and conduct the TRR within the timeline of the ISAT to reduce the overall testing timeline. See the following table for minimum lead time requirements for testing activities.

Table 1. ISAT Timeline

Lead Times for ISAT (Days Prior to projected test date)	Activity	Responsible Parties
Site Initiation or ≥180 days from ISAT	Site Survey Data Collection Checklist provided to the ILDT to complete to support the ISAT Site Specific Test Plan (SSTP) development.	TSA RDC, TSA Site Lead Contractor
≥120 days	Completed Site Survey Data Collection Checklist and supporting site documentation received by TSA Acceptance Test Contractor from TSA Site Lead Contractor, to include: • Any and All Approved Request for Variance (RFV) • Basis of Design Report • Sample BHS & CBIS Reports for all PGDS required Reports • BHS & EDS Network Diagrams and Server Architecture • Local Procedures for Fail-Safe, E-Stop, Jam Clearing and IQ Test Conduct • Airport/Airline Bag Induction/Hygiene Procedures • BHS Specifications • Controls Description and/or Description of Operation (if both exist then provide both) • Fail-safe and/or E-Stop Zone Drawings • BHS Mechanical Plan and Elevation Drawings from Natural Induction Locations to & through the CBIS, CBRA and Make-up Locations with Conveyors labeled, Plan View Drawings and Electrical Drawings of the BHS/CBIS with Control Station & Photoeye Locations and labeling. All drawings will be "Approved for Construction" by the Airport and not Pre-Bid or Bid Use Only versions. • At least 1 Plan/OverView Drawing that shows the entire CBIS in a single view	ILDT, TSA Site Lead Contractor

	• Conveyor Motor Manifest to include not less than (Conveyor Name, Phase, Conveyor Type, Degree of Turn, Degree of Incline/Decline, Length, Speed in FPM, Motor HP, Control Type (VFD yes/no), Brake Type, Motor Type, drive Type, FLA Rating). • Installation & Commissioning Phasing Plan Narrative and Phasing Plan Drawings • Construction and Testing Schedule(s)	
≥90 days	On-site Site Survey Meeting held. to conduct initial test coordination and review the draft SSTP. This visit will allow the TSA Acceptance Test Contractor to tour the site, review the draft SSTP with the ILDT, coordinate logistics and manpower and initiate the SIDA badge application process, if required. TSA Site Lead Contractor coordinates schedule with the ILDT and TSA's Acceptance Test Contractor.	ILDT, TSA RDC, TSA Site Lead Contractor, TSA Acceptance Test Contractor
≥45 days	Final SSTP Review Meeting between the TSA Acceptance Test Contractor and the ILDT to review the final SSTP, include any other approved RFV, verify logistics & manpower, and review specific tests to be performed. Any requests for variance from the SSTP testing requirements must be delivered in writing to the TSA RDC prior to this meeting for review and response. This is the last chance for the ILDT to disclose any test standards that cannot be met in writing and formally justify exemption from test criteria. Any final revisions to the SSTP will be made and distributed to the ILDT and RDC prior to test execution.	ILDT, TSA Site Lead Contractor, TSA Acceptance Test Contractor, TSA RDC
Typically 14 days to 1 day	TSA Acceptance Test Contractor will ship test articles to the ILDT. The ILDT receives the test articles and stores in a secure and weather protected laydown area as agreed to by the ILDT and TSA Acceptance Testing Contractor in the Final SSTP Review Meeting.	ILDT, TSA Acceptance Test Contractor
≥11 business days	CBIS pre-testing - The ILDT conducts pre-testing. The TSA Site Lead contractor will	ILDT, TSA Site Lead Contractor

	provide oversight of CBIS pre-testing to validate the Test Readiness Notification (TRN) to the TSA RDC and Acceptance Test Team. The ILDT delivers internal pre-ISAT test results to the TSA Site Lead Contractor and the Site and TRR readiness confirmation letter to the TSA RDC and Acceptance Test Team. Upon successful review, the TSA Site Lead Contractor is deployed to the site within 7 days. Note: TSA may combine TRN with CBIS pre-testing and/or conduct TRR as a subset of ISAT	
≥7 business days	TSA Acceptance Testing Contractor or Site Lead Contractor initiates & performs the TRR. Note: TRR Performance by Acceptance Testing Contractor will be a subset of overall ISAT duration and permit passed tests to be credited toward ISAT completion. TRR failure will result in 2 week moratorium.	ILDT, TSA Site Lead Contractor
≥3 business days	When notice of successful TRR is completed and delivered to the TSA Acceptance Testing Contractor via a TRN no later than COB Wednesday (5:00 p.m. EST), ISAT deployment will occur the following Monday. If delivered any time Thursday through Sunday, the TSA Test Team deployment will occur on the second Monday.	TSA Site Lead Contractor, TSA Acceptance Test Contractor
1 business days	TSA Acceptance Test Contractor travel day (normally Monday)	TSA Acceptance Test Contractor
Test start	TSA Acceptance Test Contractor travel day (normally Monday) with mobilization activities and an in-brief meeting with ILDT on the next business day. Prior to start of testing, TSA Acceptance Test Contractor will accept PLC code from TSA Site Lead Contractor or ILDT prior to the start of testing. TSA Acceptance Test Contractor and ILDT will work together to perform ISAT and collect BHS and EDS performance documentation. Prior to departing the site, an Out-brief meeting will be held for all site stakeholders.	ILDT, TSA Acceptance Test Contractor, TSA Site Lead Contractor

≤2 business days after ISAT complete	QLR is submitted by the TSA Test Acceptance Contractor to the TSA Acceptance Test Lead and RDC for review and approval	TSA Acceptance Test Contractor, TSA Acceptance Test Lead, TSA RDC
X business days after QLR receipt	TSA conducts ISAT review board based on QLR results to determine readiness of CBIS to enter Live Operations and Bag Screening or whether to return CBIS to ILDT for correction of deficiencies prior to Live Operations	TSA RDC, TSA Acceptance Test Lead,
5 business days after ISAT review board decision	QLR is distributed by the TSA Deployment RDC	TSA RDC
For 30+ days from start of substantial use	The TSA Acceptance Test Contractor remotely monitors system performance during live operations run-in period and observes system on-site for 3+ days	ILDT, TSA Acceptance Test Contractor, TSA Test Lead
5 business days following completion of data collection and onsite observation for run-in	The TSA Acceptance Test Contractor provides a Test Summary Report (TSR) to the TSA Acceptance Test Lead and RDC for review and approval.	TSA Acceptance Test Contractor, TSA RDC, TSA Acceptance Test Lead
5 business days	RDC distributes TSA approved TSR to ILDT	ILDT, TSA RDC

1.3.1. Site Acceptance Testing (SAT)

The EDS OEM shall coordinate and conduct SAT testing on the EDS machines in the presence of a TSA designated government witness. The EDS OEM shall implement and coordinate testing by issuing a Test Readiness Notification (TRN) at least 7 days prior to the scheduled Acceptance testing. Passing SAT results are required prior to final integration of EDS to the BHS and to certify equipment readiness for operational use in screening baggage. In the event that the TSA supplied EDS units cannot meet SAT test requirements, TSA will ensure that any EDS machine defects are corrected or that the EDS unit is replaced.

1.3.2. Site Specific Test Plan Development (SSTP)

TSA has arranged for its Acceptance Test Contractor to develop a SSTP based on testing criteria outlined in the TSA PGDS Appendix D. The Draft SSTP will be based on the Airport's responses to a Site Planning Checklist to be completed ≥120 days in advance of ISAT. The Final SSTP shall be delivered to the Airport between 60 and 30 days in advance of projected ISAT start-up. The ILDT and TSA Acceptance Testing Contractor will conduct review meetings of the Draft SSTP and Final SSTP per schedule in Table 1, Section 1.3 of this OTA prior to ISAT. Any requests for deviation from the SSTP testing requirements must be delivered in writing through a RFV to the TSA RDC and Acceptance Test Lead prior to this Final SSTP meeting for review and response.

The TSA RDC and TSA Acceptance Test Lead will review/evaluate any requests for phased testing (e.g. non-consecutive testing activities requiring multiple TSA Test Team trips). Such requests must be supported by compelling justification and submitted in writing through a RFV to the TSA RDC and TSA Acceptance Test Lead during the design process and well in advance of SSTP development. Programming or mechanical changes made before ISAT (typically during Contractor pre-testing) must be documented and provided to the TSA RDC and TSA Acceptance Testing Contractor. Once a system enters TRR, no variances will be permitted to the testing criteria.

1.3.3. Integrated Site Acceptance Testing (ISAT)

Scheduling and Coordination: Construction schedule including the ISAT start date(s) and duration(s) shall be shared with the TSA Site Lead Contractor, TSA RDC, TSA Acceptance Test Lead and TSA Acceptance Test Contractor through weekly and monthly meetings and reports upon submission of the SSTP checklist to ensure all stakeholders maintain schedule awareness. This schedule shall be distributed each time changes are made to the ISAT start date and/or duration. Changes made to the schedule within two weeks of the planned ISAT start date may relieve the TSA of the obligation to begin testing within three business days of the TRR. In this situation, the ISAT start date could depend on TSA's testing workload and resource allocation.

Test Results and Reports:

Testing results will be shared in hard copy format with the Airport from the RDC through the local TSA Point of Contact. Test results will identify security, efficiency and safety concerns. There are four (4) possible test outcomes:

- **Meets PGDS Criteria** – The system under test meets CBIS design and PGDS criteria.
- **Minor Defects Found** – The system under test had no security failures and performance deficiencies would not impede system performance and staffing levels.
- **Major Defects Found** – The system under test had no security failures but performance deficiencies would be detrimental to system performance and/or staffing levels.
- **Fail** – The system under test produced security failures and/or deficiencies that would be excessively detrimental to system performance and staffing levels.

In the event of a failed ISAT result, TSA reserves the right to defer any subsequent re-tests for a period of at least 30 days.

1.4 INTEGRATION SERVICES

1.4.1. BHS Support

The EDS OEM shall assist the **AIRPORT AUTHORITY's** contractor to establish digital and serial communication for the EDS units. Once communication between devices has been established, the EDS OEM shall provide the following support and integration services.

- Assist the BHS contractor to obtain efficient EDS operation.
- Provide on-site Integration Engineer Support Services to facilitate the entire integration effort with the BHS.
- Be available to support system testing and validation conducted by internal or external organizations including the Integrated Site Acceptance Test (ISAT) and pre-ISAT Project

testing and throughout the planning phases including the issuance of the ISAT TRN and TRR.

- During initial Live Operations Run-In , provide system performance documentation and technical assistance as requested by TSA, TSA Acceptance Testing Contractor and/or the ILDT.

1.4.2. Software and Hardware

Following SAT and throughout the integration effort, the EDS OEM shall install and test the required software and hardware to allow for digital and serial communication between the EDS and the BHS PLC if required. Functionality of the EDS BHS interface hardware and software shall be verified by the EDS OEM at the interface box prior to working with the Airport BHS contractor to ensure a proper operating PLC interface and to avoid delays.

1.5 SYSTEM NETWORKING

1.5.1 Network Infrastructure

The EDS OEM shall provide required patch cables and miscellaneous hardware to interface between network patch panel and EDS OEM supplied networking components.

1.5.2 Network Services

The EDS OEM shall provide: training for TSA staff; coordination and support for TSA and testing certification; and resources to conduct installation, testing, and initial operational support for networking. No other network may interface with the networked airport screening solution. The implemented assigned network for operation shall be an isolated, stand-alone network.

1.6. TRAINING

TSA will provide training for TSA screening staff on the operation of the EDS and ETD equipment.

1.7. MAINTENANCE

Upon successful completion of SAT testing for each unit, TSA will maintain and repair the EDS and ETD units throughout their lifecycles.

B. The **AIRPORT AUTHORITY's RESPONSIBILITIES with regard to the Project are listed below in sections 2.1 to 2.5 listed below.**

2.0 DESIGN

The **AIRPORT AUTHORITY** will undertake design of a baggage screening system in accordance with the TSA PGDS to meet the needs of the Airport and TSA FSD. The **AIRPORT AUTHORITY** shall submit all applicable design requirements to the TSA RDC for review and as further defined in Chapter 2 of PGDS Version 4.1. The **AIRPORT AUTHORITY** shall respond to TSA design review comments promptly and in writing prior to the start of the next design phase for the CBIS Project.

2.1 EDS PLACEMENT

If applicable, the **AIRPORT AUTHORITY** shall ensure that the Project site will be ready to accommodate the installation of the EDS and associated equipment. The **AIRPORT AUTHORITY** shall provide adequate protection to the EDS machines and to the airport infrastructure during any and all EDS movements. The **AIRPORT AUTHORITY** shall coordinate with the EM to integrate all activities regarding placement of EDS equipment. The **AIRPORT AUTHORITY** shall provide reasonable measures to protect the EDS and ETD equipment from damage in the screening area.

2.1.1 Site Readiness and Storage

The **AIRPORT AUTHORITY** shall confirm site readiness to receive EDS units to the TSA Site Lead Contractor no later than 10 business days prior to requested delivery date. Site readiness shall address availability of temporary or permanent power; removal of obstacles to the rigging path; and adequacy of physical environmental conditions within the delivery area that meet EDS OEM standards for protecting the EDS units. The **AIRPORT AUTHORITY** shall provide secure storage for the EDS units and any ancillary screening equipment if site conditions at the time of delivery do not provide adequate protection. The **AIRPORT AUTHORITY** shall provide secure storage space for hardware associated with EDS integration and multiplexing until it can be installed by EDS OEM Integration Support Staff. Failure to meet these minimum requirements may result in reallocation of equipment to other sites, thus affecting the airport's overall project schedule.

2.1.2 Rigging Services

The **AIRPORT AUTHORITY** will be responsible for providing rigging path verification, ingress path, and/or structural analysis. If required, the Airport will remove and replace any walls, windows, glass, doors, or other physical barriers in support of rigging activities.

2.2 INSTALLATION SUPPORT

2.2.1 Power Requirements

The **AIRPORT AUTHORITY** will provide terminations to the EDS for electrical power. The **AIRPORT AUTHORITY** will be responsible for providing all infrastructure power requirements including separate metering. If applicable, the **AIRPORT AUTHORITY** will design and install all power requirements to terminal locations within the Checked Baggage Resolution Areas and at EDS locations. The **AIRPORT AUTHORITY** will provide cabling from terminations to EDS equipment. The **AIRPORT AUTHORITY** shall attest to the availability of power supply to adequately support the EDS and associated equipment in accordance with OEM specifications and be liable for damage to this equipment resulting from intentional deviations to accepted power supply conditions.

2.2.2 Commissioning Services

The **AIRPORT AUTHORITY** will be responsible for obtaining all other infrastructures not mentioned in Section 2.2.1 to support EDS operations and maintenance.

2.3 INTEGRATION SERVICES

The **AIRPORT AUTHORITY** shall ensure that the BHS Contractor coordinates with EDS OEM in support of integration activities (e.g. installation and testing the required software and hardware to allow for digital and serial communication between the EDS and the BHS PLC) as needed. Terminations to the EDS for BHS PLC communication shall be performed by the **AIRPORT AUTHORITY**.

2.4 NETWORKING

2.4.1. Network Infrastructure

The **AIRPORT AUTHORITY** will design and install all communication conduit, fiber, etc. as required by the EDS OEM's design criteria for the EDS and EDS networking system, including but not limited to connectivity of Checked Baggage Resolution Areas, TSA network control room, and BHS Control Room as required. Exact parameters will be reviewed at Project start-up by TSA.

The **AIRPORT AUTHORITY** will provide cabling and network patch panels in TSA control rooms, ETD search areas, and the TSA network room as determined by the network design conducted in conjunction with the **AIRPORT AUTHORITY**. The EDS OEM shall provide required patch cables and miscellaneous hardware to interface between network patch panel and EDS OEM-supplied networking components. The **AIRPORT AUTHORITY** will provide all electrical outlets to support installation and operation of a fully multiplexed explosive detection system.

2.4.2. Network Services

No other network may interface with the networked airport screening solution. The implemented assigned network for operation shall be an isolated, stand-alone network.

2.5. ACCEPTANCE - TESTING SUPPORT

The Project schedule shall allow for sufficient time to conduct mandatory testing of the EDS units after installation and integration. The Project schedule shall also factor in minimum lead times for notification of readiness for testing (7 days for SAT; 3 days for TRR; and at least 3 business days for ISAT). The **AIRPORT AUTHORITY** shall identify operational windows in time in which testing activities can be accomplished. Testing activities will be scheduled for normal 8-hour business days (Monday-Friday) and should not include holidays.

Testing activities shall also be scheduled such that test articles shall not be comingled either physically with Live Passenger Bags on existing or new screening systems or their electronic screening images shall not appear on consoles being used for Live Passenger Bag screening. Use of temporary networks or phased testing to accommodate the separation of Live Bags and Test Articles must be approved in writing through a RFV in advance of TRR/ISAT by the TSA RDC and TSA Acceptance Test Lead.

Requests for overtime or multiple shifts are discouraged and will only be considered based on compelling justification. The TSA RDC and TSA Acceptance Test Lead will review/evaluate any requests for phased testing (e.g. non-consecutive testing activities requiring multiple test team trips). Such requests must be in writing supported by compelling justification and submitted to the TSA RDC well in advance of SSTP development. Programming or mechanical changes made before ISAT (typically during Contractor pre-testing or TRR) must be documented and provided to the TSA RDC and Acceptance Test Contractor.

2.5.1 Site Specific Test Plan (SSTP)

The **AIRPORT AUTHORITY** shall ensure that information needed to develop an accurate SSTP is provided to TSA Test Acceptance Lead at the earliest opportunity, but no later than 120 days prior to the requested testing date. Required documentation includes:

- Completed Site Survey Data Collection Checklist
- Any and All Approved Request for Variance (RFV)
- Basis of Design Report
- Sample BHS & CBIS Reports for all PGDS required Reports
- BHS & EDS Network Diagrams and Server Architecture
- Local Procedures for Fail-Safe, E-Stop, Jam Clearing and IQ Test Conduct
- Airport/Airline Bag Induction/Hygiene Procedures
- BHS Specifications
- Controls Description and/or Description of Operation (if both exist then provide both)
- Fail-safe and/or E-Stop Zone Drawings
- BHS Mechanical Plan and Elevation Drawings from Natural Induction Locations to & through the CBIS, CBRA and Make-up Locations with Conveyors labeledPlan View Drawings and Electrical Drawings of the BHS/CBIS with Control Station & Photoeye Locations and labeling. All drawings will be "Approved for Construction" by the Airport and not Pre-Bid or Bid Use Only versions.
- At least 1 Plan/Overview Drawing that shows the entire CBIS in a single view
    - Conveyor Motor Manifest to include not less than (Conveyor Name, Phase, Conveyor Type, Degree of Turn, Degree of Incline/Decline, Length, Speed in FPM, Motor HP, Control Type (VFD yes/no), Brake Type, Motor Type, drive Type, FLA Rating).
    - Installation & Commissioning Phasing Plan Narrative and Phasing Plan Drawings
- Construction and Testing Schedules provided through weekly and monthly meetings and reportsprior to ISAT.

All drawings shall be clearly visible and readable when plotted on Arch D Size Stock. All documents shall be submitted electronically (e.g. text documents in MS Word or PDF and drawings in AutoCAD [.dwg] or PDF.)

Any system constraints that will prevent compliance with TSA testing and performance criteria must be disclosed in writing to TSA as far in advance as possible to allow for evaluation of applicable waivers. Any restrictions on system availability and accessibility for testing shall be disclosed. Cutover plans including any phasing plans that will affect the TSA Acceptance Test Contractor's ability to test the full system from ticket counters and curbside inductions (if applicable) through the outbound/sortation system shall also be disclosed to allow for the development of an accurate SSTP. Cutover plans that will result in multiple testing phases shall

also be presented to the TSA RDC in writing for review and approval prior to the Test Coordination Meeting and no later than 30 days prior to ISAT.

The **AIRPORT AUTHORITY** will have the opportunity to review and comment on SSTP in advance of testing. Comments and/or questions should be directed to the TSA RDC and the TSA Site Lead Contractor.

2.5.2. Test Readiness Report (TRR)

This pre-ISAT activity is conducted by TSA Site Lead Contractor in coordination with the **AIRPORT AUTHORITY** (typically the BHS Contractor.) The purpose of this testing activity is to assure TSA of site readiness for ISAT and is a precursor for TSA authorization for TSA Acceptance Test Contractor to deploy. The **AIRPORT AUTHORITY** will be provided TRR data sheets by the TSA Site Lead Contractor. BHS/CBIS configuration and operation shall be in final form intended for bag screening operations. Unless mutually agreed to, changes/improvements to BHS/CBIS between TRR and ISAT are not authorized. The **AIRPORT AUTHORITY** must address security and efficiency defects found during TRR and be prepared to implement mutually agreed upon corrective actions prior to ISAT.

Required input from the Project Team will include:

Functional Testing Documentation: Testing authentication must be clearly reported and show every test with bag ID and declared status on printed EDS FDRS (Field Data Reports) and on the printed Critical Tracking PEC Report (as required in PGDS Section 7.2.14) resulting bag destination. Ledger forms should show test date, type of test, identification of bag destination location, and ID number of the bags arriving at that location. These reports should be organized and indexed in an electronic media/file or loose-leaf binder(s)

- Each test shall conclude with an indication of successfully passing the required criteria of BHS specification and testing criteria and if conflict or failure exists, then so indicate with an explanation.
- Presentation of completed testing and TRR required documentation to TSA Site Lead not less than 7 business days prior to anticipated Pre-ISAT date is required.

System Mixed Bag Test and System Throughput Test Observation: Sufficient numbers of test bags (no less than 100 test bags per EDS) will be utilized to "stress" the BHS/CBIS as would occur during peak operating times. Test bag set profile should be similar to the TSA Acceptance Test Contractor's test bag profile.

- A real-time observation by TSA Site Lead Contractor of a global BHS/CBIS System Mixed Bag Test and System Throughput Test using clear and suspect bags is required.
- All EDS equipment must be operational.
- All baggage entry points must be utilized.

The TSA Site Lead Contractor or Acceptance Testing Contractor performs the TRR. If successful, a Test Readiness Notice is issued to the TSA RDC and the TSA Acceptance Test Contractor for ISAT deployment. If delivered by COB Monday through Wednesday (5:00 p.m. EST), ISAT deployment will occur the following Monday. If delivered any time Thursday through Sunday, ISAT deployment will occur on the second Monday. If changes are made to the

system following TRR without prior coordination with TSA, ISAT testing shall be postponed pending submission of documentation for review and evaluation by TSA and its Acceptance Test Contractor (see paragraph 2.5.7)

2.5.3. Logistical Support Needs: The **AIRPORT AUTHORITY** shall identify and provide any logistical or support needs that will impact TRR and ISAT testing, to include:

- any process needed to obtain sufficient baggage tags should the system use IATA baggage tracking mechanisms, pier tags should the system use pier tags, or blank bag tags if the system does not use IATA baggage tracking mechanisms; Quantities of tags needed will be coordinated during the Site Survey Meeting and the SSTP review Meetings
- any process needed to obtain sufficient baggage tubs/totes (typically 20 per installed EDS)
- any process needed to obtain sufficient bag transportation devices (tugs, totes, carts, etc.) needed to move test articles in and around the CBIS, CBRA, laydown area and sort/claim devices
- any process needed to obtain safety training and/or General Contractor access for TSA Acceptance Test Contractor, as required"
- any process needed to obtain airport badges/access for TSA Acceptance Test Contractor personnel; and/or personnel escorts. Airport SIDA Badging Process shall not require more than 2 trips of test team personnel to the site, 1 work week maximum duration each, to obtain SIDA badges including fingerprinting, SIDA Training, testing, issuing and pickup.
- availability of BHSC and BHS Programmer to operate BHS during ISAT and provide support for ISAT Testing and diagnostic activities (BHS reports, investigations, and explanations to questions from the TSA Acceptance Test Contractor)
- provide baggage handling support for testing activities including bag loading, unloading, transport, fault recovery, during ISAT and TRR including movement between test and laydown/storage areas; and
- availability of support for delivery and secure and weather protected storage of TSA Acceptance Contractor test bags for ISAT (100 bags per EDS contained in 2 LD3s per 100 bags.)

2.5.4. ISAT Testing: The TSA Acceptance Test Contractor will meet with the **AIRPORT AUTHORITY** between 30 and 45 days prior to testing to coordinate the conduct of ISAT testing. The TSA Acceptance Test Lead and the **AIRPORT AUTHORITY** will finalize details relating to the scheduling and duration of the testing. (Generally allow one day of travel for ISAT Testing Team in and out; one day for Site Mobilization; one day per EDS Spur Line; one day per System Level Test (Dieback, Mixed Bag Sortation and Throughput; one day for demobilization and cleanup). It is recommended to schedule one to two additional days for unforeseen testing delays or contingences.

2.5.5. Test Results and Reports

The Airport shall report corrective actions to be applied and the timeline associated with deficiency corrections. Corrective actions shall address all defects identified in the TRR/TRN (pre-ISAT) or QLR (ISAT). TSA is not obligated to accept or operate a baggage screening system that does not meet the minimum test standards.

2.5.6. Operational Run-In

The Run-In period will extend for a minimum of 30 days from the start of substantial operations with cutover of substantial input and output lines. This period of time shall be discussed and agreed to by all parties during the SSTP development process, and reconfirmed at the completion of the ISAT. Substantial Operations shall normally be defined as when the CBIS is processing 85% or greater of its normal (not peak) operational daily load of "checked bags or luggage" for the time period at hand (i.e. not based on future dates of operation). This period shall also be dependent on resolution of deficiencies found during testing and Run-In. Once a week during the Run-In period, the Airport or their authorized representatives shall forward electronic versions of all CBIS Reports required by PGDS Chapter 7, Section 7.2.14. to the TSA Acceptance Testing Contractor. After receipt, review and analysis of at least 21 days of performance data, TSA and their Acceptance Test Contractor will deploy to the site in either the 4th or 5th week of Substantial Live Operations to physically verify closure of open deficiencies, and assess observe system operation against the data reported. The ILDT or their Contractors will also pull and provide the PLC Code for the same PLCs as provided at ISAT start. Based on the data analysis and physical observations, a recommendation will be made to TSA via a Test Summary Report (TSR) to end the Run-In period, extend the Run-In period, and/or change the operational status of the CBIS.

2.5.7. Post Commissioning Activities:

The TSA Site Lead Contractor will conduct 30-day operational run-in observations of the system following successful ISAT testing.

The Airport shall provide the TSA RDC a written response outlining corrective actions that will be taken due to outstanding deficiencies, issues, and action items identified in the Quick Look Report (QLR) and Test Summary Report within two (2) weeks of receipt of the QLR or TSR.

For the continued and secure operation of the CBIS, all changes to the BHS system that impact the CBIS operation during and after its initial commissioning must be reviewed, evaluated, and endorsed by TSA before they are implemented by the Airport. The Post-ISAT changes procedure must be provided in accordance with PGDS Appendix D. The procedure is to be followed for all changes to CBIS systems other than those required for normal routine and periodic maintenance/repairs to the BHS system. The Airport responsible for the BHS system shall assemble an information package for submittal to TSA RDC which includes the fallowing minimum information.

- Written description of all proposed physical and programming changes to the BHS and CBIS system(s)
- Reason for proposed change(s)
- Anticipated impact to system operation (e.g. increased throughput, lowered tracking losses, elimination of bag jams)
- Drawings showing affected areas
- Any potential security, tracking or efficiency impacts, including impacts on TSA manpower or operations
- Testing procedures
- Proposed date of changes

A CBIS Configuration Change Request Form will be provided by TSA. This package shall be delivered to the local TSA FSD who shall review the package. The local TSA FSD shall add any comments he/she may have and forward the form to the following email address: OSTCBD@dhs.gov.

The TSA will review and analyze the efficacy and impact of these changes to determine if it may be necessary for TSA to re-certify the CBIS system(s). Once the review has been completed, TSA shall notify the local TSA FSD and the Airport with the TSA recommendation and testing requirements for the system changes.

APPENDIX C

Construction Milestone Schedule

Design & Construction Services Milestones	**[Dates to be included]**
Project Validated / Notice to Proceed (NTP)	
Design OTA Awarded	
Facility Modification OTA Awarded	
Pre-Design Deliverables Submitted	
Pre-Design Deliverables Approved	
Schematic Design Deliverables Submitted	

Schematic Design Deliverables Approved	
30% TSA Design Deliverables Submitted	
30% TSA Design Deliverables Approved	
70% TSA Design Deliverables Submitted	
70% TSA Design Deliverables Approved	
100% TSA Design Deliverables Submitted	
Final Construction Drawings Approved	
Facility Modification NTP (if applicable)	
Facility Modification Progress Meetings (reoccurring)	
Facility Modification Substantially Complete (if applicable)	
Site Assessment and Survey Report Submitted	
Site Installation Plan (SIP) Submitted	
SIP Approved	
EDS Delivered and Placed	
Site Acceptance Test (SAT) Passed	
Integrated Site Acceptance Test (iSAT) Test Readiness Review Complete (if applicable)	
iSAT Passed (if applicable)	
EDS Installation/Networking Start	
EDS Installation/Networking Finish	
EDS Decommissioned (if applicable)	
EDS Removal Start (if applicable)	
EDS Removal Finish (if applicable)	
Live Bag Screening (LBS) Start	
Record Dwgs / CAD As-Built Submitted	
TSA Final Sign-off of Project	
Final Invoice Submitted	
Project Completion Notification Submitted	
Project Finish / Contract Closeout	

APPENDIX D, SCHEDULE OF CONSTRUCTION DELIVERABLES

The following deliverables are required to be submitted by the **AIRPORT AUTHORITY**:

Item	Submitted To:	Frequency or Due Date
Design: pre-design, schematic, 30%, 100% to include detailed construction cost estimate	TSA Regional Deployment Coordinator	In accordance with the TSA PGDS, version.4.1
EDS Delivery Schedule	TSA Regional Deployment Coordinator	NLT 30 Days after Construction Contract Award
Schedule of Values (Design, Construction, Baggage Handling Contracts)	TSA Regional Deployment Coordinator TSA Contracting Officer	Within 30 days after execution of the TSA Agreement or upon issuing Notice to Proceed to Contractor. To be updated on a monthly basis and submitted with the monthly report.
Copies of the Design and related Construction Contracts and Change Orders	TSA Regional Deployment Coordinator TSA Contracting Officer	Upon contract award. Change Orders affecting the CBIS Project require advance TSA approval.
Monthly Milestone and Project Status Report	TSA Regional Deployment Coordinator TSA Contracting Officer TSA Site Lead Contractor	By the 10th of each month. Electronic submission is requested if feasible.
Quarterly Project Financial Statement	TSA Regional Deployment Coordinator TSA Contracting Officer FinanceConfirm@tsa.dhs.gov	Quarterly upon execution of the OTA.
Summary report of Small Business/Disadvantage Business Enterprises utilization Report	TSA Contracting Officer	By September 30th each year and upon completion of the Project via email
CONSTRUCTION PHASE		
Mechanical and Electrical Shop Drawings	TSA Regional Deployment Coordinator TSA Site Lead Contractor	Upon completion by the **AIRPORT AUTHORITY**.
Close Out Process		
Close Out Process – Correction of testing deficiencies	Close Out Report submitted to TSA Regional Deployment Coordinator and TSA Site Lead Contractor	Airport responses within (2) weeks of receipt of QLR and TSR to address noted CBIS
Final Copy of PLC program and software disaster recovery	TSA Regional Deployment Coordinator	No later than 30 days after commissioning of system(s)

procedure in electronic format.		
As Built Drawings in electronic format, .dwg (AutoCAD) or comparable format to include final description of operations; mechanical layouts, including belt speeds in CAD and PDF file format.	TSA Regional Deployment Coordinator	No later than 30 days after 30-day operational run-in period
Overview of drawings of the Matrix/Node, Resolution Room, OSR Room as applicable. dwg (AutoCAD) or comparable format	TSA Regional Deployment Coordinator	30 days after 30-day operational run-in period
Final Invoice	TSA Regional Deployment Coordinator TSA CO	No later than 90 days after final sign-off of system by TSA Deployment Manager, following successful operational run-in period and start of live bag screening
POST COMMISSIONING CHANGES		
CBIS Changes after Commissioning	OSTCBD@dhs.gov	See Post Commissioning Requirements, Appendix A, paragraph 2.5.7

The Monthly Milestone and Project Report are to be submitted by the 10th of each month. A draft Monthly report template will be submitted via separate correspondence. The Monthly Milestone and Project Report shall address the following:

a. Actual start and/or finish dates for updated/completed activities.
b. Remaining duration, required to complete each activity started, or scheduled to start, but not completed
c. The Project's progress to include Project Percent Completion; cost incurred and invoiced to date; a forecast the Project completion date and final costs; as well as monthly schedule and budget variances throughout the Project.
d. Percentage for completed and partially completed activities.
e. Any CO approved changes including but not limited to new activities, deleted activities, activity duration changes, and change in logic relationships between activities.
f. Status date for the schedule update.
g. A statement that identifies and describes any current or anticipated delays that includes the following information: identification of the delayed activity by description and activity code; type of delay; cause of the delay; effect of the delay on other activities, milestones, and completion dates; identification of actions needed to avoid or mitigate the delay.
h. Summary of cost incurred and invoiced to date.

i. Description of lessons learned
j. Construction Schedule in both PDF and "live"/usable format to depict the critical path, baseline and actual date information; predecessors/successors and shall be broken down to a minimum of three (3) WBS levels where applicable.

The construction schedule will be used for all planned TSA activities (delivery of equipment, scheduling of testing, etc).

APPENDIX E
STIP DATA REQUIREMENTS FOR CHECKED BAGGAGE SYSTEMS

The TSA HQ Office of Information Technology (OIT) and Security Technology Integrated Program (STIP) require STIP-enabled transportation security equipment (TSE) to have specific connections to securely and reliably network the equipment. Multiple parties play a role in this portion of Checked Baggage Inspection System (CBIS) specification and execution.

Roles and Responsibilities for Implementing STIP

As CBISs are recapitalized or optimized, the project owner's contractor will provide new telecommunications outlets and cables as needed to support new technology. If a CBIS reconfiguration is initiated as part of a recapitalization/optimization, safety effort, new technology deployment or any other CBIS redesign initiative, the CBIS contractor will be responsible for restoring the previous state of connectivity ("make whole"), including development of the scope of work (SOW). Implementation in the field will occur via the CBIS contractor. A working group, or Integrated Local Design Team (ILDT) must be formed consisting of representatives from the Airport Authority, FSD staff, OSC, OIT and STIP. The group should meet immediately via conference call once it has been determined that a CBIS is going to be recapitalized or optimized. This action will ensure that ALL aspects of the CBIS redesign have been identified and assigned to a specific group for action and funding. The ILDT will organize the working group members, develop, review and approve the SOW. The OIT Field Regional Manager (FRM) shall always be consulted when a CBIS redesign is initiated and will provide the necessary routing information to ensure the checked baggage systems are appropriately cabled to a networked TSA IT cabinet.

The IMAC Process

The IMAC Process is the mechanism by which TSA OIT will procure and install IT hardware (e.g. network switch) following the IT infrastructure build-out of a CBIS contractor. The OSC Regional Deployment Manager (RDM) shall be responsible for engaging OIT at project initiation and including the respective regional Field Relations Manager (FRM) throughout the construction process.

The IMAC process takes between 30 and 45 days and needs to be initiated to complete the following tasks:

- Procurement, configuration and shipment of IT hardware
- Installation of IT hardware
- Patch cabling of checked baggage equipment
- Validation of network connectivity for checked baggage equipment
- Validations of STIP EM sever registration for checked baggage equipment.

It is imperative to engage each team member as early as possible in order to avoid any gaps in IT services.

Specific Design Standards and Requirements

Two modular jacks consisting of a flush-mounted telecommunications outlet box plus/minus 10 feet from the equipment are required. Even though one is redundant, both terminations should be connected using Cat5e or Cat6 4-pair 100 ohm unshielded twisted pair (UTP) or screened twisted pair (ScTP) cable and terminated on the patch panel in the closest TSA IT cabinet. The data cable type should be based on the existing conditions at the Checked Baggage Inspection System (CBIS). The purpose of this connectivity is so that TSA HQ can review statistical data over the network from screening equipment for a particular airport and time period without having to go to the site.

Installation and/or relocation of Cat5e/Cat6 data cabling will meet or exceed the specifications listed in the TSA Structured Cabling System Guidelines dated July 2012 [Attached]. This document will be provided by the TSA to the ILDT.

In addition, the following requirements should be met:

- All ETDs and stand-alone EDSs will have 1 "dual telecommunications outlet".
- It is assumed that when a multiplex server is present, connectivity to TSANet will terminate at the multiplex server cabinet, therefore connectivity to TSANet for each EDS is not required.
- All core drilling will support a minimum of 4 "modular jacks".
- All new fiber installations will be multimode fibers, either multimode fiber, either 50/125 or 62.5/125 micron fibers r 50/125 or 62.5/125 micron fibers, six-strand bundles enclosed in inner duct.
- All cabinet installations require 2 110v 20A service.
- All cabinet installations will meet the local seismic rating requirements and can be floor/bracket mounted.
- All cabling outside of TSA controlled space must be in Rigid Metal Tubing (RMT) conduit. Any deviance will must be approved through existing RFV procedures.
- All newly installed and existing data jacks and associated patch panels must comply with TSA's approved scheme [see provided TSA Structured Cabling System Guidelines dated July 2012].
- Provide TSA completed Data Capture Sheet [Attached] and cable certification paperwork prior to established I-Sat date.

Figure 1 illustrates all of the equipment that must be connected to the Main Distribution Frame (MDF)/Intermediate Distribution Frame (IDF) IT cabinet for a stand-alone CBIS configuration. When the EDS are in a stand-alone configuration, each EDS must be connected to the patch panel.

Figure 1
STAND-ALONE CBIS CONFIGURATION

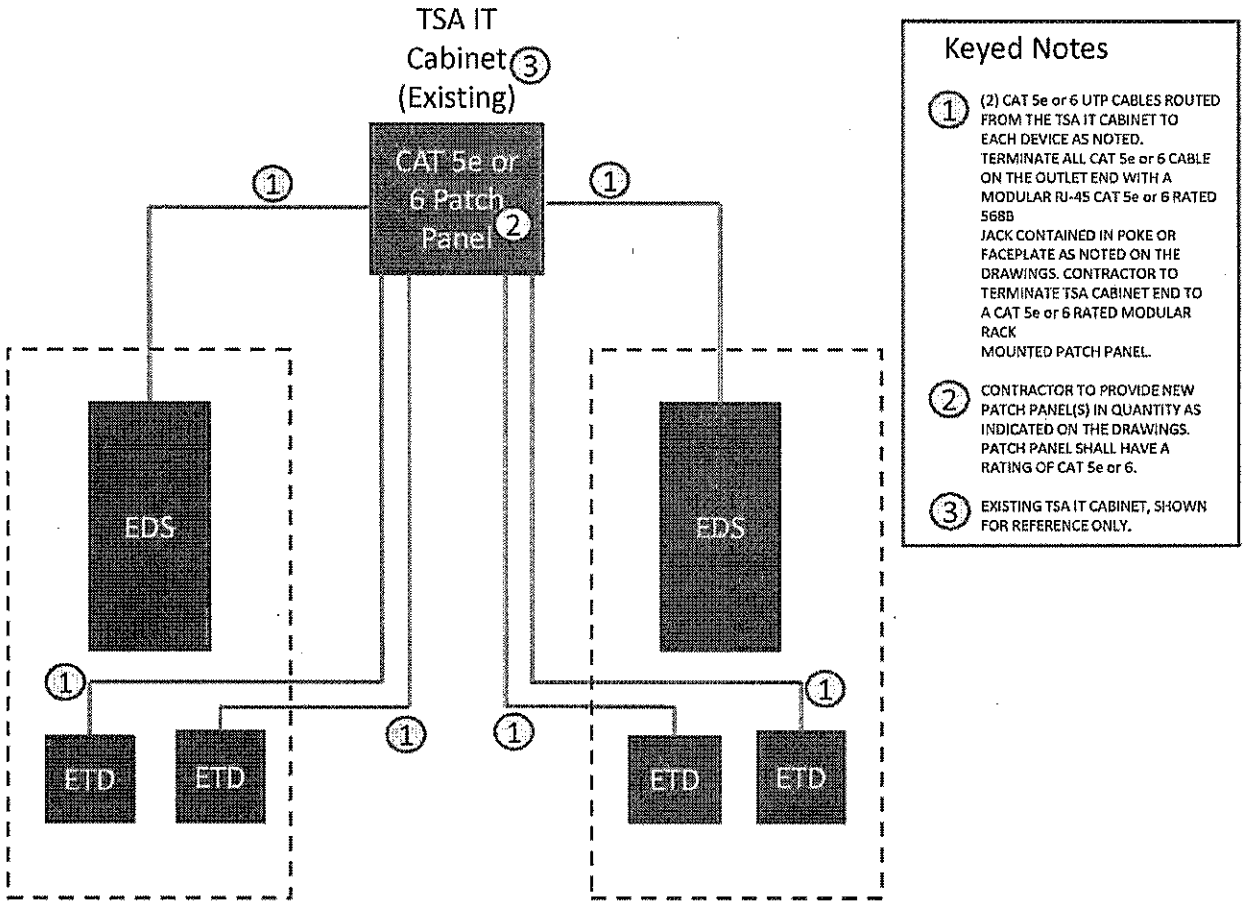
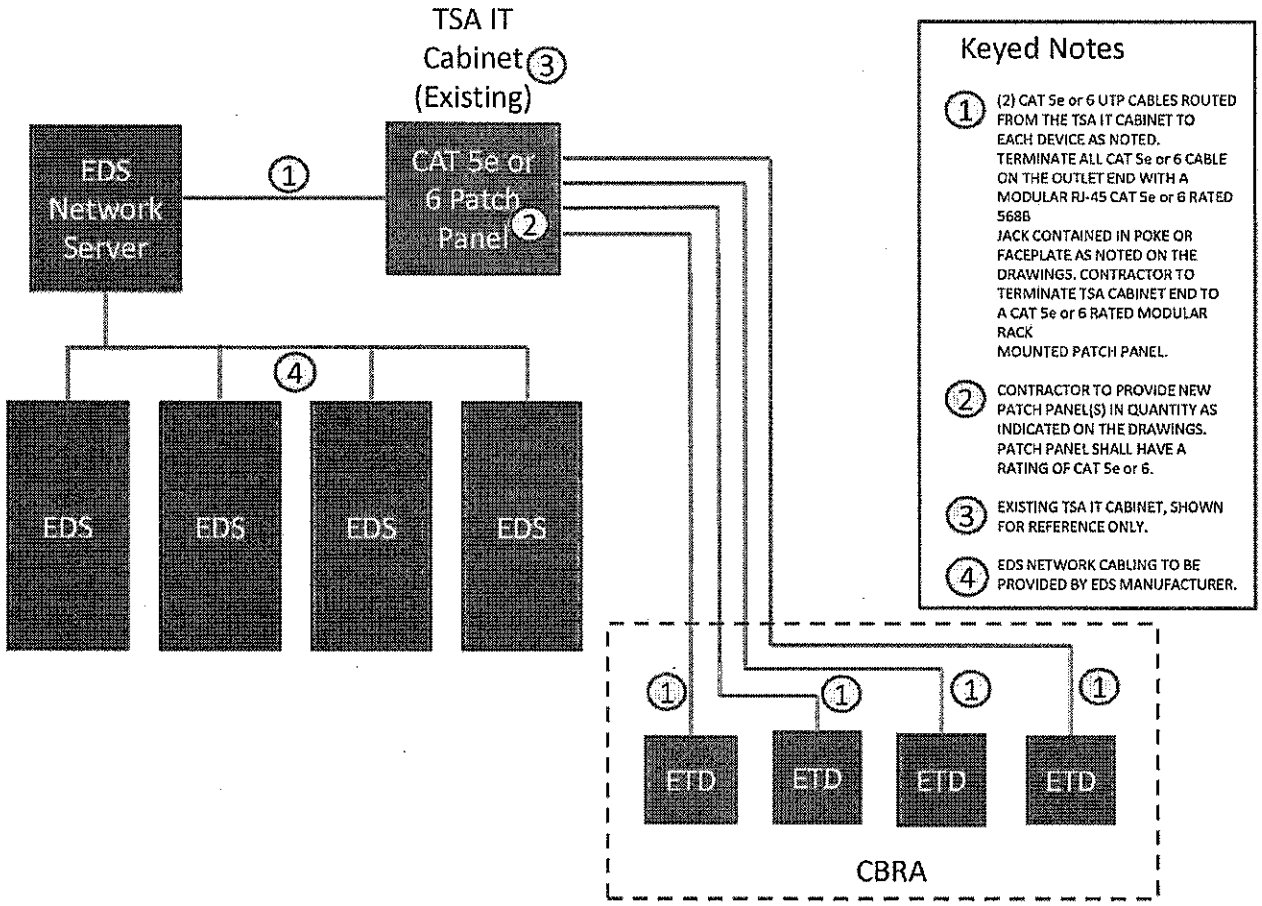


Figure 2 illustrates all of the equipment that must be connected to the IDF IT cabinet for a CBIS where the EDS machines are already networked together. When the EDS machines are networked together (i.e., MUX, NEDS, etc.), the connection only needs to be made to the EDS Network Server(s).

Figure 2
NETWORKED CBIS CONFIGURATION



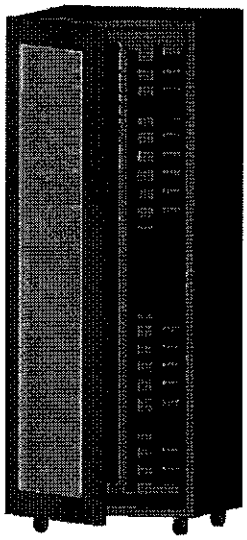
At a minimum, the following guidelines should be considered when designing a new CBIS or reconfiguring an existing CBIS.

- If an existing TSA IT cabinet is within 295 feet of the CBIS:
    - Verify that the existing switches have sufficient open ports to accommodate the required number of drops
    - Notify TSA OIT FRM if the existing switch capacity will not accommodate the required number of drops so that additional equipment can be procured.
    - Punch down cabling from the individual CBIS devices in the patch panel of the IT cabinet

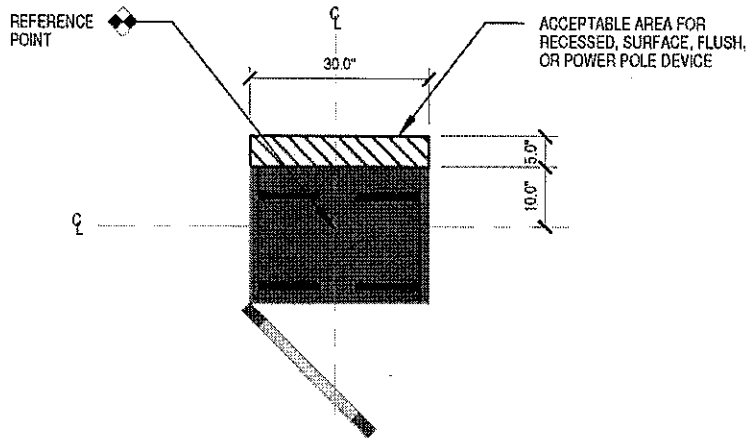
- If there is no IT cabinet within 295 feet of the CBIS:
  - Install an appropriate IT cabinet. Refer to **Figure 3** for the IT cabinet specifications
  - Run fiber optic cable from the IT cabinet to an existing TSA IT cabinet
  - Notify TSA OIT FRM so that additional equipment can be procured.
  - Punch down cabling from the individual CBIS devices in the patch panel of the IT cabinet
  - Initiate IMAC group to install jumper cables from the patch panel to the switch and activate port

Figure 3
IT CABINET

Equipment	Size	Quantity	Power Requirements	Interconnectivity	Physical Modifications
IT Cabinet	Size 24H 24.0"H x 27.3"W x 30.0"D Weight: 97 lbs	1 or more per checkpoint depending on size	For 24H, 36H and 48H: • Dedicated • 30A, 125V, 3KVA/Cabinet • 2-Pole, 3-Wire Grounding • NEMA L5-30R Receptacle • 3KVA UPS • 6' power cord from the IT cabinet to the receptacle	• Size patch panels to accommodate all TSA data outlets at the checkpoint plus 100% spares, minimum. • Size giga bit network switch to accommodate all data outlets in checkpoint plus 10%. • Provide a minimum of four pair single mode fiber optic cable from IT cabinet to the TSA main distribution frame.	• 30" front and rear access is required. • These cabinets will receive all data communication lines from the SSCP, so the cabinet should be located as close to the SSCP as possible, but in a secure location. Careful consideration needs to be given to the IT cabinet location because the exhaust fan for cooling can be loud when located in a confined space with TSA or airport personnel. • Equipment racks can be loaded into the cabinet from the front or the back at the location where the cabinet is installed. Although not required, side access would improve rack accessibility and TSA personnel mobility around the cabinet. • Refer to Program of Requirements dated July 2005, Section III-D for labeling, cable management and administration of IT cabinet. • Refer to Program of Requirements dated July 2005, Section III-D for acceptance testing of IT circuits. • Wall-mounted cabinets are an option in some instances, but must adhere to all applicable local codes and standards. Recommend consultation with the Field Regional Manager (FRM) when considering a wall-mounted alternative.
	Size 36H 36.0"H x 27.3"W x 30.0"D Weight: 124 lbs				
	Size 48H 48.0"H x 27.3"W x 30.0"D Weight: 151 lbs				
	Size 60H 60.0"H x 27.3"W x 30.00"D Weight: 246 lbs		For 60H and 72H: • Dedicated • 30A, 208V, 6KVA/Cabinet • 2-Pole, 3-Wire Grounding • NEMA L6-30R Receptacle • 6KVA UPS • 8' power cord from the IT cabinet to the receptacle		
	Size 72H 72.0"H x 27.3"W x 30.0"D Weight: 274 lbs				



Isometric View



PLAN VIEW

A.B. Won Pat International Airport Authority
Board of Directors Regular Meeting - September 19, 2013

EXECUTIVE SUMMARY

Money Exchange Concession
(Multi-Step Sealed Bid No. GIAA-02A-FY13)

PURPOSE

Board action is requested to award the exclusive Money Exchange Concession Bid to Travelex Currency Services, Inc. for a period of five (5) years.

BACKGROUND

As a service to the traveling public, GIAA desires to contract a concession for the exclusive management and operation of the money exchange services for the convenience of the passengers and enhance GIAA revenues.

The Foreign Exchange Concession at A.B. Won Pat International Airport Terminal is currently operated by Lenlyn Ltd., dba ICE Currency Services at three locations (two in the concourse and one in the arrivals lobby). The current concession fees are Minimum Annual Guarantee (MAG) of $180,000.00 for the 1st year; or a percentage rent of 5.58% of gross turnover, whichever is greater. MAG payments for the subsequent years changed to an amount equal to 85% of the total rent paid for the previous year, but shall not be less than the 1st year MAG. In Fiscal Year 2012, ICE has generated $6.7M in gross turnover. In this same period, GIAA generated $379,211.31 in minimum annual guaranteed rent which represents 5.58% of gross turnover, plus space rent based on the Airport Tariff Schedule, subject to change annually.

PROCUREMENT BACKGROUND

GIAA issued the Money Exchange Concession thru a Multi-Step Sealed Bid No. GIAA-02A-FY13 on August 12, 2013. The bid closing date was September 17, 2013. The bid process is comprised of two phases. Phase I is a qualifications based submission, and those who are deemed qualified based on the results of the evaluations, are invited to participate on the second phase of the bid process. Phase II requires the bidders to submit bids of annual percentage fees for the term of the contract.

A total of three companies acknowledged receipt of the bid package, however only two (2) companies, Lenlyn Ltd., dba ICE Currency Services and Travelex Currency Services submitted bid proposals, and both were deemed qualified to submit priced bids under Phase II of this bid solicitation.

LEGAL REVIEW

A draft Money Exchange Concession Agreement was provided to Legal Counsel for review and approval.

FINANCIAL REVIEW

The bids submitted by Lenlyn Ltd., dba ICE Currency Services and Travelex Currency Services, Inc. consists of the following:

- MAG rent of $250,000.00 per year; or percentage of gross turnover; whichever is greater;
- Main Terminal Space Rent for 361 square feet or $22,974.04 per annum, subject to change annually.

BIDDER'S NAME	1st Year	2ndYear	3rd Year	4th Year	5th Year
Lenlyn Ltd., dba ICE	6.58%	7.08%	7.58%	8.08%	8.58%
Travelex Currency Services	8.76%	8.76%	8.76%	8.76%	8.76%

As reflected on the attached and based on turnover sales projections, GIAA expects to generate over the term of the contract approximately $3M in concession rent.

RECOMMENDATION

It is recommended that the GIAA Board of Directors award the Money Exchange Concession Contract to **Travelex Currency Services, Inc.** for a period of five (5) years that may take effect on November 1, 2013, to allow for transition.

A.B. WON PAT INTERNATIONAL AIRPORT AUTHORITY, GUAM
Money Exchange Concession, Multi-Step Bid - IFB No. GIAA-02A-FY13
Attachment to Executive Summary - September 19, 2013

Fiscal Year	Average Gross Turnover	Monthly MAG $ 20,833.33	Monthly % of Turnover 8.76%	Monthly Rental 361 sqft*63.64	Total Monthly Est. Revenue	Annual MAG	Annual % of Turnover	Annual Space Rent	Annual Est. Rev.
FY12	$ 6,544,288.54	$ 20,833.33	$ 47,773.31	$ 1,914.50	$ 49,687.81	$ 250,000.00	$ 573,279.68	$ 22,974.04	$ 596,253.72
FY13	$ 6,292,675.32	$ 20,833.33	$ 45,936.53	$ 1,914.50	$ 47,851.03	$ 250,000.00	$ 551,238.36	$ 22,974.04	$ 574,212.40
						FY12 & FY13 Total Revenue:			$ 1,170,466.12
						FY12 & FY13 Average Revenue:			$ 585,233.06
						Estimated Revenue for Lease Term:			$ 2,926,165.30

NOTE: Montly Rental is based on Airport Tariff Schedule, subject to change annually.

A.B. WON PAT
INTERNATIONAL AIRPORT AUTHORITY, GUAM
ATURIDAT PUETTON BATKUN AIREN GUAHAN ENTERNASIONAT

P.O. Box 8770
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www.guamairport.com

September 17, 2013

MEMORANDUM

TO: Charles H. Ada II, Executive Manager

FROM: Franklin P. Taitano, Supply Management Administrator

SUBJECT: Evaluation and Recommendation - Invitation For Bid
Money Exchange Concession, Multi-Step Bid, IFB No. GIAA-02A-FY13

Background:
The referenced Invitation For Bid refers to the solicitation of an exclusive contract to manage and operate the Money Exchange Concession at the Main Terminal Building. The bid is a multi-step process that consists of two phases. Phase I is the evaluation of the bidders' technical qualifications and those who are deem qualified based on results of the evaluations are invited to participate on the second phase of the bid process. Phase II requires the bidders to submit bids of annual percentage fees for the term of the contract.

The contract award is based on the highest bid. The Minimum Annual Guarantee (MAG) was set at $250,000.00 per annum or $20,833.33 per month or the proposed percentage fee of Gross Turn-over; whichever is greater.

Procurement Background:
The bid announcement was advertised in the local newspaper during the month of August 2013. To ensure that the bidders are familiarized with the bid process and their responsibilities, a mandatory pre-bid conference was held on August 21 & 29, 2013.

Three (3) firms acknowledged receipt of the bid package and two (2) firms submitted the qualification proposal under Phase I before the established deadline of September 5, 2013. A committee was established for the purpose of evaluating the qualification proposals. Evaluation scores were collected and tabulated by Procurement Office. As a result of the tabulation of scores, the following bidders were invited to submit bids under the Phase II:

1. Lenlyn Ltd., dba: ICE International Currency Exchange
2. Travelex Currency Services Inc.

The Phase II submission deadline was established on September 17, 2013 at 2:00 p.m. and was publicly opened and read aloud by the Supply Management Administrator and recorded by Procurement staff.

Bid Analysis and Evaluation:
As stipulated on the bid package, the bidders are required to submit necessary documents as evidence of bidder's competency and responsiveness under the Phase I process. The attached checklist highlights the complete inventory of the bidder's submittal are provided for your reference.

The results of the bid price submittals are as follows in the order they were received and opened:

A. MAG Rent of $250,000.00 per year; or whichever is greater of:
B. Percentage of Gross Turn-Over

BIDDER'S NAME	1st Year	2nd Year	3rd Year	4th Year	5th Year
Lenlyn Ltd.; dba: ICE	6.58%	7.08%	7.58%	8.08%	8.58%
Travelex Currency Services	8.76%	8.76%	8.76%	8.76%	8.76%

Lenlyn Ltd.;dba: ICE: The bidder complied with the required submission of a proposal guaranty in the amount of $5,000.00, reference check no. 0185401561. Under Phase II, the bidder submitted all other required documents and were complete and in conformance with the Invitation For Bid.

Travelex Currency Services: The bidder complied with the required submission of a proposal guaranty in the amount of $5,000.00, reference check no. 9430717561. Under Phase II, the bidder submitted all other required documents and were complete and in conformance with the Invitation For Bid.

Recommendation:
Pursuant to the guidelines in Section 11 of the Instruction to Bidders, the contract award will be awarded, if it is to be awarded, as soon as possible to the highest responsible, qualified bidder. Therefore, it is recommended that **Travelex Currency Services Inc.** be awarded the exclusive Money Exchange Concession based on the proposed bid identified above.

Should you have any questions or concerns, please call our office at your convenience.

Franklin P. Taitano

APPROVED:

CHARLES H. ADA II
Executive Manager

cc: Acctg/Proc/PMO

Antonio B. Won Pat
International Airport Authority, Guam

Evaluation Score Tally Sheet

MONEY EXCHANGE CONCESSION

Multi-Step Sealed Bid- IFB NO. GIAA-02A-FY13

NAME OF FIRM/PROPOSER	Evaluator 1		Evaluator 2		Evaluator 3		Evaluator 4		RANKING	
	Score	Rank	Score	Rank	Score	Rank	Score	Rank	TOTAL	AVERAGE
International Currency Exchange	90	2	96	1	89	1	93	1	368	92
Travelex	91	1	92	2	88	2	91	2	362	90.5

INVITATION NUMBER: GIAA-02A-FY13

MONEY EXCHANGE CONCESSION

Antonio B. Won Pat
International Airport Authority, Guam
BID ABSTRACT

Opening Date: 17-Sep-13
Opening Time: 2:00 P.M.

No. of Invitation Issued: 2
No. of Bids Received: 2

DESCRIPTION OF SUPPLIES OR SERVICES:

	BIDDER'S NAME	Special Reminder to Prospective Bidders	BID SECURITY CC - Cashiers Check LOC - Letter of Credit BB - Bid Bond	Disclosure of Major Shareholders	Non-Collusion Affidavit	Non-Gratuity Affidavit	Certificate of Good Standing with Dept. of Rev & Tax	Affirmative Action Plan	ADDENDUM A B	1st. Year	2nd Year	3rd Year	4th Year	5th Year
1	ICE International Currency Exchange	✓	CC#0185401561 $5,000.-	✓	✓	✓	✓	✓	✓ ✓	6.58 %	7.08 %	7.58 %	8.08 %	8.58 %
2	TRAVELEX Currency Services Inc	✓	CC#9430717561 $5,000.-	✓	✓	✓	✓	✓	✓ ✓	8.76 %	8.76 %	8.76 %	8.76 %	8.76 %
3														
4														
5														
6														
7														
8														
9														
10														

I hereby certify that all bids received in response to this invitation were opened under my personal supervision, and that the names of all bidders have been entered hereon.

SIGNATURE

TABULATED BY:

SIGNATURE

BASIS FOR AWARD:

\ \ LOWEST RESPONSIVE
\ \ HIGHEST RESPONSIVE
\ \ OTHER AWARD
\ \ TIE BID
\ \ COMBINDED TOTAL
\ \ ITEM PER ITEM

A.B. WON PAT
INTERNATIONAL AIRPORT AUTHORITY, GUAM
ATURIDAT PUETTON BATKON AIREN GUAHAN ENTENASIONAT

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GIAA BOARD OF DIRECTORS
Executive Summary
Regular Board Meeting
September 19, 2013

GENERAL AIRPORT INSURANCE – RENEWAL FOR FISCAL YEAR 2014

INTRODUCTION

The A.B. Won Pat International Airport Authority, Guam as required by the GIAA Bond Indenture is required to carry on adequate amount of insurance coverage to protect the Authority, its officers and bondholders. The Airport Insurance Program, which consists of Conventional Insurance covers general airport operations and was developed by GIAA with the assistance of its Insurance Consultant. The Insurance Program includes six (6) policies, Property Insurance with Catastrophe; Airport Operators Liability, Directors & Officers Liability, Workman's Compensation, Automobile Insurance, and Crime Insurance, all of which are described in detail below.

CONVENTIONAL INSURANCE COVERAGE

The General Airport Insurance is provided to protect GIAA from potential losses resulting from its operations. Listed below are the types of insurance and coverage provided and described in the Premium Comparison analysis and Markets & Underwriters indications attached:

Property Insurance Including Catastrophe	Blanket coverage for All risks of direct and physical loss or damage to all Real and Personal Property. Renewal of coverage includes limit of $200M with $500,000 deductible and B&M sub-limit of $5M. Catastrophe insurance; Windstorm, Typhoon & Earthquake. Renewal of coverages includes sub-limit of $5M with $5M deductible.
Airport Operators Liability	Legal Liability Coverage against claims from members of the general public (third parties) arising from operations at the Airport or elsewhere in the course of the Airports business. Renewal of coverage includes limit of $500M with Personal Injury limit of $25M and $100,000 deductible for Property Damage.

Directors & Officers Liab.	Coverage for GIAA's Directors & Officers for loss in which the parties become legally obligate to pay for a Wrongful Act. Includes Employment Practices Liability (EPL) that provides coverage for loss in which the GIAA becomes legally obligated to pay for employee's or former employee's claim for Wrongful Termination, Unfair Dismissal, Harassment, Discrimination, Emotional Distress, Invasion of Privacy, Failure to Employ or Promote, Wrongful discipline, etc. Renewal of coverage includes limit of $4M with EPL sub-limit of $1M and no deductible.
Workman's Compensation	Coverage for costs and benefits for job related injuries sustained by GIAA employees. Provides Employer's Liability in the event the Authority is sued by the employee. Renewal of coverage includes P.L. 80 Statutory Benefits, Employers Liability limit of $1M with no deductible.
Automobile Insurance	Coverage provides for bodily injury and property damage to third parties arising from the use of owned, non-owned or hired vehicles. Coverage has no Aviation Risk Exclusion clause. Coverage on comprehensive, collision & typhoon on all vehicles with a current market value of $10,000 or more. Renewal of coverage includes combined single limit of $2M for bodily injury and property damage liability. Comprehensive & Collision on all vehicles covers actual cash value with deductible of $1,000.
Crime Insurance	Employee Dishonesty - Coverage provides indemnity to the Authority for the loss of money or other property through the fraudulent or dishonest acts committed by employees. Renewal of coverage includes limit of $1M with $50,000 deductible. Money & Securities - Coverage provides indemnity for loss or destruction of money, securities or negotiable instruments inside the premises and off premises. Coverage sustained from accepting counterfeit money orders or currency. Renewal of coverage includes limit of $100,000 for Loss inside of premises, $100,000 for Loss outside premises and $100,000 for Counterfeit Paper Currency. Deductible is $10,000 for each occurrence for Premises, Transit, and Offices & $50,000 for Counterfeit paper. Depositors Forgery – Coverage provides indemnity for loss of money as a result of forgery or alteration of or in any check,

draft, promissory note, bill of exchange or similar written promise made or drawn from the account.
Renewal of coverage includes limit of $100,000 with $50,000 deductible.

Computer Fraud – Coverage provides loss resulting directly from fraudulent acts involving electronic data or computer systems.
Renewal of coverage includes limit of $100,000 with $50,000 deductible.

RECOMMENDATION

The appended schedule illustrates the recommended program for FY2014. Management recommends the Board adopt and ratify the FY2014 insurance program as appended.

The total premium costs for all coverage including Catastrophic perils for FY2014 is **$1,137,958** net of the broker's commissions. This represents a total savings of **$217,581** per annum compared to FY2013 premium cost of **$1,355,539**.

MEMORANDUM **IRIS, Ltd.**

18 September 2013

To: Vanessa Pangindian

Copy: Jean Arriola, Joe Javellana

From: Mike Moody

Re: FY 2014 Insurance Bids
Purchase Recommendations

This is to confirm the purchase recommendations of the Insurance Committee following a review of the bids presented by our broker AM Insurance. I concur with these recommendations.

Property Insurance

Accept Calvo's bid.

- Although Cassidy's was about $700 lower, the carrier they used did not meet the Authority's financial strength ratings.

Airport Liability

Accept Moylan's bid.

Three bids were lower, but not acceptable.

- Calvo's bid contained a clause that would increase the premium to an undefined level in the event GIAA had a claim in excess of $200,000.
- Great National did not disclose which carrier's figures it was presenting, nor did they provide specimen policies as required by the Bid Specifications.
- Cassidy's carrier did not meet the Authority's financial strength ratings.

Workers Compensation

Accept Calvo's bid.

- Their bid was $680 lower and was for a fixed price. Moylan's bid contained an annual audit clause that would have significantly increased the annual premium.

Directors & Officers Liability

Accept Moylan's bid.

Commercial Auto

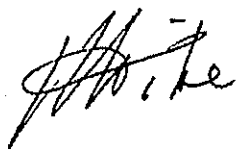
Accept Moylan's bid.

Two bids were lower but not acceptable.

- Cassidy's carrier did not meet the Authority's financial strength ratings.
- Great National did not disclose which carrier's figures it was presenting, nor did they provide specimen policies as required by the Bid Specifications.

Crime

Accept Moylan's bid.



A.B. WON PAT
GUAM INTERNATIONAL AIRPORT AUTHORITY
PREMIUM COMPARISON
FY2013 - FY2014

POLICY	FY2013	FY2014	Premium Difference
Property (Including Catastrophe Cover)	$ 716,153	$ 564,468	$ (151,685)
Airport Operators Liability	$ 425,000	$ 393,125	$ (31,875)
Directors & Officers	$ 90,000	$ 75,000	$ (15,000)
Workers Compensation	$ 74,400	$ 70,000	$ (4,400)
Automobile Insurance	$ 38,486	$ 25,015	$ (13,471)
Crime Insurance	$ 11,500	$ 10,350	$ (1,150)
Total	$ 1,355,539	$ 1,137,958	$ (217,581)

Premium Difference from Year Before: $ (217,581)

A.B. Won Pat International Airport Authority, Guam
FY2014 MARKETS & UNDERWRITERS

GENERAL AGENT	CARRIER	BEST RATING/ FINANCIAL STRENGTH	PROPERTY	AIRPORT LIABILITY	WORKERS COMP	DIRECTORS & OFFICERS	EPL	COMMERCIAL AUTO	CRIME
AON	Century	B++ / V	Carrier did not respond to Request for Proposal.						
CALVO'S (*)	National Union	A / XV	$564,468 Terrorism $288,414	$323,850 Terrorism $22,670	$70,000	$78,125	Included	No Quote	$11,458
CASSIDY'S (**)	Pacific Indemnity	A- / V	$563,750	$250,000	No Quote	No Quote	No Quote	$19,727	No Quote
GNIU (***)	Not Stated on Proposal	NOT KNOWN	$567,033	$265,200	$101,081.00	No Quote	No Quote	$29,741	No Quote
MOYLAN'S(****)	Dongbu	A / XV	$645,108	$393,125	$70,680	$75,000	Included	$34,080	$10,350
NANBO	Tokio Marine	A+ / VII	Not able to quote, Prohibited risk	Not able to quote, Prohibited risk	Carrier will not be submitting quote.				
GUAHAN INSURANCE	NIPPON KOA	A+	Carrier did not respond to Request for Proposal.						
TAKAGI & ASSO	Aioi	A+ / XV	Carrier not able to quote due to underwriting limitations.						

14 Aug 2013-Transmitted Specs to all carriers; **13 Sept 2013**-Quotes due from Carrier to AMI **17 Sept 2013**-Quotes due to GIAA

CALVO'S (*):
Airport Liability - Subject to an additional premium to be charged and reviewed in the event of the claim exceeding USD $200,000.00

CASSIDY'S (**):
Does not meet rating of A- IX by AM Best
Auto - **No Physical Damage** on all vehicles 1 thru 6, 16 thru 22, 41, 45 thru 50
Airport Liability - Carrier is Lloyds of London (Surplus Lines Placing)
GREAT NATIONAL (***):
No Carriers indicated on Bid Proposal and **DID NOT provide Policy Specimen's.**

MOYLAN'S(****):
Auto - **No Physical Damage** on vehicles 1, 45 & 46
Auto Optional quote for Full Coverage for vehicles over $10,000 in value: **$25,015.08**
Worker's Comp - **Subject to Annual Audit, not FLAT RATE Premium.** Optional quote for 3 year term (Billed Annually) **$ 63,612.00**
Crime Optional quote for 3 year Term (Bill Annually) **$9,315.00**

A.B. WON PAT INT'L AIRPORT AUTHORITY, GUAM
FY2014 INSURANCE QUOTES

POLICY DESCRIPTION	COVERAGE	FY2013 PREMIUM	MOYLAN'S	CALVO'S	GREAT NATIONAL	CASSIDY'S
PROPERTY COVERAGE (All Risk incl Windstorm, Typhoon & Earthquake) FY13 Property & Equipment Value - $410,325,478 FY14 Property & Equipment Value - $412,020,433 Increase: $1,694,955	$200,000,000	$716,153	$645,108	$564,468 **Terrorism** $288,414.00	$567,033	$563,750
Windstorm, Typhoon & Earthquake Shock **(Excess of $5,000,000):**	$5,000,000		Included	Included	**Not Indicated**	Included
Deviations:						
Debris Removal:	$1,000,000		$1,000,000	$1,000,000	**Not Indicated**	**$4,000,000**
Mold Coverage:	Not Covered			**$600,000**		**$550,000**
DEDUCTIBLE $500,000 each & every loss Including Boiler & Machinery Breakdown Business Interruption-72 Hrs.						
AIRPORT OPERATORS LIABILITY	$500,000,000	$425,000	$393,125	**$323,850** *** Subject to Additional Premium**	$265,200	**$250,000.00**
Personal Injury Limit	$25,000,000					
Deductible - Property Damage	**$100,000**		$100,000	**$75,000**	**$25,000**	**$25,000**
War & Terrorism excluded	**Excluded**		Excluded	**Terrorism Risk** $22,670	Excluded	Excluded
DIRECTORS & OFFICERS LIABILITY	$4,000,000	$ 90,000.00	$75,000	$78,125	No Quote	No Quote
Employment Practices Liability Sublimit	$1,000,000 *Entity Coverage*					
WORKMENS COMPENSATION	PL&O Stat. Benefits. $1,000,000 E.L.	$ 74,400.00	**$70,680** **3-Year (Billed Annually)**	$70,000	$101,081	No Quote
Coverage is extended to apply in respect of Executive Officer of the Authority			**$63,612.00**			

Please Note: This is a summary only. Complete terms conditions are spelled out in the policies.

A.B. WON PAT INT'L AIRPORT AUTHORITY, GUAM
FY2014 INSURANCE QUOTES

POLICY DESCRIPTION	COVERAGE	FY2013 PREMIUM	MOYLAN'S	CALVO'S	GREAT NATIONAL	CASSIDY'S
AUTOMOBILE INSURANCE			**OPTION A:**			
A. Bodily Injury & Property Damage Liability	$2,000,000	$ 41,016.02	$34,080	No Quote	$29,876	$19,727
B. Comprehensive & Collision Incl Typhoon	Actual Cash Value					
Deductible Comp, Coll & Typhoon - $1,000			**OPTION B:**			
C. Medical Payments - each person	$1,000		$25,015.08			
FY2013: 54 Vehicles						
FY2014: 54 Vehicles						
CRIME INSURANCE		$ 11,500.00	$10,350	$11,458	No Quote	No Quote
Deductible:			1-Year			
$50,000 each & every loss EXCEPT Premises & Transit at $10,000 each occur.						
A. Aggregate	$1,000,000		$9,315			
B. Employee Dishonesty Coverage	$1,000,000		3-Year			
C. Money & Securities Loss Inside	$100,000					
Money & Securities Loss Outside	$100,000					
D. Money Orders and Counterfeit currency	$100,000					
E. Depositors Forgery	$100,000					
F. Cheque Forgery	$100,000					
G. Third Party Computer & Funds Transfer Fraud	$100,000					
H. Cost	$100,000					
REQUIRED CONDITIONS:						
Retroactive date - 10/01/2004 - Employee Dishonesty in excess of $500,000 and 10/01/2003 - All other coverages.						
TOTAL :		**$ 1,317,053.00**				

14 Aug 2013-Transmitted Specs to all carriers; **13 Sept 2013**-Quotes due from Carrier to AMI **17 Sept 2013**-Quotes due to GIAA

CALVO'S:

Airport Liability - Subject to an additional premium to be charged and reviewed in the event of the claim exceeding USD $200,000.00

CASSIDY'S:

Does not meet rating of A- IX by AM Best

Auto - **No Physical Damage** on all vehicles 1 thru 6, 16 thru 22, 41, 45 thru 50

Airport Liability - Carrier is Lloyds of London (Surplus Lines Placing)

GREAT NATIONAL:

No Carriers indicated on Bid Proposal and **DID NOT provide Policy Specimen's.**

MOYLAN'S:

Auto - **No Physical Damage** on vehicles 1, 45 & 46

Auto Optional quote for Full Coverage for vehicles over $10,000 in value: **$25,015.08**

Crime Optional quote for 3 year Term (Bill Annually) **$9,315.00**

Worker's Comp - **Subject to Annual Audit, not FLAT RATE Premium.** Optional quote for 3 year term (Billed Annually) **$ 63,612.00**

Please Note: This is a summary only. Complete terms conditions are spelled out in the policies.

Update: 6/30/13

A.B. Won Pat International Airport Authority, Guam- Travel Report
FY2013 - 3rd Quarter - April 2013 to June 2013

TA	Name of Traveler	Cost	Dates of Travel	Purpose	Destination	TA Expense	TA Expense
13-03-38	Bordallo, Carlos Emerte Pellcani	$4,816.46	3/6-8/13	Economic Finance Conference	Singapore	3/19/2013	3/14/2013
13-04-39A	Martinez, Pedro R.	$5,707.87	4/22-28/13	ACI Asia Pacific/PATA Summit	Phuket/Bangkok, Thailand	5/10/2013	5/9/2013
13-04-40	Taitano, Marcia D.	$3,424.81	4/22-25/13	ACI Asia Pacific Regional Conference	Phuket/Bangkok, Thailand	5/6/2013	5/2/2013
13-04-41	Faasuamalie, Rolenda L.	$3,424.81	4/22-25/13	ACI Asia Pacific/PATA Summit	Phuket/Bangkok, Thailand	5/6/2013	5/3/2013
13-04-43	Gerber, Martin J.	$5,278.66	4/22-28/13	ACI Asia Pacific/PATA Summit	Phuket/Bangkok, Thailand	5/11/2013	5/9/2013
13-03-45	Stone, Daniel C.	$872.36	3/15/2013	ARFF Live-Fire Certification	Saipan	3/25/2013	3/21/2013
13-03-46	Lujan, William E.	$673.36	3/15/2013	ARFF Live-Fire Certification	Saipan	3/25/2013	3/21/2013
13-03-47	Taimanglo, Rudy Quinata	$673.36	3/15/2013	ARFF Live-Fire Certification	Saipan	3/25/2013	3/21/2013
13-03-48	Sablan, Randy M.	$673.36	3/15/2013	ARFF Live-Fire Certification	Saipan	5/27/2013	5/20/2013
13-03-49	Mantanona, Daniel A.	$673.36	3/15/2013	ARFF Live-Fire Certification	Saipan	3/25/2013	3/21/2013
13-04-50	Muna II, Edward Albert Peraira	$3,403.26	4/3-5/13	Airport Emergency Management Conference	Los Angeles, Ca	4/20/2013	4/15/2013
13-04-51	Muna II, Edward Albert Peraira	$10.00	4/17-19/13	Attend th Brown Tree Snake Technical Working Group Meeting	Saipan	Cancelled	Cancelled
13-04-52	Bordallo, Jose Antonio	$10.00	4/17-19/13	Attend th Brown Tree Snake Technical Working Group Meeting	Saipan	Cancelled	Cancelled
13-05-53	Gerard E. M. Bautista	$4,869.61	5/19-22/13	Attend the 85th Annual AAAE Conference and Exposition	Reno, Nevada	Cancelled	Cancelled
13-05-54	Ada, Eric Joseph	$2,987.35	5/19-22/13	Attend the 85th Annual AAAE Conference and Exposition	Reno, Nevada	Cancelled	Cancelled
13-04-55A	Camacho, Robert D.	$3,598.26	4/3-5/13	AAAE Airport Emergency Mgmt. Conference	Los Angeles, Ca	4/20/2013	4/19/2020
13-04-56A	Tydingco, Patrick B.	$3,598.26	4/3-5/13	AAAE Airport Emergency Mgmt. Conference	Los Angeles, Ca	4/17/2013	4/16/2013
13-05-57	Mantanona, Raymond T.	$875.29	5/17/2013	ARFF Live-Fire Certification	Saipan	5/27/2013	5/20/2013
13-05-59	Santos, Lewis E.	$675.29	5/17/2013	ARFF Live-Fire Certification	Saipan	5/27/2013	5/20/2013
13-05-60	Perez, Frankie B.	$675.29	5/17/2013	ARFF Live-Fire Certification	Saipan	5/27/2013	5/20/2013
13-05-61	Nededog, Jeffrey P.	$675.29	5/17/2013	ARFF Live-Fire Certification	Saipan	5/27/2013	5/20/2013
13-05-62	Charguialaf, Michael P.	$675.29	5/17/2013	ARFF Live-Fire Certification	Saipan	5/27/2013	5/20/2013
13-05-63	Sanchez, Arleen T.	$3,272.66	5/13-19/13	INSIGHT Software Training	Denver, Colorado	5/28/2013	5/22/2013
13-05-64	Dela Rosa, Josephine	$3,272.66	5/13-19/13	INSIGHT Software Training	Denver, Colorado	5/28/2013	5/23/2013
13-06-65	Susuico, Raymond B.	$1,867.36	6/4-7/13	ACE Training	Pohnpei	6/18/2013	6/14/2013
13-06-66	Garcia, Ricky T.	$1,867.36	6/4-7/13	ACE Training	Pohnpei	6/18/2013	6/14/2013
13-06-67	Bordallo, Carlos Emerte Pellcani	$4,521.63	6/2-4/13	AAAE/LeighFisher Conference	Washington, D.C.	6/15/2013	6/12/2013
13-06-68	Ada II, charles H.	$2,115.11	6/4-7/13	Attend the ACE Review Course	Phonpei	6/18/2013	6/14/2013
13-06-069	Bordallo, Jose Antonio	$5,469.26	6/18-21/13	Attend American Association Airport Executive (AAAE)/Airport Certified Employee (ACE) Training Course	Alexandria, Virginia	2-Jul-13	Cancelled until further notice
13-06-70A	Martinez, Pedro R.	$5,556.62	6/16-21/13	Standard & Poors/Moody's Presentation	San Francisco, Ca	7/2/2013	6/27/2013
13-06-71A	Bordallo Carlos Emerte Pellcani	$5,257.26	6/16-21/13	Standard & Poors/Moody's Presentation	San Francisco, Ca	7/2/2013	6/27/2013
13-06-72A	Arriola, Jean M.	$5,596.60	6/16-21/13	Standard & Poors/Moody's Presentation	San Francisco, Ca	7/2/2013	6/27/2013

Update: 6/30/13

A.B. Won Pat International Airport Authority, Guam- Travel Report
FY2013 - 3rd Quarter - April 2013 to June 2013

TA	Name of Traveler	Cost	Dates of Travel	Purpose	Destination	TA Expense	TA Expense
13-06-73A	Untalan, Edward G.	$5,521.12	6/16-21/13	Standard & Poors/Moody's Presentation	San Francisco, Ca	7/2/2013	6/26/2013
13-06-74	Calvo, Edward Jerome Baza	$633.74	6/17-19/13	Standard & Poors/Moody's Presentation	San Francisco, Ca	7/6/2013	7/3/2013
13-06-75	Duenas, Jeffrey Paul	$487.50	6/17-19/13	Standard & Poors/Moody's Presentation	San Francisco, Ca	7/6/2013	7/3/2013

BOARD APPROVAL OF DISBURSEMENTS
July 25, 2013 - September 13, 2013
Ratified by the Board of Directors on
September 19, 2013 Regular Meeting

Payee	Amount	Purpose	Date Approved
Government of Guam Retirement Fund	$158,657.12	Payroll Employee & Employers Contribution for Retro Adjustment for 20th Market Percentile	7/25/2013
Leigh Fisher Management Consultants	$92,330.00	Consulting Services - Bond Feasiblity	7/25/2013
Guam Cleaning Masters	$56,235.70	Custodial Services for the month of June 2013	7/25/2013
Guam Power Authority	$556,568.22	Power	7/26/2013
Government of Guam Retirement Fund	$158,492.32	Payroll Employee & Employers Contribution for PPE 07/27/13	7/31/2013
GMP International, LLC	$73,667.64	CIP - AIP74 ILS6L24R	8/8/2013
GHD Inc.	$336,920.00	CIP - AIP 76 Design Stormwater Drainage & Sanitary Sewer	8/14/2013
Lyon Associates, Inc.	$72,344.71	CIP - CM Services Rehab Runway 6L24R AIP84	8/14/2013
Calvo Fisher & Jacob LLP	$314,973.90	Specialty Retail Concession June 2013 Services	8/14/2013
Government of Guam Retirement Fund	157799.71	Payroll Employee & Employers Contribution for PPE 8/10/13	8/15/2013
GHD Inc.	$65,486.00	CIP - AIP76 Design Stormwater Drainage & Sanitary Sewer	8/16/2013
BEJJESS ENTERPRISES INC. DBA: GEMCCO	$964,340.89	CIP - AIP65 Electrical (Power Hardening Phase 2)	8/19/2013
Continental Micronesia	$392,921.78	Loading Bridge Maintenance	8/19/2013
Aircraft Service International Group	$107,566.71	Outbound Baggage System for July 2013	8/19/2013
Guam Cleaning Masters	$56,235.70	Custodial Services for the month of July 2013	8/19/2013
EMPSCO Engineering Consultants	$71,992.95	CIP - AIP65 Utility Power Hardening	8/19/2013
Hawaiian Rock Products	$84,357.10	CIP - Rehab Runway 6L/24R AIP84	8/19/2013
JBT AeroTech	$1,146,788.00	CIP AIP65 Electrical - 120 Ton Pre-Conditioned Air Units & 180KVA Jet Power Ground Power 400Hz Equipment	8/23/2013
Government of Guam Retirement Fund	$165,839.93	Payroll Employee & Employers Contribution for PPE 08/24/13	8/30/2013
Guam Power Authority	$558,128.74	Power	8/30/2013

Sirius Computer Solutions	$64,689.99	Technical Upgrade to AS400 Iseries 520 Enterprise Edition	9/4/2013
Denovo Ventures	$65,383.00	Technical Upgrade to JDE Edwards Systems	9/4/2013
Pac Air Properties LLC	$88,200.00	Rental Space Lease	9/4/2013
Calvo Fisher & Jacob LLP	$326,829.27	Specialty Retail Concession July 2013 Services	9/5/2013
Government of Guam Retirement Fund	$162,128.07	Payroll Employee & Employers Contribution for PPE 09/07/13	9/12/2013
EMPSCO Engineering Consultants	$65,069.90	CIP - AIP65 Utility Power Hardening	9/13/2013
BEJJESS ENTERPRISES INC. DBA: GEMCCO	$695,702.40	CIP - AIP65 Electrical (Power Hardening Phase 2)	9/13/2013
Sumitomo Mitsui Construction Co. Ltd.	$198,032.92	CIP - AIP43/50/58 Water System	9/13/2013
TOTAL:	**$7,257,682.67**		

A.B. WON PAT
INTERNATIONAL AIRPORT AUTHORITY, GUAM

Executive Manager's Report
GIAA Board of Directors Meeting
September 19, 2013

AIRLINE ISSUES

Vladivostok Air

Vladivostok announced plans to operate direct, scheduled charter flights from 2 locations in Russia's far east, which are Vladivostok, and Khaborvsk. The flights will operate from November through March 2014, on a bi-weekly basis, serviced by a Tupolov aircraft and an A320, both with a seat capacity of 150 per flight.

Japan Airlines

Japan Airlines has announced it will be operating charters in Winter from Tokushima and Takamatsu, Japan, in addition to their regularly scheduled flights from Narita.

China Airlines

China Airlines will operate 2 additional flights from Kansai to Guam in October, in addition to their 9 roundtrip flights serving the TPE/GUM/TPE route. The Kansai flights will be serviced by an A330 with a capacity of 313 passengers.

FAA and REGULATORY ISSUES

Runway 6L-24R Instrument Landing System Checks

FAA conducted a visual inspection of the 6L/24R ILS on Friday, August 16, 2013. Flight checks for RWY 6L/24R ILS originally scheduled for August 29, 2013 was postponed until December 2013 or January 2014.

USCBP issued a Memorandum on August 8, 2013 to airlines operating at GIAA informing them that landing rights must be made seventy five (75) days in advance in writing to the CBP Port Director. CBPs response to requesting carrier would be issued 30 days prior to the effective date.

TSA Pre-Check

GUAM is among the 60 U.S. airports included in the expansion of the Transportation Security Administration's expedited screening program, according to an announcement last week from TSA. The program allows pre-approved airline travellers to leave on their shoes and light outerwear and belt as well as keep their laptops in their cases and their regulation liquids/gels bag in a carry-on in select screening lanes. Passengers who are eligible for the program include U.S. citizens of frequent traveller programs invited by participating airlines, or who are members of a U.S. Customs and Border Protection (CBP) Trusted Traveller program, and Canadian citizens who are members of CBP's NEXUS program. Airports frequently used by Guam passengers that currently offer pre-check lanes include Honolulu International Airport, Los Angeles International Airport, San Francisco International Airport, Seattle-Tacoma International Airport, Portland International Airport, George Bush Intercontinental Airport (Houston), Chicago O'Hare International Airport and Newark Liberty International Airport.

Executive Manager's Report
GIAA Board of Directors Meeting
September 19, 2013

FINANCIAL ISSUES

Refinance of 2003 Bonds and New Revenue Bonds Sale

The Bonds were successfully sold on August 28, 2013, EST, through an investor outreach conducted by GIAA and the Guam Economic Development Authority (GEDA). The Guam team met with over 20 institutional investors to promote the strength of the GIAA credit, and resulted in nearly $1.7 billion in institutional orders from over 40 accounts. The response allowed the underwriting syndicate, led by Citigroup, to lower interest rates by almost 20 basis points (0.20%) throughout the 30 year debt structure.

Bonds were successfully closed and transferred on September 12, 2013 at 11:30pm. Bond counsel for the Airport, Orrick, Herrington & Sutcliffe confirmed as valid the Bond Issuance to Investors, backed by the Bond Indenture(s) for A.B. Won Pat International Airport Authority, Guam General Revenue Bonds 2013 Series A ($14,620,000.00) , 2013 Series B (33,675,000.00), and 2013 Series C (199,040,000.00).

PROCUREMENT

The **General Services Agency** has granted full delegation of procurement authority to GIAA to serve as a purchasing agency for Fiscal Year 2014, beginning October 1, 2013 and expiring September 30, 2014. Under the delegation, GIAA must fully comply with all provisions of the Guam Procurement Act, and agree to the periodic review of procurement activities to ascertain compliance.

Multi- Step IFB Money Exchange Concession
Announced August 12, 2013
Pre Bid: August 29, 2013
Submission Deadline: September 5, 2013 (Phase I)

NSI Wildlife Hazard Management Services
Announced: August 28, 2013
Statement of Interest Submission Deadline: September 12, 2013, 4pm

A.B. WON PAT
INTERNATIONAL AIRPORT AUTHORITY, GUAM
ATURIDAT PUETTON BATKON AIREN GUAHAN ENTENASIONAT

P.O. Box 8770
Tamuning, GU 96931

Tel: (671) 646-0300
Fax: (671) 646-8823

www.guamairport.com

September 16, 2013

MEMORANDUM

To: Mr. Francisco G. Santos
Chairman
GIAA Board of Directors

From: Carlos Bordallo
Acting Comptroller

Subject: **Operating Results - Revenues and Expenses as of July 31, 2013**

Attached herewith is GIAA's Operating Results Report for the month ending July 31, 2013. This report summarizes the Budgeted versus Actual Revenues and Expenses for the month and year-to-date results ended July 31, 2013.

The key operating results for 10 month(s) of FY 2013 ending July 31, 2013 - (in $000's) are:

CATEGORY	YEAR-TO-DATE				FORECAST FOR FULL YEAR-FY13	
	Budget FY 13 Y-T-D	Actual FY 13 Y-T-D	% Variance Budget vs. Actual		Actual Y-T-D + Remaining FY 13 Budget	% Variance Budget vs. Estimate for Full Year
			Y-T-D Current Month	Y-T-D Last Month		
Total Signatory Revenues	$22,617.9	$24,086.7	6.5%	6.6%	$28,791.0	5.4%
Total Concession Revenues	$8,809.5	$8,481.3	-3.7%	-2.6%	$10,529.4	-3.0 %
Total PFC's	$4,930.3	$5,388.3	9.3%	9.4%	$6,433.4	7.7%
Total Other Revenues	$12,496.5	$14,478.9	18.0%	3.5%	$17,397.2	14.9%
Total Operating Revenues	$48,854.2	$52,705.2	7.9%	4.4%	$63,151.0	6.5%
Total Operating Expenses	$34,725.7	$30,182.2	-13.1%	-17.5%	$35,898.9	-11.2%
Net Revenues from Operations	$14,128.5	$22,523.0	59.4%	61.2%	$27,252.1	44.5%
Non-Operating Expenses	$500.0	$367.9	-26.4%	-60.9%	$367.9	-26.4%
Other Available Moneys/other sources of funds	$3,986.1	$4,111.9	3.2%	2.6 %	$4,909.1	2.6%
Net Debt Service Coverage	**1.28**	**1.88**	**47.2%**	**49.5%**	**1.90**	**36.1%**

AMERICAN ASSOCIATION OF AIRPORT EXECUTIVES
AIRPORTS COUNCIL INTERNATIONAL
NASAO National Association of State Aviation Officials
TIACA THE INTERNATIONAL AIR CARGO ASSOCIATION

Year-to-date Total Signatory Revenues for the month ending July 31, 2013 are above Budgeted revenues by **6.5%.** Signatory revenue estimates are based on projections submitted by Signatory airlines and adopted in the annual budget.

Year-to-date Total Concession Revenues are below budget estimate by **-3.76%** and Passenger Facility Charges are above budget estimates by **9.3%.**

Year-to date Total Other Revenues, inclusive of non-signatory and non-airline revenues, are above the budget estimate by **18.0%.**

Year-to-date Total Operating Revenues Actual of **$52.7M** is **7.9%** above the budget estimate of **$48.9M.**

Year-to-date Total Operating Expenses are below budget by **-13.1%.** Components of this line item include a **-12.7%** decrease in Personnel Service, a **-15.7%** decrease in Contractual Services, a **-32.1%** decrease in Materials & Supplies and a **-100%** decrease in Equipment/Furnishings from budgeted amounts for these respective categories.

The actual year-to-date Net Revenues from Operations of **$22.5M** reflects an increase of **59.4%** over the year-to-date budgeted amount of **$14.1M.**

Finally, our year-to-date results for Debt Service Coverage is at **1.90** versus the requirement of **1.25.**

Should you have any questions, please contact me at your convenience.

Attachments

cc: Board of Directors
Executive Manager
Deputy Executive Manager
Frank R. Santos, Expansion
Division Heads

CALVO FISHER & JACOB LLP

259 MARTYR STREET
SUITE 100
HAGÅTÑA, GUAM 96910
P: 671.646.9355 F: 671.646.9403
WWW.CALVOFISHER.COM
writer's direct e-mail:
jdamian@calvofisher.com

RECOMMENDATION OF COUNSEL

TO: Board of Directors
ANTONIO B. WON PAT INTERNATIONAL AIRPORT AUTHORITY, GUAM

CC: Mr. Charles H. Ada II
Executive Manager
ANTONIO B. WON PAT INTERNATIONAL AIRPORT AUTHORITY, GUAM

FROM: Janalynn Cruz Damian
CALVO FISHER & JACOB LLP

DATE: September 16, 2013

SUBJECT: **Executive Session**

Pursuant to 5 G.C.A. § 8111(c)(1), I hereby recommend that the Board of Directors of GIAA conduct an Executive Session at the next regularly scheduled Board meeting to discuss pending or threatened litigation to which GIAA is or may be a party.

A.B. WON PAT
INTERNATIONAL AIRPORT AUTHORITY, GUAM
ATURIDAT PUETTON BATKON AIREN GUAHAN ENTENASIONAT

P.O. Box 8770
Tamuning, GU 96931

Tel (671) 646-0300
Fax (671) 646-8823

www.guamairport.com

MINUTES OF THE REGULAR MEETING OF THE BOARD OF DIRECTORS OF THE A.B. WON PAT INTERNATIONAL AIRPORT AUTHORITY, GUAM
Thursday, October 31, 2013, 3:00 p.m.
GIAA TERMINAL CONFERENCE ROOM #3

1. CALL TO ORDER AND ATTENDANCE

The October 31, 2013, regular meeting of the Board of Directors of the A.B. Won Pat International Airport Authority, Guam ("GIAA" or the "Authority") was called to order by Chairman Untalan at 3:02 p.m. at the GIAA Terminal Conference Room #3, 355 Chalan Pasaheru, Tamuning, Guam, 96913.

Directors Present:	**Offices or positions:**
Edward G. Untalan	Chairman
Jesus Q. Torres	Vice Chairman
Lucy M. Alcorn	
Rosalinda A. Tolan	
Pedro P. Ada III	

Directors Absent:
Martin J. Gerber (Excused)

GIAA Officials:	
Charles H. Ada II	Executive Manager
Peter Roy Martinez	Deputy Executive Manager
Carlos P. Bordallo	Comptroller
Frank R. Santos	Business and Financial Consultant
Jean M. Arriola	Air Services Manager
Gerard Bautista	Air Terminal Manager
Janalynn Cruz Damian, Esq.	GIAA Legal Counsel

The Chairman welcomed the presence of Airport tenants, stakeholders, and members of the public who are noted in a sign-in sheet made as an attachment to these minutes.

2. APPROVAL OF AGENDA

On motion duly made by Director Tolan, seconded by Director Ada, unanimously approved, the agenda was approved as amended as follows: Add presentation under

Correspondence from members of the Guam Harmony Lions Club, and two (2) items under Old Business: GIAA By-Laws and Board Standing Committees.

3. APPROVAL OF MINUTES

The next item on the agenda was approval of the minutes of the September 19, 2013 regular meeting. Chairman Untalan requested that the Board table the regular meeting minutes; he would like to see the minutes in a new summarized format. The Board had no objection.

4. CORRESPONDENCE

The next item on the agenda was Correspondence. The Board welcomed Mr. Sonny Tolentino, Mr. Rey Acierto, and Mr. Art Salomes of the Guam Harmony Lions Club who were present to formally present their request to donate a Welcome to Guam sign to the Authority. They thanked the Board and proceeded with their presentation. After the presentation, Chairman Untalan announced that the request was submitted at the last Board meeting and was referred to Management to come up with a marketing plan to insure that the request fits in with the Airports overall marketing vision. Discussion followed relative to signage policy and the Airport's marketing plan. Chairman Untalan requested that Management work on a Signage Policy and submit it to the Board at the next meeting before the Board considers any request.

Still with Correspondence, the Executive Manager informed the Board of an email from Senator Tom Ada's office to the Comptroller in reference to Bill 157 and specific language in GIAA's Bond Indenture. The Chairman informed the Board that he was proposing a Board Standing Committee to oversee Legal/Legislative/Regulatory matters, which would assist with these types of concerns.

5. MATTERS FOR BOARD RATIFICATION/APPROVAL

A. Ratification of FAA Grant Agreement AIP Project No. 3-66-0001-086 – Rehabilitate Runway 06L/24R – Phase III

Mr. Frank Santos, GIAA Business and Financial Consultant, briefly outlined the project. Discussion followed and the Chairman inquired about the Airport's share, to which Mr. Santos reported that the sponsor's share is $99,332.00 and is budgeted under Capital Improvement Funds. After further discussion, on motion duly made by Director Ada, seconded by Vice Chairman Torres, the following resolution was unanimously approved:

Resolution No. 14-02

The Board hereby approves FAA Grant Agreement AIP Project No. 3-66-0001-086 – Rehabilitate Runway 06L/24R – Phase III.

B. Ratification of FAA Grant Agreement AIP Project No. 3-66-0001-087 – Acquire One Aircraft Rescue and Fire Fighting (ARFF) Vehicle

C. Ratification of FAA Grant Agreement AIP Project No. 3-66-0001-088 – Update Airport Master Plan Study

The Executive Manager reported that item (B) is an FAA Grant Agreement in the amount of $1,017,000.00 at 100%, there is no sponsor share.

The Manager went on to present a brief summary of item (C). Mr. Santos reported that the amount is $500,000.00 with the Airports share being $55,055,50.00.

After further discussion, on motion duly made by Director Ada, seconded by Director Tolan, the following resolution was unanimously approved:

Resolution No. 14-03

The Board hereby approves FAA Grant Agreement AIP Project No. 3-66-0001-087 – Acquire one Aircraft Rescue (ARFF) Vehicle and FAA Grant Agreement AIP Project No. 3-66-0001-088 – Update Airport Master Plan Study.

D. Approval of Optimization of Existing Outbound Baggage System Contract

Mr. Frank Santos presented a summary of item D, adding that the Other Transaction Agreement for funding of this project was approved at the last Board meeting, therefore the above mentioned item is relative to the purchase of equipment. Utilizing sole source procurement GIAA seeks to procure Baggage Handling System (BHS) equipment from Siemens Industry, Inc. (Siemens), the original manufacturer, in the amount of $17,995,424.00. Mr. Santos informed the Board that Siemens is the original manufacturer of GIAA BHS and GIAA needs to go with Siemens because of compatibility of equipment and TSA will not fund a whole new system. Based on the determination of sole source procurement, Management is recommending that the Board approve the Siemens proposal as presented. Discussion followed relative to the Authority's share and sole source procurement, with Director Ada expressing his concern with procuring equipment from a sole source provider and inquired why the Authority is in a situation where it is 'married' to a single provider. Director Alcorn responded stating that TSA will not fund a complete replacement of the equipment, only a partial replacement. The only way to proceed is to go with the same original manufacturer. After further discussion, on motion duly made by Director Ada, seconded by Director Alcorn, the following resolution was unanimously approved:

Resolution No. 14-04

The Board hereby approves Management's recommendation of sole source procurement for the Baggage Handling System from the original manufacturer, Siemens Industry Inc. (Siemens).

E. Approval of Board Resolution No. 14-01: Agreement for Legal Services with Fisher & Associates

The Executive Manager stated that item (E) is a proposed Board Resolution relative to the extension of the Agreement for Legal Services (Conflict Counsel) with Fisher & Associates for an additional one (1) year period. Discussion followed relative to the firm's workload and fees for the past year, with the Executive Manager responding that the firm has had minimal workload and the fees paid to the firm has been approximately $54,000.00.

After further discussion, on motion duly made by Director Tolan, seconded by Director Alcorn, the following resolution was unanimously approved:

Resolution No. 14-01

WHEREAS, an Agreement for Legal Services – Conflicts Counsel (the "Conflicts Counsel Agreement") was entered into in December 2011, by and between the ANTONIO B. WON PAT INTERNATIONAL AIRPORT AUTHORITY, GUAM ("GIAA") and Fisher & Associates; and

WHEREAS, the Conflicts Counsel Agreement provides for a term of one year with four options to extend for a period of one year each, not to exceed a total contract period of five years with GIAA approval; and

WHEREAS, the Board of Directors has determined that GIAA continues to require the services of conflicts legal counsel and that it is in the best interests of GIAA to extend the term of the Conflicts Counsel Agreement for an additional one year period commencing on December 1, 2013, under the same terms and conditions as set forth in the Conflicts Counsel Agreement.

NOW, THEREFORE, BE IT RESOLVED, that the Board of Directors of GIAA hereby extends the term of the Conflicts Counsel Agreement for an additional one year period commencing on December 1, 2013, under the same terms and conditions as set forth in the Conflicts Counsel Agreement.

F. Ratification of Quarterly Travel
G. Ratification of Disbursements

The next items on the agenda were the Ratification of Quarterly Travel, and Ratification of Disbursements. Chairman Untalan inquired with Management if it possible to get a travel calendar for the year and if the travel requests may be brought before the Board prior to the traveler travelling that way instead of ratifying after travel. Chairman stated that a travel calendar and budget is approved at the beginning of the year, so no further Board approval is necessary. The Chairman noted that the exceptions would be for unbudgeted travel or travel by Board members or non-GIAA employees.

Director Ada inquired on who reviews the travel reports submitted post travel. The Executive Manager responded that the reports are reviewed first by the Airports Human Resource department and finally through his office, giving him the authority to request for a more in depth trip report if required. Director Ada stated that not all trips and conferences are worth the travel, and asked who makes that judgment call. The Executive Manager replied it would be himself to review that.

Ms. Jean Arriola added that Management follows the existing travel policy, so all travel is approved by the Executive Manager except non-Airport employees and Board members; those have to go before the Board. She also added that she understood the Chairman wanted to change the ratification of disbursements also, stating that it is very similar to the ratification of travel.

Chairman Untalan stated that travel authorizations should be submitted by Ms. Arriola's division, certified by the Comptroller that the funds are available, and finally approved by the Executive Manager.

The Chairman than went on to discuss the ratification of disbursements. He informed the Board that there are an overwhelming amount of disbursement requests to be signed, sometimes daily. He stated that he looked into prior Board resolutions as to the history behind the policy, and there are already controls and procedures in place, such that if a request for disbursement comes in, the Comptroller will need to certify that it is budgeted, then it would go to the Executive Manager for final approval. If the check is over $100,000.00, then dual signatures are required. The Chairman stated that he would like to review the policy to see if Board approval is required for disbursements for contracts already approved by the Board. The Chairman added that these items, travel and expenditure report would be reported in the Comptroller's Financial Report.

Director Ada inquired if it is the Board or the Chairman that approves the travel for non-airport employees such as senators. Ms. Janalynn Damian responded that the Board would have to give the Chairman the authority to make that decision. Director Ada stated that he would like to take the next step and authorize the Chairman to approve both Board members and non-airport employee travel. Chairman Untalan added that as long as it is within the budget.

Going back to the disbursement requests, Chairman stated that he would like to minimize the amount of items that he is signing off on, and informed the Board that at the moment he is signing off on items such as retirement, power and water, that these are day-to-day operations expenses. Director Ada announced that there are good points brought up relative to the ratifications and requested that there be a resolution drawn up that is adopted by the Board that says what is required of the Chairman and what can be handled by the Executive Manager.

The Comptroller added that the current Board policy refers to Board approval of contracts, it doesn't actually require Board approval of disbursements. It was a prior controller that went further to apply that to disbursements, that is why the Chairman is signing all of the disbursements and they're being ratified, it wouldn't really require a resolution to get rid of the ratification of disbursements policy, because GIAA is not following the policy, it has been embellished with additional requirements. Director Alcorn inquired as to what are the actual requirements. The Comptroller replied that contracts over $50,000.00 require Board approval. Director Alcorn inquired anything and everything over $50,000.00. Ms. Janalynn Damian responded that the Board already approves those contracts anyway when approving procurement items, so there should be no need for further Board approval for disbursement made under contracts that are already Board-approved. The Chairman requested that Legal Counsel look at existing resolutions and if there is a need to pass a new resolution. The Comptroller added for clarification that he felt that a motion wasn't needed as he didn't see anything in prior Board minutes that the ratification of disbursements was even an adopted policy; from his understanding it was an agreement between a former Chairman and former Controller that was implemented as an added control measure and not a Board policy.

After further discussion, on motion duly made by Vice Chair Torres, seconded by Director Tolan, the following resolution was unanimously approved:

Resolution No. 14-05

The Board hereby ratifies and approves the expenditures for travel set forth in the Travel Report for FY2013 Fourth Quarter (July – September 2013), and the disbursements over the $50,000.00 threshold made by GIAA to various vendors during the period of September 13 – October 25, 2013, as presented to the Board.

6. OLD BUSINESS

A. Executive Manager's Report

The next item on the agenda was the report of the Executive Manager. The Executive Manager reported on various matters concerning airlines and charter operations to include Avia Charters and HIS Tour officials meeting with Airport officials on October 22,

2013 to discuss the commencement of once weekly charter services by Oren Air from Khabarovsk and Vladivostok, Russia. The Inaugural flight for Khabarovsk/Guam is scheduled for November 7, 2013 with an arrival time of 1:40 p.m. and scheduled every Thursdays through March 2014. The inaugural flight for Vladivostok/Guam is scheduled for November 8, 2013 with an arrival time of 12:45 p.m., operating on Fridays through March 2014.

Reporting on financial issues, the Manager informed the Board that the Entrance Audit with Ernest & Young is tentatively scheduled for mid-November, 2013. The Manager also noted that local legislators were invited via the media to hopefully address some of the concerns relative to the Airports financial matters.

Relative to Legislative issues, the Manager reported that a roundtable discussion was held October 23, 2013 at the Legislative Session Hall on the Customs Users Fees which recently increased from $6.36 to $8.29 per passenger. The User Fees offsets the rent Customs pay for space in the Terminal and the Integrated Air Cargo Facility.
The Executive Manager made announcements to the Board such as the Veterans Day Event planned for November 8, 2013, where the Families of Guam's Fallen Heroes will be presented the banners now on display in the East Ticket Lobby. A digital presentation on a flat screen will honor Guam's Fallen Brave thereafter.

Lastly, the Manager announced that the Authority hosted the 9th Airports Council International Asia-Pacific Small and Immerging Airports Seminar from October 6 – 8, 2013 and ended on a very successful note with delegates rating Guam as a very favorable conference location. The Manager thanked all Board members who attended the Developing Nations training on Airport Finance and to all Board, Management and staff who participated in the conference as part of the committee or attending participants. Director Ada announced that the conference was very educational and the fact that the GIAA is a member of ACI is very good.

At this time Director Tolan presented two (2) certificates of appreciation to the A.B. Won Pat International Airport Authority, Guam:

- For Outstanding Support in Hosting the CIFAL Atlanta – Unitar ACI DNA Seminar October 6 – 8, 2013
- In recognition of Outstanding Support Shown in Organization of the 5th ACI Developing Nations Assistance Seminar, "Economics for Small and Regional Airports"

Chairman Untalan announced that he had a few matters for the Board to consider. First regarding the legislative issues, does GIAA still have Senator BJ Cruz pursuing the Legal Counsel fees. The Executive Manager responded that there are two (2) items that GIAA

is responding to, the first being the Attorneys fees, the second being the Customs rent issue. Chairman Untalan inquired if all of the Board is aware of the legal billing issues, and went on to explain that the Airport has spent approximately 1.3 million in legal fees, which the Senator has been looking at. Of the 1.3 million approximately $900,000.00 is related to the Specialty Retail Concession, which GIAA seeks reimbursement from Lotte Duty Free. The Comptroller confirmed that the Airport was reimbursed approximately $900,000.00. The Chairman asked that the Executive Manager report on the Customs rent. The Manager replied that the Senator is requesting for lease agreements, and the Authority had to look at any security concerns prior to releasing the requested leases since they are with TSA. The Executive Manager stated that the Airport is working with the attorneys regarding this.

The Chairman asked that the Manager also update the Board regarding the Transit Door otherwise known as Door 202. As customers exit Immigration, rather than going out through Guam Customs, there is a door to the left which is opened up for Transit customers, once opened, it's open to the public. The Executive Manager informed the Board that there are security concerns from law enforcement such as US Customs, TSA, Airport Police and even US Department of Agriculture as customers are not clearing Guam Customs. Discussion followed relative to the concerns of the Transit Door and possible solutions.

The Chairman at this time went back to the ACI Seminar, stating that the brief time that he did attend the conference he thought it was very well conducted, and went on to inquire on the Authority's marketing plan, budget and revenue measures. Discussion followed relative to digital, modern marketing. Director Ada thanked the Airport Management and staff who organized the Conference.

B. Financial Report

The next item on the agenda was the report of the Comptroller. The Comptroller provided a report to the Board on the Revenues and Expenses of the Authority as of September 30, 2013. Mr. Bordallo reported that year-to-date Total Signatory Revenues are above budgeted revenues by 6.9% and year-to-date Total Concession Revenues and Passenger Facility Charges are above budget estimates by 10.6% and 9.8%, respectively. Further, year-to-date Total Other Revenues, inclusive of non-signatory and non-airline revenues, are above the budget estimate by 14.2%. Year-to-date Total Operating Revenues Actual of $65.1M is 9.7% above the budget estimate of $59.3M. Year-to-date Total Operating Expenses are below budget by -9.8%. The actual year-to-date Net Revenues from Operations of $28.6M reflects an increase of 51.6% over the year-to-date budgeted amount of $18.9M. The Authority's year-to-date results for Debt Service Coverage is at 2.06 versus the requirement of 1.25.

C. Legal Counsel's Report

No report presented.

D. Status of Capital Improvement Programs

Mr. Frank Santos, Business and Financial Consultant presented the UDO analysis and a list of Bond Projects, stating that since the Board approved the Bond project list there have been some changes to account for constructability and grants that the Airport has received. Three projects, namely the International Arrivals Corridor, Phase III seismic upgrades, and Phase IV seismic upgrades, have been combined into one, namely the International Arrival corridor with Building Seismic Upgrades, with the total cost at $53.9M. Of that amount, $40.7M will be paid using Bond proceeds. Mr. Santos also reported on the next significant change, to Project number two (2), the Hold Bag Screening Relocation. Twenty Million Dollars in the Bond proceeds were allocated for this project, however because of the $24M received from TSA, only $1M will be paid using Bond proceeds. Project number five (5), Integrated Passenger Loading Bridges Replacement, also has a change with $2M worth of Federal Grants was added, so instead of $8.2M in Bond proceeds it will now be $6.2M.

Mr. Santos informed the Board that a line item was added for the costs associated with complying with the Percent for the Arts Law, in the amount of $639,000.00. The last issue Mr. Santos reported was unencumbered proceeds as a result of the federal grants that were incorporated in the amount of $16.2M, also called a contingency, so $5.9M of Airport funds were moved to Bond proceeds.

Discussion followed relative to current and future projects needed, including the painting of the terminal, with Mr. Santos informing the Board that it has not been painted since 2004. Mr. Santos informed the Board that Management requests Board's concurrence with regard to the changes made to the Bond Project List, including combining the Arrivals Corridor with two phases of Seismic Upgrades; Transferring GIAA funds to Bond Proceeds; Providing for the allowance for the Percent for the Arts Law; and lastly to create a line item for the unencumbered proceeds.

On motion duly made by Director Ada, and seconded by Director Tolan, the following resolution was unanimously approved:

Resolution No. 14-06

The Board hereby approves the changes made to the Capital Improvement Projects Bond Projects List as presented:

- Combining the International Arrivals Corridor project with the Phase III Seismic Upgrades project and the Phase IV Seismic Upgrades Project;
- Reducing the Bond Proceeds allocation for the Hold Bag Screening Project from $20M to $1.169M as a result of $24.899 in Federal Funding;
- Reducing the Bond Proceeds allocation for the Integrated Passenger Loading Bridges Replacement Project from $8.2M to $6.2M because of $2M in Federal Funding;
- Adding an allowance of $639,000 for compliance with the Percent for the Arts Law; and
- Creating a line item for Unencumbered Proceeds, which is now at $16.271M.

Mr. Santos then updated the Board on open AIP Grant projects. With regard to the Instrument Landing System (ILS) Runway 6L, Phase I and II, AIP Project number's 3-66-0001-74 and 3-66-0001-78, Mr. Santos informed the Board that the total project cost is $9.4M, and the Airport's share is at $7.3M, thus the funding shortfall is slightly above $2M. The plan is to recover the shortfall through grant amendments and other FAA grants for FY2014, which also amounts to $2,092,000.00. Management is requesting that the Board allow the use of the Airport's own funds to fund the shortfall. In the summer of 2014, which is grant season, the FAA will be providing the Airport the amendments to the additional grants. He informed the Board that this is similar to AIP 85 where the Airport was reimbursed the $2M; that $2M will the source of funding for this shortfall.

The second project, Rehabilitate Runway 6L/24R, Phase II and III, AIP Project number's 3-66-0001-84 and 3-66-0001-86, these projects are just starting, there's two (2) phases. The total cost is projected at $13.2M, current funding sources are slightly above $8M, and thus the funding shortfall is $5.2 M. The FAA will equalize that shortfall with a FY2014 grant in the amount of $4.7M plus the Airport's share. Mr. Santos stated that this is to reserve the funds for certification of funds that are available. The source of these funds is the $5.9M that was transferred from GIAA funds to Bond proceeds, again he informed the Board it will be reimbursed by the FAA. Management is requesting Board authorization to pre-fund or reserve the money for both projects.

Discussion followed relative to FAA reimbursement timeline. Chairman Untalan reminded the Comptroller of GIAA's cash flow or cash on hand. The Comptroller responded informing the Chairman that the preliminary number for cash on hand based on what he previously provided went from 274 up to 290. Chairman stated that this is a big credit rating issue, how much cash the Airport has on hand to be able to handle operation should a disaster occur.

After further discussion, on motion duly made by Director Tolan, and seconded by Vice Chair Torres, the following resolution was unanimously approved:

Resolution No. 14-07

The Board hereby approves the request to fund the shortfall for the Instrument Landing System (ILS) Runway 6L, Phase I and II, AIP Project numbers 3-66-0001-74 and 3-66-0001-78 in the amount of $2M; and Rehabilitate Runway 6L/24R, Phase II and III, AIP Project number's 3-66-0001-84 and 3-66-0001-86 in the amount of $5.2M, both to be fully reimbursed mid-2014.

E. GIAA By-Laws

Chairman Untalan presented a redraft of GIAA Board By-Laws, and asked that the Board review the draft, which will be presented for Board action at the next regular meeting.

F. Board Standing Committees

The Chairman presented a draft of the Board Standing Committees for the Board's review and will be presented for approval at the next regular meeting. He informed the members that a lot of issues have come up recently and he feels that it is very appropriate that the Board start to get involved.

7. NEW BUSINESS

No New Business presented.

8. EXECUTIVE SESSION

Legal Counsel announced that there will be no Executive Session.

9. PUBLIC COMMENTS

The next item on the agenda was Public Comments. Chairman Untalan called upon any public member wishing to make comments. There were none.

10. ADJOURNMENT

There being no further business to address before the Board, on motion duly made by Director Ada, seconded by Director Alcorn, unanimously approved, at 5:13 p.m., the meeting was adjourned.

Dated this 17th, day of December, 2013.

Edward G. Untalan
Chairman

Attest:

Gurvinder Sobti
Secretary

Prepared and Submitted By:

Amanda O'Brien-Rios
Corresponding Secretary

A.B. WON PAT
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BOARD OF DIRECTORS REGULAR MEETING

3:00 p.m., Thursday, October 31, 2013
Terminal Conference Room No. 3

AGENDA

1. Call to Order and Attendance
2. Approval of Agenda
3. Approval of Minutes
   - **A.** September 19, 2013 Regular Meeting
4. Correspondence
5. Matters for Board Ratification/Approval
   - **A.** Ratification of FAA Grant Agreement AIP Project No. 3-66-0001-086 - Rehabilitate Runway 06L/24R – Phase III
   - **B.** Ratification of FAA Grant Agreement AIP Project No. 3-66-0001-087 - Acquire One Aircraft Rescue and Fire Fighting (ARFF) Vehicle
   - **C.** Ratification of FAA Grant Agreement AIP Project No. 3-66-0001-088 - Update Airport Master Plan Study
   - **D.** Approval of Optimization of Existing Outbound Baggage System Contract
   - **E.** Approval of Board Resolution No. 14-01: Agreement for Legal Services with Fisher & Associates
   - **F.** Ratification of Quarterly Travel
   - **G.** Ratification of Disbursements
6. Old Business
   - **A.** Executive Manager's Report
   - **B.** Financial Report
   - **C.** Legal Counsel's Report
   - **D.** Status of Capital Improvement Programs
7. New Business
8. Executive Session
9. Public Comment
10. Adjournment

AMERICAN ASSOCIATION OF AIRPORT EXECUTIVES
ACI AIRPORTS COUNCIL INTERNATIONAL
NASAO National Association of State Aviation Officials
TIACA THE INTERNATIONAL AIR CARGO ASSOCIATION

A.B. WON PAT INTERNATIONAL AIRPORT AUTHORITY, GUAM
BOARD OF DIRECTORS REGULAR MEETING
3:00 P.M., THURSDAY, OCTOBER 31, 2013
GIAA TERMINAL CONFERENCE ROOM #3

SIGN IN SHEET

	PRINT NAME	COMPANY/AGENCY
1.	LION SONNY TOVENTINO	HARMONY LIONS CLUB GUAM
2.	LION REY ACUERTO	ASIA PACIFIC
3.	LION ART SALONES	TOURISM
4.	VICTOR J. CRUZ	GIAA.
5.	CHUCK ADA	GIAA
6.	JOAN ARRIOLA	GIAA
7.	BENNY BAZA	ARFF
8.	[illegible]	GIAA
9.	Raymond T. Mantanona	ARFF
10.	Gerard BAUTISTA	ATM
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Apple unveils iPad Air

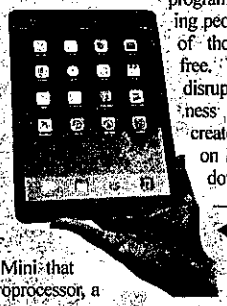
SAN FRANCISCO (AP) – Apple Inc. is refreshing its iPad lineup in hopes of reclaiming lost ground in the tablet market and slashing the prices of its Mac computers to intensify the pressure on the beleaguered makers of PCs running Microsoft's Windows.

Tuesday's unveiling of Apple's latest products primes the company for a holiday shopping season onslaught aimed at a list of rivals that includes Google Inc., Samsung Electronics, Amazon.com Inc. and Microsoft Corp.

A thinner, lighter and faster-running tablet computer called the iPad Air highlighted the event in San Francisco. Apple Inc. also showed off a souped-up iPad Mini that boasts a faster microprocessor, a high-definition display screen and a higher price than its predecessor.

In a surprise, Apple is introducing slightly revamped MacBook Pros at prices 9 percent to 13 percent below the previous versions. What's more, Apple is giving away its latest Mac operating system – Mavericks – for free, as well as several pieces of software.

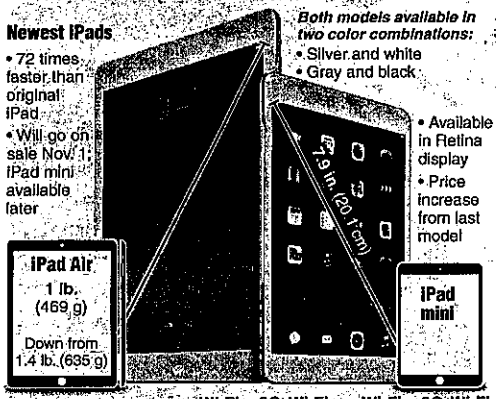
Ovum analyst Jan Dawson thinks Apple's giveaway of the operating system and software programs "is now teaching people to expect both of those things to be free. While this won't disrupt Microsoft's business overnight, it will create further pressure on Microsoft to bring down prices."



An Apple employee holds up the new iPad Air on Oct. 22 in San Francisco. AP

Light as air

A look at Apple's two new iPads, updates to its MacBook Pro and the new cylindrical desktop Mac Pro:



Newest iPads

- 72 times faster than original iPad
- Will go on sale Nov. 1; iPad mini available later

Both models available in two color combinations:

- Silver and white
- Gray and black
- Available in Retina display
- Price increase from last model

- 20 percent thinner
- 28 percent lighter

	Wi-Fi	3G, Wi-Fi	Wi-Fi	3G, Wi-Fi
16 GB	$499	$629	$399	$529
32 GB	$599	$729	$499	$629
64 GB	$699	$829	$599	$729
128 GB	$799	$929	$699	$829

Other updates

MacBook Pro

- 13-inch, 15-inch upgraded with new Intel chips
- Prices starting at $1,299 and $1,999



Mac Pro

- New generation of Intel Xeon processor
- Will sell for $2,999 and up
- 9.9 in. (25 cm)
- 11 lb. (5 kg)



© 2013 MCT
Source: Apple Graphic: Melina Yingling

Tepid job growth backs Fed's stance

WASHINGTON (Reuters) – U.S. employers added far fewer workers than expected in September, suggesting a loss of momentum in the economy that will likely add to the Federal Reserve's caution in deciding when to trim its monthly bond purchases.

Nonfarm payrolls increased by 148,000 workers last month, the Labor Department said on Tuesday. While the job count for August was raised, the employment gain in July was revised lower and was the weakest since June 2012.

The closely watched report suggested the economy lost steam even before an acrimonious budget fight that led to a damaging 16-day partial shutdown of the federal government.

"The numbers indicate that the economy is growing at a modest pace at best," said Sung Won Sohn, an economics professor at California State University Channel Islands in Camarillo, Calif. "Considering the uncertainties from the government shutdown, tapering (of the Fed's bond purchases) has been postponed until further notice."

But there was a silver lining in the report. The unemployment rate fell a tenth of a percentage point to 7.2 percent, the lowest level since November 2008.

A measure of underemployment that includes people who want a job but who have given up searching and those working part time because they cannot find full-time jobs also fell a tenth of point, to 13.6 percent, the lowest since December 2008.

Economists had expected the economy to add 180,000 jobs in September and the unemployment rate to hold at 7.3 percent.

Stocks ended higher as investors welcomed the prospect of continued monetary stimulus from the U.S. central bank. The Standard & Poor's 500 index hit yet another record high.

U.S. Treasury debt prices also advanced and the yield on the benchmark 10-year note touched a three-month low. The dollar dropped to an eight-month low against a basket of currencies.

The employment report was released more than two weeks later than originally scheduled because of the government shutdown that ended last Wednesday.

With the extent of the economic damage from the fiscal standoff unclear, the Fed will likely hold off any decision on scaling back its economic stimulus.

Fed officials will meet next Tuesday and Wednesday to discuss monetary policy. They surprised markets last month by sticking to their $85 billion per month bond-buying pace, saying they wanted to see more evidence of a strong recovery.

"We don't look for any material changes to monetary policy at next week's meeting and most likely in December either," said Sam Bullard, a senior economist at Wells Fargo Securities in Charlotte, N.C. "We are now looking at March."

A Reuters poll of big bond dealers conducted after the jobs figures were released found that most expect the central bank to wait until March to begin dialing back its purchases.

While the economy was already struggling before the government shutdown, the brinkmanship in Washington has dampened expectations of a sharp acceleration in fourth-quarter growth.

The Honorable EDDIE B. CALVO Governor

The Honorable RAY TENORIO Lt. Governor

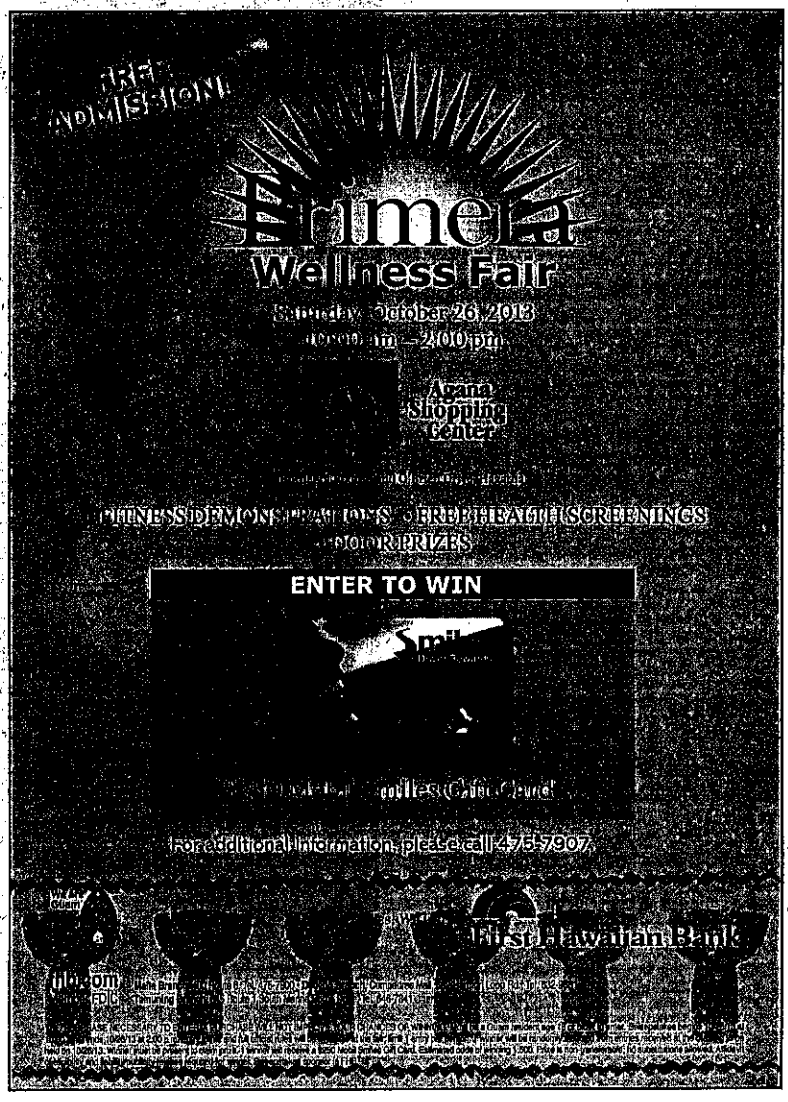
A.B. WON PAT INTERNATIONAL AIRPORT AUTHORITY, GUAM

PUBLIC NOTICE

The Board of Directors of the A.B. Won Pat International Airport Authority, Guam (GIAA) will convene its Regular Board meeting on **Thursday, October 31, 2013** at **3:00 p.m.** in Terminal Conference Room No. 3. In addition to regular matters; pursuant to 5 G.C.A. §8111(c)(2), Executive Session will be held to discuss pending litigation to which GIAA is a party. Parking is available in the Public Parking Lot.

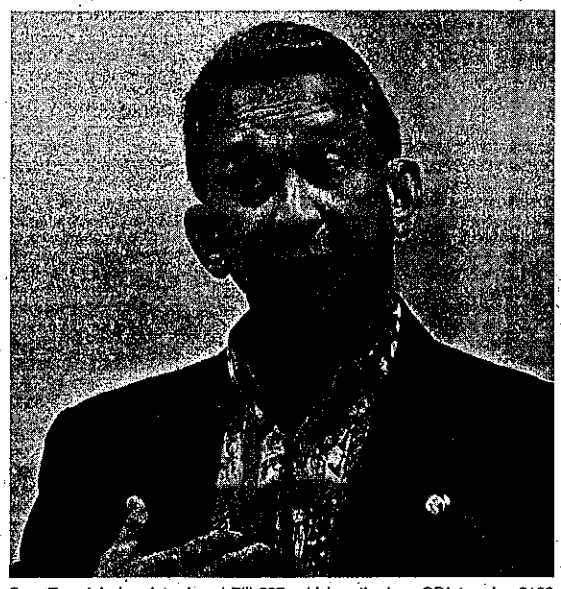
For special accommodations or agenda items, please call the Board Office at 642-4717/18.

(This ad paid for by GIAA)



Session starts today; GPA, GWA bonds to be tackled

By Louella Losinio
louella@mvguam.com
Variety News Staff



Sen. Tom Ada has introduced Bill 207, which authorizes GPA to raise $100 million worth of revenue bonds to finance capital improvements to the islandwide power system. Variety file photo

THE Guam Legislature has announced the beginning of its October and November session today, unveiling an agenda that includes 40 bills and resolutions, and 10 board and commission confirmations.

Two measures authorizing the terms and conditions for the issuance of bonds for the island's two public utilities – the Guam Power Authority and the Guam Waterworks Authority – are included in the list of items that will be tackled in the coming days.

Sen. Tom Ada has introduced Bill 207, which authorizes GPA to raise $100 million worth of revenue bonds to finance capital improvements to the islandwide power system. The bill is co-sponsored by Sen. Rory Respicio. The borrowing, as outlined by Bill 207, will have two phases including a "short-term interim bond" for $35 million, and a second "long-term bond" for $100 million, which will be issued in 2015.

Meanwhile, the Legislature will tackle another Ada measure, Bill 181. The bill authorizes the waterworks authority to borrow up to $495 million in bonds to meet GWA's regulatory requirements, including those specified in the 2011 court order and in the U.S. Environmental Protection Agency's significant finding reports for water and wastewater.

Other bills

Bill 153, or the Nana Yan Patgon Act (the "Mother and Child Act"), a measure introduced by Sens. Aline Yamashita and Dennis Rodriguez, will also be discussed during session today.

The measure, which seeks to protect the rights of breastfeeding mothers and infants and to promote breastfeeding, falls in line with federal law that requires employers to provide reasonable break times for an employee "to express (pump) milk for her nursing child" and to provide a place other than a bathroom for her to do so. Lawmakers will also tackle Bill 74, sponsored by Speaker Judith Won Pat and Sens. Yamashita and Tina Muña-Barnes. The measure allows the Guam Department of Education to enter into a renewable-energy purchase agreement for a term of up to 25 years. As proposed by the bill, the selected renewable energy provider shall be responsible for all costs required to install and maintain such renewable energy technology at GDOE schools and facilities.

Sen. Respicio, majority leader and rules chairman, announced the session agenda late yesterday afternoon. Session is scheduled to begin today at 9 a.m. at the Speaker Antonio R. Unpingco Session Hall.

Mall abductor Camacho found guilty on all counts

Faces 90 years in prison

By Gina Tabonares-Reilly
gina@mvguam.com
Variety News Staff

AFTER deliberating for a day and a half, a Superior Court of Guam jury yesterday found Kyle Indalecio Camacho guilty of kidnapping, robbery, terrorizing and two counts of special allegations of use of a weapon in the commission of a felony.

The 20-year-old convicted sex offender is facing 90 years of imprisonment after abducting a 19-year-old woman from the Micronesia Mall parking lot on Jan. 5.

Assistant Attorney General Gerald Henderson, who prosecuted the case, said he will seek the maximum sentence for Camacho.



Kyle Camacho

The trial lasted four days, during which the victim and her sister testified about how Camacho brought handcuffs and a knife and forced himself into the car of the victim who had come from the Micronesia Mall movie theater.

The victim said Camacho drove off with her car, assaulted her and threatened to kill her while she was handcuffed.

The Guam Police Department executed a manhunt and eventually located the victim about 90 minutes later at the Marbo Cave parking lot.

"The apprehension and conviction of the defendant would not be possible without the bravery of the victim and hard work of the Guam Police Department, who quickly responded to the emergency call," Henderson said.

The Office of the Attorney General also thanked the victim for her continued courage in facing her abductor during the trial and for re-living her terrifying ordeal.

Attorney General Leonardo Rapadas also commended the victim's sister for alerting GPD immediately and for providing the information that led to the victim's rescue.

Camacho was on parole when he committed the abduction. He was on supervised release after serving time for a 2012 conviction for sexually molesting an 11-year-old female.

Judge Anita Sukola will sentence Camacho on Dec. 15 at 10 a.m.

The pre-sentencing investigation report deadline is Dec. 9.

DRT: Same-sex couples may file joint tax returns

By Mar-Vic Cagurangan
marvic@mvguam.com
Variety News Staff

JOHN Camacho, director of the Department of Revenue and Taxation, confirmed yesterday that the department will accept joint tax returns filed by married same-sex couples living on Guam.

"It's true: The joint filing now applies to same-sex couples who are married in other states where same-sex marriage is legal and have relocated to Guam," Camacho said.

Following a landmark U.S. Supreme Court ruling in June, the Internal Revenue Service announced its recognition of all legally married same-sex couples even if they live in a jurisdiction that does not recognize their union.

Since Guam mirrors the IRS code, all federal tax rules apply locally. Camacho said married same-sex couples who have been living on Guam and filing individual tax returns may amend their 2012 tax returns accordingly.

"As long as the law is in place, the department will recognize joint filings by married same-sex couples," the tax chief said.

During a breakfast briefing hosted last week by the Society for Human Resource Management Guam Chapter at the Outrigger Guam Resort, lawyer Todd Thompson said married same-sex couples living on Guam are entitled to the same benefits afforded to heterosexual spouses.

Don Clark, executive vice president and director of compliance for ASC Trust Corp., agreed with Thompson that federal rules on benefits prevail on Guam in the absence of any contradictory local law.

Prompted by the high court's decision in the Windsor case that struck down the 1996 Defense of Marriage Act, the federal government has been moving quickly to change federal rules toward treating gay couples the same way it treats heterosexual couples.

Last month, the Department of Defense began providing marriage benefits to same-sex couples for the first time, in a move that Defense Secretary Chuck Hagel said reflected the military's commitment to "ensuring that all men and women who serve in the U.S. military and their families are treated fairly and equally."

GUAM
ECONOMIC DEVELOPMENT AUTHORITY
Aturidat Inadilanton Ekonomian Guahan
Eddie Baza Calvo, Governor — Ray Tenorio, Lieutenant Governor

NOTICE OF
SPECIAL BOARD MEETING

The Guam Economic Development Authority (GEDA), a public corporation, will be holding a Special Board of Directors meeting on **Thursday, November 07, 2013 at 1:30 p.m.** in the GEDA conference room located in Suite 511, 5th Floor, International Trade Center (ITC) Building, 590 South Marine Corps Drive, Tamuning, Guam. The Special Board of Directors meeting is being called to discuss assistance for the farmers who have been impacted by storms.

Persons requiring special accommodations should contact GEDA's ADA coordinator, Mana Silva Taijeron, at 647-4332 or mstaijeron@investguam.com.

/s/ Henry J. Taitano
Administrator
This ad was paid for with GEDA's General Fund

LEGAL

The Honorable
EDDIE B. CALVO
Governor

The Honorable
RAY TENORIO
Lt. Governor

A.B. WON PAT
INTERNATIONAL AIRPORT AUTHORITY, GUAM

PUBLIC NOTICE

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Doc. No. 35GL-19-0628 (This ad paid for by GIAA)

cc: Atty/amg
Cyp/Jack

U.S Department
of Transportation
**Federal Aviation
Administration**

Western-Pacific Region
Airports District Office

300 Ala Moana Blvd., Rm. 7-128
Honolulu, HI 96850
Mail: Box 50244
Honolulu, HI 96850-0001
Telephone: (808) 541-1232
Facsimile: (808) 541-3566

September 20, 2013

A.B. WON PAT
INTERNATIONAL AIRPORT AUTHORITY, GUAM
OCT 01 2013
TIME: 3pm
REC'D BY:

Mr. Charles H. Ada II
Executive Manager
A. B. Won Pat Guam International
Airport Authority
P. O. Box 8770
Tamuning, GU 96931

Dear Mr. Ada:

We are enclosing two copies of the Grant Offer for Airport Improvement Program (AIP) Project No. 3-66-0001-086-2013 at Guam International Airport in Agana, Guam. This letter outlines expectations for success. Please read the conditions and assurances carefully.

To properly enter into this agreement, you must do the following:

- The official of the Sponsor authorized to accept the enclosed Grant Offer shall accept by signing said offer and inserting the date in the space provided under the "Acceptance" section. The Sponsor's attorney shall certify that the acceptance complies with all applicable laws and constitutes a legal and binding obligation of the Sponsor by executing the "Certificate of Sponsor's Attorney" section. The date of said certificate shall be the same as, or later than the date of acceptance. The grant execution, along with your attorney's certification, must be completed by September 24, 2013, in order for the grant to be valid.
- When the document is fully executed, certified, attested and appropriate seals are impressed, please return one (1) originally signed and dated copy of the executed Grant Agreement to this office. Retain the remaining copy for your files.

Subject to the requirements in 49 CFR 18.21, each payment request for reimbursement under this grant must be made electronically via the Delphi eInvoicing System. Please see the attached Grant Agreement for more information regarding the use of this System.

Please note Grant Condition No. 4 requires you to complete the project without undue delay. We will be paying close attention to your progress to ensure proper stewardship of these Federal funds. **You are required to submit a payment request for reimbursement for allowable incurred project expenses every 30 days.**

Should you fail to make draws on a regular basis, your grant may be placed in "inactive" status which will impact future grant offers.

Until the grant is completed and closed, you are responsible for submitting formal reports as follows:

- A signed/dated SF-270 (non-construction projects) or SF-271 or equivalent (construction projects) and SF-425 annually, due 90 days after the end of each federal fiscal year in which this grant is open (due December 31 of each year this grant is open); and
- Quarterly Progress Reports due every quarter.

Once the project(s) is completed and all costs are determined, we ask that you close the project without delay and submit, as a minimum, the following:

- Sponsor Certification for Project Final Acceptance; and
- Summary of all change orders and summary of all testing; and
- Final SF-270 or SF-271 (or equivalent) and SF-425.

Steve Wong, (808) 541-1225, is the assigned program manager for this grant and is readily available to assist you and your designated representative with the requirements stated herein. We sincerely value your cooperation in these efforts and look forward to working with you to complete this important project.

Sincerely,

Ronnie V. Simpson
Manager, Airports District Office

Enclosure

U.S. Department
of Transportation
Federal Aviation
Administration

GRANT AGREEMENT

PART I – OFFER

September 20, 2013
Date of Offer
Guam International
(herein called the "Airport")
3-66-0001-086-2013
Grant No
855035531
DUNS No

TO: **The A. B. Won Pat Guam International Airport Authority**
(herein called the "Sponsor")
FROM: **The United States of America** (acting through the Federal Aviation Administration, herein called the "FAA")

WHEREAS, the Sponsor has submitted to the FAA a Project Application dated February 12, 2009, for a grant of Federal funds for a project at or associated with the Guam International Airport, which Project Application, as approved by the FAA, is hereby incorporated herein and made a part hereof; and

WHEREAS, the FAA has approved a project for the Airport (or Planning Area) (herein called the "Project") consisting of the following:

Rehabilitate Runway 06L/24R – Phase III

all as more particularly described in the Project Application.

NOW THEREFORE, pursuant to and for the purpose of carrying out the provisions of Title 49, United States Code, as amended, herein called "the Act," and in consideration of (a) the Sponsor's adoption and ratification of the representations and assurances contained in said Project Application and its acceptance of this Offer as hereinafter provided, and (b) the benefits to accrue to the United States and the public from the accomplishment of the Project and compliance with the assurances and conditions as herein provided, **THE FEDERAL AVIATION ADMINISTRATION, FOR AND ON BEHALF OF THE UNITED STATES, HEREBY OFFERS AND AGREES** to pay, as the United States' share of the allowable costs incurred in accomplishing the Project, one hundred (100) of the first $983,000.00 of allowable project costs and ninety (90) per centum of allowable cost thereafter.

This Offer is made on and **SUBJECT TO THE FOLLOWING TERMS AND CONDITIONS:**

CONDITIONS

1. The maximum obligation of the United States payable under this Offer shall be $1,876,981.00. For the purposes of any future grant amendments which may increase the foregoing maximum obligation of the United States under the provisions of Section 47108(b) of the Act, the following amounts are being specified for this purpose:

   $ 0 for planning

   $ 1,876,981.00 for airport development or noise program implementation

2. The allowable costs of the project shall not include any costs determined by the FAA to be ineligible for consideration as to allowability under the Act.

3. Payment of the United States' share of the allowable project costs will be made pursuant to and in accordance with the provisions of such regulations and procedures as the Secretary shall prescribe. Final determination of the United States' share will be based upon the final audit of the total amount of allowable project costs and settlement will be made for any upward or downward adjustments to the Federal share of costs.

4. The Sponsor shall carry out and complete the Project without undue delays and in accordance with the terms hereof, and such regulations and procedures as the Secretary shall prescribe, and agrees to comply with the assurances which were made part of the project application.

5. The FAA reserves the right to amend or withdraw this offer at any time prior to its acceptance by the Sponsor.

6. This offer shall expire and the United States shall not be obligated to pay any part of the costs of the project unless this offer has been accepted by the Sponsor on or before September 24, 2013, or such subsequent date as may be prescribed in writing by the FAA.

7. The Sponsor shall take all steps, including litigation if necessary, to recover Federal funds spent fraudulently, wastefully, or in violation of Federal antitrust statutes, or misused in any other manner in any project upon which Federal funds have been expended. For the purposes of this grant agreement, the term "Federal funds" means funds however used or dispersed by the Sponsor that were originally paid pursuant to this or any other Federal grant agreement. It shall obtain the approval of the Secretary as to any determination of the amount of the Federal share of such funds. It shall return the recovered Federal share, including funds recovered by settlement, order, or judgment, to the Secretary. It shall furnish to the Secretary, upon request, all documents and records pertaining to the determination of the amount of the Federal share or to any settlement, litigation, negotiation, or other efforts taken to recover such funds. All settlements or other final positions of the Sponsor, in court or otherwise, involving the recovery of such Federal share shall be approved in advance by the Secretary.

8. The United States shall not be responsible or liable for damage to property or injury to persons which may arise from, or be incident to, compliance with this grant agreement.

9. **CENTRAL CONTRACTOR REGISTRATION AND UNIVERSAL IDENTIFIER REQUIREMENTS**

   A. Requirement for Central Contractor Registration (CCR)

   Unless you are exempted from this requirement under 2 CFR 25.110, you as the recipient must maintain the currency of your information in the CCR until you submit the final financial report required under this award or receive the final payment, whichever is later. This requires that you review and update the information at least annually after the initial registration and more frequently if required by changes in your information or another award term.

   B. Requirement for Data Universal Numbering System (DUNS) Numbers

   If you are authorized to make subawards under this award, you:

   1. Must notify potential subrecipients that no entity (see definition in paragraph C of this award term) may receive a subaward from you unless the entity has provided its DUNS number to you.

   2. May not make a subaward to an entity unless the entity has provided its DUNS number to you.

C. Definitions

For purposes of this award term:

1. Central Contractor Registration (CCR) means the Federal repository into which an entity must provide information required for the conduct of business as a recipient. Additional information about registration procedures may be found at the CCR Internet site (currently at https://www.sam.gov/portal/public/SAM/).

2. Data Universal Numbering System

DUNS number means the nine-digit number established and assigned by Dun and Bradstreet, Inc. (D & B) to uniquely identify business entities. A DUNS number may be obtained from D & B by telephone (currently 866–705–5711) or the Internet (currently at http://fedgov.dnb.com/webform).

3. Entity, as it is used in this award term, means all of the following, as defined at 2 CFR Part 25, Subpart C:

a. A Governmental organization, which is a State, local government, or Indian Tribe;

b. A foreign public entity;

c. A domestic or foreign nonprofit organization;

d. A domestic or foreign for-profit organization; and

e. A Federal agency, but only as a subrecipient under an award or subaward to a non-Federal entity.

4. Subaward:

a. This term means a legal instrument to provide support for the performance of any portion of the substantive project or program for which you received this award and that you as the recipient award to an eligible subrecipient.

b. The term does not include your procurement of property and services needed to carry out the project or program (for further explanation, see Sec. 210 of the attachment to OMB Circular A–133, "Audits of States, Local Governments, and Non-Profit Organizations"). A subaward may be provided through any legal agreement, including an agreement that you consider a contract.

5. Subrecipient means an entity that:

a. Receives a subaward from you under this award; and

b. Is accountable to you for the use of the Federal funds provided by the subaward.

c. A subaward may be provided through any legal agreement, including an agreement that you consider a contract.

10. **ELECTRONIC GRANT PAYMENT(S):** The requirements set forth in these terms and conditions supersede previous financial invoicing requirements for FAA grantees. Each payment request under this grant agreement must be made electronically via the Delphi eInvoicing System for Department of Transportation (DOT) Financial Assistance Awardees. The following are the procedures for accessing and utilizing the Delphi eInvoicing System.

A. Grant Recipient Requirements.
   (1) Grantees must have Internet access to register and submit payment requests through the Delphi eInvoicing system unless, under limited circumstances, a waiver is granted by the FAA and DOT under section (c) below.
   (2) Grantees must submit payment requests electronically and the FAA will process payment requests electronically.

B. System User Access.
   (1) Grantees must contact the FAA Airports District/Regional Office and officially submit a written request to sign up for the system. The FAA Office of Airports will provide the grantee's name, email address and telephone number to the DOT Financial Management Office. The DOT will then invite the grantee via email to sign up for the system and require the grantee to complete two forms. The grantee will complete a web based DOT registration form and download the Proof of Identification form to verify the grantee's identity.

(2) The grantee must complete the Proof of Identification form, and present it to a Notary Public for verification. The grantee will return the notarized form to:

DOT Enterprise Services Center

FAA Accounts Payable, AMZ-100

PO Box 25710

Oklahoma City, OK 73125

(3) The DOT will validate the both forms and email a user ID and password to the grantee. Grantees should contact the FAA Airports District/Regional Office with any changes to their system information.

Note: Additional information, including access forms and training materials, can be found on the DOT eInvoicing website (http://www.dot.gov/cfo/delphi-einvoicing-system.html).

C. Waivers. DOT Financial Management officials may, on a case by case basis, waive the requirement to register and use the electronic grant payment system based on user requests and concurrence of the FAA. Waiver request forms can be obtained on the DOT eInvoicing website (http://www.dot.gov/cfo/delphi-einvoicing-system.html) or by contacting the FAA Airports District/Regional Office. Recipients must explain why they are unable to use or access the Internet to register and enter payment requests.

(1) All waiver requests should be sent to the FAA Airports District/Regional Office for concurrence, prior to sending to the Director of the Office of Financial Management, US Department of Transportation, Office of Financial Management, B-30, room W93-431, 1200 New Jersey Avenue SE, Washington DC 20590-0001, DOTElectronicInvoicing@dot.gov. The Director of the DOT Office of Financial Management will confirm or deny the request within approximately 30 days.

(2) If a grantee is granted a waiver, the grantee should submit all hard-copy invoices directly to:
DOT/FAA

PO Box 25082

AMZ-110

Oklahoma City, OK 73125

11. **INFORMAL LETTER AMENDMENT OF AIP PROJECTS:** It is mutually understood and agreed that if, during the life of the project, the FAA determines that the maximum grant obligation of the United States exceeds the expected needs of the Sponsor by $25,000.00 or five percent (5%), whichever is greater, the maximum obligation of the United States can be unilaterally reduced by letter from the FAA advising of the budget change. Conversely, if there is an overrun in the total actual eligible and allowable project costs, FAA may increase the maximum grant obligation of the United States to cover the amount of the overrun not to exceed the statutory percent limitation and will advise the Sponsor by letter of the increase. It is further understood and agreed that if, during the life of the project, the FAA determines that a change in the grant description is advantageous and in the best interests of the United States, the change in grant description will be unilaterally amended by letter from the FAA. Upon issuance of the aforementioned letter, either the grant obligation of the United States is adjusted to the amount specified or the grant description is amended to the description specified.

12. **AIR AND WATER QUALITY:** Approval of the project included in this agreement is conditioned on the Sponsor's compliance with applicable air and water quality standards in accomplishing project construction. Failure to comply with this requirement may result in suspension, cancellation, or termination of Federal assistance under this agreement.

13. **PAVEMENT MAINTENANCE MANAGEMENT PROGRAM:** For a project to replace or reconstruct pavement at the airport, the Sponsor shall implement an effective airport pavement maintenance management program as is required by Airport Sponsor Assurance Number C-11. The Sponsor shall use such program for the useful life of any pavement constructed, reconstructed, or repaired with federal financial assistance at the airport. As a minimum, the program must conform with the provisions outlined below

Pavement Maintenance Management Program

An effective pavement maintenance management program is one that details the procedures to be followed to assure that proper pavement maintenance, both preventive and repair, is performed. An airport sponsor may

use any form of inspection program it deems appropriate. The program must, as a minimum, include the following:

a. **Pavement Inventory.** The following must be depicted in an appropriate form and level of detail:

   (1) location of all runways, taxiways, and aprons;
   (2) dimensions;
   (3) type of pavement, and;
   (4) year of construction or most recent major rehabilitation.

   For compliance with the Airport Improvement Program (AIP) assurances, pavements that have been constructed, reconstructed, or repaired with federal financial assistance shall be so depicted.

b. Inspection Schedule.

   (1) Detailed Inspection. A detailed inspection must be performed at least once a year. If a history of recorded pavement deterioration is available, i.e., Pavement Condition Index (PCI) survey as set forth in Advisory Circular 150/5380-6, "Guidelines and Procedures for Maintenance of Airport Pavements," the frequency of inspections may be extended to three years.
   (2) Drive-By Inspection. A drive-by inspection must be performed a minimum of once per month to detect unexpected changes in the pavement condition.

c. **Record Keeping.** Complete information on the findings of all detailed inspections and on the maintenance performed must be recorded and kept on file for a minimum of five years. The types of distress, their locations, and remedial action, scheduled or performed, must be documented. The minimum information to be recorded is listed below:

   (1) inspection date,
   (2) location,
   (3) distress types, and
   (4) maintenance scheduled or performed.

   For drive-by inspections, the date of inspection and any maintenance performed must be recorded.

d. **Information Retrieval.** An airport sponsor may use any form of record keeping it deems appropriate, so long as the information and records produced by the pavement survey can be retrieved to provide a report to the FAA as may be required.
e. **Reference.** Refer to Advisory Circular 150/5380-6, "Guidelines and Procedures for Maintenance of Airport Pavements," for specific guidelines and procedures for maintaining airport pavements and establishing an effective maintenance program. Specific types of distress, their probable causes, inspection guidelines, and recommended methods of repair are presented.

14. **PROJECTS WHICH CONTAIN PAVING WORK IN EXCESS OF $250,000**: The Sponsor agrees to perform the following:

   a. Furnish a construction management program to FAA prior to the start of construction which shall detail the measures and procedures to be used to comply with the quality control provisions of the construction contract, including, but not limited to, all quality control provisions and tests required by the Federal specifications. The program shall include as a minimum:

      (1) The name of the person representing the Sponsor who has overall responsibility for contract administration for the project and the authority to take necessary actions to comply with the contract.
      (2) Names of testing laboratories and consulting engineer firms with quality control responsibilities on the project, together with a description of the services to be provided.
      (3) Procedures for determining that testing laboratories meet the requirements of the American Society of Testing and Materials standards on laboratory evaluation, referenced in the contract specifications (D 3666, C 1077).
      (4) Qualifications of engineering supervision and construction inspection personnel.
      (5) A listing of all tests required by the contract specifications, including the type and frequency of tests to be taken, the method of sampling, the applicable test standard, and the acceptance criteria or tolerances permitted for each type of test.
      (6) Procedures for ensuring that the tests are taken in accordance with the program, that they are documented daily, and that the proper corrective actions, where necessary, are undertaken.

b. Submit at completion of the project, a final test and quality control report documenting the results of all tests performed, highlighting those tests that failed or that did not meet the applicable test standard. The report shall include the pay reductions applied and the reasons for accepting any out-of-tolerance material. An interim test and quality control report shall be submitted, if requested by the FAA.
c. Failure to provide a complete report as described in paragraph b, or failure to perform such tests, shall, absent any compelling justification, result in a reduction in Federal participation for costs incurred in connection with construction of the applicable pavement. Such reduction shall be at the discretion of the FAA and will be based on the type or types of required tests not performed or not documented and will be commensurate with the proportion of applicable pavement with respect to the total pavement constructed under the grant agreement.
d. The FAA, at its discretion, reserves the right to conduct independent tests and to reduce grant payments accordingly if such independent tests determine that sponsor test results are inaccurate.

15. **BUY AMERICAN REQUIREMENT:** Unless otherwise approved by the FAA, the Sponsor will not acquire or permit any contractor or subcontractor to acquire any steel or manufactured products produced outside the United States to be used for any project for airport development or noise compatibility for which funds are provided under this grant. The Sponsor will include in every contract a provision implementing this special condition.

16. **MAXIMUM OBLIGATION INCREASE FOR PRIMARY AIRPORTS:** In accordance with Section 47108(b) of the Act, as amended, the maximum obligation of the United States, as stated in Condition No. 1 of this Grant Offer

    a. may not be increased for a planning project;

    b. may be increased by not more than 15 percent for development projects;

    c. may be increased by not more than 15 percent or by an amount not to exceed 25 percent of the total increase in allowable costs attributable to the acquisition of land or interests in land, whichever is greater, based on current credible appraisals or a court award in a condemnation proceeding.

17. The Sponsor agrees to take the following actions to maintain and/or acquire a property interest, satisfactory to the FAA, in the Runway Protection Zones:

    a. Existing Fee Title Interest in the Runway Protection Zone: The Sponsor agrees to prevent the erection or creation of any structure or place of public assembly in the Runway Protection Zone, except for NAVAIDS that are fixed by their functional purposes or any other structure approved by the FAA. Any existing structures or uses within the Runway Protection Zone will be cleared or discontinued unless approved by the FAA.

    b. Existing Easement Interest in the Runway Protection Zone: The Sponsor agrees to take any and all steps necessary to ensure that the owner of the land within the designated Runway Protection Zone will not build any structure in the Runway Protection Zone that is a hazard to air navigation or which might create glare or misleading lights or lead to the construction of residences, fuel handling and storage facilities, smoke generating activities, or places of public assembly, such as churches, schools, office buildings, shopping centers, and stadiums.

    c. Future Interest in the Runway Protection Zone: The Sponsor agrees that it will acquire fee title or less-than-fee interest in the Runway Protection Zones for runways that presently are not under its control within ten years of this Grant Agreement. Said interest shall provide the protection noted in the above Subparagraphs a and b.

The Sponsor's acceptance of this Offer and ratification and adoption of the Project Application incorporated herein shall be evidenced by execution of this instrument by the Sponsor, as hereinafter provided, and this Offer and Acceptance shall comprise a Grant Agreement, as provided by the Act, constituting the contractual obligations and rights of the United States and the Sponsor with respect to the accomplishment of the Project and compliance with the assurances and conditions as provided herein. Such Grant Agreement shall become effective upon the Sponsor's acceptance of this Offer.

UNITED STATES OF AMERICA
FEDERAL AVIATION ADMINISTRATION

(Signature)

Ronnie V. Simpson

(Typed Name)

Manager, Honolulu Airports District Office

(Title)

PART II - ACCEPTANCE

The Sponsor does hereby ratify and adopt all assurances, statements, representations, warranties, covenants, and agreements contained in the Project Application and incorporated materials referred to in the foregoing Offer and does hereby accept this Offer and by such acceptance agrees to comply with all of the terms and conditions in this Offer and in the Project Application. I declare under penalty of perjury that the foregoing is true and correct. [1]

Executed this 23rd day of September, 2013.

A. B. Won Pat Guam International Airport Authority
(Name of Sponsor)

(SEAL)

(Signature of Sponsor's Designated Official Representative)

By: CHARLES H. ADA II
(Typed Name of Sponsor's Designated Official Representative)

Title: EXECUTIVE MANAGER
(Typed Title of Sponsor's Designated Official Representative)

Attest: Rosie H. Balajadia
Administrative Officer

CERTIFICATE OF SPONSOR'S ATTORNEY

I, Jamalynn Cruz Damian, acting as Attorney for the Sponsor do hereby certify:

That in my opinion the Sponsor is empowered to enter into the foregoing Grant Agreement under the laws of the Territory of Guam. Further, I have examined the foregoing Grant Agreement and the actions taken by said Sponsor and Sponsor's official representative has been duly authorized and that the execution thereof is in all respects due and proper and in accordance with the laws of the said State and the Act. In addition, for grants involving projects to be carried out on property not owned by the Sponsor, there are no legal impediments that will prevent full performance by the Sponsor. Further, it is my opinion that the said Grant Agreement constitutes a legal and binding obligation of the Sponsor in accordance with the terms thereof.

Dated at HAGATNA, GUAM this 23rd day of September, 2013.

By _____
(Signature of Sponsor's Attorney)

[1] Knowingly and willfully providing false information to the Federal government is a violation of 18 U.S.C. Section 1001 (False Statements) and could subject you to fines, imprisonment, or both.

ASSURANCES
Airport Sponsors

A. General.

1. These assurances shall be complied with in the performance of grant agreements for airport development, airport planning, and noise compatibility program grants for airport sponsors.

2. These assurances are required to be submitted as part of the project application by sponsors requesting funds under the provisions of Title 49, U.S.C., subtitle VII, as amended. As used herein, the term "public agency sponsor" means a public agency with control of a public-use airport; the term "private sponsor" means a private owner of a public-use airport; and the term "sponsor" includes both public agency sponsors and private sponsors.

3. Upon acceptance of this grant offer by the sponsor, these assurances are incorporated in and become part of this grant agreement.

B. Duration and Applicability.

1. **Airport development or Noise Compatibility Program Projects Undertaken by a Public Agency Sponsor.** The terms, conditions and assurances of this grant agreement shall remain in full force and effect throughout the useful life of the facilities developed or equipment acquired for an airport development or noise compatibility program project, or throughout the useful life of the project items installed within a facility under a noise compatibility program project, but in any event not to exceed twenty (20) years from the date of acceptance of a grant offer of Federal funds for the project. However, there shall be no limit on the duration of the assurances regarding Exclusive Rights and Airport Revenue so long as the airport is used as an airport. There shall be no limit on the duration of the terms, conditions, and assurances with respect to real property acquired with federal funds. Furthermore, the duration of the Civil Rights assurance shall be specified in the assurances.

2. **Airport Development or Noise Compatibility Projects Undertaken by a Private Sponsor.** The preceding paragraph 1 also applies to a private sponsor except that the useful life of project items installed within a facility or the useful life of the facilities developed or equipment acquired under an airport development or noise compatibility program project shall be no less than ten (10) years from the date of acceptance of Federal aid for the project.

3. **Airport Planning Undertaken by a Sponsor.** Unless otherwise specified in this grant agreement, only Assurances 1, 2, 3, 5, 6, 13, 18, 30, 32, 33, and 34 in section C apply to planning projects. The terms, conditions, and assurances of this grant agreement shall remain in full force and effect during the life of the project.

C. **Sponsor Certification.** The sponsor hereby assures and certifies, with respect to this grant that:

1. **General Federal Requirements.** It will comply with all applicable Federal laws, regulations, executive orders, policies, guidelines, and requirements as they relate to the application, acceptance and use of Federal funds for this project including but not limited to the following:

Federal Legislation

a. Title 49, U.S.C., subtitle VII, as amended.
b. Davis-Bacon Act - 40 U.S.C. 276(a), et seq.[1]
c. Federal Fair Labor Standards Act - 29 U.S.C. 201, et seq.
d. Hatch Act – 5 U.S.C. 1501, et seq.[2]
e. Uniform Relocation Assistance and Real Property Acquisition Policies Act of 1970 Title 42 U.S.C. 4601, et seq.[1 2]
f. National Historic Preservation Act of 1966 - Section 106 - 16 U.S.C. 470(f).[1]
g. Archeological and Historic Preservation Act of 1974 - 16 U.S.C. 469 through 469c.[1]
h. Native Americans Grave Repatriation Act - 25 U.S.C. Section 3001, et seq.
i. Clean Air Act, P.L. 90-148, as amended.
j. Coastal Zone Management Act, P.L. 93-205, as amended.
k. Flood Disaster Protection Act of 1973 - Section 102(a) - 42 U.S.C. 4012a.[1]
l. Title 49, U.S.C., Section 303, (formerly known as Section 4(f))
m. Rehabilitation Act of 1973 - 29 U.S.C. 794.
n. Civil Rights Act of 1964 - Title VI - 42 U.S.C. 2000d through d-4.
o. Age Discrimination Act of 1975 - 42 U.S.C. 6101, et seq.
p. American Indian Religious Freedom Act, P.L. 95-341, as amended.
q. Architectural Barriers Act of 1968 -42 U.S.C. 4151, et seq.[1]
r. Power plant and Industrial Fuel Use Act of 1978 - Section 403- 2 U.S.C. 8373.[1]
s. Contract Work Hours and Safety Standards Act - 40 U.S.C. 327, et seq.[1]
t. Copeland Anti kickback Act - 18 U.S.C. 874.1
u. National Environmental Policy Act of 1969 - 42 U.S.C. 4321, et seq.[1]
v. Wild and Scenic Rivers Act, P.L. 90-542, as amended.
w. Single Audit Act of 1984 - 31 U.S.C. 7501, et seq.[2]
x. Drug-Free Workplace Act of 1988 - 41 U.S.C. 702 through 706.

Executive Orders

Executive Order 11246 - Equal Employment Opportunity[1]
Executive Order 11990 - Protection of Wetlands
Executive Order 11998 – Flood Plain Management
Executive Order 12372 - Intergovernmental Review of Federal Programs
Executive Order 12699 - Seismic Safety of Federal and Federally Assisted New Building Construction[1]
Executive Order 12898 - Environmental Justice

Federal Regulations

a. 14 CFR Part 13 - Investigative and Enforcement Procedures.
b. 14 CFR Part 16 - Rules of Practice For Federally Assisted Airport Enforcement Proceedings.
c. 14 CFR Part 150 - Airport noise compatibility planning.
d. 29 CFR Part 1 - Procedures for predetermination of wage rates.[1]
e. 29 CFR Part 3 - Contractors and subcontractors on public building or public work financed in whole or part by loans or grants from the United States.[1]
f. 29 CFR Part 5 - Labor standards provisions applicable to contracts covering federally financed and assisted construction (also labor standards provisions applicable to non-construction contracts subject to the Contract Work Hours and Safety Standards Act).[1]
g. 41 CFR Part 60 - Office of Federal Contract Compliance Programs, Equal Employment Opportunity, Department of Labor (Federal and federally assisted contracting requirements).[1]
h. 49 CFR Part 18 - Uniform administrative requirements for grants and cooperative agreements to state and local governments.[3]
i. 49 CFR Part 20 - New restrictions on lobbying.
j. 49 CFR Part 21 - Nondiscrimination in federally-assisted programs of the Department of Transportation - effectuation of Title VI of the Civil Rights Act of 1964.
k. 49 CFR Part 23 - Participation by Disadvantage Business Enterprise in Airport Concessions.
l. 49 CFR Part 24 - Uniform relocation assistance and real property acquisition for Federal and federally assisted programs.[1] [2]
m. 49 CFR Part 26 – Participation By Disadvantaged Business Enterprises in Department of Transportation Programs.
n. 49 CFR Part 27 - Nondiscrimination on the basis of handicap in programs and activities receiving or benefiting from Federal financial assistance.[1]
o. 49 CFR Part 29 – Government wide debarment and suspension (nonprocurement) and government wide requirements for drug-free workplace (grants).
p. 49 CFR Part 30 - Denial of public works contracts to suppliers of goods and services of countries that deny procurement market access to U.S. contractors.
q. 49 CFR Part 41 - Seismic safety of Federal and federally assisted or regulated new building construction.[1]

Office of Management and Budget Circulars

a. A-87 - Cost Principles Applicable to Grants and Contracts with State and Local Governments.
b. A-133 - Audits of States, Local Governments, and Non-Profit Organizations

[1] These laws do not apply to airport planning sponsors.

[2] These laws do not apply to private sponsors.

[3] 49 CFR Part 18 and OMB Circular A-87 contain requirements for State and Local Governments receiving Federal assistance. Any requirement levied upon State and Local Governments by this regulation and circular shall also be applicable to private sponsors receiving Federal assistance under Title 49, United States Code.

Specific assurances required to be included in grant agreements by any of the above laws, regulations or circulars are incorporated by reference in this grant agreement.

2. **Responsibility and Authority of the Sponsor.**

   a. **Public Agency Sponsor:** It has legal authority to apply for this grant, and to finance and carry out the proposed project; that a resolution, motion or similar action has been duly adopted or passed as an official act of the applicant's governing body authorizing the filing of the application, including all understandings and assurances contained therein, and directing and authorizing the person identified as the official representative of the applicant to act in connection with the application and to provide such additional information as may be required.

   b. **Private Sponsor:** It has legal authority to apply for this grant and to finance and carry out the proposed project and comply with all terms, conditions, and assurances of this grant agreement. It shall designate an official representative and shall in writing direct and authorize that person to file this application, including all understandings and assurances contained therein; to act in connection with this application; and to provide such additional information as may be required.

3. **Sponsor Fund Availability.** It has sufficient funds available for that portion of the project costs which are not to be paid by the United States. It has sufficient funds available to assure operation and maintenance of items funded under this grant agreement which it will own or control.

4. **Good Title.**

   a. It, a public agency or the Federal government, holds good title, satisfactory to the Secretary, to the landing area of the airport or site thereof, or will give assurance satisfactory to the Secretary that good title will be acquired.

   b. For noise compatibility program projects to be carried out on the property of the sponsor, it holds good title satisfactory to the Secretary to that portion of the property upon which Federal funds will be expended or will give assurance to the Secretary that good title will be obtained.

5. **Preserving Rights and Powers.**

   a. It will not take or permit any action which would operate to deprive it of any of the rights and powers necessary to perform any or all of the terms, conditions, and assurances in this grant agreement without the written approval of the Secretary, and will act promptly to acquire, extinguish or

modify any outstanding rights or claims of right of others which would interfere with such performance by the sponsor. This shall be done in a manner acceptable to the Secretary.

b. It will not sell, lease, encumber, or otherwise transfer or dispose of any part of its title or other interests in the property shown on Exhibit A to this application or, for a noise compatibility program project, that portion of the property upon which Federal funds have been expended, for the duration of the terms, conditions, and assurances in this grant agreement without approval by the Secretary. If the transferee is found by the Secretary to be eligible under Title 49, United States Code, to assume the obligations of this grant agreement and to have the power, authority, and financial resources to carry out all such obligations, the sponsor shall insert in the contract or document transferring or disposing of the sponsor's interest, and make binding upon the transferee all of the terms, conditions, and assurances contained in this grant agreement.

c. For all noise compatibility program projects which are to be carried out by another unit of local government or are on property owned by a unit of local government other than the sponsor, it will enter into an agreement with that government. Except as otherwise specified by the Secretary, that agreement shall obligate that government to the same terms, conditions, and assurances that would be applicable to it if it applied directly to the FAA for a grant to undertake the noise compatibility program project. That agreement and changes thereto must be satisfactory to the Secretary. It will take steps to enforce this agreement against the local government if there is substantial non-compliance with the terms of the agreement.

d. For noise compatibility program projects to be carried out on privately owned property, it will enter into an agreement with the owner of that property which includes provisions specified by the Secretary. It will take steps to enforce this agreement against the property owner whenever there is substantial non-compliance with the terms of the agreement.

e. If the sponsor is a private sponsor, it will take steps satisfactory to the Secretary to ensure that the airport will continue to function as a public-use airport in accordance with these assurances for the duration of these assurances.

f. If an arrangement is made for management and operation of the airport by any agency or person other than the sponsor or an employee of the sponsor, the sponsor will reserve sufficient rights and authority to insure that the airport will be operated and maintained in accordance Title 49, United States Code, the regulations and the terms, conditions and assurances in this grant agreement and shall insure that such arrangement also requires compliance therewith.

g. Sponsors of commercial service airports will not permit or enter into any arrangement that results in permission for the owner or tenant of a property used as a residence, or zoned for residential use, to taxi an aircraft between that property and any location on airport. Sponsors of general aviation airports entering into any arrangement that results in

permission for the owner of residential real property adjacent to or near the airport must comply with the requirements of Sec. 136 of Public Law 112-95 and the sponsor assurances.

6. **Consistency with Local Plans.** The project is reasonably consistent with plans (existing at the time of submission of this application) of public agencies that are authorized by the State in which the project is located to plan for the development of the area surrounding the airport.

7. **Consideration of Local Interest.** It has given fair consideration to the interest of communities in or near where the project may be located.

8. **Consultation with Users.** In making a decision to undertake any airport development project under Title 49, United States Code, it has undertaken reasonable consultations with affected parties using the airport at which project is proposed.

9. **Public Hearings.** In projects involving the location of an airport, an airport runway, or a major runway extension, it has afforded the opportunity for public hearings for the purpose of considering the economic, social, and environmental effects of the airport or runway location and its consistency with goals and objectives of such planning as has been carried out by the community and it shall, when requested by the Secretary, submit a copy of the transcript of such hearings to the Secretary. Further, for such projects, it has on its management board either voting representation from the communities where the project is located or has advised the communities that they have the right to petition the Secretary concerning a proposed project.

10. **Air and Water Quality Standards.** In projects involving airport location, a major runway extension, or runway location it will provide for the Governor of the state in which the project is located to certify in writing to the Secretary that the project will be located, designed, constructed, and operated so as to comply with applicable air and water quality standards. In any case where such standards have not been approved and where applicable air and water quality standards have been promulgated by the Administrator of the Environmental Protection Agency, certification shall be obtained from such Administrator. Notice of certification or refusal to certify shall be provided within sixty days after the project application has been received by the Secretary.

11. **Pavement Preventive Maintenance.** With respect to a project approved after January 1, 1995, for the replacement or reconstruction of pavement at the airport, it assures or certifies that it has implemented an effective airport pavement maintenance-management program and it assures that it will use such program for the useful life of any pavement constructed, reconstructed or repaired with Federal financial assistance at the airport. It will provide such reports on pavement condition and pavement management programs as the Secretary determines may be useful.

12. **Terminal Development Prerequisites.** For projects which include terminal development at a public use airport, as defined in Title 49, it has, on the date of

submittal of the project grant application, all the safety equipment required for certification of such airport under section 44706 of Title 49, United States Code, and all the security equipment required by rule or regulation, and has provided for access to the passenger enplaning and deplaning area of such airport to passengers enplaning and deplaning from aircraft other than air carrier aircraft.

13. **Accounting System, Audit, and Record Keeping Requirements.**

    a. It shall keep all project accounts and records which fully disclose the amount and disposition by the recipient of the proceeds of this grant, the total cost of the project in connection with which this grant is given or used, and the amount or nature of that portion of the cost of the project supplied by other sources, and such other financial records pertinent to the project. The accounts and records shall be kept in accordance with an accounting system that will facilitate an effective audit in accordance with the Single Audit Act of 1984.

    b. It shall make available to the Secretary and the Comptroller General of the United States, or any of their duly authorized representatives, for the purpose of audit and examination, any books, documents, papers, and records of the recipient that are pertinent to this grant. The Secretary may require that an appropriate audit be conducted by a recipient. In any case in which an independent audit is made of the accounts of a sponsor relating to the disposition of the proceeds of a grant or relating to the project in connection with which this grant was given or used, it shall file a certified copy of such audit with the Comptroller General of the United States not later than six (6) months following the close of the fiscal year for which the audit was made.

14. **Minimum Wage Rates.** It shall include, in all contracts in excess of $2,000 for work on any projects funded under this grant agreement which involve labor, provisions establishing minimum rates of wages, to be predetermined by the Secretary of Labor, in accordance with the Davis-Bacon Act, as amended (40 U.S.C. 276a-276a-5), which contractors shall pay to skilled and unskilled labor, and such minimum rates shall be stated in the invitation for bids and shall be included in proposals or bids for the work.

15. **Veteran's Preference.** It shall include in all contracts for work on any project funded under this grant agreement which involve labor, such provisions as are necessary to insure that, in the employment of labor (except in executive, administrative, and supervisory positions), preference shall be given to Vietnam era veterans, Persian Gulf veterans, Afghanistan-Iraq war veterans, disabled veterans, and small business concerns owned and controlled by disabled veterans as defined in Section 47112 of Title 49, United States Code. However, this preference shall apply only where the individuals are available and qualified to perform the work to which the employment relates.

16. **Conformity to Plans and Specifications.** It will execute the project subject to plans, specifications, and schedules approved by the Secretary. Such plans, specifications, and schedules shall be submitted to the Secretary prior to

commencement of site preparation, construction, or other performance under this grant agreement, and, upon approval of the Secretary, shall be incorporated into this grant agreement. Any modification to the approved plans, specifications, and schedules shall also be subject to approval of the Secretary, and incorporated into this grant agreement.

17. **Construction Inspection and Approval.** It will provide and maintain competent technical supervision at the construction site throughout the project to assure that the work conforms to the plans, specifications, and schedules approved by the Secretary for the project. It shall subject the construction work on any project contained in an approved project application to inspection and approval by the Secretary and such work shall be in accordance with regulations and procedures prescribed by the Secretary. Such regulations and procedures shall require such cost and progress reporting by the sponsor or sponsors of such project as the Secretary shall deem necessary.

18. **Planning Projects.** In carrying out planning projects:

    a. It will execute the project in accordance with the approved program narrative contained in the project application or with the modifications similarly approved.
    b. It will furnish the Secretary with such periodic reports as required pertaining to the planning project and planning work activities.
    c. It will include in all published material prepared in connection with the planning project a notice that the material was prepared under a grant provided by the United States.
    d. It will make such material available for examination by the public, and agrees that no material prepared with funds under this project shall be subject to copyright in the United States or any other country.
    e. It will give the Secretary unrestricted authority to publish, disclose, distribute, and otherwise use any of the material prepared in connection with this grant.
    f. It will grant the Secretary the right to disapprove the sponsor's employment of specific consultants and their subcontractors to do all or any part of this project as well as the right to disapprove the proposed scope and cost of professional services.
    g. It will grant the Secretary the right to disapprove the use of the sponsor's employees to do all or any part of the project.
    h. It understands and agrees that the Secretary's approval of this project grant or the Secretary's approval of any planning material developed as part of this grant does not constitute or imply any assurance or commitment on the part of the Secretary to approve any pending or future application for a Federal airport grant.

19. **Operation and Maintenance.**

    a. The airport and all facilities which are necessary to serve the aeronautical users of the airport, other than facilities owned or controlled by the United States, shall be operated at all times in a safe and serviceable condition

and in accordance with the minimum standards as may be required or prescribed by applicable Federal, state and local agencies for maintenance and operation. It will not cause or permit any activity or action thereon which would interfere with its use for airport purposes. It will suitably operate and maintain the airport and all facilities thereon or connected therewith, with due regard to climatic and flood conditions. Any proposal to temporarily close the airport for non-aeronautical purposes must first be approved by the Secretary. In furtherance of this assurance, the sponsor will have in effect arrangements for-

1) Operating the airport's aeronautical facilities whenever required;
2) Promptly marking and lighting hazards resulting from airport conditions, including temporary conditions; and
3) Promptly notifying airmen of any condition affecting aeronautical use of the airport. Nothing contained herein shall be construed to require that the airport be operated for aeronautical use during temporary periods when snow, flood or other climatic conditions interfere with such operation and maintenance. Further, nothing herein shall be construed as requiring the maintenance, repair, restoration, or replacement of any structure or facility which is substantially damaged or destroyed due to an act of God or other condition or circumstance beyond the control of the sponsor.

b. It will suitably operate and maintain noise compatibility program items that it owns or controls upon which Federal funds have been expended.

20. **Hazard Removal and Mitigation.** It will take appropriate action to assure that such terminal airspace as is required to protect instrument and visual operations to the airport (including established minimum flight altitudes) will be adequately cleared and protected by removing, lowering, relocating, marking, or lighting or otherwise mitigating existing airport hazards and by preventing the establishment or creation of future airport hazards.

21. **Compatible Land Use.** It will take appropriate action, to the extent reasonable, including the adoption of zoning laws, to restrict the use of land adjacent to or in the immediate vicinity of the airport to activities and purposes compatible with normal airport operations, including landing and takeoff of aircraft. In addition, if the project is for noise compatibility program implementation, it will not cause or permit any change in land use, within its jurisdiction, that will reduce its compatibility, with respect to the airport, of the noise compatibility program measures upon which Federal funds have been expended.

22. **Economic Nondiscrimination.**

a. It will make the airport available as an airport for public use on reasonable terms and without unjust discrimination to all types, kinds and classes of aeronautical activities, including commercial aeronautical activities offering services to the public at the airport.

b. In any agreement, contract, lease, or other arrangement under which a right or privilege at the airport is granted to any person, firm, or corporation to conduct or to engage in any aeronautical activity for

furnishing services to the public at the airport, the sponsor will insert and enforce provisions requiring the contractor to-

1) furnish said services on a reasonable, and not unjustly discriminatory, basis to all users thereof, and
2) charge reasonable, and not unjustly discriminatory, prices for each unit or service, provided that the contractor may be allowed to make reasonable and nondiscriminatory discounts, rebates, or other similar types of price reductions to volume purchasers.

c. Each fixed-based operator at the airport shall be subject to the same rates, fees, rentals, and other charges as are uniformly applicable to all other fixed-based operators making the same or similar uses of such airport and utilizing the same or similar facilities.

d. Each air carrier using such airport shall have the right to service itself or to use any fixed-based operator that is authorized or permitted by the airport to serve any air carrier at such airport.

e. Each air carrier using such airport (whether as a tenant, non tenant, or subtenant of another air carrier tenant) shall be subject to such nondiscriminatory and substantially comparable rules, regulations, conditions, rates, fees, rentals, and other charges with respect to facilities directly and substantially related to providing air transportation as are applicable to all such air carriers which make similar use of such airport and utilize similar facilities, subject to reasonable classifications such as tenants or non tenants and signatory carriers and non signatory carriers. Classification or status as tenant or signatory shall not be unreasonably withheld by any airport provided an air carrier assumes obligations substantially similar to those already imposed on air carriers in such classification or status.

f. It will not exercise or grant any right or privilege which operates to prevent any person, firm, or corporation operating aircraft on the airport from performing any services on its own aircraft with its own employees [including, but not limited to maintenance, repair, and fueling] that it may choose to perform.

g. In the event the sponsor itself exercises any of the rights and privileges referred to in this assurance, the services involved will be provided on the same conditions as would apply to the furnishing of such services by commercial aeronautical service providers authorized by the sponsor under these provisions.

h. The sponsor may establish such reasonable, and not unjustly discriminatory, conditions to be met by all users of the airport as may be necessary for the safe and efficient operation of the airport.

i. The sponsor may prohibit or limit any given type, kind or class of aeronautical use of the airport if such action is necessary for the safe operation of the airport or necessary to serve the civil aviation needs of the public.

23. **Exclusive Rights.** It will permit no exclusive right for the use of the airport by any person providing, or intending to provide, aeronautical services to the public.

For purposes of this paragraph, the providing of the services at an airport by a single fixed-based operator shall not be construed as an exclusive right if both of the following apply:

a. It would be unreasonably costly, burdensome, or impractical for more than one fixed-based operator to provide such services, and

b. If allowing more than one fixed-based operator to provide such services would require the reduction of space leased pursuant to an existing agreement between such single fixed-based operator and such airport. It further agrees that it will not, either directly or indirectly, grant or permit any person, firm, or corporation, the exclusive right at the airport to conduct any aeronautical activities, including, but not limited to charter flights, pilot training, aircraft rental and sightseeing, aerial photography, crop dusting, aerial advertising and surveying, air carrier operations, aircraft sales and services, sale of aviation petroleum products whether or not conducted in conjunction with other aeronautical activity, repair and maintenance of aircraft, sale of aircraft parts, and any other activities which because of their direct relationship to the operation of aircraft can be regarded as an aeronautical activity, and that it will terminate any exclusive right to conduct an aeronautical activity now existing at such an airport before the grant of any assistance under Title 49, United States Code.

24. **Fee and Rental Structure.** It will maintain a fee and rental structure for the facilities and services at the airport which will make the airport as self-sustaining as possible under the circumstances existing at the particular airport, taking into account such factors as the volume of traffic and economy of collection. No part of the Federal share of an airport development, airport planning or noise compatibility project for which a grant is made under Title 49, United States Code, the Airport and Airway Improvement Act of 1982, the Federal Airport Act or the Airport and Airway Development Act of 1970 shall be included in the rate basis in establishing fees, rates, and charges for users of that airport.

25. **Airport Revenues.**

a. All revenues generated by the airport and any local taxes on aviation fuel established after December 30, 1987, will be expended by it for the capital or operating costs of the airport; the local airport system; or other local facilities which are owned or operated by the owner or operator of the airport and which are directly and substantially related to the actual air transportation of passengers or property; or for noise mitigation purposes on or off the airport. The following exceptions apply to this paragraph:

1) If covenants or assurances in debt obligations issued before September 3, 1982, by the owner or operator of the airport, or provisions enacted before September 3, 1982, in governing statutes controlling the owner or operator's financing, provide for the use of the revenues from any of the airport owner or operator's facilities, including the airport, to support not only the airport but also the

airport owner or operator's general debt obligations or other facilities, then this limitation on the use of all revenues generated by the airport (and, in the case of a public airport, local taxes on aviation fuel) shall not apply.

2) If the Secretary approves the sale of a privately owned airport to a public sponsor and provides funding for any portion of the public sponsor's acquisition of land, this limitation on the use of all revenues generated by the sale shall not apply to certain proceeds from the sale. This is conditioned on repayment to the Secretary by the private owner of an amount equal to the remaining unamortized portion (amortized over a 20-year period) of any airport improvement grant made to the private owner for any purpose other than land acquisition on or after October 1, 1996, plus an amount equal to the federal share of the current fair market value of any land acquired with an airport improvement grant made to that airport on or after October 1, 1996.

3) Certain revenue derived from or generated by mineral extraction, production, lease, or other means at a general aviation airport (as defined at Section 47102 of title 49 United States Code), if the FAA determines the airport sponsor meets the requirements set forth in Sec. 813 of Public Law 112-95.

b. As part of the annual audit required under the Single Audit Act of 1984, the sponsor will direct that the audit will review, and the resulting audit report will provide an opinion concerning, the use of airport revenue and taxes in paragraph (a), and indicating whether funds paid or transferred to the owner or operator are paid or transferred in a manner consistent with Title 49, United States Code and any other applicable provision of law, including any regulation promulgated by the Secretary or Administrator.

c. Any civil penalties or other sanctions will be imposed for violation of this assurance in accordance with the provisions of Section 47107 of Title 49, United States Code.

26. Reports and Inspections. It will:

a. submit to the Secretary such annual or special financial and operations reports as the Secretary may reasonably request and make such reports available to the public; make available to the public at reasonable times and places a report of the airport budget in a format prescribed by the Secretary;

b. for airport development projects, make the airport and all airport records and documents affecting the airport, including deeds, leases, operation and use agreements, regulations and other instruments, available for inspection by any duly authorized agent of the Secretary upon reasonable request;

c. for noise compatibility program projects, make records and documents relating to the project and continued compliance with the terms,

conditions, and assurances of this grant agreement including deeds, leases, agreements, regulations, and other instruments, available for inspection by any duly authorized agent of the Secretary upon reasonable request; and

d. in a format and time prescribed by the Secretary, provide to the Secretary and make available to the public following each of its fiscal years, an annual report listing in detail:
   1) all amounts paid by the airport to any other unit of government and the purposes for which each such payment was made; and
   2) all services and property provided by the airport to other units of government and the amount of compensation received for provision of each such service and property.

27. **Use by Government Aircraft.** It will make available all of the facilities of the airport developed with Federal financial assistance and all those usable for landing and takeoff of aircraft to the United States for use by Government aircraft in common with other aircraft at all times without charge, except, if the use by Government aircraft is substantial, charge may be made for a reasonable share, proportional to such use, for the cost of operating and maintaining the facilities used. Unless otherwise determined by the Secretary, or otherwise agreed to by the sponsor and the using agency, substantial use of an airport by Government aircraft will be considered to exist when operations of such aircraft are in excess of those which, in the opinion of the Secretary, would unduly interfere with use of the landing areas by other authorized aircraft, or during any calendar month that –

   a. Five (5) or more Government aircraft are regularly based at the airport or on land adjacent thereto; or
   b. The total number of movements (counting each landing as a movement) of Government aircraft is 300 or more, or the gross accumulative weight of Government aircraft using the airport (the total movement of Government aircraft multiplied by gross weights of such aircraft) is in excess of five million pounds.

28. **Land for Federal Facilities.** It will furnish without cost to the Federal Government for use in connection with any air traffic control or air navigation activities, or weather-reporting and communication activities related to air traffic control, any areas of land or water, or estate therein, or rights in buildings of the sponsor as the Secretary considers necessary or desirable for construction, operation, and maintenance at Federal expense of space or facilities for such purposes. Such areas or any portion thereof will be made available as provided herein within four months after receipt of a written request from the Secretary.

29. **Airport Layout Plan.**

   a. It will keep up to date at all times an airport layout plan of the airport showing (1) boundaries of the airport and all proposed additions thereto, together with the boundaries of all offsite areas owned or controlled by the sponsor for airport purposes and proposed additions thereto; (2) the location and nature of all existing and proposed airport facilities and structures (such as runways, taxiways, aprons, terminal buildings, hangars

and roads), including all proposed extensions and reductions of existing airport facilities; (3) the location of all existing and proposed nonaviation areas and of all existing improvements thereon; and (4) all proposed and existing access points used to taxi aircraft across the airport's property boundary. Such airport layout plans and each amendment, revision, or modification thereof, shall be subject to the approval of the Secretary which approval shall be evidenced by the signature of a duly authorized representative of the Secretary on the face of the airport layout plan. The sponsor will not make or permit any changes or alterations in the airport or any of its facilities which are not in conformity with the airport layout plan as approved by the Secretary and which might, in the opinion of the Secretary, adversely affect the safety, utility or efficiency of the airport.

b. If a change or alteration in the airport or the facilities is made which the Secretary determines adversely affects the safety, utility, or efficiency of any federally owned, leased, or funded property on or off the airport and which is not in conformity with the airport layout plan as approved by the Secretary, the owner or operator will, if requested, by the Secretary (1) eliminate such adverse effect in a manner approved by the Secretary; or (2) bear all costs of relocating such property (or replacement thereof) to a site acceptable to the Secretary and all costs of restoring such property (or replacement thereof) to the level of safety, utility, efficiency, and cost of operation existing before the unapproved change in the airport or its facilities except in the case of a relocation or replacement of an existing airport facility due to a change in the Secretary's design standards beyond the control of the airport sponsor.

30. Civil Rights. It will comply with such rules as are promulgated to assure that no person shall, on the grounds of race, creed, color, national origin, sex, age, or handicap be excluded from participating in any activity conducted with or benefiting from funds received from this grant. This assurance obligates the sponsor for the period during which Federal financial assistance is extended to the program, except where Federal financial assistance is to provide, or is in the form of personal property or real property or interest therein or structures or improvements thereon in which case the assurance obligates the sponsor or any transferee for the longer of the following periods: (a) the period during which the property is used for a purpose for which Federal financial assistance is extended, or for another purpose involving the provision of similar services or benefits, or (b) the period during which the sponsor retains ownership or possession of the property.

31. Disposal of Land.

a. For land purchased under a grant for airport noise compatibility purposes, including land serving as a noise buffer, it will dispose of the land, when the land is no longer needed for such purposes, at fair market value, at the earliest practicable time. That portion of the proceeds of such disposition which is proportionate to the United States' share of acquisition of such land will be, at the discretion of the Secretary, (1) reinvested in another

project at the airport, or (2) transferred to another eligible airport as prescribed by the Secretary. The Secretary shall give preference to the following, in descending order, (1) reinvestment in an approved noise compatibility project, (2) reinvestment in an approved project that is eligible for grant funding under Section 47117(e) of title 49 United States Code, (3) reinvestment in an approved airport development project that is eligible for grant funding under Sections 47114, 47115, or 47117 of title 49 United States Code, (4) transferred to an eligible sponsor of another public airport to be reinvested in an approved noise compatibility project at that airport, and (5) paid to the Secretary for deposit in the Airport and Airway Trust Fund. If land acquired under a grant for noise compatibility purposes is leased at fair market value and consistent with noise buffering purposes, the lease will not be considered a disposal of the land. Revenues derived from such a lease may be used for an approved airport development project that would otherwise be eligible for grant funding or any permitted use of airport revenue.

b. For land purchased under a grant for airport development purposes (other than noise compatibility), it will, when the land is no longer needed for airport purposes, dispose of such land at fair market value or make available to the Secretary an amount equal to the United States' proportionate share of the fair market value of the land. That portion of the proceeds of such disposition which is proportionate to the United States' share of the cost of acquisition of such land will, (1) upon application to the Secretary, be reinvested or transferred to another eligible airport as prescribed by the Secretary. The Secretary shall give preference to the following, in descending order: (1) reinvestment in an approved noise compatibility project, (2) reinvestment in an approved project that is eligible for grant funding under Section 47117(e) of title 49 United States Code, (3) reinvestment in an approved airport development project that is eligible for grant funding under Sections 47114, 47115, or 47117 of title 49 United States Code, (4) transferred to an eligible sponsor of another public airport to be reinvested in an approved noise compatibility project at that airport, and (5) paid to the Secretary for deposit in the Airport and Airway Trust Fund.

c. Land shall be considered to be needed for airport purposes under this assurance if (1) it may be needed for aeronautical purposes (including runway protection zones) or serve as noise buffer land, and (2) the revenue from interim uses of such land contributes to the financial self-sufficiency of the airport. Further, land purchased with a grant received by an airport operator or owner before December 31, 1987, will be considered to be needed for airport purposes if the Secretary or Federal agency making such grant before December 31, 1987, was notified by the operator or owner of the uses of such land, did not object to such use, and the land continues to be used for that purpose, such use having commenced no later than December 15, 1989.

d. Disposition of such land under (a) (b) or (c) will be subject to the retention or reservation of any interest or right therein necessary to ensure that such land will only be used for purposes which are compatible with noise levels associated with operation of the airport.

32. **Engineering and Design Services.** It will award each contract, or sub-contract for program management, construction management, planning studies, feasibility studies, architectural services, preliminary engineering, design, engineering, surveying, mapping or related services with respect to the project in the same manner as a contract for architectural and engineering services is negotiated under Title IX of the Federal Property and Administrative Services Act of 1949 or an equivalent qualifications-based requirement **prescribed** for or by the sponsor of the airport.

33. **Foreign Market Restrictions.** It will not allow funds provided under this grant to be used to fund any project which uses any product or service of a foreign country during the period in which such foreign country is listed by the United States Trade Representative as denying fair and equitable market opportunities for products and suppliers of the United States in procurement and construction.

34. **Policies, Standards, and Specifications.** It will carry out the project in accordance with policies, standards, and specifications approved by the Secretary including but not limited to the advisory circulars listed in the Current FAA Advisory Circulars for AIP projects, dated 01/12/2012 and included in this grant, and in accordance with applicable state policies, standards, and specifications approved by the Secretary.

35. **Relocation and Real Property Acquisition.** (1) It will be guided in acquiring real property, to the greatest extent practicable under State law, by the land acquisition policies in Subpart B of 49 CFR Part 24 and will pay or reimburse property owners for necessary expenses as specified in Subpart B. (2) It will provide a relocation assistance program offering the services described in Subpart C and fair and reasonable relocation payments and assistance to displaced persons as required in Subpart D and E of 49 CFR Part 24. (3) It will make available within a reasonable period of time prior to displacement, comparable replacement dwellings to displaced persons in accordance with Subpart E of 49 CFR Part 24.

36. **Access By Intercity Buses.** The airport owner or operator will permit, to the maximum extent practicable, intercity buses or other modes of transportation to have access to the airport; however, it has no obligation to fund special facilities for intercity buses or for other modes of transportation.

37. **Disadvantaged Business Enterprises.** The recipient shall not discriminate on the basis of race, color, national origin or sex in the award and performance of any DOT-assisted contract or in the administration of its DBE program or the requirements of 49 CFR Part 26. The Recipient shall take all necessary and reasonable steps under 49 CFR Part 26 to ensure non discrimination in the award and administration of DOT-assisted contracts. The recipient's DBE program, as required by 49 CFR Part 26, and as approved by DOT, is incorporated by reference in this agreement. Implementation of this program is a legal obligation

and failure to carry out its terms shall be treated as a violation of this agreement. Upon notification to the recipient of its failure to carry out its approved program, the Department may impose sanctions as provided for under Part 26 and may, in appropriate cases, refer the matter for enforcement under 18 U.S.C. 1001 and/or the Program Fraud Civil Remedies Act of 1986 (31 U.S.C. 3801).

38. **Hangar Construction.** If the airport owner or operator and a person who owns an aircraft agree that a hangar is to be constructed at the airport for the aircraft at the aircraft owner's expense, the airport owner or operator will grant to the aircraft owner for the hangar a long term lease that is subject to such terms and conditions on the hangar as the airport owner or operator may impose.

39. **Competitive Access.**

a. If the airport owner or operator of a medium or large hub airport (as defined in section 47102 of title 49, U.S.C.) has been unable to accommodate one or more requests by an air carrier for access to gates or other facilities at that airport in order to allow the air carrier to provide service to the airport or to expand service at the airport, the airport owner or operator shall transmit a report to the Secretary that-

1) Describes the requests;
2) Provides an explanation as to why the requests could not be accommodated; and
3) Provides a time frame within which, if any, the airport will be able to accommodate the requests.

b. Such report shall be due on either February 1 or August 1 of each year if the airport has been unable to accommodate the request(s) in the six month period prior to the applicable due date.

FAA
Airports

Current FAA Advisory Circulars Required for Use in AIP Funded and PFC Approved Projects

Updated: 4/16/2013

View the most current versions of these ACs and any associated changes at:
http://www.faa.gov/airports/resources/advisorycirculars

NUMBER	TITLE
70/7460-1k	Obstruction Marking and Lighting
150/5020-1	Noise Control and Compatibility Planning for Airports
150/5050-4	Citizen Participation in Airport Planning
150/5050-8	Environmental Management Systems for Airport Sponsors
150/5060-5	Airport Capacity And Delay
150/5070-6B	Airport Master Plans
150/5070-7	The Airport System Planning Process
150/5100-13B	Development of State Standards for Nonprimary Airports
150/5100-19D	Guide for Airport Financial Reports Filed by Airport Sponsors
150/5200-12C	First Responders Responsibility for Protecting Evidence at the Scene of an Aircraft Accident/Incident
150/5200-18C	Airport Safety Self-Inspection
150/5200-28D	Notices to Airmen (NOTAMS) for Airport Operators
150/5200-30C	Airport Winter Safety And Operations
150/5200-31C Change 2	Airport Emergency Plan

NUMBER	TITLE
150/5200-32A	Reporting Wildlife Aircraft Strikes
150/5200-33B	Hazardous Wildlife Attractants On or Near Airports
150/5200-34A	Construction or Establishment of Landfills near Public Airports
150/5200-36A	Qualifications for Wildlife Biologist Conducting Wildlife Hazard Assessments and Training Curriculums for Airport Personnel Involved in Controlling Wildlife Hazards on Airports
150/5200-37	Introduction to Safety Management Systems (SMS) for Airport Operators
150/5210-5D	Painting, Marking, and Lighting of Vehicles Used on an Airport
150/5210-6D	Aircraft Fire and Rescue Facilities and Extinguishing Agents
150/5210-7D	Aircraft Rescue and Fire Fighting Communications
150/5210-13C	Airport Water Rescue Plans and Equipment
150/5210-14B	Aircraft Rescue Fire Fighting Equipment, Tools and Clothing
150/5210-15A	Aircraft Rescue and Firefighting Station Building Design
150/5210-17B	Programs for Training of Aircraft Rescue and Firefighting Personnel
150/5210-18A	Systems for Interactive Training Of Airport Personnel
150/5210-19A	Driver's Enhanced Vision System (DEVS)
150/5210-20	Ground Vehicle Operations on Airports
150/5210-23	ARFF Vehicle and High Reach Extendable Turret (HRET) Operation, Training and Qualifications
150/5210-24	Airport Foreign Object Debris (FOD) Management
150/5210-25	Performance Specification for Airport Vehicle Runway Incursion Warning Systems (RIWS)
150/5220-9A	Aircraft Arresting Systems
150/5220-10E	Guide Specification for Aircraft Rescue and Fire Fighting (ARFF) Vehicles
150/5220-16D	Automated Weather Observing Systems(AWOS) for Non-Federal Applications

NUMBER	TITLE
150/5220-17B	Aircraft Rescue and Fire Fighting (ARFF) Training Facilities
150/5220-18A	Buildings for Storage and Maintenance of Airport Snow and Ice Control Equipment and Materials
150/5220-20	Airport Snow and Ice Control Equipment
150/5220-21C	Aircraft Boarding Equipment
150/5220-22B	Engineered Materials Arresting Systems (EMAS) for Aircraft Overruns
150/5220-23	Frangible Connections
150/5220-24	Foreign Object Debris Detection Equipment
150/5220-25	Airport Avian Radar Systems
150/5220-26	Airport Ground Vehicle Automatic Dependent Surveillance - Broadcast (ADS-B) Out Squitter Equipment
150/5230-4B	Aircraft Fuel Storage, Handling, Training, and Dispensing on Airports
150/5300-7B	FAA Policy on Facility Relocations Occasioned by Airport Improvements or Changes
150/5300-13A	Airport Design
150/5300-14B	Design of Aircraft Deicing Facilities
150/5300-16A	General Guidance and Specifications for Aeronautical Surveys: Establishment of Geodetic Control and Submission to the National Geodetic Survey
150/5300-17C	Standards for Using Remote Sensing Technologies in Airport Surveys
150/5300-18B	General Guidance and Specifications for Submission of Aeronautical Surveys to NGS: Field Data Collection and Geographic Information System (GIS) Standards
150/5320-5C Change 1	Surface Drainage Design
150/5320-6E	Airport Pavement Design and Evaluation
150/5320-12C Change 8	Measurement, Construction, and Maintenance of Skid Resistant Airport Pavement Surfaces
150/5320-15A	Management Of Airport Industrial Waste
150/5325-4B	Runway Length Requirements for Airport Design
150/5335-5B	Standardized Method of Reporting Airport Pavement Strength - PCN

NUMBER	TITLE
150/5340-1K Change 1	Standards for Airport Markings
150/5340-5C	Segmented Circle Airport Marker System
150/5340-18F	Standards for Airport Sign Systems
150/5340-26B	Maintenance of Airport Visual Aid Facilities
150/5340-30G	Design and Installation Details for Airport Visual Aids
150/5345-3G	Specification for L-821, Panels for the Control of Airport Lighting
150/5345-5B	Circuit Selector Switch
150/5345-7E	Specification for L-824 Underground Electrical Cable for Airport Lighting Circuits
150/5345-10G	Specification for Constant Current Regulators and Regulator Monitors
150/5345-12F	Specification for Airport and Heliport Beacons
150/5345-13B	Specification for L-841 Auxiliary Relay Cabinet Assembly for Pilot Control of Airport Lighting Circuits
150/5345-26D	FAA Specification For L-823 Plug And Receptacle, Cable Connectors
150/5345-27D	Specification for Wind Cone Assemblies
150/5345-28G	Precision Approach Path Indicator (PAPI) Systems
150/5345-39D	Specification for L-853, Runway and Taxiway Retro reflective Markers
150/5345-42F	Specification for Airport Light Bases, Transformer Housings, Junction Boxes, and Accessories
150/5345-43G	Specification for Obstruction Lighting Equipment
150/5345-44J	Specification for Runway and Taxiway Signs
150/5345-45C	Low-Impact Resistant (LIR) Structures
150/5345-46D	Specification for Runway and Taxiway Light Fixtures
150/5345-47C	Specification for Series to Series Isolation Transformers for Airport Lighting Systems
150/5345-49C	Specification L-854, Radio Control Equipment
150/5345-50B	Specification for Portable Runway and Taxiway Lights

NUMBER	TITLE
150/5345-51B	Specification for Discharge-Type Flashing Light Equipment
150/5345-52A	Generic Visual Glideslope Indicators (GVGI)
150/5345-53D	Airport Lighting Equipment Certification Program
150/5345-54B	Specification for L-884, Power and Control Unit for Land and Hold Short Lighting Systems
150/5345-55A	Specification for L-893, Lighted Visual Aid to Indicate Temporary Runway Closure
150/5345-56B	Specification for L-890 Airport Lighting Control and Monitoring System (ALCMS)
150/5360-13 Change 1	Planning and Design Guidelines for Airport Terminal Facilities
150/5360-14	Access to Airports By Individuals With Disabilities
150/5370-2F	Operational Safety on Airports During Construction
150/5370-10F	Standards for Specifying Construction of Airports
150/5370-11B	Use of Nondestructive Testing in the Evaluation of Airport Pavements
150/5370-13A	Off-Peak Construction of Airport Pavements Using Hot-Mix Asphalt
150/5370-15B	Airside Applications for Artificial Turf
150/5370-16	Rapid Construction of Rigid (Portland Cement Concrete) Airfield Pavements
150/5370-17	Airside Use of Heated Pavement Systems
150/5380-6B	Guidelines and Procedures for Maintenance of Airport Pavements
150/5380-9	Guidelines and Procedures for Measuring Airfield Pavement Roughness
150/5390-2C	Heliport Design
150/5395-1	Seaplane Bases

THE FOLLOWING ADDITIONAL APPLY TO AIP PROJECTS ONLY

Updated: 2/4/2013

NUMBER	TITLE
150/5100-14D	Architectural, Engineering, and Planning Consultant Services for Airport Grant Projects
150/5100-17	Land Acquisition and Relocation Assistance for Airport Improvement Program Assisted Projects
150/5150-2C	Federal Surplus Personal Property Program for Public Airport Purposes
150/5190-6	Exclusive Rights at Federally Obligated Airports
150/5190-7	Minimum Standards for Commercial Aeronautical Activities
150/5300-15A	Use Of Value Engineering For Engineering And Design Of Airport Grant Projects
150/5300-9B	Predesign, Prebid, and Preconstruction Conferences for Airport Grant Projects
150/5320-17	Airfield Pavement Surface Evaluation and Rating Manuals
150/5370-6D	Construction Progress and Inspection Report - Airport Improvement Program (AIP)
150/5370-12A	Quality Control of Construction for Airport Grant Projects
150/5380-7A	Airport Pavement Management Program

U.S Department
of Transportation
**Federal Aviation
Administration**

Western-Pacific Region
Airports District Office

300 Ala Moana Blvd., Rm. 7-128
Honolulu, HI 96850
Mail: Box 50244
Honolulu, HI 96850-0001
Telephone: (808) 541-1232
Facsimile: (808) 541-3566

September 16, 2013

A.B. WON PAT
INTERNATIONAL AIRPORT AUTHORITY, GUAM
OCT 01 2013
TIME: 3pm
REC'D BY:

Mr. Charles H. Ada II
Executive Manager
A. B. Won Pat Guam International
Airport Authority
P. O. Box 8770
Tamuning, GU 96931

Dear Mr. Ada:

We are enclosing two copies of the Grant Offer for Airport Improvement Program (AIP) Project No. 3-66-0001-087-2013 at Guam International Airport in Agana, Guam. This letter outlines expectations for success. Please read the conditions and assurances carefully.

To properly enter into this agreement, you must do the following:

- The official of the Sponsor authorized to accept the enclosed Grant Offer shall accept by signing said offer and inserting the date in the space provided under the "Acceptance" section. The Sponsor's attorney shall certify that the acceptance complies with all applicable laws and constitutes a legal and binding obligation of the Sponsor by executing the "Certificate of Sponsor's Attorney" section. The date of said certificate shall be the same as, or later than the date of acceptance. The grant execution, along with your attorney's certification, must be completed by September 20, 2013, in order for the grant to be valid.
- When the document is fully executed, certified, attested and appropriate seals are impressed, please return one (1) originally signed and dated copy of the executed Grant Agreement to this office. Retain the remaining copy for your files.

Subject to the requirements in 49 CFR 18.21, each payment request for reimbursement under this grant must be made electronically via the Delphi eInvoicing System. Please see the attached Grant Agreement for more information regarding the use of this System.

Please note Grant Condition No. 4 requires you to complete the project without undue delay. We will be paying close attention to your progress to ensure proper stewardship of these Federal funds. **You are required to submit a payment request for reimbursement for allowable incurred project expenses every 30 days.**

Should you fail to make draws on a regular basis, your grant may be placed in "inactive" status which will impact future grant offers.

Until the grant is completed and closed, you are responsible for submitting formal reports as follows:

- A signed/dated SF-270 (non-construction projects) or SF-271 or equivalent (construction projects) and SF-425 annually, due 90 days after the end of each federal fiscal year in which this grant is open (due December 31 of each year this grant is open); and
- Quarterly Progress Reports due every quarter.

Once the project(s) is completed and all costs are determined, we ask that you close the project without delay and submit, as a minimum, the following:

- Sponsor Certification for Project Final Acceptance; and
- Summary of all change orders and summary of all testing; and
- Final SF-270 or SF-271 (or equivalent) and SF-425.

Steve Wong, (808) 541-1225, is the assigned program manager for this grant and is readily available to assist you and your designated representative with the requirements stated herein. We sincerely value your cooperation in these efforts and look forward to working with you to complete this important project.

Sincerely,

Ronnie V. Simpson
Manager, Airports District Office

Enclosure

U.S. Department
of Transportation
Federal Aviation
Administration

GRANT AGREEMENT

PART I – OFFER

September 16, 2013
Date of Offer
Guam International
(herein called the "Airport")
3-66-0001-087-2013
Grant No
855035531
DUNS No

TO: **The A. B. Won Pat Guam International Airport Authority**
(herein called the "Sponsor")

FROM: **The United States of America, acting through the Federal Aviation Administration**
(herein called the "FAA")

WHEREAS, the Sponsor has submitted to the FAA a Project Application dated April 25, 2013, for a grant of Federal funds for a project at or associated with the Guam International Airport, which Project Application, as approved by the FAA, is hereby incorporated herein and made a part hereof; and

WHEREAS, the FAA has approved a project for the Airport (or Planning Area) (herein called the "Project") consisting of the following:

Acquire one (1) 3,000-gallon Aircraft Rescue and Fire Fighting (ARFF) Vehicle

all as more particularly described in the Project Application.

NOW THEREFORE, pursuant to and for the purpose of carrying out the provisions of Title 49, United States Code, as amended, herein called "the Act," and in consideration of (a) the Sponsor's adoption and ratification of the representations and assurances contained in said Project Application and its acceptance of this Offer as hereinafter provided, and (b) the benefits to accrue to the United States and the public from the accomplishment of the Project and compliance with the assurances and conditions as herein provided, **THE FEDERAL AVIATION ADMINISTRATION, FOR AND ON BEHALF OF THE UNITED STATES, HEREBY OFFERS AND AGREES** to pay, as the United States' share of the allowable costs incurred in accomplishing the Project, one hundred (100) per centum thereof.

This Offer is made on and **SUBJECT TO THE FOLLOWING TERMS AND CONDITIONS:**

CONDITIONS

1. The maximum obligation of the United States payable under this Offer shall be $1,017,000.00. For the purposes of any future grant amendments which may increase the foregoing maximum obligation of the United States under the provisions of Section 47108(b) of the Act, the following amounts are being specified for this purpose:

   $ 0 for planning

   $ 1,017,000.00 for airport development or noise program implementation

2. The allowable costs of the project shall not include any costs determined by the FAA to be ineligible for consideration as to allowability under the Act.

3. Payment of the United States' share of the allowable project costs will be made pursuant to and in accordance with the provisions of such regulations and procedures as the Secretary shall prescribe. Final determination of the United States' share will be based upon the final audit of the total amount of allowable project costs and settlement will be made for any upward or downward adjustments to the Federal share of costs.

4. The Sponsor shall carry out and complete the Project without undue delays and in accordance with the terms hereof, and such regulations and procedures as the Secretary shall prescribe, and agrees to comply with the assurances which were made part of the project application.

5. The FAA reserves the right to amend or withdraw this offer at any time prior to its acceptance by the Sponsor.

6. This offer shall expire and the United States shall not be obligated to pay any part of the costs of the project unless this offer has been accepted by the Sponsor on or before September 20, 2013, or such subsequent date as may be prescribed in writing by the FAA.

7. The Sponsor shall take all steps, including litigation if necessary, to recover Federal funds spent fraudulently, wastefully, or in violation of Federal antitrust statutes, or misused in any other manner in any project upon which Federal funds have been expended. For the purposes of this grant agreement, the term "Federal funds" means funds however used or dispersed by the Sponsor that were originally paid pursuant to this or any other Federal grant agreement. It shall obtain the approval of the Secretary as to any determination of the amount of the Federal share of such funds. It shall return the recovered Federal share, including funds recovered by settlement, order, or judgment, to the Secretary. It shall furnish to the Secretary, upon request, all documents and records pertaining to the determination of the amount of the Federal share or to any settlement, litigation, negotiation, or other efforts taken to recover such funds. All settlements or other final positions of the Sponsor, in court or otherwise, involving the recovery of such Federal share shall be approved in advance by the Secretary.

8. The United States shall not be responsible or liable for damage to property or injury to persons which may arise from, or be incident to, compliance with this grant agreement.

9. **CENTRAL CONTRACTOR REGISTRATION AND UNIVERSAL IDENTIFIER REQUIREMENTS**

   A. Requirement for Central Contractor Registration (CCR)

   Unless you are exempted from this requirement under 2 CFR 25.110, you as the recipient must maintain the currency of your information in the CCR until you submit the final financial report required under this award or receive the final payment, whichever is later. This requires that you review and update the information at least annually after the initial registration and more frequently if required by changes in your information or another award term.

   B. Requirement for Data Universal Numbering System (DUNS) Numbers

   If you are authorized to make subawards under this award, you:

   1. Must notify potential subrecipients that no entity (see definition in paragraph C of this award term) may receive a subaward from you unless the entity has provided its DUNS number to you.

   2. May not make a subaward to an entity unless the entity has provided its DUNS number to you.

C. Definitions

For purposes of this award term:

1. Central Contractor Registration (CCR) means the Federal repository into which an entity must provide information required for the conduct of business as a recipient. Additional information about registration procedures may be found at the CCR Internet site (currently at https://www.sam.gov/portal/public/SAM/).

2. Data Universal Numbering System

DUNS number means the nine-digit number established and assigned by Dun and Bradstreet, Inc. (D & B) to uniquely identify business entities. A DUNS number may be obtained from D & B by telephone (currently 866–705–5711) or the Internet (currently at http://fedgov.dnb.com/webform).

3. Entity, as it is used in this award term, means all of the following, as defined at 2 CFR Part 25, Subpart C:

a. A Governmental organization, which is a State, local government, or Indian Tribe;

b. A foreign public entity;

c. A domestic or foreign nonprofit organization;

d. A domestic or foreign for-profit organization; and

e. A Federal agency, but only as a subrecipient under an award or subaward to a non-Federal entity.

4. Subaward:

a. This term means a legal instrument to provide support for the performance of any portion of the substantive project or program for which you received this award and that you as the recipient award to an eligible subrecipient.

b. The term does not include your procurement of property and services needed to carry out the project or program (for further explanation, see Sec. 210 of the attachment to OMB Circular A–133, "Audits of States, Local Governments, and Non-Profit Organizations"). A subaward may be provided through any legal agreement, including an agreement that you consider a contract.

5. Subrecipient means an entity that:

a. Receives a subaward from you under this award; and

b. Is accountable to you for the use of the Federal funds provided by the subaward.

c. A subaward may be provided through any legal agreement, including an agreement that you consider a contract.

10. **ELECTRONIC GRANT PAYMENT(S):** The requirements set forth in these terms and conditions supersede previous financial invoicing requirements for FAA grantees. Each payment request under this grant agreement must be made electronically via the Delphi eInvoicing System for Department of Transportation (DOT) Financial Assistance Awardees. The following are the procedures for accessing and utilizing the Delphi eInvoicing System.

A. Grant Recipient Requirements.
   (1) Grantees must have Internet access to register and submit payment requests through the Delphi eInvoicing system unless, under limited circumstances, a waiver is granted by the FAA and DOT under section (c) below.
   (2) Grantees must submit payment requests electronically and the FAA will process payment requests electronically.

B. System User Access.
   (1) Grantees must contact the FAA Airports District/Regional Office and officially submit a written request to sign up for the system. The FAA Office of Airports will provide the grantee's name, email address and telephone number to the DOT Financial Management Office. The DOT will then invite the grantee via email to sign up for the system and require the grantee to complete two forms. The grantee will complete a web based DOT registration form and download the Proof of Identification form to verify the grantee's identity.

(2) The grantee must complete the Proof of Identification form, and present it to a Notary Public for verification. The grantee will return the notarized form to:

DOT Enterprise Services Center

FAA Accounts Payable, AMZ-100

PO Box 25710

Oklahoma City, OK 73125

(3) The DOT will validate the both forms and email a user ID and password to the grantee. Grantees should contact the FAA Airports District/Regional Office with any changes to their system information.

Note: Additional information, including access forms and training materials, can be found on the DOT eInvoicing website (http://www.dot.gov/cfo/delphi-einvoicing-system.html).

C. Waivers. DOT Financial Management officials may, on a case by case basis, waive the requirement to register and use the electronic grant payment system based on user requests and concurrence of the FAA. Waiver request forms can be obtained on the DOT eInvoicing website (http://www.dot.gov/cfo/delphi-einvoicing-system.html) or by contacting the FAA Airports District/Regional Office. Recipients must explain why they are unable to use or access the Internet to register and enter payment requests.

(1) All waiver requests should be sent to the FAA Airports District/Regional Office for concurrence, prior to sending to the Director of the Office of Financial Management, US Department of Transportation, Office of Financial Management, B-30, room W93-431, 1200 New Jersey Avenue SE, Washington DC 20590-0001, DOTElectronicInvoicing@dot.gov. The Director of the DOT Office of Financial Management will confirm or deny the request within approximately 30 days.

(2) If a grantee is granted a waiver, the grantee should submit all hard-copy invoices directly to:

DOT/FAA

PO Box 25082

AMZ-110

Oklahoma City, OK 73125

11. **INFORMAL LETTER AMENDMENT OF AIP PROJECTS:** It is mutually understood and agreed that if, during the life of the project, the FAA determines that the maximum grant obligation of the United States exceeds the expected needs of the Sponsor by $25,000.00 or five percent (5%), whichever is greater, the maximum obligation of the United States can be unilaterally reduced by letter from the FAA advising of the budget change. Conversely, if there is an overrun in the total actual eligible and allowable project costs, FAA may increase the maximum grant obligation of the United States to cover the amount of the overrun not to exceed the statutory percent limitation and will advise the Sponsor by letter of the increase. It is further understood and agreed that if, during the life of the project, the FAA determines that a change in the grant description is advantageous and in the best interests of the United States, the change in grant description will be unilaterally amended by letter from the FAA. Upon issuance of the aforementioned letter, either the grant obligation of the United States is adjusted to the amount specified or the grant description is amended to the description specified.

12. **AIR AND WATER QUALITY:** Approval of the project included in this agreement is conditioned on the Sponsor's compliance with applicable air and water quality standards in accomplishing project construction. Failure to comply with this requirement may result in suspension, cancellation, or termination of Federal assistance under this agreement.

13. **BUY AMERICAN REQUIREMENT:** Unless otherwise approved by the FAA, the Sponsor will not acquire or permit any contractor or subcontractor to acquire any steel or manufactured products produced outside the United States to be used for any project for airport development or noise compatibility for which funds are provided under this grant. The Sponsor will include in every contract a provision implementing this special condition.

14. **MAXIMUM OBLIGATION INCREASE FOR PRIMARY AIRPORTS:** In accordance with Section 47108(b) of the Act, as amended, the maximum obligation of the United States, as stated in Condition No. 1 of this Grant Offer

    a. may not be increased for a planning project;

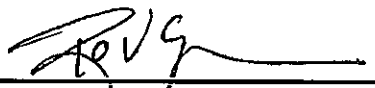
    b. may be increased by not more than 15 percent for development projects;

    c. may be increased by not more than 15 percent for land projects.

15. **AIRCRAFT RESCUE AND FIRE FIGHTING VEHICLE:** It is understood and agreed by and between the parties hereto that the aircraft rescue and fire fighting vehicle included in the Grant Agreement will be operated and maintained during its useful life so as to assure continued performance in accordance with its design capability and so as to comply with Sections 139.317 and 139.319 of the Federal Aviation Regulations. Further, it is understood and agreed that such equipment will be based on the airport or so as to meet regulatory minimum response times and will be utilized exclusively to serve airport purposes or emergency situations.

The Sponsor's acceptance of this Offer and ratification and adoption of the Project Application incorporated herein shall be evidenced by execution of this instrument by the Sponsor, as hereinafter provided, and this Offer and Acceptance shall comprise a Grant Agreement, as provided by the Act, constituting the contractual obligations and rights of the United States and the Sponsor with respect to the accomplishment of the Project and compliance with the assurances and conditions as provided herein. Such Grant Agreement shall become effective upon the Sponsor's acceptance of this Offer.

UNITED STATES OF AMERICA
FEDERAL AVIATION ADMINISTRATION



(Signature)

Ronnie V. Simpson

(Typed Name)

Manager, Honolulu Airports District Office

(Title)

PART II - ACCEPTANCE

The Sponsor does hereby ratify and adopt all assurances, statements, representations, warranties, covenants, and agreements contained in the Project Application and incorporated materials referred to in the foregoing Offer and does hereby accept this Offer and by such acceptance agrees to comply with all of the terms and conditions in this Offer and in the Project Application. I declare under penalty of perjury that the foregoing is true and correct. [1]

Executed this 20th day of September, 2013.

A. B. Won Pat Guam International Airport Authority

(Name of Sponsor)

By: _____

(Signature of Sponsor's Designated Official Representative)

By: PEDRO R. MARTINEZ

(Typed Name of Sponsor's Designated Official Representative)

Title: Deputy Executive Manager

(Typed Title of Sponsor's Designated Official Representative)

(SEAL)

Attest: Rosie U. Balajadia

Administrative Officer

CERTIFICATE OF SPONSOR'S ATTORNEY

I, Janalynn Cruz Damian, acting as Attorney for the Sponsor do hereby certify:

That in my opinion the Sponsor is empowered to enter into the foregoing Grant Agreement under the laws of the Territory of Guam. Further, I have examined the foregoing Grant Agreement and the actions taken by said Sponsor and Sponsor's official representative has been duly authorized and that the execution thereof is in all respects due and proper and in accordance with the laws of the said State and the Act. In addition, for grants involving projects to be carried out on property not owned by the Sponsor, there are no legal impediments that will prevent full performance by the Sponsor. Further, it is my opinion that the said Grant Agreement constitutes a legal and binding obligation of the Sponsor in accordance with the terms thereof.

Dated at HAGATNA, GUAM this 20th day of September, 2013.

By _____

(Signature of Sponsor's Attorney)

[1] Knowingly and willfully providing false information to the Federal government is a violation of 18 U.S.C. Section 1001 (False Statements) and could subject you to fines, imprisonment, or both.

ASSURANCES
Airport Sponsors

A. General.

1. These assurances shall be complied with in the performance of grant agreements for airport development, airport planning, and noise compatibility program grants for airport sponsors.

2. These assurances are required to be submitted as part of the project application by sponsors requesting funds under the provisions of Title 49, U.S.C., subtitle VII, as amended. As used herein, the term "public agency sponsor" means a public agency with control of a public-use airport; the term "private sponsor" means a private owner of a public-use airport; and the term "sponsor" includes both public agency sponsors and private sponsors.

3. Upon acceptance of this grant offer by the sponsor, these assurances are incorporated in and become part of this grant agreement.

B. Duration and Applicability.

1. **Airport development or Noise Compatibility Program Projects Undertaken by a Public Agency Sponsor.** The terms, conditions and assurances of this grant agreement shall remain in full force and effect throughout the useful life of the facilities developed or equipment acquired for an airport development or noise compatibility program project, or throughout the useful life of the project items installed within a facility under a noise compatibility program project, but in any event not to exceed twenty (20) years from the date of acceptance of a grant offer of Federal funds for the project. However, there shall be no limit on the duration of the assurances regarding Exclusive Rights and Airport Revenue so long as the airport is used as an airport. There shall be no limit on the duration of the terms, conditions, and assurances with respect to real property acquired with federal funds. Furthermore, the duration of the Civil Rights assurance shall be specified in the assurances.

2. **Airport Development or Noise Compatibility Projects Undertaken by a Private Sponsor.** The preceding paragraph 1 also applies to a private sponsor except that the useful life of project items installed within a facility or the useful life of the facilities developed or equipment acquired under an airport development or noise compatibility program project shall be no less than ten (10) years from the date of acceptance of Federal aid for the project.

3. **Airport Planning Undertaken by a Sponsor.** Unless otherwise specified in this grant agreement, only Assurances 1, 2, 3, 5, 6, 13, 18, 30, 32, 33, and 34 in section C apply to planning projects. The terms, conditions, and assurances of this grant agreement shall remain in full force and effect during the life of the project.

C. **Sponsor Certification.** The sponsor hereby assures and certifies, with respect to this grant that:

1. **General Federal Requirements.** It will comply with all applicable Federal laws, regulations, executive orders, policies, guidelines, and requirements as they relate to the application, acceptance and use of Federal funds for this project including but not limited to the following:

Federal Legislation

a. Title 49, U.S.C., subtitle VII, as amended.
b. Davis-Bacon Act - 40 U.S.C. 276(a), et seq.[1]
c. Federal Fair Labor Standards Act - 29 U.S.C. 201, et seq.
d. Hatch Act – 5 U.S.C. 1501, et seq.[2]
e. Uniform Relocation Assistance and Real Property Acquisition Policies Act of 1970 Title 42 U.S.C. 4601, et seq.[1 2]
f. National Historic Preservation Act of 1966 - Section 106 - 16 U.S.C. 470(f).[1]
g. Archeological and Historic Preservation Act of 1974 - 16 U.S.C. 469 through 469c.[1]
h. Native Americans Grave Repatriation Act - 25 U.S.C. Section 3001, et seq.
i. Clean Air Act, P.L. 90-148, as amended.
j. Coastal Zone Management Act, P.L. 93-205, as amended.
k. Flood Disaster Protection Act of 1973 - Section 102(a) - 42 U.S.C. 4012a.[1]
l. Title 49, U.S.C., Section 303, (formerly known as Section 4(f))
m. Rehabilitation Act of 1973 - 29 U.S.C. 794.
n. Civil Rights Act of 1964 - Title VI - 42 U.S.C. 2000d through d-4.
o. Age Discrimination Act of 1975 - 42 U.S.C. 6101, et seq.
p. American Indian Religious Freedom Act, P.L. 95-341, as amended.
q. Architectural Barriers Act of 1968 -42 U.S.C. 4151, et seq.[1]
r. Power plant and Industrial Fuel Use Act of 1978 - Section 403- 2 U.S.C. 8373.[1]
s. Contract Work Hours and Safety Standards Act - 40 U.S.C. 327, et seq.[1]
t. Copeland Anti kickback Act - 18 U.S.C. 874.1
u. National Environmental Policy Act of 1969 - 42 U.S.C. 4321, et seq.[1]
v. Wild and Scenic Rivers Act, P.L. 90-542, as amended.
w. Single Audit Act of 1984 - 31 U.S.C. 7501, et seq.[2]
x. Drug-Free Workplace Act of 1988 - 41 U.S.C. 702 through 706.

Executive Orders

Executive Order 11246 - Equal Employment Opportunity[1]
Executive Order 11990 - Protection of Wetlands
Executive Order 11998 – Flood Plain Management
Executive Order 12372 - Intergovernmental Review of Federal Programs
Executive Order 12699 - Seismic Safety of Federal and Federally Assisted New Building Construction[1]
Executive Order 12898 - Environmental Justice

Federal Regulations

a. 14 CFR Part 13 - Investigative and Enforcement Procedures.
b. 14 CFR Part 16 - Rules of Practice For Federally Assisted Airport Enforcement Proceedings.
c. 14 CFR Part 150 - Airport noise compatibility planning.
d. 29 CFR Part 1 - Procedures for predetermination of wage rates.[1]
e. 29 CFR Part 3 - Contractors and subcontractors on public building or public work financed in whole or part by loans or grants from the United States.[1]
f. 29 CFR Part 5 - Labor standards provisions applicable to contracts covering federally financed and assisted construction (also labor standards provisions applicable to non-construction contracts subject to the Contract Work Hours and Safety Standards Act).[1]
g. 41 CFR Part 60 - Office of Federal Contract Compliance Programs, Equal Employment Opportunity, Department of Labor (Federal and federally assisted contracting requirements).[1]
h. 49 CFR Part 18 - Uniform administrative requirements for grants and cooperative agreements to state and local governments.[3]
i. 49 CFR Part 20 - New restrictions on lobbying.
j. 49 CFR Part 21 - Nondiscrimination in federally-assisted programs of the Department of Transportation - effectuation of Title VI of the Civil Rights Act of 1964.
k. 49 CFR Part 23 - Participation by Disadvantage Business Enterprise in Airport Concessions.
l. 49 CFR Part 24 - Uniform relocation assistance and real property acquisition for Federal and federally assisted programs.[1] [2]
m. 49 CFR Part 26 – Participation By Disadvantaged Business Enterprises in Department of Transportation Programs.
n. 49 CFR Part 27 - Nondiscrimination on the basis of handicap in programs and activities receiving or benefiting from Federal financial assistance.[1]
o. 49 CFR Part 29 – Government wide debarment and suspension (nonprocurement) and government wide requirements for drug-free workplace (grants).
p. 49 CFR Part 30 - Denial of public works contracts to suppliers of goods and services of countries that deny procurement market access to U.S. contractors.
q. 49 CFR Part 41 - Seismic safety of Federal and federally assisted or regulated new building construction.[1]

Office of Management and Budget Circulars

a. A-87 - Cost Principles Applicable to Grants and Contracts with State and Local Governments.
b. A-133 - Audits of States, Local Governments, and Non-Profit Organizations

[1] These laws do not apply to airport planning sponsors.

[2] These laws do not apply to private sponsors.

[3] 49 CFR Part 18 and OMB Circular A-87 contain requirements for State and Local Governments receiving Federal assistance. Any requirement levied upon State and Local Governments by this regulation and circular shall also be applicable to private sponsors receiving Federal assistance under Title 49, United States Code.

Specific assurances required to be included in grant agreements by any of the above laws, regulations or circulars are incorporated by reference in this grant agreement.

2. **Responsibility and Authority of the Sponsor.**

   a. **Public Agency Sponsor:** It has legal authority to apply for this grant, and to finance and carry out the proposed project; that a resolution, motion or similar action has been duly adopted or passed as an official act of the applicant's governing body authorizing the filing of the application, including all understandings and assurances contained therein, and directing and authorizing the person identified as the official representative of the applicant to act in connection with the application and to provide such additional information as may be required.

   b. **Private Sponsor:** It has legal authority to apply for this grant and to finance and carry out the proposed project and comply with all terms, conditions, and assurances of this grant agreement. It shall designate an official representative and shall in writing direct and authorize that person to file this application, including all understandings and assurances contained therein; to act in connection with this application; and to provide such additional information as may be required.

3. **Sponsor Fund Availability.** It has sufficient funds available for that portion of the project costs which are not to be paid by the United States. It has sufficient funds available to assure operation and maintenance of items funded under this grant agreement which it will own or control.

4. **Good Title.**

   a. It, a public agency or the Federal government, holds good title, satisfactory to the Secretary, to the landing area of the airport or site thereof, or will give assurance satisfactory to the Secretary that good title will be acquired.

   b. For noise compatibility program projects to be carried out on the property of the sponsor, it holds good title satisfactory to the Secretary to that portion of the property upon which Federal funds will be expended or will give assurance to the Secretary that good title will be obtained.

5. **Preserving Rights and Powers.**

   a. It will not take or permit any action which would operate to deprive it of any of the rights and powers necessary to perform any or all of the terms, conditions, and assurances in this grant agreement without the written approval of the Secretary, and will act promptly to acquire, extinguish or

modify any outstanding rights or claims of right of others which would interfere with such performance by the sponsor. This shall be done in a manner acceptable to the Secretary.

b. It will not sell, lease, encumber, or otherwise transfer or dispose of any part of its title or other interests in the property shown on Exhibit A to this application or, for a noise compatibility program project, that portion of the property upon which Federal funds have been expended, for the duration of the terms, conditions, and assurances in this grant agreement without approval by the Secretary. If the transferee is found by the Secretary to be eligible under Title 49, United States Code, to assume the obligations of this grant agreement and to have the power, authority, and financial resources to carry out all such obligations, the sponsor shall insert in the contract or document transferring or disposing of the sponsor's interest, and make binding upon the transferee all of the terms, conditions, and assurances contained in this grant agreement.

c. For all noise compatibility program projects which are to be carried out by another unit of local government or are on property owned by a unit of local government other than the sponsor, it will enter into an agreement with that government. Except as otherwise specified by the Secretary, that agreement shall obligate that government to the same terms, conditions, and assurances that would be applicable to it if it applied directly to the FAA for a grant to undertake the noise compatibility program project. That agreement and changes thereto must be satisfactory to the Secretary. It will take steps to enforce this agreement against the local government if there is substantial non-compliance with the terms of the agreement.

d. For noise compatibility program projects to be carried out on privately owned property, it will enter into an agreement with the owner of that property which includes provisions specified by the Secretary. It will take steps to enforce this agreement against the property owner whenever there is substantial non-compliance with the terms of the agreement.

e. If the sponsor is a private sponsor, it will take steps satisfactory to the Secretary to ensure that the airport will continue to function as a public-use airport in accordance with these assurances for the duration of these assurances.

f. If an arrangement is made for management and operation of the airport by any agency or person other than the sponsor or an employee of the sponsor, the sponsor will reserve sufficient rights and authority to insure that the airport will be operated and maintained in accordance Title 49, United States Code, the regulations and the terms, conditions and assurances in this grant agreement and shall insure that such arrangement also requires compliance therewith.

g. Sponsors of commercial service airports will not permit or enter into any arrangement that results in permission for the owner or tenant of a property used as a residence, or zoned for residential use, to taxi an aircraft between that property and any location on airport. Sponsors of general aviation airports entering into any arrangement that results in

permission for the owner of residential real property adjacent to or near the airport must comply with the requirements of Sec. 136 of Public Law 112-95 and the sponsor assurances.

6. **Consistency with Local Plans.** The project is reasonably consistent with plans (existing at the time of submission of this application) of public agencies that are authorized by the State in which the project is located to plan for the development of the area surrounding the airport.

7. **Consideration of Local Interest.** It has given fair consideration to the interest of communities in or near where the project may be located.

8. **Consultation with Users.** In making a decision to undertake any airport development project under Title 49, United States Code, it has undertaken reasonable consultations with affected parties using the airport at which project is proposed.

9. **Public Hearings.** In projects involving the location of an airport, an airport runway, or a major runway extension, it has afforded the opportunity for public hearings for the purpose of considering the economic, social, and environmental effects of the airport or runway location and its consistency with goals and objectives of such planning as has been carried out by the community and it shall, when requested by the Secretary, submit a copy of the transcript of such hearings to the Secretary. Further, for such projects, it has on its management board either voting representation from the communities where the project is located or has advised the communities that they have the right to petition the Secretary concerning a proposed project.

10. **Air and Water Quality Standards.** In projects involving airport location, a major runway extension, or runway location it will provide for the Governor of the state in which the project is located to certify in writing to the Secretary that the project will be located, designed, constructed, and operated so as to comply with applicable air and water quality standards. In any case where such standards have not been approved and where applicable air and water quality standards have been promulgated by the Administrator of the Environmental Protection Agency, certification shall be obtained from such Administrator. Notice of certification or refusal to certify shall be provided within sixty days after the project application has been received by the Secretary.

11. **Pavement Preventive Maintenance.** With respect to a project approved after January 1, 1995, for the replacement or reconstruction of pavement at the airport, it assures or certifies that it has implemented an effective airport pavement maintenance-management program and it assures that it will use such program for the useful life of any pavement constructed, reconstructed or repaired with Federal financial assistance at the airport. It will provide such reports on pavement condition and pavement management programs as the Secretary determines may be useful.

12. **Terminal Development Prerequisites.** For projects which include terminal development at a public use airport, as defined in Title 49, it has, on the date of

submittal of the project grant application, all the safety equipment required for certification of such airport under section 44706 of Title 49, United States Code, and all the security equipment required by rule or regulation, and has provided for access to the passenger enplaning and deplaning area of such airport to passengers enplaning and deplaning from aircraft other than air carrier aircraft.

13. **Accounting System, Audit, and Record Keeping Requirements.**

    a. It shall keep all project accounts and records which fully disclose the amount and disposition by the recipient of the proceeds of this grant, the total cost of the project in connection with which this grant is given or used, and the amount or nature of that portion of the cost of the project supplied by other sources, and such other financial records pertinent to the project. The accounts and records shall be kept in accordance with an accounting system that will facilitate an effective audit in accordance with the Single Audit Act of 1984.

    b. It shall make available to the Secretary and the Comptroller General of the United States, or any of their duly authorized representatives, for the purpose of audit and examination, any books, documents, papers, and records of the recipient that are pertinent to this grant. The Secretary may require that an appropriate audit be conducted by a recipient. In any case in which an independent audit is made of the accounts of a sponsor relating to the disposition of the proceeds of a grant or relating to the project in connection with which this grant was given or used, it shall file a certified copy of such audit with the Comptroller General of the United States not later than six (6) months following the close of the fiscal year for which the audit was made.

14. **Minimum Wage Rates.** It shall include, in all contracts in excess of $2,000 for work on any projects funded under this grant agreement which involve labor, provisions establishing minimum rates of wages, to be predetermined by the Secretary of Labor, in accordance with the Davis-Bacon Act, as amended (40 U.S.C. 276a-276a-5), which contractors shall pay to skilled and unskilled labor, and such minimum rates shall be stated in the invitation for bids and shall be included in proposals or bids for the work.

15. **Veteran's Preference.** It shall include in all contracts for work on any project funded under this grant agreement which involve labor, such provisions as are necessary to insure that, in the employment of labor (except in executive, administrative, and supervisory positions), preference shall be given to Vietnam era veterans, Persian Gulf veterans, Afghanistan-Iraq war veterans, disabled veterans, and small business concerns owned and controlled by disabled veterans as defined in Section 47112 of Title 49, United States Code. However, this preference shall apply only where the individuals are available and qualified to perform the work to which the employment relates.

16. **Conformity to Plans and Specifications.** It will execute the project subject to plans, specifications, and schedules approved by the Secretary. Such plans, specifications, and schedules shall be submitted to the Secretary prior to

commencement of site preparation, construction, or other performance under this grant agreement, and, upon approval of the Secretary, shall be incorporated into this grant agreement. Any modification to the approved plans, specifications, and schedules shall also be subject to approval of the Secretary, and incorporated into this grant agreement.

17. **Construction Inspection and Approval.** It will provide and maintain competent technical supervision at the construction site throughout the project to assure that the work conforms to the plans, specifications, and schedules approved by the Secretary for the project. It shall subject the construction work on any project contained in an approved project application to inspection and approval by the Secretary and such work shall be in accordance with regulations and procedures prescribed by the Secretary. Such regulations and procedures shall require such cost and progress reporting by the sponsor or sponsors of such project as the Secretary shall deem necessary.

18. **Planning Projects.** In carrying out planning projects:

    a. It will execute the project in accordance with the approved program narrative contained in the project application or with the modifications similarly approved.
    b. It will furnish the Secretary with such periodic reports as required pertaining to the planning project and planning work activities.
    c. It will include in all published material prepared in connection with the planning project a notice that the material was prepared under a grant provided by the United States.
    d. It will make such material available for examination by the public, and agrees that no material prepared with funds under this project shall be subject to copyright in the United States or any other country.
    e. It will give the Secretary unrestricted authority to publish, disclose, distribute, and otherwise use any of the material prepared in connection with this grant.
    f. It will grant the Secretary the right to disapprove the sponsor's employment of specific consultants and their subcontractors to do all or any part of this project as well as the right to disapprove the proposed scope and cost of professional services.
    g. It will grant the Secretary the right to disapprove the use of the sponsor's employees to do all or any part of the project.
    h. It understands and agrees that the Secretary's approval of this project grant or the Secretary's approval of any planning material developed as part of this grant does not constitute or imply any assurance or commitment on the part of the Secretary to approve any pending or future application for a Federal airport grant.

19. **Operation and Maintenance.**

    a. The airport and all facilities which are necessary to serve the aeronautical users of the airport, other than facilities owned or controlled by the United States, shall be operated at all times in a safe and serviceable condition

and in accordance with the minimum standards as may be required or prescribed by applicable Federal, state and local agencies for maintenance and operation. It will not cause or permit any activity or action thereon which would interfere with its use for airport purposes. It will suitably operate and maintain the airport and all facilities thereon or connected therewith, with due regard to climatic and flood conditions. Any proposal to temporarily close the airport for non-aeronautical purposes must first be approved by the Secretary. In furtherance of this assurance, the sponsor will have in effect arrangements for-

1) Operating the airport's aeronautical facilities whenever required;
2) Promptly marking and lighting hazards resulting from airport conditions, including temporary conditions; and
3) Promptly notifying airmen of any condition affecting aeronautical use of the airport. Nothing contained herein shall be construed to require that the airport be operated for aeronautical use during temporary periods when snow, flood or other climatic conditions interfere with such operation and maintenance. Further, nothing herein shall be construed as requiring the maintenance, repair, restoration, or replacement of any structure or facility which is substantially damaged or destroyed due to an act of God or other condition or circumstance beyond the control of the sponsor.

b. It will suitably operate and maintain noise compatibility program items that it owns or controls upon which Federal funds have been expended.

20. **Hazard Removal and Mitigation.** It will take appropriate action to assure that such terminal airspace as is required to protect instrument and visual operations to the airport (including established minimum flight altitudes) will be adequately cleared and protected by removing, lowering, relocating, marking, or lighting or otherwise mitigating existing airport hazards and by preventing the establishment or creation of future airport hazards.

21. **Compatible Land Use.** It will take appropriate action, to the extent reasonable, including the adoption of zoning laws, to restrict the use of land adjacent to or in the immediate vicinity of the airport to activities and purposes compatible with normal airport operations, including landing and takeoff of aircraft. In addition, if the project is for noise compatibility program implementation, it will not cause or permit any change in land use, within its jurisdiction, that will reduce its compatibility, with respect to the airport, of the noise compatibility program measures upon which Federal funds have been expended.

22. **Economic Nondiscrimination.**

a. It will make the airport available as an airport for public use on reasonable terms and without unjust discrimination to all types, kinds and classes of aeronautical activities, including commercial aeronautical activities offering services to the public at the airport.

b. In any agreement, contract, lease, or other arrangement under which a right or privilege at the airport is granted to any person, firm, or corporation to conduct or to engage in any aeronautical activity for

furnishing services to the public at the airport, the sponsor will insert and enforce provisions requiring the contractor to-

1) furnish said services on a reasonable, and not unjustly discriminatory, basis to all users thereof, and
2) charge reasonable, and not unjustly discriminatory, prices for each unit or service, provided that the contractor may be allowed to make reasonable and nondiscriminatory discounts, rebates, or other similar types of price reductions to volume purchasers.

c. Each fixed-based operator at the airport shall be subject to the same rates, fees, rentals, and other charges as are uniformly applicable to all other fixed-based operators making the same or similar uses of such airport and utilizing the same or similar facilities.

d. Each air carrier using such airport shall have the right to service itself or to use any fixed-based operator that is authorized or permitted by the airport to serve any air carrier at such airport.

e. Each air carrier using such airport (whether as a tenant, non tenant, or subtenant of another air carrier tenant) shall be subject to such nondiscriminatory and substantially comparable rules, regulations, conditions, rates, fees, rentals, and other charges with respect to facilities directly and substantially related to providing air transportation as are applicable to all such air carriers which make similar use of such airport and utilize similar facilities, subject to reasonable classifications such as tenants or non tenants and signatory carriers and non signatory carriers. Classification or status as tenant or signatory shall not be unreasonably withheld by any airport provided an air carrier assumes obligations substantially similar to those already imposed on air carriers in such classification or status.

f. It will not exercise or grant any right or privilege which operates to prevent any person, firm, or corporation operating aircraft on the airport from performing any services on its own aircraft with its own employees [including, but not limited to maintenance, repair, and fueling] that it may choose to perform.

g. In the event the sponsor itself exercises any of the rights and privileges referred to in this assurance, the services involved will be provided on the same conditions as would apply to the furnishing of such services by commercial aeronautical service providers authorized by the sponsor under these provisions.

h. The sponsor may establish such reasonable, and not unjustly discriminatory, conditions to be met by all users of the airport as may be necessary for the safe and efficient operation of the airport.

i. The sponsor may prohibit or limit any given type, kind or class of aeronautical use of the airport if such action is necessary for the safe operation of the airport or necessary to serve the civil aviation needs of the public.

23. **Exclusive Rights.** It will permit no exclusive right for the use of the airport by any person providing, or intending to provide, aeronautical services to the public.

For purposes of this paragraph, the providing of the services at an airport by a single fixed-based operator shall not be construed as an exclusive right if both of the following apply:

a. It would be unreasonably costly, burdensome, or impractical for more than one fixed-based operator to provide such services, and

b. If allowing more than one fixed-based operator to provide such services would require the reduction of space leased pursuant to an existing agreement between such single fixed-based operator and such airport. It further agrees that it will not, either directly or indirectly, grant or permit any person, firm, or corporation, the exclusive right at the airport to conduct any aeronautical activities, including, but not limited to charter flights, pilot training, aircraft rental and sightseeing, aerial photography, crop dusting, aerial advertising and surveying, air carrier operations, aircraft sales and services, sale of aviation petroleum products whether or not conducted in conjunction with other aeronautical activity, repair and maintenance of aircraft, sale of aircraft parts, and any other activities which because of their direct relationship to the operation of aircraft can be regarded as an aeronautical activity, and that it will terminate any exclusive right to conduct an aeronautical activity now existing at such an airport before the grant of any assistance under Title 49, United States Code.

24. **Fee and Rental Structure.** It will maintain a fee and rental structure for the facilities and services at the airport which will make the airport as self-sustaining as possible under the circumstances existing at the particular airport, taking into account such factors as the volume of traffic and economy of collection. No part of the Federal share of an airport development, airport planning or noise compatibility project for which a grant is made under Title 49, United States Code, the Airport and Airway Improvement Act of 1982, the Federal Airport Act or the Airport and Airway Development Act of 1970 shall be included in the rate basis in establishing fees, rates, and charges for users of that airport.

25. **Airport Revenues.**

a. All revenues generated by the airport and any local taxes on aviation fuel established after December 30, 1987, will be expended by it for the capital or operating costs of the airport; the local airport system; or other local facilities which are owned or operated by the owner or operator of the airport and which are directly and substantially related to the actual air transportation of passengers or property; or for noise mitigation purposes on or off the airport. The following exceptions apply to this paragraph:

1) If covenants or assurances in debt obligations issued before September 3, 1982, by the owner or operator of the airport, or provisions enacted before September 3, 1982, in governing statutes controlling the owner or operator's financing, provide for the use of the revenues from any of the airport owner or operator's facilities, including the airport, to support not only the airport but also the

airport owner or operator's general debt obligations or other facilities, then this limitation on the use of all revenues generated by the airport (and, in the case of a public airport, local taxes on aviation fuel) shall not apply.

2) If the Secretary approves the sale of a privately owned airport to a public sponsor and provides funding for any portion of the public sponsor's acquisition of land, this limitation on the use of all revenues generated by the sale shall not apply to certain proceeds from the sale. This is conditioned on repayment to the Secretary by the private owner of an amount equal to the remaining unamortized portion (amortized over a 20-year period) of any airport improvement grant made to the private owner for any purpose other than land acquisition on or after October 1, 1996, plus an amount equal to the federal share of the current fair market value of any land acquired with an airport improvement grant made to that airport on or after October 1, 1996.

3) Certain revenue derived from or generated by mineral extraction, production, lease, or other means at a general aviation airport (as defined at Section 47102 of title 49 United States Code), if the FAA determines the airport sponsor meets the requirements set forth in Sec. 813 of Public Law 112-95.

b. As part of the annual audit required under the Single Audit Act of 1984, the sponsor will direct that the audit will review, and the resulting audit report will provide an opinion concerning, the use of airport revenue and taxes in paragraph (a), and indicating whether funds paid or transferred to the owner or operator are paid or transferred in a manner consistent with Title 49, United States Code and any other applicable provision of law, including any regulation promulgated by the Secretary or Administrator.

c. Any civil penalties or other sanctions will be imposed for violation of this assurance in accordance with the provisions of Section 47107 of Title 49, United States Code.

26. Reports and Inspections. It will:

a. submit to the Secretary such annual or special financial and operations reports as the Secretary may reasonably request and make such reports available to the public; make available to the public at reasonable times and places a report of the airport budget in a format prescribed by the Secretary;

b. for airport development projects, make the airport and all airport records and documents affecting the airport, including deeds, leases, operation and use agreements, regulations and other instruments, available for inspection by any duly authorized agent of the Secretary upon reasonable request;

c. for noise compatibility program projects, make records and documents relating to the project and continued compliance with the terms,

conditions, and assurances of this grant agreement including deeds, leases, agreements, regulations, and other instruments, available for inspection by any duly authorized agent of the Secretary upon reasonable request; and

d. in a format and time prescribed by the Secretary, provide to the Secretary and make available to the public following each of its fiscal years, an annual report listing in detail:
   1) all amounts paid by the airport to any other unit of government and the purposes for which each such payment was made; and
   2) all services and property provided by the airport to other units of government and the amount of compensation received for provision of each such service and property.

27. **Use by Government Aircraft.** It will make available all of the facilities of the airport developed with Federal financial assistance and all those usable for landing and takeoff of aircraft to the United States for use by Government aircraft in common with other aircraft at all times without charge, except, if the use by Government aircraft is substantial, charge may be made for a reasonable share, proportional to such use, for the cost of operating and maintaining the facilities used. Unless otherwise determined by the Secretary, or otherwise agreed to by the sponsor and the using agency, substantial use of an airport by Government aircraft will be considered to exist when operations of such aircraft are in excess of those which, in the opinion of the Secretary, would unduly interfere with use of the landing areas by other authorized aircraft, or during any calendar month that –

   a. Five (5) or more Government aircraft are regularly based at the airport or on land adjacent thereto; or
   b. The total number of movements (counting each landing as a movement) of Government aircraft is 300 or more, or the gross accumulative weight of Government aircraft using the airport (the total movement of Government aircraft multiplied by gross weights of such aircraft) is in excess of five million pounds.

28. **Land for Federal Facilities.** It will furnish without cost to the Federal Government for use in connection with any air traffic control or air navigation activities, or weather-reporting and communication activities related to air traffic control, any areas of land or water, or estate therein, or rights in buildings of the sponsor as the Secretary considers necessary or desirable for construction, operation, and maintenance at Federal expense of space or facilities for such purposes. Such areas or any portion thereof will be made available as provided herein within four months after receipt of a written request from the Secretary.

29. **Airport Layout Plan.**

   a. It will keep up to date at all times an airport layout plan of the airport showing (1) boundaries of the airport and all proposed additions thereto, together with the boundaries of all offsite areas owned or controlled by the sponsor for airport purposes and proposed additions thereto; (2) the location and nature of all existing and proposed airport facilities and structures (such as runways, taxiways, aprons, terminal buildings, hangars

and roads), including all proposed extensions and reductions of existing airport facilities; (3) the location of all existing and proposed nonaviation areas and of all existing improvements thereon; and (4) all proposed and existing access points used to taxi aircraft across the airport's property boundary. Such airport layout plans and each amendment, revision, or modification thereof, shall be subject to the approval of the Secretary which approval shall be evidenced by the signature of a duly authorized representative of the Secretary on the face of the airport layout plan. The sponsor will not make or permit any changes or alterations in the airport or any of its facilities which are not in conformity with the airport layout plan as approved by the Secretary and which might, in the opinion of the Secretary, adversely affect the safety, utility or efficiency of the airport.

b. If a change or alteration in the airport or the facilities is made which the Secretary determines adversely affects the safety, utility, or efficiency of any federally owned, leased, or funded property on or off the airport and which is not in conformity with the airport layout plan as approved by the Secretary, the owner or operator will, if requested, by the Secretary (1) eliminate such adverse effect in a manner approved by the Secretary; or (2) bear all costs of relocating such property (or replacement thereof) to a site acceptable to the Secretary and all costs of restoring such property (or replacement thereof) to the level of safety, utility, efficiency, and cost of operation existing before the unapproved change in the airport or its facilities except in the case of a relocation or replacement of an existing airport facility due to a change in the Secretary's design standards beyond the control of the airport sponsor.

30. Civil Rights. It will comply with such rules as are promulgated to assure that no person shall, on the grounds of race, creed, color, national origin, sex, age, or handicap be excluded from participating in any activity conducted with or benefiting from funds received from this grant. This assurance obligates the sponsor for the period during which Federal financial assistance is extended to the program, except where Federal financial assistance is to provide, or is in the form of personal property or real property or interest therein or structures or improvements thereon in which case the assurance obligates the sponsor or any transferee for the longer of the following periods: (a) the period during which the property is used for a purpose for which Federal financial assistance is extended, or for another purpose involving the provision of similar services or benefits, or (b) the period during which the sponsor retains ownership or possession of the property.

31. Disposal of Land.

a. For land purchased under a grant for airport noise compatibility purposes, including land serving as a noise buffer, it will dispose of the land, when the land is no longer needed for such purposes, at fair market value, at the earliest practicable time. That portion of the proceeds of such disposition which is proportionate to the United States' share of acquisition of such land will be, at the discretion of the Secretary, (1) reinvested in another

project at the airport, or (2) transferred to another eligible airport as prescribed by the Secretary. The Secretary shall give preference to the following, in descending order, (1) reinvestment in an approved noise compatibility project, (2) reinvestment in an approved project that is eligible for grant funding under Section 47117(e) of title 49 United States Code, (3) reinvestment in an approved airport development project that is eligible for grant funding under Sections 47114, 47115, or 47117 of title 49 United States Code, (4) transferred to an eligible sponsor of another public airport to be reinvested in an approved noise compatibility project at that airport, and (5) paid to the Secretary for deposit in the Airport and Airway Trust Fund. If land acquired under a grant for noise compatibility purposes is leased at fair market value and consistent with noise buffering purposes, the lease will not be considered a disposal of the land. Revenues derived from such a lease may be used for an approved airport development project that would otherwise be eligible for grant funding or any permitted use of airport revenue.

b. For land purchased under a grant for airport development purposes (other than noise compatibility), it will, when the land is no longer needed for airport purposes, dispose of such land at fair market value or make available to the Secretary an amount equal to the United States' proportionate share of the fair market value of the land. That portion of the proceeds of such disposition which is proportionate to the United States' share of the cost of acquisition of such land will, (1) upon application to the Secretary, be reinvested or transferred to another eligible airport as prescribed by the Secretary. The Secretary shall give preference to the following, in descending order: (1) reinvestment in an approved noise compatibility project, (2) reinvestment in an approved project that is eligible for grant funding under Section 47117(e) of title 49 United States Code, (3) reinvestment in an approved airport development project that is eligible for grant funding under Sections 47114, 47115, or 47117 of title 49 United States Code, (4) transferred to an eligible sponsor of another public airport to be reinvested in an approved noise compatibility project at that airport, and (5) paid to the Secretary for deposit in the Airport and Airway Trust Fund.

c. Land shall be considered to be needed for airport purposes under this assurance if (1) it may be needed for aeronautical purposes (including runway protection zones) or serve as noise buffer land, and (2) the revenue from interim uses of such land contributes to the financial self-sufficiency of the airport. Further, land purchased with a grant received by an airport operator or owner before December 31, 1987, will be considered to be needed for airport purposes if the Secretary or Federal agency making such grant before December 31, 1987, was notified by the operator or owner of the uses of such land, did not object to such use, and the land continues to be used for that purpose, such use having commenced no later than December 15, 1989.

d. Disposition of such land under (a) (b) or (c) will be subject to the retention or reservation of any interest or right therein necessary to ensure that such land will only be used for purposes which are compatible with noise levels associated with operation of the airport.

32. **Engineering and Design Services.** It will award each contract, or sub-contract for program management, construction management, planning studies, feasibility studies, architectural services, preliminary engineering, design, engineering, surveying, mapping or related services with respect to the project in the same manner as a contract for architectural and engineering services is negotiated under Title IX of the Federal Property and Administrative Services Act of 1949 or an equivalent qualifications-based requirement **prescribed** for or by the sponsor of the airport.

33. **Foreign Market Restrictions.** It will not allow funds provided under this grant to be used to fund any project which uses any product or service of a foreign country during the period in which such foreign country is listed by the United States Trade Representative as denying fair and equitable market opportunities for products and suppliers of the United States in procurement and construction.

34. **Policies, Standards, and Specifications.** It will carry out the project in accordance with policies, standards, and specifications approved by the Secretary including but not limited to the advisory circulars listed in the Current FAA Advisory Circulars for AIP projects, dated 01/12/2012 and included in this grant, and in accordance with applicable state policies, standards, and specifications approved by the Secretary.

35. **Relocation and Real Property Acquisition.** (1) It will be guided in acquiring real property, to the greatest extent practicable under State law, by the land acquisition policies in Subpart B of 49 CFR Part 24 and will pay or reimburse property owners for necessary expenses as specified in Subpart B. (2) It will provide a relocation assistance program offering the services described in Subpart C and fair and reasonable relocation payments and assistance to displaced persons as required in Subpart D and E of 49 CFR Part 24. (3) It will make available within a reasonable period of time prior to displacement, comparable replacement dwellings to displaced persons in accordance with Subpart E of 49 CFR Part 24.

36. **Access By Intercity Buses.** The airport owner or operator will permit, to the maximum extent practicable, intercity buses or other modes of transportation to have access to the airport; however, it has no obligation to fund special facilities for intercity buses or for other modes of transportation.

37. **Disadvantaged Business Enterprises.** The recipient shall not discriminate on the basis of race, color, national origin or sex in the award and performance of any DOT-assisted contract or in the administration of its DBE program or the requirements of 49 CFR Part 26. The Recipient shall take all necessary and reasonable steps under 49 CFR Part 26 to ensure non discrimination in the award and administration of DOT-assisted contracts. The recipient's DBE program, as required by 49 CFR Part 26, and as approved by DOT, is incorporated by reference in this agreement. Implementation of this program is a legal obligation

and failure to carry out its terms shall be treated as a violation of this agreement. Upon notification to the recipient of its failure to carry out its approved program, the Department may impose sanctions as provided for under Part 26 and may, in appropriate cases, refer the matter for enforcement under 18 U.S.C. 1001 and/or the Program Fraud Civil Remedies Act of 1986 (31 U.S.C. 3801).

38. **Hangar Construction.** If the airport owner or operator and a person who owns an aircraft agree that a hangar is to be constructed at the airport for the aircraft at the aircraft owner's expense, the airport owner or operator will grant to the aircraft owner for the hangar a long term lease that is subject to such terms and conditions on the hangar as the airport owner or operator may impose.

39. **Competitive Access.**

a. If the airport owner or operator of a medium or large hub airport (as defined in section 47102 of title 49, U.S.C.) has been unable to accommodate one or more requests by an air carrier for access to gates or other facilities at that airport in order to allow the air carrier to provide service to the airport or to expand service at the airport, the airport owner or operator shall transmit a report to the Secretary that-

1) Describes the requests;
2) Provides an explanation as to why the requests could not be accommodated; and
3) Provides a time frame within which, if any, the airport will be able to accommodate the requests.

b. Such report shall be due on either February 1 or August 1 of each year if the airport has been unable to accommodate the request(s) in the six month period prior to the applicable due date.

FAA
Airports

Current FAA Advisory Circulars Required for Use in AIP Funded and PFC Approved Projects

Updated: 4/16/2013

View the most current versions of these ACs and any associated changes at:
http://www.faa.gov/airports/resources/advisorycirculars

NUMBER	TITLE
70/7460-1k	Obstruction Marking and Lighting
150/5020-1	Noise Control and Compatibility Planning for Airports
150/5050-4	Citizen Participation in Airport Planning
150/5050-8	Environmental Management Systems for Airport Sponsors
150/5060-5	Airport Capacity And Delay
150/5070-6B	Airport Master Plans
150/5070-7	The Airport System Planning Process
150/5100-13B	Development of State Standards for Nonprimary Airports
150/5100-19D	Guide for Airport Financial Reports Filed by Airport Sponsors
150/5200-12C	First Responders Responsibility for Protecting Evidence at the Scene of an Aircraft Accident/Incident
150/5200-18C	Airport Safety Self-Inspection
150/5200-28D	Notices to Airmen (NOTAMS) for Airport Operators
150/5200-30C	Airport Winter Safety And Operations
150/5200-31C Change 2	Airport Emergency Plan

NUMBER	TITLE
150/5200-32A	Reporting Wildlife Aircraft Strikes
150/5200-33B	Hazardous Wildlife Attractants On or Near Airports
150/5200-34A	Construction or Establishment of Landfills near Public Airports
150/5200-36A	Qualifications for Wildlife Biologist Conducting Wildlife Hazard Assessments and Training Curriculums for Airport Personnel Involved in Controlling Wildlife Hazards on Airports
150/5200-37	Introduction to Safety Management Systems (SMS) for Airport Operators
150/5210-5D	Painting, Marking, and Lighting of Vehicles Used on an Airport
150/5210-6D	Aircraft Fire and Rescue Facilities and Extinguishing Agents
150/5210-7D	Aircraft Rescue and Fire Fighting Communications
150/5210-13C	Airport Water Rescue Plans and Equipment
150/5210-14B	Aircraft Rescue Fire Fighting Equipment, Tools and Clothing
150/5210-15A	Aircraft Rescue and Firefighting Station Building Design
150/5210-17B	Programs for Training of Aircraft Rescue and Firefighting Personnel
150/5210-18A	Systems for Interactive Training Of Airport Personnel
150/5210-19A	Driver's Enhanced Vision System (DEVS)
150/5210-20	Ground Vehicle Operations on Airports
150/5210-23	ARFF Vehicle and High Reach Extendable Turret (HRET) Operation, Training and Qualifications
150/5210-24	Airport Foreign Object Debris (FOD) Management
150/5210-25	Performance Specification for Airport Vehicle Runway Incursion Warning Systems (RIWS)
150/5220-9A	Aircraft Arresting Systems
150/5220-10E	Guide Specification for Aircraft Rescue and Fire Fighting (ARFF) Vehicles
150/5220-16D	Automated Weather Observing Systems(AWOS) for Non-Federal Applications

NUMBER	TITLE
150/5220-17B	Aircraft Rescue and Fire Fighting (ARFF) Training Facilities
150/5220-18A	Buildings for Storage and Maintenance of Airport Snow and Ice Control Equipment and Materials
150/5220-20	Airport Snow and Ice Control Equipment
150/5220-21C	Aircraft Boarding Equipment
150/5220-22B	Engineered Materials Arresting Systems (EMAS) for Aircraft Overruns
150/5220-23	Frangible Connections
150/5220-24	Foreign Object Debris Detection Equipment
150/5220-25	Airport Avian Radar Systems
150/5220-26	Airport Ground Vehicle Automatic Dependent Surveillance - Broadcast (ADS-B) Out Squitter Equipment
150/5230-4B	Aircraft Fuel Storage, Handling, Training, and Dispensing on Airports
150/5300-7B	FAA Policy on Facility Relocations Occasioned by Airport Improvements or Changes
150/5300-13A	Airport Design
150/5300-14B	Design of Aircraft Deicing Facilities
150/5300-16A	General Guidance and Specifications for Aeronautical Surveys: Establishment of Geodetic Control and Submission to the National Geodetic Survey
150/5300-17C	Standards for Using Remote Sensing Technologies in Airport Surveys
150/5300-18B	General Guidance and Specifications for Submission of Aeronautical Surveys to NGS: Field Data Collection and Geographic Information System (GIS) Standards
150/5320-5C Change 1	Surface Drainage Design
150/5320-6E	Airport Pavement Design and Evaluation
150/5320-12C Change 8	Measurement, Construction, and Maintenance of Skid Resistant Airport Pavement Surfaces
150/5320-15A	Management Of Airport Industrial Waste
150/5325-4B	Runway Length Requirements for Airport Design
150/5335-5B	Standardized Method of Reporting Airport Pavement Strength - PCN

NUMBER	TITLE
150/5340-1K Change 1	Standards for Airport Markings
150/5340-5C	Segmented Circle Airport Marker System
150/5340-18F	Standards for Airport Sign Systems
150/5340-26B	Maintenance of Airport Visual Aid Facilities
150/5340-30G	Design and Installation Details for Airport Visual Aids
150/5345-3G	Specification for L-821, Panels for the Control of Airport Lighting
150/5345-5B	Circuit Selector Switch
150/5345-7E	Specification for L-824 Underground Electrical Cable for Airport Lighting Circuits
150/5345-10G	Specification for Constant Current Regulators and Regulator Monitors
150/5345-12F	Specification for Airport and Heliport Beacons
150/5345-13B	Specification for L-841 Auxiliary Relay Cabinet Assembly for Pilot Control of Airport Lighting Circuits
150/5345-26D	FAA Specification For L-823 Plug And Receptacle, Cable Connectors
150/5345-27D	Specification for Wind Cone Assemblies
150/5345-28G	Precision Approach Path Indicator (PAPI) Systems
150/5345-39D	Specification for L-853, Runway and Taxiway Retro reflective Markers
150/5345-42F	Specification for Airport Light Bases, Transformer Housings, Junction Boxes, and Accessories
150/5345-43G	Specification for Obstruction Lighting Equipment
150/5345-44J	Specification for Runway and Taxiway Signs
150/5345-45C	Low-Impact Resistant (LIR) Structures
150/5345-46D	Specification for Runway and Taxiway Light Fixtures
150/5345-47C	Specification for Series to Series Isolation Transformers for Airport Lighting Systems
150/5345-49C	Specification L-854, Radio Control Equipment
150/5345-50B	Specification for Portable Runway and Taxiway Lights

NUMBER	TITLE
150/5345-51B	Specification for Discharge-Type Flashing Light Equipment
150/5345-52A	Generic Visual Glideslope Indicators (GVGI)
150/5345-53D	Airport Lighting Equipment Certification Program
150/5345-54B	Specification for L-884, Power and Control Unit for Land and Hold Short Lighting Systems
150/5345-55A	Specification for L-893, Lighted Visual Aid to Indicate Temporary Runway Closure
150/5345-56B	Specification for L-890 Airport Lighting Control and Monitoring System (ALCMS)
150/5360-13 Change 1	Planning and Design Guidelines for Airport Terminal Facilities
150/5360-14	Access to Airports By Individuals With Disabilities
150/5370-2F	Operational Safety on Airports During Construction
150/5370-10F	Standards for Specifying Construction of Airports
150/5370-11B	Use of Nondestructive Testing in the Evaluation of Airport Pavements
150/5370-13A	Off-Peak Construction of Airport Pavements Using Hot-Mix Asphalt
150/5370-15B	Airside Applications for Artificial Turf
150/5370-16	Rapid Construction of Rigid (Portland Cement Concrete) Airfield Pavements
150/5370-17	Airside Use of Heated Pavement Systems
150/5380-6B	Guidelines and Procedures for Maintenance of Airport Pavements
150/5380-9	Guidelines and Procedures for Measuring Airfield Pavement Roughness
150/5390-2C	Heliport Design
150/5395-1	Seaplane Bases

THE FOLLOWING ADDITIONAL APPLY TO AIP PROJECTS ONLY

Updated: 2/4/2013

NUMBER	TITLE
150/5100-14D	Architectural, Engineering, and Planning Consultant Services for Airport Grant Projects
150/5100-17	Land Acquisition and Relocation Assistance for Airport Improvement Program Assisted Projects
150/5150-2C	Federal Surplus Personal Property Program for Public Airport Purposes
150/5190-6	Exclusive Rights at Federally Obligated Airports
150/5190-7	Minimum Standards for Commercial Aeronautical Activities
150/5300-15A	Use Of Value Engineering For Engineering And Design Of Airport Grant Projects
150/5300-9B	Predesign, Prebid, and Preconstruction Conferences for Airport Grant Projects
150/5320-17	Airfield Pavement Surface Evaluation and Rating Manuals
150/5370-6D	Construction Progress and Inspection Report - Airport Improvement Program (AIP)
150/5370-12A	Quality Control of Construction for Airport Grant Projects
150/5380-7A	Airport Pavement Management Program

U.S Department
of Transportation
**Federal Aviation
Administration**

Western-Pacific Region
Airports District Office

300 Ala Moana Blvd., Rm. 7-128
Honolulu, HI 96850
Mail: Box 50244
Honolulu, HI 96850-0001
Telephone: (808) 541-1232
Facsimile: (808) 541-3566

September 16, 2013

A.B. WON PAT
INTERNATIONAL AIRPORT AUTHORITY, GUAM
OCT 01 2013
TIME: 3pm
REC'D BY:

Mr. Charles H. Ada II
Executive Manager
A. B. Won Pat Guam International
Airport Authority
P. O. Box 8770
Tamuning, GU 96931

Dear Mr. Ada:

We are enclosing two copies of the Grant Offer for Airport Improvement Program (AIP) Project No. 3-66-0001-088-2013 at Guam International Airport in Agana, Guam. This letter outlines expectations for success. Please read the conditions and assurances carefully.

To properly enter into this agreement, you must do the following:

- The official of the Sponsor authorized to accept the enclosed Grant Offer shall accept by signing said offer and inserting the date in the space provided under the "Acceptance" section. The Sponsor's attorney shall certify that the acceptance complies with all applicable laws and constitutes a legal and binding obligation of the Sponsor by executing the "Certificate of Sponsor's Attorney" section. The date of said certificate shall be the same as, or later than the date of acceptance. The grant execution, along with your attorney's certification, must be completed by September 20, 2013, in order for the grant to be valid.
- When the document is fully executed, certified, attested and appropriate seals are impressed, please return one (1) originally signed and dated copy of the executed Grant Agreement to this office. Retain the remaining copy for your files.

Subject to the requirements in 49 CFR 18.21, each payment request for reimbursement under this grant must be made electronically via the Delphi eInvoicing System. Please see the attached Grant Agreement for more information regarding the use of this System.

Please note Grant Condition No. 4 requires you to complete the project without undue delay. We will be paying close attention to your progress to ensure proper stewardship of these Federal funds. **You are required to submit a payment request for reimbursement for allowable incurred project expenses every 30 days.**

Should you fail to make draws on a regular basis, your grant may be placed in "inactive" status which will impact future grant offers.

Until the grant is completed and closed, you are responsible for submitting formal reports as follows:

- A signed/dated SF-270 (non-construction projects) or SF-271 or equivalent (construction projects) and SF-425 annually, due 90 days after the end of each federal fiscal year in which this grant is open (due December 31 of each year this grant is open); and
- Quarterly Progress Reports due every quarter.

Once the project(s) is completed and all costs are determined, we ask that you close the project without delay and submit, as a minimum, the following:

- Sponsor Certification for Project Final Acceptance; and
- Summary of all change orders and summary of all testing; and
- Final SF-270 or SF-271 (or equivalent) and SF-425.

Steve Wong, (808) 541-1225, is the assigned program manager for this grant and is readily available to assist you and your designated representative with the requirements stated herein. We sincerely value your cooperation in these efforts and look forward to working with you to complete this important project.

Sincerely,

Ronnie V. Simpson
Manager, Airports District Office

Enclosure

U.S. Department
of Transportation
Federal Aviation
Administration

GRANT AGREEMENT

PART I – OFFER

September 16, 2013
Date of Offer
Guam International
(herein called the "Airport")
3-66-0001-088-2013
Grant No
855035531
DUNS No

TO: **The A. B. Won Pat Guam International Airport Authority**
(herein called the "Sponsor")

FROM: **The United States of America, acting through the Federal Aviation Administration**
(herein called the "FAA")

WHEREAS, the Sponsor has submitted to the FAA a Project Application dated July 24, 2013, for a grant of Federal funds for a project at or associated with the Guam International Airport, which Project Application, as approved by the FAA, is hereby incorporated herein and made a part hereof; and

WHEREAS, the FAA has approved a project for the Airport (or Planning Area) (herein called the "Project") consisting of the following:

Update Airport Master Plan Study

all as more particularly described in the Project Application.

NOW THEREFORE, pursuant to and for the purpose of carrying out the provisions of Title 49, United States Code, as amended, herein called "the Act," and in consideration of (a) the Sponsor's adoption and ratification of the representations and assurances contained in said Project Application and its acceptance of this Offer as hereinafter provided, and (b) the benefits to accrue to the United States and the public from the accomplishment of the Project and compliance with the assurances and conditions as herein provided, **THE FEDERAL AVIATION ADMINISTRATION, FOR AND ON BEHALF OF THE UNITED STATES, HEREBY OFFERS AND AGREES** to pay, as the United States' share of the allowable costs incurred in accomplishing the Project, ninety (90) per centum thereof.

This Offer is made on and **SUBJECT TO THE FOLLOWING TERMS AND CONDITIONS:**

CONDITIONS

1. The maximum obligation of the United States payable under this Offer shall be $500,000.00. For the purposes of any future grant amendments which may increase the foregoing maximum obligation of the United States under the provisions of Section 47108(b) of the Act, the following amounts are being specified for this purpose:

   $ 500,000.00 for planning

   $ 0.00 for airport development or noise program implementation

2. The allowable costs of the project shall not include any costs determined by the FAA to be ineligible for consideration as to allowability under the Act.

3. Payment of the United States' share of the allowable project costs will be made pursuant to and in accordance with the provisions of such regulations and procedures as the Secretary shall prescribe. Final determination of the United States' share will be based upon the final audit of the total amount of allowable project costs and settlement will be made for any upward or downward adjustments to the Federal share of costs.

4. The Sponsor shall carry out and complete the Project without undue delays and in accordance with the terms hereof, and such regulations and procedures as the Secretary shall prescribe, and agrees to comply with the assurances which were made part of the project application.

5. The FAA reserves the right to amend or withdraw this offer at any time prior to its acceptance by the Sponsor.

6. This offer shall expire and the United States shall not be obligated to pay any part of the costs of the project unless this offer has been accepted by the Sponsor on or before September 20, 2013, or such subsequent date as may be prescribed in writing by the FAA.

7. The Sponsor shall take all steps, including litigation if necessary, to recover Federal funds spent fraudulently, wastefully, or in violation of Federal antitrust statutes, or misused in any other manner in any project upon which Federal funds have been expended. For the purposes of this grant agreement, the term "Federal funds" means funds however used or dispersed by the Sponsor that were originally paid pursuant to this or any other Federal grant agreement. It shall obtain the approval of the Secretary as to any determination of the amount of the Federal share of such funds. It shall return the recovered Federal share, including funds recovered by settlement, order, or judgment, to the Secretary. It shall furnish to the Secretary, upon request, all documents and records pertaining to the determination of the amount of the Federal share or to any settlement, litigation, negotiation, or other efforts taken to recover such funds. All settlements or other final positions of the Sponsor, in court or otherwise, involving the recovery of such Federal share shall be approved in advance by the Secretary.

8. The United States shall not be responsible or liable for damage to property or injury to persons which may arise from, or be incident to, compliance with this grant agreement.

9. **CENTRAL CONTRACTOR REGISTRATION AND UNIVERSAL IDENTIFIER REQUIREMENTS**

   A. Requirement for Central Contractor Registration (CCR)

   Unless you are exempted from this requirement under 2 CFR 25.110, you as the recipient must maintain the currency of your information in the CCR until you submit the final financial report required under this award or receive the final payment, whichever is later. This requires that you review and update the information at least annually after the initial registration and more frequently if required by changes in your information or another award term.

   B. Requirement for Data Universal Numbering System (DUNS) Numbers

   If you are authorized to make subawards under this award, you:

   1. Must notify potential subrecipients that no entity (see definition in paragraph C of this award term) may receive a subaward from you unless the entity has provided its DUNS number to you.

   2. May not make a subaward to an entity unless the entity has provided its DUNS number to you.

C. Definitions

For purposes of this award term:

1. Central Contractor Registration (CCR) means the Federal repository into which an entity must provide information required for the conduct of business as a recipient. Additional information about registration procedures may be found at the CCR Internet site (currently at https://www.sam.gov/portal/public/SAM/).

2. Data Universal Numbering System

DUNS number means the nine-digit number established and assigned by Dun and Bradstreet, Inc. (D & B) to uniquely identify business entities. A DUNS number may be obtained from D & B by telephone (currently 866–705–5711) or the Internet (currently at http://fedgov.dnb.com/webform).

3. Entity, as it is used in this award term, means all of the following, as defined at 2 CFR Part 25, Subpart C:

a. A Governmental organization, which is a State, local government, or Indian Tribe;

b. A foreign public entity;

c. A domestic or foreign nonprofit organization;

d. A domestic or foreign for-profit organization; and

e. A Federal agency, but only as a subrecipient under an award or subaward to a non-Federal entity.

4. Subaward:

a. This term means a legal instrument to provide support for the performance of any portion of the substantive project or program for which you received this award and that you as the recipient award to an eligible subrecipient.

b. The term does not include your procurement of property and services needed to carry out the project or program (for further explanation, see Sec. 210 of the attachment to OMB Circular A–133, "Audits of States, Local Governments, and Non-Profit Organizations"). A subaward may be provided through any legal agreement, including an agreement that you consider a contract.

5. Subrecipient means an entity that:

a. Receives a subaward from you under this award; and

b. Is accountable to you for the use of the Federal funds provided by the subaward.

c. A subaward may be provided through any legal agreement, including an agreement that you consider a contract.

10. **ELECTRONIC GRANT PAYMENT(S):** The requirements set forth in these terms and conditions supersede previous financial invoicing requirements for FAA grantees. Each payment request under this grant agreement must be made electronically via the Delphi eInvoicing System for Department of Transportation (DOT) Financial Assistance Awardees. The following are the procedures for accessing and utilizing the Delphi eInvoicing System.

A. Grant Recipient Requirements.
   (1) Grantees must have Internet access to register and submit payment requests through the Delphi eInvoicing system unless, under limited circumstances, a waiver is granted by the FAA and DOT under section (c) below.
   (2) Grantees must submit payment requests electronically and the FAA will process payment requests electronically.

B. System User Access.
   (1) Grantees must contact the FAA Airports District/Regional Office and officially submit a written request to sign up for the system. The FAA Office of Airports will provide the grantee's name, email address and telephone number to the DOT Financial Management Office. The DOT will then invite the grantee via email to sign up for the system and require the grantee to complete two forms. The grantee will complete a web based DOT registration form and download the Proof of Identification form to verify the grantee's identity.

(2) The grantee must complete the Proof of Identification form, and present it to a Notary Public for verification. The grantee will return the notarized form to:

DOT Enterprise Services Center

FAA Accounts Payable, AMZ-100

PO Box 25710

Oklahoma City, OK 73125

(3) The DOT will validate the both forms and email a user ID and password to the grantee. Grantees should contact the FAA Airports District/Regional Office with any changes to their system information.

Note: Additional information, including access forms and training materials, can be found on the DOT eInvoicing website (http://www.dot.gov/cfo/delphi-einvoicing-system.html).

C. Waivers. DOT Financial Management officials may, on a case by case basis, waive the requirement to register and use the electronic grant payment system based on user requests and concurrence of the FAA. Waiver request forms can be obtained on the DOT eInvoicing website (http://www.dot.gov/cfo/delphi-einvoicing-system.html) or by contacting the FAA Airports District/Regional Office. Recipients must explain why they are unable to use or access the Internet to register and enter payment requests.

(1) All waiver requests should be sent to the FAA Airports District/Regional Office for concurrence, prior to sending to the Director of the Office of Financial Management, US Department of Transportation, Office of Financial Management, B-30, room W93-431, 1200 New Jersey Avenue SE, Washington DC 20590-0001, DOTElectronicInvoicing@dot.gov. The Director of the DOT Office of Financial Management will confirm or deny the request within approximately 30 days.

(2) If a grantee is granted a waiver, the grantee should submit all hard-copy invoices directly to:
DOT/FAA

PO Box 25082

AMZ-110

Oklahoma City, OK 73125

11. **INFORMAL LETTER AMENDMENT OF AIP PROJECTS:** It is mutually understood and agreed that if, during the life of the project, the FAA determines that the maximum grant obligation of the United States exceeds the expected needs of the Sponsor by $25,000.00 or five percent (5%), whichever is greater, the maximum obligation of the United States can be unilaterally reduced by letter from the FAA advising of the budget change. Conversely, if there is an overrun in the total actual eligible and allowable project costs, FAA may increase the maximum grant obligation of the United States to cover the amount of the overrun not to exceed the statutory percent limitation and will advise the Sponsor by letter of the increase. It is further understood and agreed that if, during the life of the project, the FAA determines that a change in the grant description is advantageous and in the best interests of the United States, the change in grant description will be unilaterally amended by letter from the FAA. Upon issuance of the aforementioned letter, either the grant obligation of the United States is adjusted to the amount specified or the grant description is amended to the description specified.

12. **AIR AND WATER QUALITY:** Approval of the project included in this agreement is conditioned on the Sponsor's compliance with applicable air and water quality standards in accomplishing project construction. Failure to comply with this requirement may result in suspension, cancellation, or termination of Federal assistance under this agreement.

13. **BUY AMERICAN REQUIREMENT:** Unless otherwise approved by the FAA, the Sponsor will not acquire or permit any contractor or subcontractor to acquire any steel or manufactured products produced outside the United States to be used for any project for airport development or noise compatibility for which funds are provided under this grant. The Sponsor will include in every contract a provision implementing this special condition.

14. **MAXIMUM OBLIGATION INCREASE FOR PRIMARY AIRPORTS:** In accordance with Section 47108(b) of the Act, as amended, the maximum obligation of the United States, as stated in Condition No. 1 of this Grant Offer

a. may not be increased for a planning project;

b. may be increased by not more than 15 percent for development projects;

c. may be increased by not more than 15 percent for land projects.

The Sponsor's acceptance of this Offer and ratification and adoption of the Project Application incorporated herein shall be evidenced by execution of this instrument by the Sponsor, as hereinafter provided, and this Offer and Acceptance shall comprise a Grant Agreement, as provided by the Act, constituting the contractual obligations and rights of the United States and the Sponsor with respect to the accomplishment of the Project and compliance with the assurances and conditions as provided herein. Such Grant Agreement shall become effective upon the Sponsor's acceptance of this Offer.

UNITED STATES OF AMERICA
FEDERAL AVIATION ADMINISTRATION



(Signature)

Ronnie V. Simpson

(Typed Name)

Manager, Honolulu Airports District Office

(Title)

PART II - ACCEPTANCE

The Sponsor does hereby ratify and adopt all assurances, statements, representations, warranties, covenants, and agreements contained in the Project Application and incorporated materials referred to in the foregoing Offer and does hereby accept this Offer and by such acceptance agrees to comply with all of the terms and conditions in this Offer and in the Project Application. I declare under penalty of perjury that the foregoing is true and correct. [1]

Executed this 20th day of September, 2013.

A. B. Won Pat Guam International Airport Authority

(Name of Sponsor)

(Signature of Sponsor's Designated Official Representative)

(SEAL)

By: PEDRO R. MARTINEZ

(Typed Name of Sponsor's Designated Official Representative)

Title: Deputy Executive Manager

(Typed Title of Sponsor's Designated Official Representative)

Attest: Rosie U. Balajadia

Administrative Officer

CERTIFICATE OF SPONSOR'S ATTORNEY

I, Janalynn Cruz Damian, acting as Attorney for the Sponsor do hereby certify:

That in my opinion the Sponsor is empowered to enter into the foregoing Grant Agreement under the laws of the Territory of Guam. Further, I have examined the foregoing Grant Agreement and the actions taken by said Sponsor and Sponsor's official representative has been duly authorized and that the execution thereof is in all respects due and proper and in accordance with the laws of the said State and the Act. In addition, for grants involving projects to be carried out on property not owned by the Sponsor, there are no legal impediments that will prevent full performance by the Sponsor. Further, it is my opinion that the said Grant Agreement constitutes a legal and binding obligation of the Sponsor in accordance with the terms thereof.

Dated at Hagatna, Guam this 20th day of September, 2013.

By

(Signature of Sponsor's Attorney)

[1] Knowingly and willfully providing false information to the Federal government is a violation of 18 U.S.C. Section 1001 (False Statements) and could subject you to fines, imprisonment, or both.

ASSURANCES
Airport Sponsors

A. General.

1. These assurances shall be complied with in the performance of grant agreements for airport development, airport planning, and noise compatibility program grants for airport sponsors.

2. These assurances are required to be submitted as part of the project application by sponsors requesting funds under the provisions of Title 49, U.S.C., subtitle VII, as amended. As used herein, the term "public agency sponsor" means a public agency with control of a public-use airport; the term "private sponsor" means a private owner of a public-use airport; and the term "sponsor" includes both public agency sponsors and private sponsors.

3. Upon acceptance of this grant offer by the sponsor, these assurances are incorporated in and become part of this grant agreement.

B. Duration and Applicability.

1. **Airport development or Noise Compatibility Program Projects Undertaken by a Public Agency Sponsor.** The terms, conditions and assurances of this grant agreement shall remain in full force and effect throughout the useful life of the facilities developed or equipment acquired for an airport development or noise compatibility program project, or throughout the useful life of the project items installed within a facility under a noise compatibility program project, but in any event not to exceed twenty (20) years from the date of acceptance of a grant offer of Federal funds for the project. However, there shall be no limit on the duration of the assurances regarding Exclusive Rights and Airport Revenue so long as the airport is used as an airport. There shall be no limit on the duration of the terms, conditions, and assurances with respect to real property acquired with federal funds. Furthermore, the duration of the Civil Rights assurance shall be specified in the assurances.

2. **Airport Development or Noise Compatibility Projects Undertaken by a Private Sponsor.** The preceding paragraph 1 also applies to a private sponsor except that the useful life of project items installed within a facility or the useful life of the facilities developed or equipment acquired under an airport development or noise compatibility program project shall be no less than ten (10) years from the date of acceptance of Federal aid for the project.

3. **Airport Planning Undertaken by a Sponsor.** Unless otherwise specified in this grant agreement, only Assurances 1, 2, 3, 5, 6, 13, 18, 30, 32, 33, and 34 in section C apply to planning projects. The terms, conditions, and assurances of this grant agreement shall remain in full force and effect during the life of the project.

C. **Sponsor Certification.** The sponsor hereby assures and certifies, with respect to this grant that:

1. **General Federal Requirements.** It will comply with all applicable Federal laws, regulations, executive orders, policies, guidelines, and requirements as they relate to the application, acceptance and use of Federal funds for this project including but not limited to the following:

Federal Legislation

a. Title 49, U.S.C., subtitle VII, as amended.
b. Davis-Bacon Act - 40 U.S.C. 276(a), et seq.[1]
c. Federal Fair Labor Standards Act - 29 U.S.C. 201, et seq.
d. Hatch Act – 5 U.S.C. 1501, et seq.[2]
e. Uniform Relocation Assistance and Real Property Acquisition Policies Act of 1970 Title 42 U.S.C. 4601, et seq.[1 2]
f. National Historic Preservation Act of 1966 - Section 106 - 16 U.S.C. 470(f).[1]
g. Archeological and Historic Preservation Act of 1974 - 16 U.S.C. 469 through 469c.[1]
h. Native Americans Grave Repatriation Act - 25 U.S.C. Section 3001, et seq.
i. Clean Air Act, P.L. 90-148, as amended.
j. Coastal Zone Management Act, P.L. 93-205, as amended.
k. Flood Disaster Protection Act of 1973 - Section 102(a) - 42 U.S.C. 4012a.[1]
l. Title 49, U.S.C., Section 303, (formerly known as Section 4(f))
m. Rehabilitation Act of 1973 - 29 U.S.C. 794.
n. Civil Rights Act of 1964 - Title VI - 42 U.S.C. 2000d through d-4.
o. Age Discrimination Act of 1975 - 42 U.S.C. 6101, et seq.
p. American Indian Religious Freedom Act, P.L. 95-341, as amended.
q. Architectural Barriers Act of 1968 -42 U.S.C. 4151, et seq.[1]
r. Power plant and Industrial Fuel Use Act of 1978 - Section 403- 2 U.S.C. 8373.[1]
s. Contract Work Hours and Safety Standards Act - 40 U.S.C. 327, et seq.[1]
t. Copeland Anti kickback Act - 18 U.S.C. 874.1
u. National Environmental Policy Act of 1969 - 42 U.S.C. 4321, et seq.[1]
v. Wild and Scenic Rivers Act, P.L. 90-542, as amended.
w. Single Audit Act of 1984 - 31 U.S.C. 7501, et seq.[2]
x. Drug-Free Workplace Act of 1988 - 41 U.S.C. 702 through 706.

Executive Orders

Executive Order 11246 - Equal Employment Opportunity[1]
Executive Order 11990 - Protection of Wetlands
Executive Order 11998 – Flood Plain Management
Executive Order 12372 - Intergovernmental Review of Federal Programs
Executive Order 12699 - Seismic Safety of Federal and Federally Assisted New Building Construction[1]
Executive Order 12898 - Environmental Justice

Federal Regulations

a. 14 CFR Part 13 - Investigative and Enforcement Procedures.
b. 14 CFR Part 16 - Rules of Practice For Federally Assisted Airport Enforcement Proceedings.
c. 14 CFR Part 150 - Airport noise compatibility planning.
d. 29 CFR Part 1 - Procedures for predetermination of wage rates.[1]
e. 29 CFR Part 3 - Contractors and subcontractors on public building or public work financed in whole or part by loans or grants from the United States.[1]
f. 29 CFR Part 5 - Labor standards provisions applicable to contracts covering federally financed and assisted construction (also labor standards provisions applicable to non-construction contracts subject to the Contract Work Hours and Safety Standards Act).[1]
g. 41 CFR Part 60 - Office of Federal Contract Compliance Programs, Equal Employment Opportunity, Department of Labor (Federal and federally assisted contracting requirements).[1]
h. 49 CFR Part 18 - Uniform administrative requirements for grants and cooperative agreements to state and local governments.[3]
i. 49 CFR Part 20 - New restrictions on lobbying.
j. 49 CFR Part 21 - Nondiscrimination in federally-assisted programs of the Department of Transportation - effectuation of Title VI of the Civil Rights Act of 1964.
k. 49 CFR Part 23 - Participation by Disadvantage Business Enterprise in Airport Concessions.
l. 49 CFR Part 24 - Uniform relocation assistance and real property acquisition for Federal and federally assisted programs.[1 2]
m. 49 CFR Part 26 – Participation By Disadvantaged Business Enterprises in Department of Transportation Programs.
n. 49 CFR Part 27 - Nondiscrimination on the basis of handicap in programs and activities receiving or benefiting from Federal financial assistance.[1]
o. 49 CFR Part 29 – Government wide debarment and suspension (nonprocurement) and government wide requirements for drug-free workplace (grants).
p. 49 CFR Part 30 - Denial of public works contracts to suppliers of goods and services of countries that deny procurement market access to U.S. contractors.
q. 49 CFR Part 41 - Seismic safety of Federal and federally assisted or regulated new building construction.[1]

Office of Management and Budget Circulars

a. A-87 - Cost Principles Applicable to Grants and Contracts with State and Local Governments.
b. A-133 - Audits of States, Local Governments, and Non-Profit Organizations

[1] These laws do not apply to airport planning sponsors.

[2] These laws do not apply to private sponsors.

[3] 49 CFR Part 18 and OMB Circular A-87 contain requirements for State and Local Governments receiving Federal assistance. Any requirement levied upon State and Local Governments by this regulation and circular shall also be applicable to private sponsors receiving Federal assistance under Title 49, United States Code.

Specific assurances required to be included in grant agreements by any of the above laws, regulations or circulars are incorporated by reference in this grant agreement.

2. **Responsibility and Authority of the Sponsor.**

   a. **Public Agency Sponsor:** It has legal authority to apply for this grant, and to finance and carry out the proposed project; that a resolution, motion or similar action has been duly adopted or passed as an official act of the applicant's governing body authorizing the filing of the application, including all understandings and assurances contained therein, and directing and authorizing the person identified as the official representative of the applicant to act in connection with the application and to provide such additional information as may be required.

   b. **Private Sponsor:** It has legal authority to apply for this grant and to finance and carry out the proposed project and comply with all terms, conditions, and assurances of this grant agreement. It shall designate an official representative and shall in writing direct and authorize that person to file this application, including all understandings and assurances contained therein; to act in connection with this application; and to provide such additional information as may be required.

3. **Sponsor Fund Availability.** It has sufficient funds available for that portion of the project costs which are not to be paid by the United States. It has sufficient funds available to assure operation and maintenance of items funded under this grant agreement which it will own or control.

4. **Good Title.**

   a. It, a public agency or the Federal government, holds good title, satisfactory to the Secretary, to the landing area of the airport or site thereof, or will give assurance satisfactory to the Secretary that good title will be acquired.

   b. For noise compatibility program projects to be carried out on the property of the sponsor, it holds good title satisfactory to the Secretary to that portion of the property upon which Federal funds will be expended or will give assurance to the Secretary that good title will be obtained.

5. **Preserving Rights and Powers.**

   a. It will not take or permit any action which would operate to deprive it of any of the rights and powers necessary to perform any or all of the terms, conditions, and assurances in this grant agreement without the written approval of the Secretary, and will act promptly to acquire, extinguish or

modify any outstanding rights or claims of right of others which would interfere with such performance by the sponsor. This shall be done in a manner acceptable to the Secretary.

b. It will not sell, lease, encumber, or otherwise transfer or dispose of any part of its title or other interests in the property shown on Exhibit A to this application or, for a noise compatibility program project, that portion of the property upon which Federal funds have been expended, for the duration of the terms, conditions, and assurances in this grant agreement without approval by the Secretary. If the transferee is found by the Secretary to be eligible under Title 49, United States Code, to assume the obligations of this grant agreement and to have the power, authority, and financial resources to carry out all such obligations, the sponsor shall insert in the contract or document transferring or disposing of the sponsor's interest, and make binding upon the transferee all of the terms, conditions, and assurances contained in this grant agreement.

c. For all noise compatibility program projects which are to be carried out by another unit of local government or are on property owned by a unit of local government other than the sponsor, it will enter into an agreement with that government. Except as otherwise specified by the Secretary, that agreement shall obligate that government to the same terms, conditions, and assurances that would be applicable to it if it applied directly to the FAA for a grant to undertake the noise compatibility program project. That agreement and changes thereto must be satisfactory to the Secretary. It will take steps to enforce this agreement against the local government if there is substantial non-compliance with the terms of the agreement.

d. For noise compatibility program projects to be carried out on privately owned property, it will enter into an agreement with the owner of that property which includes provisions specified by the Secretary. It will take steps to enforce this agreement against the property owner whenever there is substantial non-compliance with the terms of the agreement.

e. If the sponsor is a private sponsor, it will take steps satisfactory to the Secretary to ensure that the airport will continue to function as a public-use airport in accordance with these assurances for the duration of these assurances.

f. If an arrangement is made for management and operation of the airport by any agency or person other than the sponsor or an employee of the sponsor, the sponsor will reserve sufficient rights and authority to insure that the airport will be operated and maintained in accordance Title 49, United States Code, the regulations and the terms, conditions and assurances in this grant agreement and shall insure that such arrangement also requires compliance therewith.

g. Sponsors of commercial service airports will not permit or enter into any arrangement that results in permission for the owner or tenant of a property used as a residence, or zoned for residential use, to taxi an aircraft between that property and any location on airport. Sponsors of general aviation airports entering into any arrangement that results in

permission for the owner of residential real property adjacent to or near the airport must comply with the requirements of Sec. 136 of Public Law 112-95 and the sponsor assurances.

6. **Consistency with Local Plans.** The project is reasonably consistent with plans (existing at the time of submission of this application) of public agencies that are authorized by the State in which the project is located to plan for the development of the area surrounding the airport.

7. **Consideration of Local Interest.** It has given fair consideration to the interest of communities in or near where the project may be located.

8. **Consultation with Users.** In making a decision to undertake any airport development project under Title 49, United States Code, it has undertaken reasonable consultations with affected parties using the airport at which project is proposed.

9. **Public Hearings.** In projects involving the location of an airport, an airport runway, or a major runway extension, it has afforded the opportunity for public hearings for the purpose of considering the economic, social, and environmental effects of the airport or runway location and its consistency with goals and objectives of such planning as has been carried out by the community and it shall, when requested by the Secretary, submit a copy of the transcript of such hearings to the Secretary. Further, for such projects, it has on its management board either voting representation from the communities where the project is located or has advised the communities that they have the right to petition the Secretary concerning a proposed project.

10. **Air and Water Quality Standards.** In projects involving airport location, a major runway extension, or runway location it will provide for the Governor of the state in which the project is located to certify in writing to the Secretary that the project will be located, designed, constructed, and operated so as to comply with applicable air and water quality standards. In any case where such standards have not been approved and where applicable air and water quality standards have been promulgated by the Administrator of the Environmental Protection Agency, certification shall be obtained from such Administrator. Notice of certification or refusal to certify shall be provided within sixty days after the project application has been received by the Secretary.

11. **Pavement Preventive Maintenance.** With respect to a project approved after January 1, 1995, for the replacement or reconstruction of pavement at the airport, it assures or certifies that it has implemented an effective airport pavement maintenance-management program and it assures that it will use such program for the useful life of any pavement constructed, reconstructed or repaired with Federal financial assistance at the airport. It will provide such reports on pavement condition and pavement management programs as the Secretary determines may be useful.

12. **Terminal Development Prerequisites.** For projects which include terminal development at a public use airport, as defined in Title 49, it has, on the date of

submittal of the project grant application, all the safety equipment required for certification of such airport under section 44706 of Title 49, United States Code, and all the security equipment required by rule or regulation, and has provided for access to the passenger enplaning and deplaning area of such airport to passengers enplaning and deplaning from aircraft other than air carrier aircraft.

13. **Accounting System, Audit, and Record Keeping Requirements.**

    a. It shall keep all project accounts and records which fully disclose the amount and disposition by the recipient of the proceeds of this grant, the total cost of the project in connection with which this grant is given or used, and the amount or nature of that portion of the cost of the project supplied by other sources, and such other financial records pertinent to the project. The accounts and records shall be kept in accordance with an accounting system that will facilitate an effective audit in accordance with the Single Audit Act of 1984.

    b. It shall make available to the Secretary and the Comptroller General of the United States, or any of their duly authorized representatives, for the purpose of audit and examination, any books, documents, papers, and records of the recipient that are pertinent to this grant. The Secretary may require that an appropriate audit be conducted by a recipient. In any case in which an independent audit is made of the accounts of a sponsor relating to the disposition of the proceeds of a grant or relating to the project in connection with which this grant was given or used, it shall file a certified copy of such audit with the Comptroller General of the United States not later than six (6) months following the close of the fiscal year for which the audit was made.

14. **Minimum Wage Rates.** It shall include, in all contracts in excess of $2,000 for work on any projects funded under this grant agreement which involve labor, provisions establishing minimum rates of wages, to be predetermined by the Secretary of Labor, in accordance with the Davis-Bacon Act, as amended (40 U.S.C. 276a-276a-5), which contractors shall pay to skilled and unskilled labor, and such minimum rates shall be stated in the invitation for bids and shall be included in proposals or bids for the work.

15. **Veteran's Preference.** It shall include in all contracts for work on any project funded under this grant agreement which involve labor, such provisions as are necessary to insure that, in the employment of labor (except in executive, administrative, and supervisory positions), preference shall be given to Vietnam era veterans, Persian Gulf veterans, Afghanistan-Iraq war veterans, disabled veterans, and small business concerns owned and controlled by disabled veterans as defined in Section 47112 of Title 49, United States Code. However, this preference shall apply only where the individuals are available and qualified to perform the work to which the employment relates.

16. **Conformity to Plans and Specifications.** It will execute the project subject to plans, specifications, and schedules approved by the Secretary. Such plans, specifications, and schedules shall be submitted to the Secretary prior to

commencement of site preparation, construction, or other performance under this grant agreement, and, upon approval of the Secretary, shall be incorporated into this grant agreement. Any modification to the approved plans, specifications, and schedules shall also be subject to approval of the Secretary, and incorporated into this grant agreement.

17. **Construction Inspection and Approval.** It will provide and maintain competent technical supervision at the construction site throughout the project to assure that the work conforms to the plans, specifications, and schedules approved by the Secretary for the project. It shall subject the construction work on any project contained in an approved project application to inspection and approval by the Secretary and such work shall be in accordance with regulations and procedures prescribed by the Secretary. Such regulations and procedures shall require such cost and progress reporting by the sponsor or sponsors of such project as the Secretary shall deem necessary.

18. **Planning Projects.** In carrying out planning projects:

    a. It will execute the project in accordance with the approved program narrative contained in the project application or with the modifications similarly approved.
    b. It will furnish the Secretary with such periodic reports as required pertaining to the planning project and planning work activities.
    c. It will include in all published material prepared in connection with the planning project a notice that the material was prepared under a grant provided by the United States.
    d. It will make such material available for examination by the public, and agrees that no material prepared with funds under this project shall be subject to copyright in the United States or any other country.
    e. It will give the Secretary unrestricted authority to publish, disclose, distribute, and otherwise use any of the material prepared in connection with this grant.
    f. It will grant the Secretary the right to disapprove the sponsor's employment of specific consultants and their subcontractors to do all or any part of this project as well as the right to disapprove the proposed scope and cost of professional services.
    g. It will grant the Secretary the right to disapprove the use of the sponsor's employees to do all or any part of the project.
    h. It understands and agrees that the Secretary's approval of this project grant or the Secretary's approval of any planning material developed as part of this grant does not constitute or imply any assurance or commitment on the part of the Secretary to approve any pending or future application for a Federal airport grant.

19. **Operation and Maintenance.**

    a. The airport and all facilities which are necessary to serve the aeronautical users of the airport, other than facilities owned or controlled by the United States, shall be operated at all times in a safe and serviceable condition

and in accordance with the minimum standards as may be required or prescribed by applicable Federal, state and local agencies for maintenance and operation. It will not cause or permit any activity or action thereon which would interfere with its use for airport purposes. It will suitably operate and maintain the airport and all facilities thereon or connected therewith, with due regard to climatic and flood conditions. Any proposal to temporarily close the airport for non-aeronautical purposes must first be approved by the Secretary. In furtherance of this assurance, the sponsor will have in effect arrangements for-

1) Operating the airport's aeronautical facilities whenever required;
2) Promptly marking and lighting hazards resulting from airport conditions, including temporary conditions; and
3) Promptly notifying airmen of any condition affecting aeronautical use of the airport. Nothing contained herein shall be construed to require that the airport be operated for aeronautical use during temporary periods when snow, flood or other climatic conditions interfere with such operation and maintenance. Further, nothing herein shall be construed as requiring the maintenance, repair, restoration, or replacement of any structure or facility which is substantially damaged or destroyed due to an act of God or other condition or circumstance beyond the control of the sponsor.

b. It will suitably operate and maintain noise compatibility program items that it owns or controls upon which Federal funds have been expended.

20. Hazard Removal and Mitigation. It will take appropriate action to assure that such terminal airspace as is required to protect instrument and visual operations to the airport (including established minimum flight altitudes) will be adequately cleared and protected by removing, lowering, relocating, marking, or lighting or otherwise mitigating existing airport hazards and by preventing the establishment or creation of future airport hazards.

21. Compatible Land Use. It will take appropriate action, to the extent reasonable, including the adoption of zoning laws, to restrict the use of land adjacent to or in the immediate vicinity of the airport to activities and purposes compatible with normal airport operations, including landing and takeoff of aircraft. In addition, if the project is for noise compatibility program implementation, it will not cause or permit any change in land use, within its jurisdiction, that will reduce its compatibility, with respect to the airport, of the noise compatibility program measures upon which Federal funds have been expended.

22. Economic Nondiscrimination.

a. It will make the airport available as an airport for public use on reasonable terms and without unjust discrimination to all types, kinds and classes of aeronautical activities, including commercial aeronautical activities offering services to the public at the airport.

b. In any agreement, contract, lease, or other arrangement under which a right or privilege at the airport is granted to any person, firm, or corporation to conduct or to engage in any aeronautical activity for

furnishing services to the public at the airport, the sponsor will insert and enforce provisions requiring the contractor to-

1) furnish said services on a reasonable, and not unjustly discriminatory, basis to all users thereof, and
2) charge reasonable, and not unjustly discriminatory, prices for each unit or service, provided that the contractor may be allowed to make reasonable and nondiscriminatory discounts, rebates, or other similar types of price reductions to volume purchasers.

c. Each fixed-based operator at the airport shall be subject to the same rates, fees, rentals, and other charges as are uniformly applicable to all other fixed-based operators making the same or similar uses of such airport and utilizing the same or similar facilities.

d. Each air carrier using such airport shall have the right to service itself or to use any fixed-based operator that is authorized or permitted by the airport to serve any air carrier at such airport.

e. Each air carrier using such airport (whether as a tenant, non tenant, or subtenant of another air carrier tenant) shall be subject to such nondiscriminatory and substantially comparable rules, regulations, conditions, rates, fees, rentals, and other charges with respect to facilities directly and substantially related to providing air transportation as are applicable to all such air carriers which make similar use of such airport and utilize similar facilities, subject to reasonable classifications such as tenants or non tenants and signatory carriers and non signatory carriers. Classification or status as tenant or signatory shall not be unreasonably withheld by any airport provided an air carrier assumes obligations substantially similar to those already imposed on air carriers in such classification or status.

f. It will not exercise or grant any right or privilege which operates to prevent any person, firm, or corporation operating aircraft on the airport from performing any services on its own aircraft with its own employees [including, but not limited to maintenance, repair, and fueling] that it may choose to perform.

g. In the event the sponsor itself exercises any of the rights and privileges referred to in this assurance, the services involved will be provided on the same conditions as would apply to the furnishing of such services by commercial aeronautical service providers authorized by the sponsor under these provisions.

h. The sponsor may establish such reasonable, and not unjustly discriminatory, conditions to be met by all users of the airport as may be necessary for the safe and efficient operation of the airport.

i. The sponsor may prohibit or limit any given type, kind or class of aeronautical use of the airport if such action is necessary for the safe operation of the airport or necessary to serve the civil aviation needs of the public.

23. Exclusive Rights. It will permit no exclusive right for the use of the airport by any person providing, or intending to provide, aeronautical services to the public.

For purposes of this paragraph, the providing of the services at an airport by a single fixed-based operator shall not be construed as an exclusive right if both of the following apply:

a. It would be unreasonably costly, burdensome, or impractical for more than one fixed-based operator to provide such services, and

b. If allowing more than one fixed-based operator to provide such services would require the reduction of space leased pursuant to an existing agreement between such single fixed-based operator and such airport. It further agrees that it will not, either directly or indirectly, grant or permit any person, firm, or corporation, the exclusive right at the airport to conduct any aeronautical activities, including, but not limited to charter flights, pilot training, aircraft rental and sightseeing, aerial photography, crop dusting, aerial advertising and surveying, air carrier operations, aircraft sales and services, sale of aviation petroleum products whether or not conducted in conjunction with other aeronautical activity, repair and maintenance of aircraft, sale of aircraft parts, and any other activities which because of their direct relationship to the operation of aircraft can be regarded as an aeronautical activity, and that it will terminate any exclusive right to conduct an aeronautical activity now existing at such an airport before the grant of any assistance under Title 49, United States Code.

24. Fee and Rental Structure. It will maintain a fee and rental structure for the facilities and services at the airport which will make the airport as self-sustaining as possible under the circumstances existing at the particular airport, taking into account such factors as the volume of traffic and economy of collection. No part of the Federal share of an airport development, airport planning or noise compatibility project for which a grant is made under Title 49, United States Code, the Airport and Airway Improvement Act of 1982, the Federal Airport Act or the Airport and Airway Development Act of 1970 shall be included in the rate basis in establishing fees, rates, and charges for users of that airport.

25. Airport Revenues.

a. All revenues generated by the airport and any local taxes on aviation fuel established after December 30, 1987, will be expended by it for the capital or operating costs of the airport; the local airport system; or other local facilities which are owned or operated by the owner or operator of the airport and which are directly and substantially related to the actual air transportation of passengers or property; or for noise mitigation purposes on or off the airport. The following exceptions apply to this paragraph:

1) If covenants or assurances in debt obligations issued before September 3, 1982, by the owner or operator of the airport, or provisions enacted before September 3, 1982, in governing statutes controlling the owner or operator's financing, provide for the use of the revenues from any of the airport owner or operator's facilities, including the airport, to support not only the airport but also the

airport owner or operator's general debt obligations or other facilities, then this limitation on the use of all revenues generated by the airport (and, in the case of a public airport, local taxes on aviation fuel) shall not apply.

2) If the Secretary approves the sale of a privately owned airport to a public sponsor and provides funding for any portion of the public sponsor's acquisition of land, this limitation on the use of all revenues generated by the sale shall not apply to certain proceeds from the sale. This is conditioned on repayment to the Secretary by the private owner of an amount equal to the remaining unamortized portion (amortized over a 20-year period) of any airport improvement grant made to the private owner for any purpose other than land acquisition on or after October 1, 1996, plus an amount equal to the federal share of the current fair market value of any land acquired with an airport improvement grant made to that airport on or after October 1, 1996.

3) Certain revenue derived from or generated by mineral extraction, production, lease, or other means at a general aviation airport (as defined at Section 47102 of title 49 United States Code), if the FAA determines the airport sponsor meets the requirements set forth in Sec. 813 of Public Law 112-95.

b. As part of the annual audit required under the Single Audit Act of 1984, the sponsor will direct that the audit will review, and the resulting audit report will provide an opinion concerning, the use of airport revenue and taxes in paragraph (a), and indicating whether funds paid or transferred to the owner or operator are paid or transferred in a manner consistent with Title 49, United States Code and any other applicable provision of law, including any regulation promulgated by the Secretary or Administrator.

c. Any civil penalties or other sanctions will be imposed for violation of this assurance in accordance with the provisions of Section 47107 of Title 49, United States Code.

26. Reports and Inspections. It will:

a. submit to the Secretary such annual or special financial and operations reports as the Secretary may reasonably request and make such reports available to the public; make available to the public at reasonable times and places a report of the airport budget in a format prescribed by the Secretary;

b. for airport development projects, make the airport and all airport records and documents affecting the airport, including deeds, leases, operation and use agreements, regulations and other instruments, available for inspection by any duly authorized agent of the Secretary upon reasonable request;

c. for noise compatibility program projects, make records and documents relating to the project and continued compliance with the terms,

conditions, and assurances of this grant agreement including deeds, leases, agreements, regulations, and other instruments, available for inspection by any duly authorized agent of the Secretary upon reasonable request; and

d. in a format and time prescribed by the Secretary, provide to the Secretary and make available to the public following each of its fiscal years, an annual report listing in detail:
   1) all amounts paid by the airport to any other unit of government and the purposes for which each such payment was made; and
   2) all services and property provided by the airport to other units of government and the amount of compensation received for provision of each such service and property.

27. **Use by Government Aircraft.** It will make available all of the facilities of the airport developed with Federal financial assistance and all those usable for landing and takeoff of aircraft to the United States for use by Government aircraft in common with other aircraft at all times without charge, except, if the use by Government aircraft is substantial, charge may be made for a reasonable share, proportional to such use, for the cost of operating and maintaining the facilities used. Unless otherwise determined by the Secretary, or otherwise agreed to by the sponsor and the using agency, substantial use of an airport by Government aircraft will be considered to exist when operations of such aircraft are in excess of those which, in the opinion of the Secretary, would unduly interfere with use of the landing areas by other authorized aircraft, or during any calendar month that –

   a. Five (5) or more Government aircraft are regularly based at the airport or on land adjacent thereto; or
   b. The total number of movements (counting each landing as a movement) of Government aircraft is 300 or more, or the gross accumulative weight of Government aircraft using the airport (the total movement of Government aircraft multiplied by gross weights of such aircraft) is in excess of five million pounds.

28. **Land for Federal Facilities.** It will furnish without cost to the Federal Government for use in connection with any air traffic control or air navigation activities, or weather-reporting and communication activities related to air traffic control, any areas of land or water, or estate therein, or rights in buildings of the sponsor as the Secretary considers necessary or desirable for construction, operation, and maintenance at Federal expense of space or facilities for such purposes. Such areas or any portion thereof will be made available as provided herein within four months after receipt of a written request from the Secretary.

29. **Airport Layout Plan.**

   a. It will keep up to date at all times an airport layout plan of the airport showing (1) boundaries of the airport and all proposed additions thereto, together with the boundaries of all offsite areas owned or controlled by the sponsor for airport purposes and proposed additions thereto; (2) the location and nature of all existing and proposed airport facilities and structures (such as runways, taxiways, aprons, terminal buildings, hangars

and roads), including all proposed extensions and reductions of existing airport facilities; (3) the location of all existing and proposed nonaviation areas and of all existing improvements thereon; and (4) all proposed and existing access points used to taxi aircraft across the airport's property boundary. Such airport layout plans and each amendment, revision, or modification thereof, shall be subject to the approval of the Secretary which approval shall be evidenced by the signature of a duly authorized representative of the Secretary on the face of the airport layout plan. The sponsor will not make or permit any changes or alterations in the airport or any of its facilities which are not in conformity with the airport layout plan as approved by the Secretary and which might, in the opinion of the Secretary, adversely affect the safety, utility or efficiency of the airport.

b. If a change or alteration in the airport or the facilities is made which the Secretary determines adversely affects the safety, utility, or efficiency of any federally owned, leased, or funded property on or off the airport and which is not in conformity with the airport layout plan as approved by the Secretary, the owner or operator will, if requested, by the Secretary (1) eliminate such adverse effect in a manner approved by the Secretary; or (2) bear all costs of relocating such property (or replacement thereof) to a site acceptable to the Secretary and all costs of restoring such property (or replacement thereof) to the level of safety, utility, efficiency, and cost of operation existing before the unapproved change in the airport or its facilities except in the case of a relocation or replacement of an existing airport facility due to a change in the Secretary's design standards beyond the control of the airport sponsor.

30. Civil Rights. It will comply with such rules as are promulgated to assure that no person shall, on the grounds of race, creed, color, national origin, sex, age, or handicap be excluded from participating in any activity conducted with or benefiting from funds received from this grant. This assurance obligates the sponsor for the period during which Federal financial assistance is extended to the program, except where Federal financial assistance is to provide, or is in the form of personal property or real property or interest therein or structures or improvements thereon in which case the assurance obligates the sponsor or any transferee for the longer of the following periods: (a) the period during which the property is used for a purpose for which Federal financial assistance is extended, or for another purpose involving the provision of similar services or benefits, or (b) the period during which the sponsor retains ownership or possession of the property.

31. Disposal of Land.

a. For land purchased under a grant for airport noise compatibility purposes, including land serving as a noise buffer, it will dispose of the land, when the land is no longer needed for such purposes, at fair market value, at the earliest practicable time. That portion of the proceeds of such disposition which is proportionate to the United States' share of acquisition of such land will be, at the discretion of the Secretary, (1) reinvested in another

project at the airport, or (2) transferred to another eligible airport as prescribed by the Secretary. The Secretary shall give preference to the following, in descending order, (1) reinvestment in an approved noise compatibility project, (2) reinvestment in an approved project that is eligible for grant funding under Section 47117(e) of title 49 United States Code, (3) reinvestment in an approved airport development project that is eligible for grant funding under Sections 47114, 47115, or 47117 of title 49 United States Code, (4) transferred to an eligible sponsor of another public airport to be reinvested in an approved noise compatibility project at that airport, and (5) paid to the Secretary for deposit in the Airport and Airway Trust Fund. If land acquired under a grant for noise compatibility purposes is leased at fair market value and consistent with noise buffering purposes, the lease will not be considered a disposal of the land. Revenues derived from such a lease may be used for an approved airport development project that would otherwise be eligible for grant funding or any permitted use of airport revenue.

b. For land purchased under a grant for airport development purposes (other than noise compatibility), it will, when the land is no longer needed for airport purposes, dispose of such land at fair market value or make available to the Secretary an amount equal to the United States' proportionate share of the fair market value of the land. That portion of the proceeds of such disposition which is proportionate to the United States' share of the cost of acquisition of such land will, (1) upon application to the Secretary, be reinvested or transferred to another eligible airport as prescribed by the Secretary. The Secretary shall give preference to the following, in descending order: (1) reinvestment in an approved noise compatibility project, (2) reinvestment in an approved project that is eligible for grant funding under Section 47117(e) of title 49 United States Code, (3) reinvestment in an approved airport development project that is eligible for grant funding under Sections 47114, 47115, or 47117 of title 49 United States Code, (4) transferred to an eligible sponsor of another public airport to be reinvested in an approved noise compatibility project at that airport, and (5) paid to the Secretary for deposit in the Airport and Airway Trust Fund.

c. Land shall be considered to be needed for airport purposes under this assurance if (1) it may be needed for aeronautical purposes (including runway protection zones) or serve as noise buffer land, and (2) the revenue from interim uses of such land contributes to the financial self-sufficiency of the airport. Further, land purchased with a grant received by an airport operator or owner before December 31, 1987, will be considered to be needed for airport purposes if the Secretary or Federal agency making such grant before December 31, 1987, was notified by the operator or owner of the uses of such land, did not object to such use, and the land continues to be used for that purpose, such use having commenced no later than December 15, 1989.

d. Disposition of such land under (a) (b) or (c) will be subject to the retention or reservation of any interest or right therein necessary to ensure that such land will only be used for purposes which are compatible with noise levels associated with operation of the airport.

32. **Engineering and Design Services.** It will award each contract, or sub-contract for program management, construction management, planning studies, feasibility studies, architectural services, preliminary engineering, design, engineering, surveying, mapping or related services with respect to the project in the same manner as a contract for architectural and engineering services is negotiated under Title IX of the Federal Property and Administrative Services Act of 1949 or an equivalent qualifications-based requirement **prescribed** for or by the sponsor of the airport.

33. **Foreign Market Restrictions.** It will not allow funds provided under this grant to be used to fund any project which uses any product or service of a foreign country during the period in which such foreign country is listed by the United States Trade Representative as denying fair and equitable market opportunities for products and suppliers of the United States in procurement and construction.

34. **Policies, Standards, and Specifications.** It will carry out the project in accordance with policies, standards, and specifications approved by the Secretary including but not limited to the advisory circulars listed in the Current FAA Advisory Circulars for AIP projects, dated 01/12/2012 and included in this grant, and in accordance with applicable state policies, standards, and specifications approved by the Secretary.

35. **Relocation and Real Property Acquisition.** (1) It will be guided in acquiring real property, to the greatest extent practicable under State law, by the land acquisition policies in Subpart B of 49 CFR Part 24 and will pay or reimburse property owners for necessary expenses as specified in Subpart B. (2) It will provide a relocation assistance program offering the services described in Subpart C and fair and reasonable relocation payments and assistance to displaced persons as required in Subpart D and E of 49 CFR Part 24. (3) It will make available within a reasonable period of time prior to displacement, comparable replacement dwellings to displaced persons in accordance with Subpart E of 49 CFR Part 24.

36. **Access By Intercity Buses.** The airport owner or operator will permit, to the maximum extent practicable, intercity buses or other modes of transportation to have access to the airport; however, it has no obligation to fund special facilities for intercity buses or for other modes of transportation.

37. **Disadvantaged Business Enterprises.** The recipient shall not discriminate on the basis of race, color, national origin or sex in the award and performance of any DOT-assisted contract or in the administration of its DBE program or the requirements of 49 CFR Part 26. The Recipient shall take all necessary and reasonable steps under 49 CFR Part 26 to ensure non discrimination in the award and administration of DOT-assisted contracts. The recipient's DBE program, as required by 49 CFR Part 26, and as approved by DOT, is incorporated by reference in this agreement. Implementation of this program is a legal obligation

and failure to carry out its terms shall be treated as a violation of this agreement. Upon notification to the recipient of its failure to carry out its approved program, the Department may impose sanctions as provided for under Part 26 and may, in appropriate cases, refer the matter for enforcement under 18 U.S.C. 1001 and/or the Program Fraud Civil Remedies Act of 1986 (31 U.S.C. 3801).

38. **Hangar Construction.** If the airport owner or operator and a person who owns an aircraft agree that a hangar is to be constructed at the airport for the aircraft at the aircraft owner's expense, the airport owner or operator will grant to the aircraft owner for the hangar a long term lease that is subject to such terms and conditions on the hangar as the airport owner or operator may impose.

39. **Competitive Access.**

a. If the airport owner or operator of a medium or large hub airport (as defined in section 47102 of title 49, U.S.C.) has been unable to accommodate one or more requests by an air carrier for access to gates or other facilities at that airport in order to allow the air carrier to provide service to the airport or to expand service at the airport, the airport owner or operator shall transmit a report to the Secretary that-

1) Describes the requests;
2) Provides an explanation as to why the requests could not be accommodated; and
3) Provides a time frame within which, if any, the airport will be able to accommodate the requests.

b. Such report shall be due on either February 1 or August 1 of each year if the airport has been unable to accommodate the request(s) in the six month period prior to the applicable due date.

FAA
Airports

Current FAA Advisory Circulars Required for Use in AIP Funded and PFC Approved Projects

Updated: 4/16/2013

View the most current versions of these ACs and any associated changes at:
http://www.faa.gov/airports/resources/advisorycirculars

NUMBER	TITLE
70/7460-1k	Obstruction Marking and Lighting
150/5020-1	Noise Control and Compatibility Planning for Airports
150/5050-4	Citizen Participation in Airport Planning
150/5050-8	Environmental Management Systems for Airport Sponsors
150/5060-5	Airport Capacity And Delay
150/5070-6B	Airport Master Plans
150/5070-7	The Airport System Planning Process
150/5100-13B	Development of State Standards for Nonprimary Airports
150/5100-19D	Guide for Airport Financial Reports Filed by Airport Sponsors
150/5200-12C	First Responders Responsibility for Protecting Evidence at the Scene of an Aircraft Accident/Incident
150/5200-18C	Airport Safety Self-Inspection
150/5200-28D	Notices to Airmen (NOTAMS) for Airport Operators
150/5200-30C	Airport Winter Safety And Operations
150/5200-31C Change 2	Airport Emergency Plan

NUMBER	TITLE
150/5200-32A	Reporting Wildlife Aircraft Strikes
150/5200-33B	Hazardous Wildlife Attractants On or Near Airports
150/5200-34A	Construction or Establishment of Landfills near Public Airports
150/5200-36A	Qualifications for Wildlife Biologist Conducting Wildlife Hazard Assessments and Training Curriculums for Airport Personnel Involved in Controlling Wildlife Hazards on Airports
150/5200-37	Introduction to Safety Management Systems (SMS) for Airport Operators
150/5210-5D	Painting, Marking, and Lighting of Vehicles Used on an Airport
150/5210-6D	Aircraft Fire and Rescue Facilities and Extinguishing Agents
150/5210-7D	Aircraft Rescue and Fire Fighting Communications
150/5210-13C	Airport Water Rescue Plans and Equipment
150/5210-14B	Aircraft Rescue Fire Fighting Equipment, Tools and Clothing
150/5210-15A	Aircraft Rescue and Firefighting Station Building Design
150/5210-17B	Programs for Training of Aircraft Rescue and Firefighting Personnel
150/5210-18A	Systems for Interactive Training Of Airport Personnel
150/5210-19A	Driver's Enhanced Vision System (DEVS)
150/5210-20	Ground Vehicle Operations on Airports
150/5210-23	ARFF Vehicle and High Reach Extendable Turret (HRET) Operation, Training and Qualifications
150/5210-24	Airport Foreign Object Debris (FOD) Management
150/5210-25	Performance Specification for Airport Vehicle Runway Incursion Warning Systems (RIWS)
150/5220-9A	Aircraft Arresting Systems
150/5220-10E	Guide Specification for Aircraft Rescue and Fire Fighting (ARFF) Vehicles
150/5220-16D	Automated Weather Observing Systems(AWOS) for Non-Federal Applications

NUMBER	TITLE
150/5220-17B	Aircraft Rescue and Fire Fighting (ARFF) Training Facilities
150/5220-18A	Buildings for Storage and Maintenance of Airport Snow and Ice Control Equipment and Materials.
150/5220-20	Airport Snow and Ice Control Equipment
150/5220-21C	Aircraft Boarding Equipment
150/5220-22B	Engineered Materials Arresting Systems (EMAS) for Aircraft Overruns
150/5220-23	Frangible Connections
150/5220-24	Foreign Object Debris Detection Equipment
150/5220-25	Airport Avian Radar Systems
150/5220-26	Airport Ground Vehicle Automatic Dependent Surveillance - Broadcast (ADS-B) Out Squitter Equipment
150/5230-4B	Aircraft Fuel Storage, Handling, Training, and Dispensing on Airports
150/5300-7B	FAA Policy on Facility Relocations Occasioned by Airport Improvements or Changes
150/5300-13A	Airport Design
150/5300-14B	Design of Aircraft Deicing Facilities
150/5300-16A	General Guidance and Specifications for Aeronautical Surveys: Establishment of Geodetic Control and Submission to the National Geodetic Survey
150/5300-17C	Standards for Using Remote Sensing Technologies in Airport Surveys
150/5300-18B	General Guidance and Specifications for Submission of Aeronautical Surveys to NGS: Field Data Collection and Geographic Information System (GIS) Standards
150/5320-5C Change 1	Surface Drainage Design
150/5320-6E	Airport Pavement Design and Evaluation
150/5320-12C Change 8	Measurement, Construction, and Maintenance of Skid Resistant Airport Pavement Surfaces
150/5320-15A	Management Of Airport Industrial Waste
150/5325-4B	Runway Length Requirements for Airport Design
150/5335-5B	Standardized Method of Reporting Airport Pavement Strength - PCN

NUMBER	TITLE
150/5340-1K Change 1	Standards for Airport Markings
150/5340-5C	Segmented Circle Airport Marker System
150/5340-18F	Standards for Airport Sign Systems
150/5340-26B	Maintenance of Airport Visual Aid Facilities
150/5340-30G	Design and Installation Details for Airport Visual Aids
150/5345-3G	Specification for L-821, Panels for the Control of Airport Lighting
150/5345-5B	Circuit Selector Switch
150/5345-7E	Specification for L-824 Underground Electrical Cable for Airport Lighting Circuits
150/5345-10G	Specification for Constant Current Regulators and Regulator Monitors
150/5345-12F	Specification for Airport and Heliport Beacons
150/5345-13B	Specification for L-841 Auxiliary Relay Cabinet Assembly for Pilot Control of Airport Lighting Circuits
150/5345-26D	FAA Specification For L-823 Plug And Receptacle, Cable Connectors
150/5345-27D	Specification for Wind Cone Assemblies
150/5345-28G	Precision Approach Path Indicator (PAPI) Systems
150/5345-39D	Specification for L-853, Runway and Taxiway Retro reflective Markers
150/5345-42F	Specification for Airport Light Bases, Transformer Housings, Junction Boxes, and Accessories
150/5345-43G	Specification for Obstruction Lighting Equipment
150/5345-44J	Specification for Runway and Taxiway Signs
150/5345-45C	Low-Impact Resistant (LIR) Structures
150/5345-46D	Specification for Runway and Taxiway Light Fixtures
150/5345-47C	Specification for Series to Series Isolation Transformers for Airport Lighting Systems
150/5345-49C	Specification L-854, Radio Control Equipment
150/5345-50B	Specification for Portable Runway and Taxiway Lights

NUMBER	TITLE
150/5345-51B	Specification for Discharge-Type Flashing Light Equipment
150/5345-52A	Generic Visual Glideslope Indicators (GVGI)
150/5345-53D	Airport Lighting Equipment Certification Program
150/5345-54B	Specification for L-884, Power and Control Unit for Land and Hold Short Lighting Systems
150/5345-55A	Specification for L-893, Lighted Visual Aid to Indicate Temporary Runway Closure
150/5345-56B	Specification for L-890 Airport Lighting Control and Monitoring System (ALCMS)
150/5360-13 Change 1	Planning and Design Guidelines for Airport Terminal Facilities
150/5360-14	Access to Airports By Individuals With Disabilities
150/5370-2F	Operational Safety on Airports During Construction
150/5370-10F	Standards for Specifying Construction of Airports
150/5370-11B	Use of Nondestructive Testing in the Evaluation of Airport Pavements
150/5370-13A	Off-Peak Construction of Airport Pavements Using Hot-Mix Asphalt
150/5370-15B	Airside Applications for Artificial Turf
150/5370-16	Rapid Construction of Rigid (Portland Cement Concrete) Airfield Pavements
150/5370-17	Airside Use of Heated Pavement Systems
150/5380-6B	Guidelines and Procedures for Maintenance of Airport Pavements
150/5380-9	Guidelines and Procedures for Measuring Airfield Pavement Roughness
150/5390-2C	Heliport Design
150/5395-1	Seaplane Bases

THE FOLLOWING ADDITIONAL APPLY TO AIP PROJECTS ONLY

Updated: 2/4/2013

NUMBER	TITLE
150/5100-14D	Architectural, Engineering, and Planning Consultant Services for Airport Grant Projects
150/5100-17	Land Acquisition and Relocation Assistance for Airport Improvement Program Assisted Projects
150/5150-2C	Federal Surplus Personal Property Program for Public Airport Purposes
150/5190-6	Exclusive Rights at Federally Obligated Airports
150/5190-7	Minimum Standards for Commercial Aeronautical Activities
150/5300-15A	Use Of Value Engineering For Engineering And Design Of Airport Grant Projects
150/5300-9B	Predesign, Prebid, and Preconstruction Conferences for Airport Grant Projects
150/5320-17	Airfield Pavement Surface Evaluation and Rating Manuals
150/5370-6D	Construction Progress and Inspection Report - Airport Improvement Program (AIP)
150/5370-12A	Quality Control of Construction for Airport Grant Projects
150/5380-7A	Airport Pavement Management Program

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www.guamairport.com

TO: Procurement File

FROM: Executive Manager

DATE: October 31, 2013

NAME OF PROCUREMENT: Recapitalization and Optimization of Baggage Handling System from Siemens Industry, Inc.

RE: **WRITTEN DETERMINATION REGARDING USE OF SOLE SOURCE PROCUREMENT**

Pursuant to the Guam Procurement Law and Regulations, the following determinations are made by the Executive Manager with regard to a sole source procurement of Baggage Handling System (BHS) equipment, installation, commissioning and training from Siemens Industry, Inc. to be issued by the A.B. Won Pat International Airport Authority, Guam (the "Authority" or "GIAA").

Use of sole source for equipment procurement and installation (2 GAR § 3112(b))

Utilizing sole source procurement, GIAA seeks to procure BHS equipment from Siemens Industry, Inc. ("Siemens"), to have BHS and/or its subcontracts install and commission the BHS equipment, and to have Siemens provide training on the same.

The following determinations are made pursuant to Section 3112(b) of the Guam Procurement Regulations:

1. On September 26, 2013, GIAA entered into an Other Transaction Agreement with the Transportation Security Administration (TSA) referenced as OTA No. HSTS04-13-H-CT1145 (OTA). The OTA provides substantial federal funding for the recapitalization and optimization of GIAA's BHS.

2. The OTA's scope includes modifications, extensions and integration to the existing GIAA BHS. The BHS is a special system unique only to airports. The OTA will not fund the complete replacement of the BHS.

3. Siemens is the original equipment manufacturer of the GIAA BHS and the subsequent international transit facility for screening of international transit bags.

4. Siemens provides the only compatible equipment for integration to the existing GIAA BHS and TSA's checked baggage inspection system.

5. Compatible equipment standardizes operational safety, maintenance and spare parts.

6. Siemens anticipates that it will sub-contract logistical, electrical and installation services to qualified local Guam companies.

7. Construction services for facility modifications, extensions and utility infrastructure are not in Siemens's scope and GIAA will procure said services through competitive sealed bidding.

8. Siemens will be an independent contractor of the Authority. The contract will be a fixed fee arrangement.

In view of the above, it is determined that sole source procurement may be authorized pursuant to Section 3112 of the Guam Procurement Regulations.

Dated: 10/31/13

By: _____
Charles H. Ada II
Executive Manager

Dated: 10/31/13

By: _____
Franklin P. Taitano
Supply Management Administrator

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Chuck Ada
Executive Manager
Antonio B. Won Pat Guam International Airport Authority
355 Chalan Pasaheru, Route 10A
Tamuning, Guam 96931

October 2, 2013

Subject: A.B. Won Pat International Airport– Guam Optimization of Existing Outbound Baggage System

Mr. Ada,

Siemens DFW operations team has been integral in the design and development of your baggage handling needs for over 16 years. This partnership started in 1998 with the construction of your original outbound sortation system and in 2008 the original system was modified for the addition of the International Transit Facility for screening of international transit bags. The partnership continued this year with the successful TSA submittal and approval for OTA Optimization funding. Contained within this proposal package is the opportunity for Guam to maintain the same compatibility and continuity you have enjoyed for the last 16 years for the TSA optimization of your existing Guam baggage handling system.

Guam Airport Strategy/Implementation Plan
Our management team is acutely aware of the specific baggage handling system renovation requirements at A.B. Won Pat International Airport (Guam). We understand the complexity and planning required to be incorporated from early on in the planning and programming phases that will lead to the successful design management process. Guam Airport poses some unique challenges due to its location and specific high profile areas of renovation. As such, our team understands that our primary reason for being is to build and maintain the communication bridge between the construction renovation process and the end user.
Specifically, we understand the importance and critical nature of renovating and expanding service areas regarding baggage handling conveyor systems. Our management team is aware of the Guam Airport operational schedules for arriving aircraft during the day, as well as the operational peaks associated with your operational departures schedule. Careful and attentive focus will be placed on the design constructability and more specifically, the construction phasing for renovation of these critical areas. Our team is sensitive to the specific requirements of performing work in an airside SIDA secure area, as well as the interface with the Transportation Security Administration (TSA). We understand that as a separate agency with unique security and access restrictions, close coordination and specific respectful communication with TSA operations officials is paramount for a successful project. Additionally, proper oversight and management to maintain security access policy for all construction team members is critical. As an extension of Guam Airport staff, the Siemens Team will place the highest priority on sensitivity, awareness, and communication with these important external stakeholders. ***We are focused on providing the least disruptive environment to TSA and Airline Operations areas to minimize process delays to allow for a positive passenger experience while maintaining operational and security integrity.***

Capacity Constraining Projects
In the case of most large airport terminal BHS renovation projects, the effect of renovation on the operational staff is the constraint that ultimately impacts the passenger experience. The successful planning for your BHS system becomes mission critical. Our seasoned expert management team will continually evaluate the design, phasing and constructability components to allow for a workable construction and renovation solution in the congested high impact areas. Our team shares obvious concerns of performing a significant renovation in an Operational Facility such as the Guam Airport International Terminal. The operational peaks for passenger throughput in the Terminal Processor areas push the existing infrastructure to the operational limits as it functions today. We understand the sensitivity of any operational impact of this renovation to the net operational impact to passengers as well as aircraft operational flight schedules. Our team believes strongly in communication and understanding of intricate details of Guam Airport and airline operations so that we can provide optimal options and contingency for a seamless renovation and expansion process.

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The scope of this project will require intricate and advanced industry design solutions to accomplish the renovation, upgrade and expansion of the in-line EDS areas and newly installed baggage conveyor systems. Our seasoned design management team will work closely with the Architectural and Engineering teams to guarantee the best design and construction approach that will minimize cost and schedule impact. Specifically, our teams past Guam experience makes us aware of the structural challenges to maintain seismic design criteria as well as territory of Guam code requirements. Our team will focus on the most cost effective solution that will satisfy all external agency requirements, and allow for a minimized impact on passenger flow and security checkpoint operations. All of our team members are intimately aware of the security requirements and importance of communication and project planning with the Transportation Security Administration (TSA). ***We will involve all critical stakeholders in all of the Siemens team coordination meetings to insure and guarantee a successful project with all stakeholders concerns embraced in the planning and implementation of renovation work.***

Relationships

Our senior management and project team place the highest priority on developing and maintaining team relationships. Our core team fundamental philosophy mandates that the relationships and trust developed between Guam Airport, their stakeholders and our Program staff will only be the result of our core management approach. Our approach and cultural mantra is to embrace the constraints and challenges of the operational requirements of the facility, but more importantly, to ***put the needs of Guam Airport and their stakeholders first.*** It is our duty to communicate our cultural management philosophy to all project team members including all consultants and construction trades so that a seamless respectful project execution will occur throughout.

Program Level Approach

Our Siemens Program Approach capitalizes on the unique industry gap that has been naturally created with post 9/11 security type projects. Prior to full EDS in-line technology, the BHS market sector focus was limited to relatively simple technical solutions with only a minimum to moderate amount on conveyance apparatus. In contrast, the considerable increase in technical and mechanical systems needed post 9/11 has created a BHS majority in terms of percentage of scope for many projects. Airport clients have continued on utilizing traditional A/E firms and general contractors that have a fairly minimal scope with BHS contracts. The resulting "tail wagging the dog" coupled with intermediate layers of A/E firms and GC's that do not specialize in technical BHS has produced overall poor results. Our new Siemens customer and solutions based "program approach" allows for a comprehensive Design-Build delivery method. We will have the direct responsibility to develop, coordinate, manage and maintain all the relationships and communications required for the execution of an overall successful BHS program at Guam Airport. Our program team has been carefully selected with a unique, comprehensive industry understanding. Our team understands the view of the project through the client's perspective. We understand that the design management and stakeholder integration with this project is critical to developing an overall solution that embraces the program needs.

One of the most significant differences with our Siemens team is our cultural philosophy. Our team members have worked harmoniously on past projects, and all maintain the same common goal for the success of the project. We embrace the actual daily operational constraints of the airlines, TSA, Guam Airport operations, security and other authorities having jurisdiction. We invite all stakeholders to regular project meetings and also hold specific "impact" meetings. Our Impact meetings allow the potentially affected stakeholders to understand what our immediate scope of planned work is and the sequences of the work, lay-down areas, working times, and security access and coordination notifications for proper communications.

We have embraced the reality that communications on a common platform is the key to success. We also have learned that communications to the specific stakeholders and regular notifications of status helps to raise the general understanding of the impacts.

Integrated Solution

The Program Team incorporates all planning elements into the master schedule. Specifically, we integrate all process steps and step durations into the schedule. The "front end" of the program schedule will include all tasks that are specific to Guam Airport and all using agencies that will require submittal and approval, as well as realistic and manageable timeframes. Each task will be identified in the schedule and therefore "resource loaded". This will bring a clear understanding of responsible party for the task, and any sub-tasks associated with them. The integrated schedule coupled with the workflow Progress Curve module will allow a high level or detailed level of monitoring and

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management available for review at all times. This program level monitoring will inform management early on of any Schedule and/or Cost slippage so that a mitigation plan can be implemented.

Initial Program Level Tasks
Our program team will develop a comprehensive master planning and programming BHS schedule that will embrace all required process steps from Guam Airport as well as external agencies and authorities having jurisdiction. We conduct a series of stakeholder meetings and develop detailed sequencing of tasks that need to be performed in the initial "design phase". A Program Needs Assessment is performed by the team to determine all the design criteria for the proper communication of scope to the design team. The needs assessment will consider functional space requirements, constructability, code compliance, operational requirements, cost and schedule.
The design phases for each project will also include the operational considerations for continued and uninterrupted airline, TSA and airport operations. Proper understanding of the detailed operations will allow the program team to coordinate some of the specific Program Level tasks that benefit the project.

Specific Program Level Tasks
Maintenance of Traffic (MOT) is a common focal point in our renovation and expansion activities. Our program team is focused on bringing an overall solution to the planned impact areas, and we plan and implement changes in current airport operations to accommodate the flow of aircraft, ground support equipment and services in conjunction with construction activities. A cohesive team effort at a high level allows for a communication to all levels of operation in the AOA and terminal support areas.
We continually interface with the airline operations groups as well as TSA to determine the best approach to renovation in every project area. Temporary facilities as well as temporary traffic routing and signage is very important from a safety aspect as well as an operational efficiency. Our detailed phasing of BHS installation allows for a seamless operational integration of existing systems.

The following proposal details the proposed scope and price to manufacture, furnish, and install the new baggage screening system.

Our proposal pricing is valid for 30 days. If you have any questions please call Dan Stricklin at anytime at (972) 947-7465 or on his cell at (817) 475-6240.

Best Regards,

Gert Seidel
Chief Executive Officer

Best Regards,

Michael Dawid
Chief Financial Officer

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Guam Proposal

A.B. Won Pat International Airport Guam Transportation Security Administration Other Transaction Agreement (OTA) Optimization Effort Proposal

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1 Introduction

1.1 Overview

This proposal document is to outline the work necessary to complete the Engineering, Manufacturing, Installation, testing and implementation of the Baggage Handling System (BHS) equipment for the A.B. Won Pat International Airport Guam Transportation Security Administration Other Transaction Agreement Optimization Effort.

The objective of this project is to implement a new Inline Checked Baggage Inspection System (CBIS) solution that is Planning Guidelines and Design Standards (PGDS) v4.1 compliant, cost effective, schedule friendly, minimizes the disruption to existing operations, improves customer service and supports Airport growth opportunities. This will be accomplished through a 470 day project duration which consists of 5 distinct phases. The BHS phasing plan will consist of: demolishing of the existing BHS conveyor equipment; implementing a new collection conveyor which is feed by the 5 existing ticket counter conveyors; installation of a new CBIS and CBRA; replacement and reconfiguration of a new BHS sortation and manual encode while maintaining the existing double stacked sort piers.

1.2 Related Documents

The following reference documents contain information relevant to, and part of, the specifications and terms of this Proposal:

No.	Document Description	Date
1	A.B Won Pat International Airport Guam In-line Baggage screening System 70% BHS Specification Document Number: 747-00309	08-23-2013
2	TSA Planning Guidelines and Design Standards for Checked Baggage Inspection Systems version 4.1	09-15-2011
3	70%-Design-Drawings_BHS_Optimization-Effort_082313	08-23-2013
4	70%-Phasing-Plan-Drawings_Optimization-Effort_082313	08-23-2013
5	Conveyor-Manifest_Rev-01_082313-70%-Submittal	08-23-2013
6	Guam Project Schedule_Rev-05_082313	08-23-2013
7	GIAA Template Contract Form redlined v.5	9-24-2013
8	GIAA Template General Provisions redlined v.5	9-24-2013
9	Siemens Special Provisions v.3	9-24-2013
10	Siemens Guam Responsibility Matrix v1	10-01-2013

2 Engineering

The oversight of the final detailed Engineering for this project will be performed by the members of the Design Team. The Mechanical and Electrical Engineering disciplines will further develop the 100% Design Package as described below in the following sections.

2.1 Mechanical Engineering

The mechanical engineering scope shall bridge the gap between the 100% Design Package and the final Issued for Construction drawing package. Below is a list of required deliverables that mechanical engineering is responsible to complete the BHS project.

1. General Arrangement and Elevation drawings
2. Structural Header steel and point load drawings
3. Catalog Cuts
4. Participate in Coordination effort with GC
5. Bill of Materials / Order Entry
6. Structural Supports to meet seismic zone requirements
7. PE Stamping of required drawings
8. Generate Recommended Spare Parts List
9. Issue for Construction Drawing Set
10. Field Support when required
11. Issue As-Built Drawing Set

2.2 Electrical & Controls Engineering

The electrical engineering scope shall bridge the gap between the 100% Design Package and the final Issued for Construction drawing package. Below is a list of required deliverables that electrical engineering is responsible to complete the BHS project.

1. ENET / CNET drawings
2. Field devices and control stations drawings
3. Motor Control Panel drawings
4. Re-Control of existing conveyors as required
5. Catalog Cuts
6. Description of Concept of Operations
7. Graphics Software Package
8. Required Programming for BHS
9. Factory Acceptance Test
10. Develop Field Test Plans
11. PE Stamping of one-line drawings
12. Generate Recommended Spare Parts List
13. Field Support when required
14. Testing and Commissioning
15. Issue As-Built Documentation

3 Manufacturing

Manufacturing includes all mechanical equipment and electrical hardware required for the Baggage Handling System installation. The proposed Equipment is standard Siemens components and conveyors. The color of the new BHS is blue. The new BHS will use SEW Eurodrive Gearmotors and Movimot VFD per the equipment list provided in Section 12 Attachments of this document. The Controls Hardware is based on an Allen Bradley platform. All MCP's will have IEC motor starters.

Below is a summary of the Mechanical equipment used on this project:

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PROPOSAL (CCQ #)	13-0105	REVISION	1
CUSTOMER (CCQ Name)	A.B. Won Pat Int'l Airport	DATE	08/22/13
LOCATION	Guam	BID DATE	
DESCRIPTION	70% Design BHS Layout	COMPLETE	

PROJECT EVALUATION

					Re-Control		Demo	
	3025 LF	Drives						
BELT CONV. FT	3025 LF		# MECH DRIVES	269	0 LF	59	3084 LF	262
SLOPE PLATE FT	0 LF		# ELEC DRIVES	42				
FLAT PLATE FT	0 LF		TOTAL DRIVES	311				
CONV. FEET / DRIVE								
CONVEYOR DRIVES		269						
General Transport	1472 LF	65			0 LF	33.00	2089 LF	95.00
Load Conveyor	95 LF	3			0 LF	0.00	0 LF	0.00
Oversize General Transport	664 LF	25			0 LF	7.00	126 LF	3.00
Ticketing Conveyor	0 LF	0			0 LF	6.00	0 LF	0.00
Queue Conveyor	389 LF	87			0 LF	1.00	236 LF	59.00
Flat & Spiral Power Turns	315 LF	54			0 LF	6.00	327 LF	52.00
45 deg Short Merge	12 LF	4			0 LF	0.00	0 LF	0.00
45 deg Long Merge	78 LF	15			0 LF	1.00	60 LF	12.00
HSD Diverter	35 Ea.	35			0 LF	0.00	246 LF	41.00
Vertical Sorter	4 Ea.	16			0 LF	0.00	0 LF	0.00
Fire / Security Door	7 Ea.	7			0 LF	5.00	0 LF	0.00
Slope Plate Make-Up Device	0 LF	0			0 LF	0.00	0 LF	0.00
Slope Plate Claim Device	0 LF	0			0 LF	0.00	0 LF	0.00
Flat Plate Make-Up Device	0 LF	0			0 LF	0.00	0 LF	0.00
Flat Plate Claim Device	0 LF	0			0 LF	0.00	0 LF	0.00
Scale Conveyor	0 LF	0						
Label Conveyor	0 LF	0						
Induct Conveyor	0 LF	0						
Catwalk with Handrail	120 LF							
Platform	0 SF.							
Ladders/Stairways	7 Ea.							
Crossovers	5 Ea.							
Industrial Guarding	150 LF							
Tip Chutes	0 Ea.							
ETD Tables	17 Ea.							
ATR Tag Reader	2 Ea.							
Dimensioner	1 Ea.							
Manual Encode	1 Ea.							

Below is a summary of the Electrical hardware used on this project:

Field Devices

QTY	Component	Manufacturer
12	Motor Control Panels	Allen Bradley/Hoffman
131	Control Stations	Allen Bradley/Hoffman
276	Photoeyes	Allen Bradley
58	Beacon/Horns Assemblies (Not including MCP)	Allen Bradley
123	Motor Starters (IEC)	Allen Bradley
167	VFD's (Customer Supplied)	SEW
0	Soft Starts	Allen Bradley
138	Encoders	Photocraft
1	Automatic Tag Reader	Sick
1	Integrated Automatic Tag Reader/Baggage Measuring Array	Sick
35	HSD's (I/O and Power Only) (Each device will have multiple motors)	Siemens
4	VSU's (I/O Only) (Each device will have multiple motors)	Siemens
17	BRP BSD's	TBD
17	BIT BSD's	TBD
2	Network Communication Cards for OS1 & OS2 MCP's	Allen Bradley
12	Security/Fire Doors (I/O and Power Only)	Vigneaux
295	New Drives	Allen Bradley
22	Re-Controlled Drives (Existing Starters to remain)	N/A

MCP List

MCP-AL2/AL3/AL4
MCP-OG
MCP-CL1/CL2/CL3/CL4/CL5/CL6/ME1
MCP-ML1/SP-Lower
MCP-ML2/SP-Upper
MCP-SF1/TC3/TC4/TC5/IT1
MCP-OS3
MCP-SS2
MCP-SS3
MCP-SS4
MCP-RC1
MCP-RL1/SF1

Existing MCP's to be modified

MCP-OS1
MCP-OS2

Software Components

QTY	Component
1	Redundant Sort Controller Server Set
1	Redundant MDS Workstation
2	UPS
2	Laser Printer
1	Manual Encode Stations
2	Cisco Switches
4	42" Displays

4 Shipping & Logistics

Guam Logistics Plan

1. For the Guam Baggage Handling Optimization Project, Siemens has produced a comprehensive Logistics Plan, below is a high level description of the process. For additional information please review the table below.
2. Siemens will contract with a local DFW cargo and logistics company to accept all manufactured items to be purchased by GIAA for this project. The local DFW logistics company will receive and inventory all products manufactured and delivered by Siemens and Siemens 3rd party drop ship suppliers delivered to them for packaging, containerizing and shipment to Guam. All product shipments will be coordinated to occur within certain times so a Siemens quality manager can review each shipment for completeness and damage upon arrival to the cargo facility. The same materials will be prepared for overseas shipment by ocean freight. They will provide all necessary paperwork for Sea transit including a detailed BoL, custom forms, insurance forms, etc. The manufactured items will be loaded into containers and delivered to the Dallas Rail ramp for transport by rail to the outbound port. Each container will be loaded based upon the final detail project phasing plan. The material will be transported via ocean freight to Guam.
3. A local Guam logistics company will be designated as the receiver in Guam to obtain status reports for shipments. Upon arrival in Guam, all necessary customs paperwork will be completed and each container will be processed though Customs Clearance and then delivered to our local Airport warehouse.
4. Once received at the Airport warehouse the local Guam logistics company will provide container drayage, unload and stage and store the equipment until the final delivery to the job site. Materials stored will be based on Site Managers preferred layout for delivery. All materials will be inventoried upon receipt at warehouse and site.

Guam Logistics Plan Table

GUM Optimization Material Logistics Plan			
Guam Logistics	DFW Cargo + Logistic	Siemens	Guam Warehouse
Receives all transit paperwork from DFW CL	Collects Siemens Manufactured Equipment from DFW Facility	Manufactures Conveyor Equipment	Receives Sea Containers and performs the unloading at Warehouse facility
Coordinates with Shipping Company as the receiver in Guam to obtain status reports	Receives Drop Ship Material for transit	Site Manager uses detailed BoL for Installation Planning	Stores material in accordance with Site Managers preferred layout
Provides regular status reports to Siemens and DFW CL on transit.	Stores Manufactured and drop ship Equipment at DFW CL Facility	Site Manager observes the unloading and Goods Receipt[t to advise of any issues	Creates material inventory of all parts in storage
Coordinates receipt with Port of Guam and CBP	Coordinates with Ocean Freight Company to arrange Sea Containers, Ship availability, Insurance etc	Site Manager creates preferred materials storage layout for the Warehouse in Guam	Loads material delivery trucks in accordance with Siemens Site Manager pick list
Completes all necessary customs paperwork and walks equipment through the customs process in Guam	Packs and Crates all Equipment for Sea Transit – producing optimized can loading scheme to minimize wasted space	Site Manager creates materials pick list for transfer to job site for installation – daily and weekly	Deliver materials to installation site as required
Transfers all Sea containers to warehousing facility and oversees unloading	Creates all necessary paperwork for Sea Transit including detailed BoL, customs forms, insurance forms etc		Updates inventory as materials are consumed referencing pick list and date delivered
Produces goods receipt report including photographic evidence of delivered equipment	Sends copies of all paperwork to Siemens and Baker International for reconciliation in Guam		Creates weekly inventory status report (including photos) for Siemens Project Manager and Site Manager
Completes insurance paperwork to support claims if necessary	Transports all containers to Port and oversees loading		

5 Installation

5.1 Mechanical Installation-Siemens & Local Subcontractor

1. Obtain and provide installation permits and license fees
2. Install Header Steel
3. Conveyor installation
4. Install Conveyor supports
5. Install Sway Bracing
6. Install Seismic Bracing
7. Install Motors & VFDs
8. Install Conveyor belting
9. Set all Motor Control Panels (MCP) in place
10. Remediate all mechanical punchlist items
11. Provide redlined mechanical drawings of as-built system
12. Provide Testing support
13. Provide Commissioning support
14. Install casters on CTX entrance and exit queues
15. A quantity of (17) TSA inspection tables will be will be installed
16. Provide installation rental equipment
17. Provide tools and consumables
18. Provide dumpster
19. Provide mobilization
20. Provide airfare expenses
21. Provide living and travel
22. Provide insurance
23. Install TSA Work Stations mechanical
24. Install CBRA Cladding Hot Rolled
25. Install EDS Static Wedges
26. Install Stainless Steel Cladding on Turns
27. Install Seismic Bracing - Both Compression and Sway

5.2 Electrical & Controls Installation

5.2.1 Electrical – Siemens & Subcontractors

1. Obtain and provide installation permits and license fees
2. Install all field devices including – motors, photo eyes, shaft encoders and other electrical devices.
3. CTX – Morpho supplies all UPS's for each machine, cabinet is 24"x32" with 12" between units. Each machine gets 1 - UPS (inverter) Cabinet and 1 - Battery Cabinet. Add the location of these units to the drawing and coordinate with EMPSCO

   a. As you face units, the doors are hinged on the right side.
   b. Two disconnects are required, one prior to the Inverter and second prior to the 50 Amp outlet for machine
   c. Each unit is shipped with 4-L shaped mounting brackets to mount to floor, use either wedge or tapcon anchors for installation
4. Twist locks are required. No terminal strips will be allowed for quick disconnect at EDS queues, terminal blocks were not considered quick disconnects.
5. Install quick disconnects and casters for queue entering and exiting the EDS machines
6. A quantity of (17) TSA tables will be purchased by Siemens and installed. Siemens will provide either written scope or wire diagram drawings for the TSA workstation installation for electrical installer.

5.2.2 MUX Room Coordination

This section describes items that must be coordinated between all parties including Siemens, TSA, Project General Contractor, and Airport Management.

1. The MUX room will share multiple racks because the TSA has lockable racks. The PLC, GIAA and TSA racks will be in the in same room that is lockable with ability to see who entered room and when via card reader.
2. Siemens to supply cord to attach above for UPS for Rack in shared MUX room, cords on floor create tripping hazard.
3. MUX room Air Conditioning required for maintaining the proper environment for equipment is to be provided and installed by the project general contractor.
4. All power and data will be fed from above for MUX Room.

6 Testing & Acceptance

After installation of the BHS, Siemens shall demonstrate its operating capability. Prior to the start of the Systems Acceptance Testing "debugging" and internal testing of the system will be substantially complete.

1. Mechanical Testing
    a. Mechanical Static Inspection must be performed and documented to ensure the system is installed per the contract drawings and specifications. A static check sheet will be provided for each conveyor.
    b. A load test of the conveyors must be performed per the specifications to ensure the conveyor system is capable of transporting the desired baggage load.
        i. The load is determined by the baggage weight and the speed of the conveyor with 20 lbs/ft being the minimum requirement.
        ii. The test shall consist of loading the conveyor with the pre-determined weight spaced equally across the belt.
        iii. The conveyor is started and the load must ramp up and travel to the adjacent belt without slippage or any tripped breaker / blown fuse.
        iv. If the conveyor starts and runs - the test has passed
        v. If the conveyor is slipping or fails to start – the test has failed and the problem must be resolved.
        vi. A Load Test Plan shall be submitted 30 days prior to actual test commencement.
2. Electrical Testing
    a. An Electrical Static Inspection will be performed and documented to ensure the system is installed per the contract drawings and specifications.
    b. A static check sheet will be provided for each MCP.
3. Functional Testing will be performed and verified to ensure the system performs per the contract specifications and drawings.
    a. Functional testing will be completed before TRR and Battelle Testing is started.
    b. A Functional Test Plan shall be submitted 30 days prior to actual test commencement.
4. IT and Software
    a. IT and Software will be performed and verified to ensure the system performs per the contract specifications and drawings.
    b. IT and Software testing will be completed before TRR and Battelle Testing is started to ensure graphics and reporting has been completed.
    c. A Test Plan shall be submitted 30 days prior to the actual test commencement.

5. TSA Testing

The BHS system will be tested under the current PGDS v4.1 requirements. A Throughput and Rate Test will be performed to ensure that the contract specifications
are met. The system requirements will be based on the N + 1 criteria set forth by the PGDS v4.1. The existing Legacy systems, both the Check-in input System and Outbound Sortation system will not be upgraded or tested to meet these requirements as this is the responsibility of Owner. A Site Specific Test Plan by TSA authorized representative shall be submitted 30 days prior to actual Test commencement.

a. A "dry test run" will be performed prior to conducting the TRR/Battelle Acceptance Test per the PGDS v4.1. This Pre-TRR testing will be performed to validate the system readiness status for the TRR. Test results will be published to GIAA or its representatives.
b. Upon successful Pre-TRR testing, final scheduling conformation and coordination with the TSA to perform the TRR will be completed.
c. TRR Testing will be performed.
d. TRR Test results will be analyzed, any deficiencies will be remedied and any issues will be resolved.
e. TSA recommendations from the TRR that are required for acceptance will be implemented.
f. TSA recommendations from the TRR that are not required for acceptance will be analyzed for impact to the system and presented to GIAA for cost benefit analysis.
g. Upon successful TRR testing, final scheduling conformation and coordination with the TSA to perform the iSAT will be completed.
h. iSAT will be performed.
i. iSAT Test results will be analyzed, any deficiencies will be remedied and any issues will be resolved.
j. TSA recommendations from the iSAT that are required for acceptance will be implemented.
k. TSA recommendations from the iSAT that are not required for acceptance will be analyzed for impact to the system and presented to GIAA for cost benefit analysis.
l. Upon receipt of TSA approval for live operational use the system will released for use of screening of live bags.
m. Upon start of live bag screening the TSA 30-Day run in period shall commence.

7 Training

7.1.1 Operation and Maintenance Training

7.1.1.1 General

1. Instruct and train the Owner's operating and maintenance personnel at the worksite in a maximum of three (3) training sessions. Additional training sessions shall be provided for the Owner's BHS Operating and Maintenance personnel. Conduct this training prior to Substantial Completion.

2. Training is to be provided by an in-house subject matter expert.

3. Provide all tools, equipment, materials and supplies, and perform all functions and services required to complete the training as specified. With the exception of safety and overview training, training shall be divided into separate categories for operations training and maintenance training further broken down to specific trades.

4. No actual operations training of a piece of equipment will be permitted until the equipment is properly installed and is operational.

5. A detailed description, with associated training material/documentation, of the proposed training to be conducted shall be submitted to the Owner or his representative for review and approval in accordance with the schedule of submissions.

6. Times and duration of the classes may involve irregular hours in order to provide training of the operational and maintenance personnel on different shifts.

7. Develop and maintain a training attendance record for all operation and maintenance training sessions presented. The record is to note the following information in duplicate form. The original copy of the record shall be submitted to the Owner or his representative with the second copy being retained by the Contractor for his files. The recorded training information must include for each session:

    a. Date of training session
    b. Name of project
    c. Name of Instructor
    d. Subject of training
    e. Time of training session
    f. Signature and department of each attendee

7.1.1.2 Operational Training

1. Provide formal instruction of the Owner's operational personnel at the site who will be charged with operation of the BHS. Include a description and on-site demonstration of the electrical controls and their operation, modes of

operation, the operating limitations of the equipment and the safety devices and their functions.

2. Minimum requirements for Operational Training shall include, but not be limited to, the following:

   a. Bag placement on load conveyors.
   b. Tub usage and loading.
   c. Operating procedures for all BHS conveyance equipment.
   d. CBIS failsafe procedures and layout – including responsible party for clearing failsafes, as coordinated with local TSA.
   e. Provide description of the BHS Control Interface with CBIS.
   f. System Safety procedures, including lock-out and Tag-out requirements.
   g. Bag Jam Clearing procedures, as coordinated with the Airport's O&M group and local TSA.
   h. Sensitive Security Information (SSI) Training for any BHS/CBIS related reports that are classified as SSI; this training shall comply with government SSI guidelines as per the TSA's PGDS.

3. Provide a minimum of 10 hours of operational training per shift for this project, for a minimum of three (3) shifts.

7.1.1.3 Maintenance Training

1. Provide formal training of the BHS maintenance personnel with the objective of preparing the employees to perform the required preventive maintenance to minimize breakdown and to perform necessary repairs when work stoppages or breakdowns of the equipment occur. The training shall include, but not limited to the following:

   a. Preventive and corrective maintenance procedures, including replacement of parts; lubrication quantities, types, frequencies and application points; and an estimate of the time to perform such procedures.
   b. Special tools, techniques, or procedures required for either preventative or corrective maintenance of the equipment, or it's auxiliary or support components.
   c. Procedures to perform adjustments required for alignment, wear and calibration for all preventative and corrective maintenance, and an estimate of time required to perform such procedures.
   d. Assembly and disassembly procedures, including parts lists required for appropriate and corrective maintenance. Models, "exploded" views, and audiovisual materials shall be used for training. These materials shall be provided to the Owner or his representative upon completion of training. Hands on field training shall be provided, subject to the approval of the Owner or his representative but if in excess of the one (1) scheduled session, extra charges may apply.

2. The formal training shall consist of classroom and on the equipment training, as required to properly train personnel for each shift, prior to the start of operation. The training must cover all aspects of the electrical and

mechanical equipment provided in this project. The electrical aspects shall include but not be limited to, electrical controls and control systems and PLC control systems.

3. On-site training shall be scheduled to commence immediately following classroom training and shall stress hands-on performance based application of the classroom training. Equipment shall be started and relevant systems and components shall be demonstrated.

4. Provide a minimum of 20 hours of maintenance training per shift for this project, for a minimum of three (3) shifts.

7.1.1.4 Supplemental Training

If the Owner requires supplemental training beyond that specified above, provide at a time and at rates as mutually agreed upon between the Owner or his representative and the Contractor.

8 Project Closeout

1. All equipment inspections performed by GIAA or their appointed representatives have been completed and accepted by GIAA. Siemens will have received the results of this inspection in writing.
2. Passed all CBIS testing and acceptance criteria as defined by PGDS 4.1 including SAT, iSAT and Operational Run-In. Successful completion of all of these activities will be documented by the TSA or their appointed representatives
3. Performed and documented all test and commissioning activities on equipment not covered under PGDS 4.1 to the acceptance performance criteria defined by the Siemens BHS design package described in this proposal and accepted by GIAA for Operational Use. This acceptance by GIAA will be recorded in writing
4. Completed and provided a full set of "As-Built" design drawings for both the mechanical and electrical systems, complete with a drawing and equipment manifest, PLC code and Descriptions of Operation
5. Provide an "As-Built" AutoCAD drawing of the BHS layout
6. Completed all documented punch list activities provided by GIAA
7. Provided and completed all O&M documentation and training as defined by Siemens in the O&M manual supplied to GIAA
8. Issue a Final Payment and Lien Waiver Release (On receipt of final payment)
9. Issue Final Warranty Procedure Document (Interim documents will be released for phases put into operation early) to include all required contact and replacement part numbers
10. Perform full site demobilization

9 Schedule

The preliminary schedule reflects a ------ day project from issuance of a Notice to Proceed. A brief outline of the projected key milestone dates are presented below:

1.	Contract Award	9/30/13
2.	Start Installation	6/05/14
3.	Battelle Certification / Live Bags	5/11/15
4.	System Complete	7/09/15
5.	Project Closeout	8/06/15

NOTE: Siemens will be providing BHS milestone updates to the PM/CM for integration into the overall project schedule. The airport or designated PM/CM is responsible to coordinate all GC works to accommodate and enable the BHS per the phasing plan presented in the schedule. Any cost arising from schedule delays or sequencing changes are not included.

Please refer to Section 12 "Attachments" for a detailed project schedule.

10 Pricing & Cost Clarification

1. **Pricing:** Siemens is pleased to provide the proposal for the work described in this document for the "Base Price" of **$17,995,424.00 USD**. The Base Price includes BHS Engineering, Manufacturing, Installation, Testing and Commissioning, Start Up and System Warranty as described in the project contract documents. This Base Price is based on the 70% TSA submittal drawings and documentation. Any modifications made to the baggage handling system design after the TSA 70% submittal have not been accounted for in this proposal. Changes in scope may arise between the 70% and 100% submittals and any agreed to changes in scope will have to be priced and contract amount modified.

    a. **Engineering Labor:** Consists of engineering design, drawings, documentation, coordination, programming and commissioning.

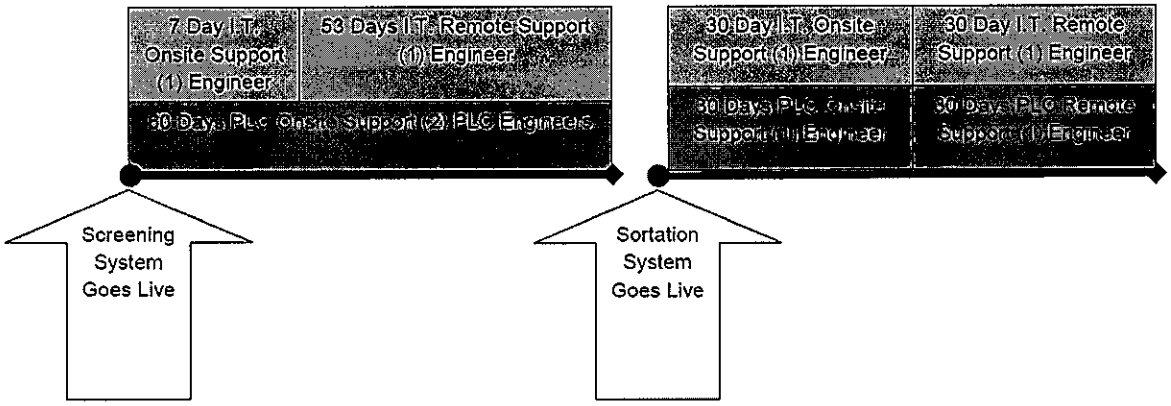
    b. **Field Labor:** Field labor consists of installation labor as well as project management, quality management and installation management, which is necessary to supervise the additional scope.

    c. **Mechanical and Electrical Labor:** This labor consists of Millwright mechanical foreman and electrician foreman that are qualified and experienced BHS installers on the project. Installation efforts are described above.

    d. **60 Day Standby Support** – 60 Days after Screening System goes live. For the 60 day standby, after the CBRA Live date, we have included two engineers (one PLC and one Software) for one week 8 hours/day onsite with the remainder of the sixty days to include one PLC engineer onsite with a software engineer available remotely 24/7. We have also included two mechanical and two electrical installation support staff for 30 days (16 hours per day).

    e. **After the Sortation Live** date for ML2 we have included 30 days onsite for one PLC engineer 8 hours/ day and a Software engineer available offsite remotely 24/7. After that and additional 30 days for both the PLC and Software engineers will be available with remote access 24/7. (see diagram below)

    f. **Taxes.** The foregoing price includes a 4% Guam goods received tax for equipment and materials being shipped into Guam. A Business Privilege Tax (4%) is not included and Siemens is seeking an exemption from this tax on the basis that it is the sale of property to the Guam government (GIAA as an agency of the Guam government). In the event the exemption is denied, Siemens will add the 4% Business Privilege Tax as a separate line item to each invoice.



g. **30 Day TSA run-in** (operational period) we have included 1 PLC Engineer, 2 mechanical and 2 electrical installation personnel above the onsite and 1 Software Engineer remote. The software engineer will be onsite for the first 7 days of the run-in and then available offsite with remote access. For next 30 days after completing the TSA run-in (operational period) we have 1 PLC Engineer and 1 Software Engineer available offsite with remote access.

h. **30 Day Standby Support** – 30 Days after Sort System goes live. For 30 days after beneficial use of entire sortation system TSA run-in (operational period) we have included 1 PLC Engineer onsite and 1 Software Engineer remote. The software engineer will be onsite for the first 7 days after beneficial use and then available offsite with remote access.

2. **Options** The following additional options are made available for purchase from Siemens. The following options are not included in the foregoing lump sum price. Each of the options listed below are only valid for 20 days after NTP.

   a. Installing the redundant MDS workstation from the new CBIS control room and temporally installing it in the existing control room. This will allow the existing control room to review and monitor the entire system in one location during the 5 phases. As the new sort controller comes on line with phase 1 of the CBIS, it will only integrate the additions to the system until completion of the final phase. This option will eliminate the need to monitor from both control rooms at the same time once bags start using the conveyors in the new CBIS system. Once the full system is completed, the redundant MDS workstation from the existing control room

will be installed in its final configuration in the new control room and the old control room will be demolished. **Price $24,748**

b. The base system only contains one hand scanner on the alarm line located at the last station for the reinsertion bags, AL4-33. This price includes adding hand scanners at all TSA work stations on the alarm line not in base bid for bag tracking reporting. **Price $50,905**

c. The base system does not contain any hand scanners on the OG line at the TSA workstations. This price is to include hand scanners at all OG and OS TSA work stations in base bid for bag tracking reporting. **Price $39,564**

3. **Clarifications and Exclusions**

a. The price includes **$109,000** for commissioning spare parts in our proposal. This amount will cover mechanical and electrical commissioning spares and this order will be applied to the final spares amount.
b. The pricing includes an allowance of $268,753 for the 4% use tax on equipment sold to site but does not include taxes for a 4% business privilege tax for which we were seeking an exemption. If the exemption is denied for any reason then we may have to add tax to the invoices thereby modifying the price.
c. Included an allowance of $120,000 for Building Permits and Fees.
d. We have not included any costs for temporary electricity that would be required to perform the work within the construction zone.
e. We have not provided any costs for toilet facilities at the Terminal.
f. For all 58 existing conveyors not demoed (TC1 thru TC5, OS1, OS2, and all Sort Piers (SP) will reuse all existing field mounted devices, motors, and wiring. The 48 re-controlled TC1 thru TC5 and existing SP conveyors will be integrated into the new MCP's. All existing SP clutch brakes will remain. The existing OS1 and OS2 conveyors will remain in the existing MCP's in the field.
g. Warranty starts at beneficial use for each phase of the system. Certification will be given at time of beneficial use.
h. We are reusing the existing outside radius of TC1-2 and TC5-2 stainless steel cladding for the new 45" wide Powerturns.
i. We have included a modem for internet connection, internet connection to be provided by others. This remote access must be made available as shown on our proposal schedule.
j. Sample bag tags will be provided by others to confirm the readability of the ATR system.
k. We have not included any costs to provide power upgrades that may be required for the BHS. We have not included new or modifications to existing Power Distribution Panels (PDP), wiring, and conduits associated with the power upgrade requirements. Siemens price is based on the

proper power supplied to each MCP panel. Siemens is responsible from the MCP panel to final termination to the BHS system.

l. Included is one Battelle system test. Additional Battelle testing is not included. We have included all labor and test bags for internal testing of our system.
m. Core drilled Bollards / impact protection by others
n. No costs or scope have been included to design, install, move or protect any TSA supplied equipment or TSA subcontractors equipment.
o. No Program Management or Construction Management Services have been included:
    i. MOT Plan by others
    ii. GC Permits by others
    iii. Overall Integrated Project Schedule by others
    iv. Demolition of GC related scope by others
    v. Dumpsters for Siemens work only
    vi. Clearing of Right of Ways for BHS by others
    vii. Concrete or Masonry work by others
    viii. TSA Reimbursement Application by others
    ix. OSR and MUX Room setup by others
    x. MEP by others
    xi. HVAC by others
    xii. Fire Protection or Modifications to fire protection (fire sprinkler) including any heads required for BHS by others
    xiii. Daily Coordination Meetings managed by others
p. Siemens assumes that the CM/GC will handle all project scheduling requirements for this project. Siemens will provide BHS inputs for airport schedule.
q. Not included are any costs for a Guam office. It is Siemens understanding that the airport is to supply Siemens with office space behind the secured wall capable of housing 6 people.
r. No General Construction costs have been included.
s. Included in this proposal are Building Permits and Fees for BHS scope only.
t. Included in this proposal is Guam Goods Received Tax on goods shipped to Guam but does not include the Business Privilege Tax in the event an exemption is denied.
u. Included in this proposal are Payment and Performance Bonds.
v. Included in this proposal is owner Liability Insurance
w. Included in this proposal is a 1 year warranty from Substantial Completion or Beneficial Use of each phase.
x. Not included are any costs for airport, BHS, or PGDS required TSA CCTV.
y. Not included are any General Construction costs, like x-raying structure, cutting openings, pouring concrete, analysis of existing build structure, power upgrades, PDP's, etc.
z. Demolition of conveyor equipment includes removal from site but does not include disposal fee costs to remove from the island if required.
aa. Any additional requirements of section 19.15.2 of the General Provisions (redlined) v5 document that the parties have not agreed to during the Preconference are excluded.

11 Terms & Conditions

This offer is made subject to the GIAA Base Form Contract Template Redlined v.5 (Exhibit 7), GIAA General Provisions Redlined v.5 (Exhibit 8), the Siemens Special Provisions (Exhibit 9). Siemens was not provided the exhibits shown in the Contract Template list and will review same when submitted but does not anticipate any material changes. Siemens understands that the parties have not yet reviewed or agreed upon any modifications or supplemental terms contained in the foregoing exhibits and is willing to negotiate terms as required. Except as otherwise provided herein, all deliverables by Siemens will be in conformance with PGDS 4.1 as published by the Transportation Security Administration (TSA) as it applies to the delivery of the BHS system described in this document along with attached layouts and drawings.

This offer is valid for 30 days from the date of this document.

12 Attachments

- Attachment 1 - A.B Won Pat International Airport Guam In-line Baggage screening System 70% BHS Specification Document Number: 747-00309
- Attachment 2 - TSA Planning Guidelines and Design Standards for Checked Baggage Inspection Systems version 4.1
- Attachment 3 - 70%-Design-Drawings_BHS_Optimization-Effort_082313
- Attachment 4 - 70%-Phasing-Plan-Drawings_Optimization-Effort_082313
- Attachment 5 - Conveyor-Manifest_Rev-01_082313-70%-Submittal
- Attachment 6 - Guam Project Schedule_Rev-05_082313
- Attachment 7 - GIAA Template Contract Form redlined v.4
- Attachment 8 - GIAA Template General Provisions redlined v.4
- Attachment 9 - Siemens Special Provisions v.3
- Attachment 10 Guam Responsibility Matrix v.1

ANTONIO B. WON PAT INTERNATIONAL AIRPORT AUTHORITY, GUAM
BOARD OF DIRECTORS RESOLUTION NO. 14-01

RELATIVE TO THE
EXTENSION OF THE AGREEMENT FOR LEGAL SERVICES –
CONFLICTS COUNSEL
WITH FISHER & ASSOCIATES

WHEREAS, an Agreement for Legal Services – Conflicts Counsel (the "Conflicts Counsel Agreement") was entered into in December 2011, by and between the ANTONIO B. WON PAT INTERNATIONAL AIRPORT AUTHORITY, GUAM ("GIAA") and Fisher & Associates; and

WHEREAS, the Conflicts Counsel Agreement provides for a term of one year with four options to extend for a period of one year each, not to exceed a total contract period of five years with GIAA approval; and

WHEREAS, the Board of Directors has determined that GIAA continues to require the services of conflicts legal counsel and that it is in the best interests of GIAA to extend the term of the Conflicts Counsel Agreement for an additional one year period commencing on December 1, 2013, under the same terms and conditions as set forth in the Conflicts Counsel Agreement.

NOW, THEREFORE, BE IT RESOLVED, that the Board of Directors of GIAA hereby extends the term of the Conflicts Counsel Agreement for an additional one year period commencing on December 1, 2013, under the same terms and conditions as set forth in the Conflicts Counsel Agreement.

DULY AND REGULARLY ADOPTED BY THE BOARD OF DIRECTORS OF THE ANTONIO B. WON PAT INTERNATIONAL AIRPORT AUTHORITY, GUAM AT THE OCTOBER 31, 2013 REGULAR BOARD MEETING.

EDWARD G. UNTALAN, Chairman	**ROSALINDA A. TOLAN**
JESUS Q. TORRES	**MARTIN J. GERBER**
LUCY ALCORN	**PEDRO P. ADA III**

ATTEST:

AMANDA O'BRIEN-RIOS, Board Secretary

Update:9/20/13

A.B. Won Pat International Airport Authority, Guam- Travel Report
FY2013 - 4th Quarter - July 2013 to September 2013

TA	Name of traveller	Cost	Dates of Travel	Purpose	Destination	TA Expense Report Due	TA Expense Received
13-07-76	Castro, William James	$892.36	7/19/2013	Attend the Aircraft Rescue Live Fire Re-Certification Per FAR 139	Saipan	7/29/2013	7/24/2013
13-07-77	Cepeda, David Guevara	$892.36	7/19/2013	Attend the Aircraft Rescue Live Fire Re-Certification Per FAR 139	Saipan	7/29/2013	7/24/2013
13-07-78	Cuasito, Michael Roland	$692.36	7/19/2013	Attend the Aircraft Rescue Live Fire Re-Certification Per FAR 139	Saipan	7/29/2013	7/24/2013
13-07-79	Murer, Van William	$692.36	7/19/2013	Attend the Aircraft Rescue Live Fire Re-Certification Per FAR 139	Saipan	7/29/2013	7/24/2013
13-07-80	Quinene, Anthony O.	$692.36	7/19/2013	Attend the Aircraft Rescue Live Fire Re-Certification Per FAR 139	Saipan	7/29/2013	7/29/2013
13-07-81	Toves-Corpuz, Cindy Marie Imaizumi	$692.36	7/19/2013	Attend the Aircraft Rescue Live Fire Re-Certification Per FAR 139	Saipan	7/29/2013	7/29/2013
13-07-82	Rojas, Deborah Antoinette	$4,093.76	07/11-23/13	Attend the "Sponsor Assurances, Leasing Policies and Minimum Standards Workshop"	Chicago, Illinois	8/2/2013	7/30/2013
13-07-83	Bustos, Cheryl Lynn	$4,093.76	07/11-14/13	Attend the "Sponsor Assurances, Leasing Policies and Minimum Standards Workshop"	Chicago, Illinois	7/24/2013	7/24/2013
13-07-84	Leon Guerrero, Joe I.	$3,840.26	7/6-11/13	Attended the AAAE Airport Wildlife Managers Course	St. Paul, Minnesota	7/22/2013	7/22/2013
13-07-85 A	Edward Albert Peraira Muna II DOB: 05/28/1968	$4,090.77	7/9-11/13	Airfield Marking Symposium	Pittsburgh, PA	7/26/2013	7/25/2013
13-07-86	Domingo Molo	$3,422.76	7/9-11/13	Airfield Marking Symposium	Pittsburgh, PA	7/21/2013	7/21/2013
13-08-87	Raymond C. Aguon	$868.36	8/16/2013	Attend the Aircraft Rescue Live Fire Re-Certification Per FAR 139	Saipan	8/26/2013	8/23/2013
13-08-88	Raymond G. Santos	$868.36	8/16/2013	Attend the Aircraft Rescue Live Fire Re-Certification Per FAR 139	Saipan	8/26/2013	8/23/2013
13-08-89	Delfino M. Garcia	$668.36	8/16/2013	Attend the Aircraft Rescue Live Fire Re-Certification Per FAR 139	Saipan	8/26/2013	8/23/2013
13-08-90	Kenny S.Atoigue	$668.36	8/16/2013	Attend the Aircraft Rescue Live Fire Re-Certification Per FAR 139	Saipan	8/26/2013	8/23/2013
13-08-91	Mark A.L. Merfian	$668.36	8/16/2013	Attend the Aircraft Rescue Live Fire Re-Certification Per FAR 139	Saipan	8/26/2013	8/23/2013
13-08-92	Joseph N. Cruz	$668.36	8/16/2013	Attend the Aircraft Rescue Live Fire Re-Certification Per FAR 139	Saipan	8/26/2013	8/23/2013
13-08-93	Michael P. Roberto	$668.36	8/16/2013	Attend the Aircraft Rescue Live Fire Re-Certification Per FAR 139	Saipan	8/26/2013	8/23/2013
13-08-94	Edwin H. Kaulia Jr.	$668.36	8/16/2013	Attend the Aircraft Rescue Live Fire Re-Certification Per FAR 139	Saipan	Cancelled	Cancelled
13-08-95	Brandon J. Aflague	$668.36	8/16/2013	Attend the Aircraft Rescue Live Fire Re-Certification Per FAR 139	Saipan	Cancelled	Cancelled
13-07-96	Arriola, Jean Meno	$4,508.76	7/10-17/13	Meeting with Federal GSA, Ref: TSA and LFA in San Diego	San Diego	7/27/2013	7/25/2013
13-09-97	Charles H. Ada, II			Tentative China Travel CANCELLED			
13-09-98	Rolenda L. Faasuamalie			Tentative China Travel CANCELLED			
13-08-99	Ada, II Charles H	$8,009.32	8/18-29/13	traveller will be attending the Investor Roadshow and Bond Pricing Schedule in San Francisco, Chicago, Boston and New York from August 18-29, 2013	San Francisco, Chicago, Boston and New York	9/18/2013	9/6/2013
13-08-100	Bordallo, Carlos E. P.	$8,009.32	8/18-29/13	traveller will be attending the Investor Roadshow and Bond Pricing Schedule in San Francisco, Chicago, Boston and New York from August 18-29, 2013	San Francisco, Chicago, Boston and New York	9/18/2013	9/6/2013
13-08-101	Arriola, Jean Meno	$7,039.20	8/19-29/13	traveller will be attending the Investor Roadshow and Bond Pricing Schedule in San Francisco, Chicago, Boston and New York from August 19-29, 2013	San Francisco, Chicago, Boston and New York	9/18/2013	9/4/2013

Update:9/20/13

A.B. Won Pat International Airport Authority, Guam- Travel Report
FY2013 - 4th Quarter - July 2013 to September 2013

TA	Name of traveller	Cost	Dates of Travel	Purpose	Destination	TA Expense Report Due	TA Expense Received
13-08-102	Gerber, Martin J.	$5,906.90	8/21-29/13	traveller will be attending the Investor Roadshow and Bond Pricing Schedule in Boston and New York from August 25-29, 2013	Boston, New York	9/18/2013	9/17/2013
13-08-103	Tina R. Muna-Barnes	$5,317.24	8/25-29/13	traveller will be attending the Investor Roadshow and Bond Pricing Schedule in New York from August 25-29, 2013	New York	Cancelled	
13-08-104	Pedro R. Martinez	$2,563.45	9/4-7/13	traveller attending Korean-Guam Council meeting for future travel sales and increased flights from Busan to Guam.	Seoul/Busan, Korea	9/18/2013	9/12/2013
13-08-105	Joseph J. Javallana	$2,206.70	9/4-7/13	traveller attending Korean-Guam Council meeting for future travel sales and increased flights from Busan to Guam.	Seoul/Busan, Korea	9/18/2013	9/18/2013
13-08-106	Duenas, Christopher M.	$5,031.30	8/25-29/13	traveller will be attending the Investor Roadshow and Bond Pricing Schedule in New York from August 25-29, 2013	New York	Cancelled	

BOARD APPROVAL OF DISBURSEMENTS
September 18, 2013 - October 25, 2013
Ratified by the Board of Directors on
October 31, 2013 Regular Meeting

Payee	Amount	Purpose	Date Approved
First Hawaiian Bank	$69,462.28	Interest Payment - Energy Savings Project	9/18/2013
Aircraft Service International Group	$83,109.60	Outbound Baggage System for Aug 2013	9/20/2013
Guam Power Authority	$498,634.60	Power	9/20/2013
Siemens Industry Inc.	$150,558.39	CIP - Baggage Handling System	9/23/2013
Sumitomo Mitsui Construction Co. Ltd.	$201,458.23	CIP - AIP 43/50/58 Water System	9/23/2013
Propacific Builder Corporation	$136,721.89	CIP - AIP65 Replace/Upgrade Apron Area Ramp Light System	9/23/2013
BEJJESS ENTERPRISES INC. DBA: GEMCCO	$268,198.62	CIP - AIP65 Electrical (Power Hardening Phase 2)	9/23/2013
NIPPO Corporation	$434,025.29	CIP - AIP69/75 Residential Sound Insulation Phase 2A	9/23/2013
GMP International, LLC	$70,356.39	CIP - AIP74 ILS6L24R	9/23/2013
Lyon Associates, Inc.	$52,518.92	CIP - CM Services Rehab Runway 6L24R AIP84	9/23/2013
Guam Cleaning Masters	$56,235.70	Custodial Services for the month of Aug 2013	9/25/2013
Calvo Fisher & Jacob, LLP	$81,911.85	August 2013 Services	9/26/2013
Calvo Fisher & Jacob, LLP	$65,410.23	Specialty Retail Concession August 2013 Services	9/26/2013
Government of Guam Retirement Fund	$166,354.67	Payroll Employee & Employers Contribution for PPE 09/21/13	9/26/2013
JBT AeroTech	$803,264.00	CIP - AIP65 Electrical - 120 Ton Pre-Conditioned Air Units & 180 KVA Jetpower Ground Power 400 Hz Equipment	9/26/2013
N.C. Macario & Associates Inc.	$108,397.53	CIP - Facility Upgrade & A/C Upgrade	9/26/2013
WM Engineering Services	$67,799.85	CIP - Fire Alarm	9/26/2013
Pac Air Properties LLC	$88,200.00	Rental Space Lease	10/2/2013
Industrial Television Services	$71,262.00	CIP - FIDS	10/2/2013
E&A Engineers	$116,661.86	CIP - Code Upgrade & Tiyan Parkway Development	10/8/2013

DB's Builders	$83,762.82	Terminal Water Distribution System	10/8/2013
GHD Inc.	$65,475.00	CIP - AIP 76 Design Stormwater Drainage & Sanitary Sewer	10/10/2013
Government of Guam Retirement Fund	$158,853.22	Payroll Employee & Employers Contribution for PPE 10/05/13	10/14/2013
Guam Cleaning Masters	$56,235.67	Custodial Services for the Month of September 2013	10/16/2013
Aircraft Service International Group	$84,617.20	Outbound Baggage System for September 2013	10/21/2013
JBT AeroTech	$634,151.00	CIP - AIP65 Electrical - 120 Ton Pre-Conditioned Air Units & 180 KVA Jetpower Ground Power 400 Hz Equipment	10/21/2013
Government of Guam Retirement Fund	$158,779.42	Payroll Employee & Employers Contribution for PPE 10/19/13	10/24/2013
GHD Inc.	$65,486.00	CIP - AIP 76 Design Stormwater Drainage & Sanitary Sewer	10/25/2013
WM Engineering Services	$59,422.39	CIP - Fire Alarm	10/25/2013
TOTAL:	**$4,957,324.62**		

A.B. WON PAT
INTERNATIONAL AIRPORT AUTHORITY, GUAM

Executive Manager's Report
GIAA Board of Directors Meeting
October 31, 2013

AIRLINE ISSUES

Oren Air Charters

Avia Charters and HIS Tour officials met with Airport officials on October 22, 2013 to discuss the commencement of once weekly charter services by Oren Air from Khabarovsk and Vladivostok, Russia. The inaugural flight for Khabarovsk/Guam is scheduled for November 7, 2013 with an arrival time of 1:40 pm and departure at 3:00 pm, and is scheduled every Thursday through March 2014. The inaugural flight for Vladivostok/Guam is scheduled for November 8, 2013 with an arrival time of 12:45 pm and departure at 2:00pm, operating on Fridays through March 2014. Oren Air will be utilizing B737-800 series aircraft with a one-class seating configuration of 189 seats for both flights.

Japan Airlines

Japan Airline's (JAL) business profile has expanded with the opening of a full flight crew training center here at the A.B. Won Pat International Airport Authority, Guam (GIAA). A certificate presentation took place on Monday, October 14, 2013. Lt. Governor Ray Tenorio presented certificates to 4 cadets who started flight training on Guam. The cadets will be trained to operate two of JAL's fleet models that include the B737-800 and the B767-300. In addition to take-off and landing, they will also be practicing touch-and-goes. Aircraft will remain overnight over a ten-day training period each month for a period of five years.

Japan Airlines has announced it will be operating charters in Winter from Tokushima and Takamatsu, Japan, in addition to their regularly scheduled flights from Narita.

Fiscal Year 2013 Financial Audit

The Entrance Audit with Ernst and Young is tentatively scheduled for mid-November 5, 2013. The purpose of the audit, preliminary timelines, the accounting system, reporting activity and internal controls will be discussed with the Auditor prior to commencement of the project.

FAA Issues

UDO Projects

In a teleconference held on October 24, 2013 with the Honolulu District office, GIAA Management and staff reported on the status of GUM UDO projects with the FAA. Detailed information will be presented in the status of CIPs in Old Business, Item D.

Airport Emergency Table Top Exercise

GIAA is in the planning stage of its Table Top Exercised scheduled for December 4, 2013. The annual Table Top Exercise a requirement for the GIAA pursuant to Code of Federal Regulations (CFR)Title 14, and Federal Aviation Regulation (FAR) 139.

Executive Manager's Report
GIAA Board of Directors Meeting
October 31, 2013

Legislative Issues

A roundtable discussion was held November 23, 2014 at the Legislative Session Hall on the Customs Users Fees which recently increased from $6.36 to $8.29 per passenger. The User Fees offsets the rent Customs pay for space in the Terminal and the Integrated Air Cargo Facility.

ANNOUNCEMENTS

- A Veterans Day Event is planned for November 8, 2013. The Families of our Fallen Heroes will be presented the banners now on display in the East Ticket Lobby. A digital presentation on a 52 inch flatscreen will honor our Fallen Brave thereafter. Airport staff is working closely with the Fallen Heroes of the Pacific Foundation and the Family Support Group of the National Guard to ensure all honor and respect are given to our heroes and their survivors.

- The 9th Airports Council International Asia-Pacific Small Airports Seminar hosted by the Guam International Airport Authority ended on a very successful note with delegates commenting on the quality of speakers and topics, and rating as a very favorable conference location and organization. Thank you to all Board members who attended the Developing Nations training on Airport Finance, and to all Board, Management and staff who participated in the conference as part of the committee or attending participants. All delegates especially enjoyed the social activities hosted and commented on the hospitality and great food they were provided during their conference on Guam.

A.B. WON PAT
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October 30, 2013

MEMORANDUM

To: Mr. Edward G. Untalan
Chairman
GIAA Board of Directors

From: Carlos Bordallo
Comptroller

Subject: **Operating Results - Revenues and Expenses as of September 30, 2013**

Attached herewith is GIAA's Operating Results Report for the month ending September 30, 2013. This report summarizes the Budgeted versus Actual Revenues and Expenses for the month and year-to-date results ended September 30, 2013.

The key operating results for 12 month(s) of FY 2013 ending September 30, 2013 - (in $000's) are:

CATEGORY	YEAR-TO-DATE				FORECAST FOR FULL YEAR-FY13	
	Budget FY 13 Y-T-D	Actual FY 13 Y-T-D	% Variance Budget vs. Actual		Actual Y-T-D + Remaining FY 13 Budget	% Variance Budget vs. Estimate for Full Year
			Y-T-D Current Month	Y-T-D Last Month		
Total Signatory Revenues	$27,322.2	$29,194.0	6.9%	7.9%	$29,194.0	6.9%
Total Concession Revenues	$10,857.7	$12,010.9	10.6%	6.1%	$12,010.9	10.6 %
Total PFC's	$5,975.4	$6,559.7	9.8%	9.8%	$6,559.7	9.8%
Total Other Revenues	$15,144.7	$17,289.5	14.2%	15.4%	$17.289.5	14.2%
Total Operating Revenues	$59,300.0	$65,054.0	9.7%	9.3%	$65,054.0	9.7%
Total Operating Expenses	$40,442.4	$36,461.6	-9.8	-11.2%	$34,461.6	-9.8%
Net Revenues from Operations	$18,857.6	$28,592.4	51.6.%	55.8%	$28,952.4	51.6%
Non-Operating Expenses	$500.0	$367.9	-26.4%	-26.4%	$367.9	-26.4%
Other Available Moneys/other sources of funds	$4,783.2	$4,848.0	1.4%	2.0 %	$4,808.0	1.4%
Net Debt Service Coverage	**1.39**	**2.06**	**47.9%**	**49.5%**	**2.06**	**47.9%**

AMERICAN ASSOCIATION OF AIRPORT EXECUTIVES
AIRPORTS COUNCIL INTERNATIONAL
NASAO National Association of State Aviation Officials
TIACA THE INTERNATIONAL AIR CARGO ASSOCIATION

Year-to-date Total Signatory Revenues for the month ending September 30, 2013 are above Budgeted revenues by **6.9%.** Signatory revenue estimates are based on projections submitted by Signatory airlines and adopted in the annual budget.

Year-to-date Total Concession Revenues and Passenger Facility Charges are above budget estimates by **10.6%** and by **9.8%,** respectively.

Year-to date Total Other Revenues, inclusive of non-signatory and non-airline revenues, are above the budget estimate by **14.2%.**

Year-to-date Total Operating Revenues Actual of **$65.1M** is **9.7%** above the budget estimate of **$59.3M.**

Year-to-date Total Operating Expenses are below budget by **-9.8%.** Components of this line item include a **-5.1%** decrease in Personnel Service, a **-12.0%** decrease in Contractual Services, a **-23.1%** decrease in Materials & Supplies and a **-100%** decrease in Equipment/Furnishings from budgeted amounts for these respective categories.

The actual year-to-date Net Revenues from Operations of **$28.6M** reflects an increase of **51.6%** over the year-to-date budgeted amount of **$18.9M.**

Finally, our year-to-date results for Debt Service Coverage is at **2.06** versus the requirement of **1.25.**

Should you have any questions, please contact me at your convenience.

Attachments

cc: Board of Directors
Executive Manager
Deputy Executive Manager
Frank R. Santos, Expansion
Division Heads

GUAM INTERNATIONAL AIRPORT AUTHORITY
KEY OPERATING RESULTS ($000's)
as of September 30, 2013 (unaudited)

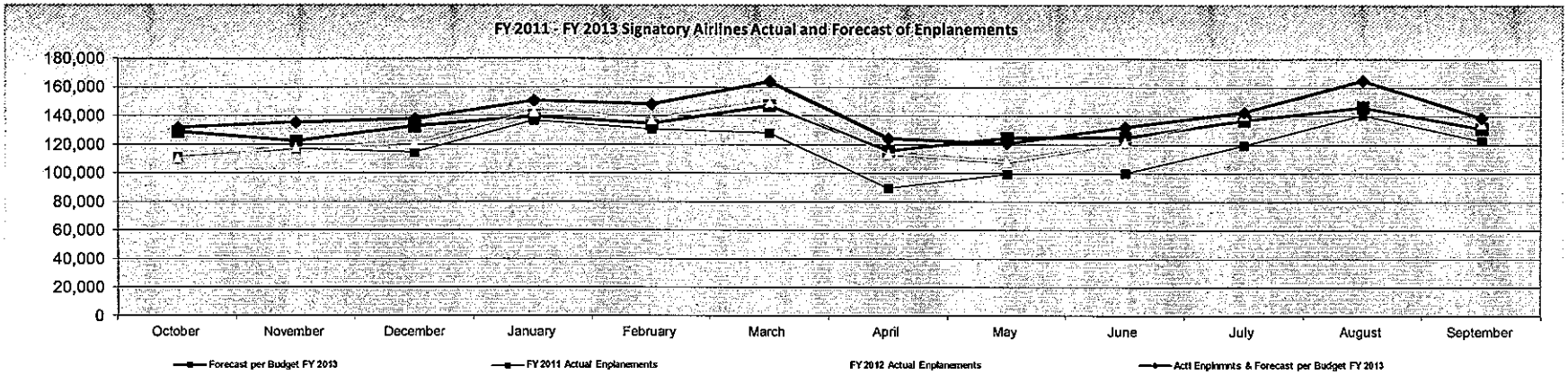
	CURRENT MONTH					YEAR - TO - DATE				FULL YEAR FORECAST	
	Actual FY2012	Budget FY2013	Actual FY2013	%Var Bud Vs Act'l	Budget Full Year	Actual FY2012	Budget FY2013	Actual FY2013	%Var Bud Vs Act'l	Actual/Est	%Var Bud Vs Act'l
I. Signatory Airline Rents & Fees											
Terminal Bldg Rentals	251.0	272.8	282.1	3.4%	3,274.1	2,979.1	3,274.1	3,357.8	2.6%	3,357.8	2.6%
Departure Fees	545.3	538.2	565.3	5.1%	6,494.8	6,348.1	6,494.8	6,928.3	6.7%	6,928.3	6.7%
Arrival Fees	525.4	601.4	568.7	-5.4%	6,448.5	6,417.8	6,448.5	7,320.2	13.5%	7,320.2	13.5%
Immigration Inspection Fees	191.7	185.4	214.9	15.9%	2,229.4	2,316.9	2,229.4	2,730.6	22.5%	2,730.6	22.5%
Loading Bridge Use Fees	299.8	407.3	370.7	-9.0%	4,836.4	3,669.0	4,836.4	4,633.6	-4.2%	4,633.6	-4.2%
Apron Use Fees	151.8	119.2	121.2	1.6%	1,522.1	1,963.8	1,522.1	1,591.8	4.6%	1,591.8	4.6%
Landing Fees	208.7	197.1	200.1	1.5%	2,516.9	2,697.9	2,516.9	2,631.8	4.6%	2,631.8	4.6%
Total Signatory Revenue	**2,173.8**	**2,321.5**	**2,323.0**	**0.1%**	**27,322.2**	**26,392.6**	**27,322.2**	**29,194.0**	**6.9%**	**29,194.0**	**6.9%**
Enplaned Signatory Pax	134,879	131,656	138,907	5.5%	1,588,924	1,558,818	1,588,924	1,694,533	6.6%	1,694,533	6.6%
Cost per Enplaned Pax	**$16.12**	**$17.63**	**$16.72**	**-5.2%**	**$17.20**	**$16.93**	**$17.20**	**$17.23**	**0.2%**	**$17.23**	**0.2%**
Revenues from Sources other than Signatory Airlines Rents & Fees											
Concession Revenues											
Gen Mdse (DFS)	610.9	711.0	1,244.2	75.0%	7,490.3	7,486.4	7,490.3	8,525.3	13.8%	8,525.3	13.8%
In-flight Catering	63.4	61.8	68.4	10.7%	729.8	758.8	729.8	811.5	11.2%	811.5	11.2%
Food & Beverage	75.4	78.5	81.1	3.3%	897.5	902.4	897.5	914.0	1.8%	914.0	1.8%
Rental Cars	84.3	77.0	82.1	6.5%	922.0	935.2	922.0	949.4	3.0%	949.4	3.0%
Other Concession Rev	78.1	68.2	69.8	2.3%	818.1	834.4	818.1	810.8	-0.9%	810.8	-0.9%
Total Concession Revenues	**912.2**	**996.5**	**1,545.6**	**55.1%**	**10,857.7**	**10,917.3**	**10,857.7**	**12,010.9**	**10.6%**	**12,010.9**	**10.6%**
Passenger Facility Charges	**477.9**	**495.0**	**542.0**	**9.5%**	**5,975.4**	**6,037.7**	**5,975.4**	**6,559.7**	**9.8%**	6,559.7	9.8%
Other Revenue	**1,258.0**	**1,234.7**	**1,331.3**	**7.8%**	**15,144.7**	**14,996.2**	**15,144.7**	**17,289.5**	**14.2%**	17,289.5	14.2%
Total Operating Revenue	**4,821.9**	**5,047.7**	**5,741.8**	**13.8%**	**59,300.0**	**58,343.8**	**59,300.0**	**65,054.0**	**9.7%**	**65,054.0**	**9.7%**
II. Operating Expenses:											
Personnel Services	1,237.3	1,244.6	1,295.6	4.1%	16,180.4	14,166.8	16,180.4	15,347.7	-5.1%	15,347.7	-5.1%
Contractual Services	1,662.5	1,554.6	1,645.8	5.9%	22,778.8	19,152.0	22,778.8	20,046.7	-12.0%	20,046.7	-12.0%
Materials & Supplies	221.9	23.0	111.3	384.1%	1,388.7	1,178.4	1,388.7	1,067.2	-23.1%	1,067.2	-23.1%
Equipment/Furnishings	0.0	0.0	0.0	0.0%	94.5	0.0	94.5	0.0	-100.0%	0.0	-100.0%
Total Operating Expenses	**3,121.8**	**2,822.2**	**3,052.8**	**8.2%**	**40,442.4**	**34,497.2**	**40,442.4**	**36,461.6**	**-9.8%**	**36,461.6**	**-9.8%**
Net income from Operations	**1,700.1**	**2,225.5**	**2,689.1**	**20.8%**	**18,857.6**	**23,846.6**	**18,857.6**	**28,592.4**	**51.6%**	**28,592.4**	**51.6%**

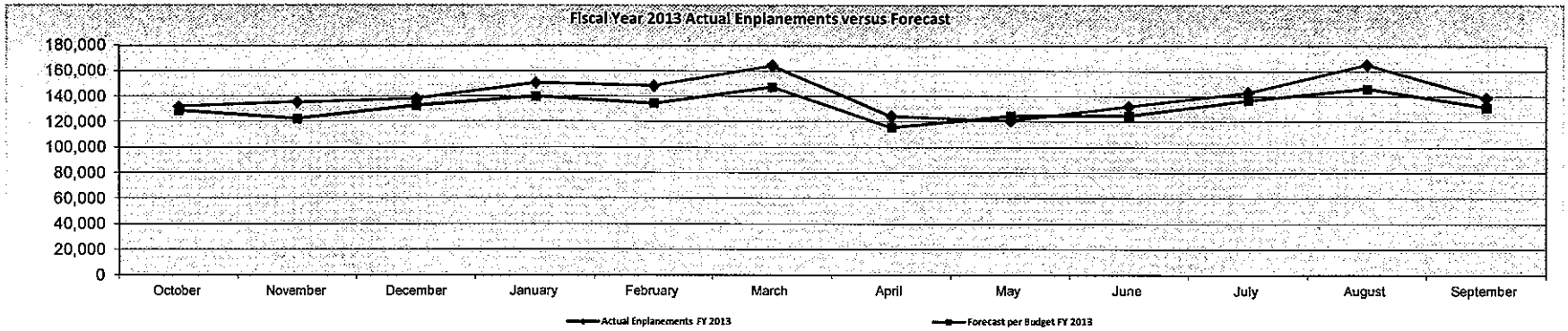
GUAM INTERNATIONAL AIRPORT AUTHORITY
KEY OPERATING RESULTS ($000's)
as of September 30, 2013 (unaudited)

		CURRENT MONTH					YEAR - TO - DATE				FULL YEAR FORECAST	
		Actual FY2012	Budget FY2013	Actual FY2013	%Var Bud Vs Act'l	Budget Full Year	Actual FY2012	Budget FY2013	Actual FY2013	%Var Bud Vs Act'l	Actual/Est	%Var Bud Vs Act'l
III. Other Revenues and Expenses												
Less:	Non Operating Expense(Ret/DOI/OHS)	30.8	0.0	0.0	0.0%	500.0	419.5	500.0	367.9	-26.4%	367.9	-26.4%
Add:	Interest on Investments	76.6	83.6	1,667.1	1894.3%	1,003.1	1,064.3	1,003.1	2,633.4	162.5%	2,633.4	162.5%
Net Revenues		1,745.9	2,309.1	4,356.2	88.7%	19,360.8	24,491.4	19,360.8	30,858.0	59.4%	30,858.0	59.4%
Add:	Other Sources of Funds	75.8	37.9	14.7	-61.2%	454.8	316.0	454.8	519.5	14.2%	519.5	14.2%
Add:	Other Available Moneys	359.8	360.7	360.7	0.0%	4,328.5	4,317.4	4,328.5	4,328.5	0.0%	4,328.5	0.0%
	Net Revenues and Other Available Moneys	**2,181.5**	**2,707.7**	**4,731.6**	**74.7%**	**24,144.1**	**29,124.7**	**24,144.1**	**35,706.0**	**47.9%**	**35,706.0**	**47.9%**
Debt Service payments		1,438.9	1,442.8	1,438.8	-0.3%	17,313.9	17,265.0	17,313.9	17,309.9	0.0%	17,309.9	0.0%
Debt Service Coverage		**1.52**	**1.88**	**3.29**	**75.2%**	1.39	1.69	1.39	2.06	47.9%	2.06	47.9%
Debt Service Requirement		**1.25**	**1.25**	**1.25**		1.25	1.25	1.25	1.25		1.25	

SUMMARY SIGNATORY [illegible]ES

Enplanements	October	November	December	January	February	March	April	May	June	July	August	September	Total
Forecast per Budget FY 2013	128,893	122,608	133,068	140,289	134,964	147,609	116,012	125,078	125,126	137,214	146,408	131,656	1,588,924
FY 2008 Actual Enplanements	107,866	113,787	114,732	129,914	122,836	125,310	100,756	110,143	110,926	117,433	124,690	99,145	1,377,538
FY 2009 Actual Enplanements	96,587	102,001	100,515	123,234	114,550	123,061	99,415	98,005	84,556	111,273	119,504	108,317	1,281,018
FY 2010 Actual Enplanements	94,630	105,230	108,410	132,016	129,523	137,257	102,312	112,910	111,671	133,353	147,419	132,165	1,446,896
FY 2011 Actual Enplanements	112,043	117,861	115,206	137,595	131,263	128,645	90,184	99,827	100,434	119,730	140,999	123,086	1,416,873
FY 2012 Actual Enplanements	110,962	118,092	121,031	143,545	137,851	149,600	113,893	107,914	122,061	141,014	165,376	135,017	1,566,356
Actl Enplnmnts & Forecast per Budget FY 2013	131,910	135,518	138,186	150,971	148,524	164,380	124,701	121,128	132,315	142,967	165,026	138,907	1,694,533
FY 2013 versus FY 2012	18.88%	14.76%	14.17%	5.17%	7.74%	9.88%	9.49%	12.24%	8.40%	1.38%	-0.21%	2.88%	8.18%





	Actual versus Forecast												
Enplanements	October	November	December	January	February	March	April	May	June	July	August	September	Total
Actual Enplanements FY 2013	131,910	135,518	138,186	150,971	148,524	164,380	124,701	121,128	132,315	142,967	165,026	138,907	1,694,533
Forecast per Budget FY 2013	128,893	122,608	133,068	140,289	134,964	147,609	116,012	125,078	125,126	137,214	146,408	131,656	1,588,924
Actual Enplanements Over/(Under) Forecast	3,017	12,910	5,118	10,682	13,560	16,771	8,689	(3,950)	7,189	5,753	18,618	7,251	105,609
Cumulative Total	3,017	15,927	21,045	31,727	45,288	62,059	70,748	66,798	73,987	79,740	98,358	105,609	

	Percentage Over/(Under) Forecast											
	October	November	December	January	February	March	April	May	June	July	August	September
% Monthly	2.3%	10.5%	3.8%	7.6%	10.0%	11.4%	7.5%	-3.2%	5.7%	4.2%	12.7%	5.5%
% Cumulative Total	2.3%	6.3%	5.5%	6.0%	6.9%	7.7%	7.7%	6.4%	6.3%	6.1%	6.7%	6.6%

	Month to Month Trend											
	October	November	December	January	February	March	April	May	June	July	August	September
Actual Enplanements	131,910	135,518	138,186	150,971	148,524	164,380	124,701	121,128	132,315	142,967	165,026	138,907
Month to Month Increase/(Decrease)		3,608	2,668	12,785	-2,447	15,856	-39,679	-3,573	11,187	10,652	22,059	-26,119
Month to Month Increase/(Decrease) In %		2.7%	2.0%	9.3%	-1.6%	10.7%	-24.1%	-2.9%	9.2%	8.1%	15.4%	-15.8%

GIAA Program Status and UDO Analysis on Open AIP Grants

FY	Loc ID	Description	Grant #	Grant Amount	Balance as of 7/25/13	UDO	Balance as of 10/31/13	UDO	Comments
2009	GUM	Improve Airport Utility Infrastructure (Electrical System) - Phase 1	3-66-0001-65	$7,000,000	$4,269,781	61%	$92,298	1%	
2009	GUM	Conduct Airport Master Plan Study Update	3-66-0001-66	$700,000	$90,335	13%	$51,578	7%	
2009	GUM	Extend Runway 6L/24R - Phase 5	3-66-0001-67	$744,647	$0	0%	$0	0%	FCO
2009	GUM	Rehabilitate Runway 6L/24R	3-66-0001-68	$4,807,180	$0	0%	$0	0%	FCO
2009	GUM	Noise Mitigation Measures for Residences w/n 65-69 DNL - Phase 5	3-66-0001-69	$2,000,000	$1,071,565	54%	$618,011	31%	
2009	GUM	Extend Runway 6L/24R - Phase 7	3-66-0001-70	$3,294,390	$0	0%	$0	0%	FCO
		Amendment No. 1 to AIP 70	*3-66-0001-70*	$494,158	$0	0%	$0	0%	FCO
2009	GUM	Complete Construction of Parallel Taxiway - Phase 2	3-66-0001-71	$3,005,610	$0	0%	$0	0%	FCO
		Amendment No. 1 to AIP 71	*3-66-0001-71*	*$450,842*	$0	0%	$0	0%	FCO
			Sub Total:	**$22,496,827**	**$5,431,681**	**24%**	**$761,887**	**3%**	
2010	GUM	Extend Runway 6L/24R - Phase 8	3-66-0001-72	$4,000,000	$0	0%	$0	0%	FCO
		Amendment No. 1 to AIP 72	*3-66-0001-72*	*$600,000*	$0	0%	$0	0%	FCO
2010	GUM	Rehabilitate Runway 6L/24R - Phase 1 (Design only)	3-66-0001-73	$1,500,000	$124,644	8%	$119,105	8%	
2010	GUM	Install Instrument Landing System (ILS) Runway 6L - Phase 1	3-66-0001-74	$2,172,362	$0	0%	$0	0%	
2010	GUM	Noise Mitigation Measures for Residences w/n 65-69 DNL - Phase 6	3-66-0001-75	$2,000,000	$1,884,036	94%	$1,884,036	94%	
2010	GUM	Improve Airport Utility Infrastructure (Sewer & Storm Water Drainage) - Phase 1 (Design only)	3-66-0001-76	$1,550,000	$1,545,031	100%	$1,094,665	71%	
2010	GUM	Collect Airport Data for the Airports Geographic Information System (AGIS)	3-66-0001-77	$675,000	$0	0%	$0	0%	
2010	GUM	Install Instrument Landing System (ILS) Runway 6L - Phase 2	3-66-0001-78	$4,827,638	$957,279	20%	$771,336	16%	
2010	GUM	Conduct Environmental Assessment for Sewer and Storm water Drainage	3-66-0001-79	$700,000	$459,204	66%	$422,184	60%	
			Sub Total:	**$18,025,000**	**$4,970,194**	**28%**	**$4,291,326**	**24%**	

GIAA Program Status and UDO Analysis on Open AIP Grants

FY	Loc ID	Description	Grant #	Grant Amount	Balance as of 7/25/13	UDO	Balance as of 10/31/13	UDO	Comments
2011	GUM	Extend Runway 6L/24R - Phase 9	3-66-0001-80	$1,975,678	$0	0%	$0	0%	FCO
2011	GUM	Miscellaneous Airport Improvements - Phase 3	3-66-0001-81	$2,304,801	$2,226,702	97%	$2,222,129	96%	
2011	GUM	Miscellaneous Airport Improvements - Phase 4	3-66-0001-82	$1,400,000	$1,326,954	95%	$1,322,609	94%	
			Sub Total:	**$5,680,479**	**$3,553,656**	**63%**	**$3,544,738**	**62%**	
2012	GUM	Extend Runway 6L/24R - Phase 10	3-66-0001-83	$2,000,000	$0	0%	$0	0%	FCO
2012	GUM	Rehabilitate Runway 6L/24R - Phase 2	3-66-0001-84	$5,441,024	$4,621,601	85%	$4,416,154	81%	
			Sub Total:	**$7,441,024**	**$4,621,601**	**62%**	**$4,416,154**	**59%**	
2013	GUM	Extend Runway 06L/24R - Phase XI	3-66-0001-85	$2,005,605	-		$2,005,605	100%	
2013	GUM	Rehabilitate Runway 06/24R - Phase 3	3-66-0001-86	$1,876,981	-		$1,876,981	100%	
2013	GUM	Acquire one (1) 3,000-gallon Aircaft Rescue & Fire Fighting (ARFF) Vehicle	3-66-0001-87	$1,017,000	-		$1,017,000	100%	
2013	GUM	Update Airport Master Plan Study	3-66-0001-88	$500,000	-		$500,000	100%	
			Sub Total:	**$5,399,586**	**$0**	**0%**	**$5,399,586**	**100%**	
			GRAND TOTAL:	**$59,042,916**	**$18,577,132**	**31%**	**$18,413,691**	**31%**	

A.B. WON PAT INTERNATIONAL AIRPORT AUTHORITY, GUAM

CAPITAL IMPROVEMENT PROJECTS

	PROJECT TITLE	TOTAL PROJECT COST	FEDERAL GRANTS	GIAA FUNDS	BOND PROCEEDS	PURPOSE/COMMENTS	EST. START DATE	EST. END DATE
				PRIORITY 1				
1	International Arrivals Corridor with Building Seismic Upgrades	$53,900,000	$13,200,000		$40,700,000	Permanent solution to TSA mandate. 3rd level corridor for arrivals only with vertical circulation from gate groups. Must include seismic upgrades.	13-Oct	16-Sep
2	Hold Bag Screening Relocation	$26,069,263	$24,899,330		$1,169,933	In-line bag screening with BHS. Check in capacity restored. Reduced costs for TSA and airlines.	13-Oct	14-Sep
3	SSCP Improvements	$3,100,000			$3,100,000	Increase security screening lanes and expand queueing area.	13-Dec	14-Dec
4	FIDS Replacement	$5,000,000			$5,000,000	Replace obsolete and non-reliable system with multimedia multipurpose software/hardware.	13-Dec	14-Oct
5	Integrated PLB Replacement	$8,200,000	$2,000,000		$6,200,000	Replace 5 aged loading bridges and 34 power and pre-conditioned air point of use units.	13-Oct	14-Jun
6	Common Use Check-In Facilities	$2,800,000			$2,800,000	Single airline check-in program with counter modifications and expanded use of kiosks. Avoids expanded building footprint.	13-Dec	15-Mar
7	Fuel System Improvements	$1,000,000			$1,000,000	Improve fire supression system and connections.	13-Nov	14-Jun
8	Parking Expansion	$7,400,000			$7,400,000	Single level parking deck over commercial vehicle area to replace capacity loss from expanded access road. Improves passenger service.	14-Jan	15-Jan
9	Interisland Passenger Facility	$3,000,000			$3,000,000	Separate processing facility for domestic interisland operations. No CBP and minimal TSA inspections.	14-Feb	15-Aug
10	ARFF Facility Replacement	$11,600,000	$10,440,000		$1,160,000	Replace aged Navy structure with code compliant facility meeting FAA standards.	13-Nov	15-Jun
11	Cargo Apron Relocation	$7,700,000	$6,930,000		$770,000	New cargo only apron adjacent to integrated air cargo facility. Hydrant fuel capability.	14-Jan	16-Jan
12	Replace Terminal Seating	$3,500,000			$3,500,000	Replace dilapidated seating and expand additional seating to other terminal areas.	13-Nov	14-Aug
	SUB TOTALS	$133,269,263	$57,469,330	$0	$75,799,933			

				PRIORITY 2				
13	Access Control and Security Improvements	$4,000,000			$4,000,000	Replace security access control system with biometric system. Facility modifications as security solutions.	14-Mar	16-Jun
14	Terminal Flooring Replacement	$2,700,000			$2,700,000	Replace deteriorating tile surface with durable non-skid material with longer life cycle.	14-Mar	15-Mar
15	Upgrade Airport IT and FMS	$2,000,000			$2,000,000	Upgrade financial management system, add facility management GIS and improve infrastructure.	14-Jan	14-Sep
16	Route 10A Landscape Component	$1,700,000			$1,700,000	Incorporate landscaping mediums consistent with DPW project to expand the Route 10A access roadways.	14-Jun	16-Jun
17	Enclose Arrival Tunnels	$1,200,000			$1,200,000	Increase arrivals lobby area through enclosing arrival tunnel with climate control. Adds commercial areas.	14-Jun	15-Dec
18	Replace Conveyance Systems	$2,600,000			$2,600,000	Replace with energy efficient equipment. Includes elevators, escalators and moving walks.	13-Dec	15-Mar
19	Strengthen and Expand Curbside Canopies	$2,800,000			$2,800,000	Expand departures curbside canopies for extended weather protection and security reinforcement.	14-Apr	15-Aug
20	1% Arts Program	$639,000			$639,000			
21	Unencumbered Proceeds	$16,271,067			$16,271,067			
	SUB TOTALS	$33,910,067	$0	$0	$33,910,067			
	TOTALS	**$167,179,330**	**$57,469,330**	**$0**	**$109,710,000**			

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RECOMMENDATION OF COUNSEL

TO: Board of Directors
ANTONIO B. WON PAT INTERNATIONAL AIRPORT AUTHORITY, GUAM

CC: Mr. Charles H. Ada II
Executive Manager
ANTONIO B. WON PAT INTERNATIONAL AIRPORT AUTHORITY, GUAM

FROM: Janalynn Cruz Damian
CALVO FISHER & JACOB LLP

DATE: October 21, 2013

SUBJECT: **Executive Session**

Pursuant to 5 G.C.A. § 8111(c)(1), I hereby recommend that the Board of Directors of GIAA conduct an Executive Session at the next regularly scheduled Board meeting to discuss pending or threatened litigation to which GIAA is or may be a party.

A.B. WON PAT
INTERNATIONAL AIRPORT AUTHORITY, GUAM
ATURIDAT PUETTON BATKON AIREN GUAHAN ENTENASIONAT

P.O. Box 8770
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www.guamairport.com

BOARD OF DIRECTORS REGULAR MEETING

3:00 p.m., Wednesday, November 27, 2013
GIAA TERMINAL CONFERENCE ROOM #3

Public Notice

First Notice:
Marianas Variety – November 20, 2013
Pacific Daily News – November 20, 2013
Notice to Media – November 20, 2013

Second Notice:
Marianas Variety – November 25, 2013
Notice to Media – November 25, 2013

AGENDA

1. Call to Order and Attendance
2. Approval of Agenda
3. Approval of Minutes
   - **A.** September 19, 2013 Regular Meeting *(Tabled)*
   - **B.** October 31, 2013 Regular Meeting
4. Correspondence
   - **A.** Letter from Association of Mariana Islands Mayors, Vice Mayors & Elected Municipal Council Members (AMIM) relative to a request to Re-open GIAA's Commuter Terminal
5. Old Business
   - **A.** Status of Capital Improvement Projects
   - **B.** GIAA Board Standing Committees
   - **C.** Board By-Laws
   - **D.** Signage Policy – Non-Commercial
   - **E.** Authority of Executive Manager to pay Day-to-Day Operating Expenses
6. New Business
   - **A.** Approval of Award for Rental of Trash Bin Containers and Pick-up Services – IFB No. GIAA-002-FY14
7. Report of Executive Manager
8. Report of the Comptroller

AMERICAN ASSOCIATION OF AIRPORT EXECUTIVES
ACI AIRPORTS COUNCIL INTERNATIONAL
NASAO National Association of State Aviation Officials
TIACA THE INTERNATIONAL AIR CARGO ASSOCIATION

Doc. No. 356[illegible]0628.*

9. Executive Session

10. Public Comments

11. Adjournment

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MINUTES OF THE REGULAR MEETING OF THE BOARD OF DIRECTORS OF THE A.B. WON PAT INTERNATIONAL AIRPORT AUTHORITY, GUAM
Wednesday, November 27, 2013, 3:00p.m.
GIAA TERMINAL CONFERENCE ROOM #3

1. CALL TO ORDER AND ATTENDANCE

The November 27, 2013, regular meeting of the Board of Directors of the A.B. Won Pat International Airport Authority, Guam ("GIAA" or the "Authority") was called to order by Chairman Untalan at 3:05p.m. at the GIAA Terminal Conference Room #3, 355 Chalan Pasaheru, Tamuning, Guam, 96913.

Directors Present:	**Offices or positions:**
Edward G. Untalan	Chairman
Martin Gerber	
Lucy M. Alcorn	
Rosalinda A. Tolan	
Pedro P. Ada III	
Gurvinder Sobti	
Directors Absent:	
Jesus Q. Torres	Vice Chairman
GIAA Officials:	
Charles H. Ada II	Executive Manager
Peter Roy Martinez	Deputy Executive Manager
Carlos P. Bordallo	Comptroller
Frank R. Santos	Business and Financial Consultant
Jean M. Arriola	Air Services Manager
Gerard Bautista	Air Terminal Manager
Robert D. Camacho	Chief of Police
Frank P. Taitano	Procurement Administrator
Victor Cruz	Engineer Supervisor
Edward Muna	Airport Operations Superintendant
Joseph G. Javellana	Program Coordinator IV
Janalynn Cruz Damian, Esq.	GIAA Legal Counsel
Michael A. Pangelinan, Esq.	GIAA Legal Counsel

Chairman Untalan welcomed the presence of GIAA tenants, stakeholders, and members of the public who are noted in a sign-in sheet made as an attachment to these minutes.

Chairman Untalan welcomed GIAA's newly appointed Board Director, Gurvinder 'Bic' Sobti. Director Sobti thanked the Board for attending his swearing-in ceremony that morning.

2. APPROVAL OF AGENDA

Chairman Untalan asked if there were any changes to the agenda. No changes were requested. On motion duly made by Director Ada, seconded by Director Gerber, the agenda as presented was unanimously approved.

3. APPROVAL OF MINUTES

A. September 19, 2013 Regular Meeting *(Tabled)*

The next item on the agenda was approval of the minutes of the September 19, 2013 regular meeting. Chairman Untalan informed the Board that the minutes were tabled at the last meeting to incorporate a new format. The minutes have been modified, and resolutions are included within the minutes themselves. Chairman Untalan noted that the only change he would like to add is that it be stated in the minutes that the Directors absent at that meeting due to the weather, were excused.

On motion duly made by Director Ada, seconded by Director Tolan, the following resolution was unanimously approved:

ResolutionNo. 14-09

The Board hereby approves the minutes of the September 19, 2013 regular meeting, subject to corrections.

B. October 31, 2013 Regular Meeting

The next item on the agenda was the approval of the minutes of the October 31, 2013 regular meeting. Director Ada informed the Board that he had made a comment relative to the baggage handling system, stating that the Authority should avoid any sole source procurement; he would like to request that this comment be on the record.

On motion duly made by Director Tolan, seconded by Director Alcorn, the following resolution was unanimously approved:

ResolutionNo. 14-10

The Board hereby approves the minutes of the October 31, 2013 regular meeting, subject to corrections.

4. CORRESPONDENCE

A. Letter from Association of Mariana Islands Mayors, Vice Mayors & Elected Municipal Council Members (AMIM) Relative to a Request to Re-Open GIAA's Commuter Terminal

The Executive Manager presented to the Board a letter dated November 12, 2013 relative to requesting the Board of Directors re-open GIAA's commuter terminal for travel within the Marianas. The Manager stated that he was informed that there is an effort to increase air activity between Guam and the Mariana Islands with numerous daily flights.

The Manager reported that the old commuter terminal is currently being leased by United Airlines amongst others, and the Authority has long term contracts with those, and therefore would not be able to re-open that terminal for aeronautical use. He went on to add that GIAA will respond to the organization as to what was presented to the Board in reference to the letter. Director Tolan inquired on what triggered the request, and asked if it was a delay in processing. The Executive Manager responded that he believed the organization is trying to stimulate the economics within the CNMI.

5. OLD BUSINESS

A. Status of Capital Improvement Projects

The first matter discussed was the Status of Capital Improvement Projects. Mr. Frank Santos, Business and Financial Consultant, presented the UDO Analysis for the Board's information. Mr. Santos reported that the Authority already received half of the 2013 grants that were ratified at the last Board meeting. He went on to add that the demolition of the former GPD facility is expected to start next month with a ground breaking ceremony planned outside of the AOA to kick off the demolition phase and to get as much exposure as possible.

Mr. Santos provided the Board with a listing of Capital Improvement Projects, essentially projects that will be funded by Bond proceeds and federal grants. Mr. Santos also informed the Board that at the December regular meeting the report will provide a financial update as to what the draw-down is, how much money has been appropriated and how much money has been spent.

Mr. Santos reported that the RFP for the design portion of the Arrivals Corridor with seismic upgrades is out and will be brought to the Board at the next available meeting for award. He also stated that the bid solicitation is expected to begin in December for the construction portion of the Baggage Screening Relocation.

Mr. Santos then informed the Board of Management's intent to issue an Indefinite Delivery Indefinite Quantity (IDIQ) RFP for a number of small projects. Chairman Untalan inquired about the projects that would be covered under the IDIQ RFP. Mr. Santos responded that the IDIQ RFP would include the 'Priority 2' Capital Improvement Projects, such as the Enclosed Arrival Tunnel and the Terminal Flooring Replacement projects. Chairman Untalan asked whether all of the projects were funded by Bond proceeds or if there were other projects. Mr. Santos responded that there are other projects, which were approved as part of the budget, to include the exterior painting of the terminal, and the other large project being the replacement of the fire alarm system.

Relative to the fire alarm system, Mr. Santos added that Management will be coming to the Board to increase the budget and include approximately $600,000.00 worth of replacements to the suppression system, which are the sprinklers and that the system is from 1996. Chairman Untalan inquired on how they came up with the amount of $600,000.00, and if it meets all of the current fire code requirements. Mr. Santos responded that it was based on a review by a mechanical engineer and that it does meet the fire code requirements. Mr. Santos went on to say that the fire alarm system was removed from the Energy Management contract due to Guam Fire Department (GFD) requiring a full replacement. To replace the central lines was another $600,000.00.

Chairman Untalan suggested that in order to keep the Board informed of those ongoing projects, to incorporate them into the report somehow. Mr. Santos responded that he will work on integrating everything into the report, as well as the financial information.

Next, Mr. Santos presented Management's request to amend the Loan Agreement with First Hawaiian Bank (FHB).

At this time Chairman Untalan stated for the record that he would like to recuse himself from this discussion as he is employed by FHB. Legal Counsel, Michael Pangelinan, recommended that the Board elect an Acting Chairman for this discussion as the Vice Chairman is not present.

After further discussion, on motion duly made by Director Ada, seconded by Director Alcorn, the following resolution was unanimously approved:

Resolution No. 14-11

The Board hereby approves the nomination and election of Director Gerber to Chair the discussion relative to the amendment of the Loan Agreement with First Hawaiian Bank. Mr. Santos provided background to the Board – the loan was for the Authority's Energy Management Program for the principal amount of $11.9M, with a five (5) year term. Initially, GIAA intended to pay-off the loan with Bond proceeds; however, after further analysis it did not make financial sense. Mr. Santos explained that the legislation approving the bonds gave GIAA the authority to have subordinate loans for a term of ten (10) years. Currently on the loan, the Authority is paying interest on monies that have been disbursed. Director Tolan inquired on the interest rate. Carlos B. Bordallo, Comptroller, responded 3.75%. Mr. Santos stated that at this time Management is requesting that the Board approve a modification of the Loan Agreement to continue the interest only payments through January 24, 2014, at which time GIAA will have extended the $11.9M. Mr. Santos further advised the Board that Management will be returning to the Board for approval to extend the loan term to ten (10) years, which was part of the finance plan that was presented to the Bond investors and rating agencies.

Director Ada inquired if there were any additional fees to be paid for the extension. Mr. Santos replied no; however there will be fees to refinance to the ten (10) year period, and that modification agreement should be presented to the Board at the December meeting.

Legal Counsel, Michael Pangelinan, informed the Acting Chairman that FHB has submitted a resolution relative to the amendment, and that it would be appropriate for the Board to adopt the resolution that FHB has provided. Legal Counsel, Janalynn Damian, added that in addition to approving the modification, the resolution designates authorizing signatories, and it can be made subject to conflicts counsel's review.

With regard to designating authorized signatories, the Executive Manager stated that it has been somewhat challenging to get in touch with Vice Chairman Torres at times, and requested that since Director Gerber is serving as Acting Chairman, that he also be designated as an authorized signatory for the modification. The Board had no objection. Director Ada asked that the Board move on with the meeting at this time while waiting for copies of the resolution and continue the discussion at a later time during the meeting. Chairman Untalan asked Mr. Santos if there was anything else to present before moving on. Mr. Santos replied no.

B. GIAA Board Standing Committees

The second matter discussed was the GIAA Board Standing Committees. In order to work closely with Management on various Airport issues and concerns, Chairman

Untalan suggested establishing the following committees with respective Board Members as Chairperson:

1.	Finance/Strategic Planning	Edward Untalan
2.	Operations/IT	Jess Torres
3.	Capital Projects	Martin Gerber
4.	Tenant Relations/Marketing	Lucy Alcorn
5.	Personnel/Policies & Procedures	Lynda Tolan
6.	Air Service/Property Development	Sonny Ada
7.	Legal/Legislation/Regulatory	Open

It was noted that the open committee is available to be chaired by Director Sobti with Chairman Untalan clarifying that on that particular committee the legal aspect would be eliminated. Chairman Untalan added that if a Board member would like to assist another Committee or Board member they are more than welcome to do so.

After further discussion, on motion duly made by Director Gerber, seconded by Director Ada, the following resolution was unanimously approved:

Resolution No. 14-12

The Board hereby approves the suggested committees as presented by Chairman Untalan, with the respective Chairpersons, subject to change as follows:

1.	Finance/Strategic Planning	Edward Untalan
2.	Operations/IT	Jess Torres
3.	Capital Projects	Martin Gerber
4.	Tenant Relations/Marketing	Lucy Alcorn
5.	Personnel/Policies & Procedures	Lynda Tolan
6.	Air Service/Property Development	Sonny Ada
7.	Legislation/Regulatory	Bic Sobti

C. Board By-Laws

The third matter discussed was the Board By-Laws. Legal Counsel, Janalynn Damian, presented to the Board an updated draft. She reported significant changes such as the creation of a Secretary position to be elected by the Board from members of the Board for purposes of certifying the passage of resolutions and such. Keeping consistent with GIAA's enabling statute, the current Board secretary is to be labeled as the Corresponding Secretary to handle day-to-day matters. Ms. Damian noted that other sections were amended to conform to current Guam law.

Discussion followed relative to the definition and responsibilities of both secretary positions, with Director Ada inquiring that in the absence of both the Chairman and Vice Chairman, would the Secretary assume the position of chairing that meeting. Ms. Damian responded no, not automatically. The director chairing the meeting would still require Board action.
After further discussion, on motion duly made by Director Ada, seconded by Director Alcorn, the following resolution was unanimously approved:

Resolution No. 14-13

The Board hereby approves the amended and restated A.B. Won Pat International Airport Authority, Guam Board By-Laws as presented by Legal Counsel.

At this time, Chairman Untalan called for nominations to elect a Board Secretary. Director Ada stated that he would like to nominate Director Sobti. Director Sobti accepted the nomination.

After further discussion, on motion duly made by Director Ada, seconded by Director Alcorn, the following resolution was unanimously approved:

Resolution No. 14-14

The Board hereby approves the nomination of and elects Director Sobti to the position of Board Secretary of the A.B. Won Pat International Airport Authority, Guam Board of Directors.

At this time the Board referred back to an earlier discussion regarding the Board Resolution relative to the First Hawaiian Bank Loan.

After further discussion, on motion duly made by Director Ada, seconded by Director Alcorn, the following resolution was unanimously approved without the vote of Chairman Untalan who recused himself from this matter as earlier stated:

Resolution No. 14-08

WHEREAS, on June 27, 2012, **FIRST HAWAIIAN BANK**, a Hawaii corporation (the "Bank") agreed to lend to **ANTONIO B. WON PAT INTERNATIONAL AIRPORT AUTHORITY, GUAM**, a public corporation and autonomous instrumentality of the Government of Guam (the "Authority"), and Authority agreed to repay to the Bank, together with the interest and charges, the principal amount of $11,900,000.00 (the "Loan"); and

WHEREAS, the Loan was made pursuant to a Term Loan Agreement dated June 27, 2012 (the "Loan Agreement") and evidenced by a Promissory Note dated June 27, 2012 (the "Note"), executed by the Authority in favor of Bank; and

WHEREAS, the Loan Agreement was amended by an Addendum to Loan Agreement dated June 29, 2012 (the "Addendum"); and

WHEREAS, the Loan and the Authority's obligations under Loan Agreement and Note, as amended, are secured by a certain Security Agreement dated June 27, 2012 (the "Security Agreement") executed by the Authority as Debtor in favor of the Bank as Lender and granting to the Bank a security interest in the Collateral as defined and described therein; and

WHEREAS, the obligations of the Authority under the Loan Agreement and Note, as amended, are guaranteed by the United States Department of Agriculture ("USDA"); and

WHEREAS, the Loan Agreement and Note were amended by a Commercial Loan Modification Agreement dated August 26, 2013 (the "First Modification") extending the period during which interest only payments are to be made under the Loan Agreement and Note to November 27, 2013; and

WHEREAS, the Authority has requested the Bank amend the Loan Agreement and Note to, among other things, extend further the period during which the Authority is to make interest only payments to January 24, 2014; and

WHEREAS, the Bank has agreed to do so pursuant to a Commercial Loan Modification Agreement (the "Second Modification") in substantially the form submitted to this meeting.

NOW, THEREFORE, BE IT RESOLVED, that the execution and delivery by the Authority of the Loan Agreement, the Note and the Security Agreement all dated June 27, 2012, the Addendum dated June 29, 2012, and the First Modification dated August 26, 2013 are hereby confirmed, ratified and approved in all respects; and

FURTHER RESOLVED, that the Authority execute and deliver to the Bank the Second Modification which is hereby approved; and

FURTHER RESOLVED, that Director Martin J. Gerber and the Executive Manager of the Authority be and they hereby are authorized and directed to execute, seal and deliver to the Bank, on behalf of and in the name of the Authority, the Second Modification in substantially the form hereby approved, with such changes, additions or deletions as Director Martin J. Gerber and Executive Manager may approve, subject to Conflicts Counsel review, such approval to be conclusively evidenced by their execution and delivery of the same; and

FURTHER RESOLVED, that Director Martin J. Gerber and the Executive Manager be and they hereby are authorized and empowered to do and perform, or cause to be done and performed, any and all such other acts, matters and things as in their judgment may be necessary, proper or convenient in order to obtain the agreement of the Bank to modify the Loan, the Loan Agreement and the Note, and

FURTHER RESOLVED, that these resolutions shall constitute a continuing authority and direction to Director Martin J. Gerber and Executive Manager to act on behalf of the Authority, and the several powers and authority in the foregoing paragraphs of these resolutions shall continue until revoked by the Board of Directors of the Authority and until formal written notice of such revocation shall have been given to the Bank; and

FURTHER RESOLVED, that these Resolutions of Board of Directors may be executed in any number of counterparts, each of which, when so executed and delivered, shall constitute one and the same document, and that facsimile signatures shall have the force and effect of original signatures.

D. Signage Policy – Non-Commercial

The fourth matter discussed was Signage Policy – Non-Commercial. The Executive Manager informed the Board that GIAA's Airport Services Manager, Ms. Jean Arriola is in communication with Legal Counsel to create a Non-Commercial Signage Policy, with a draft already completed; however, there were some issues to be addressed before presenting it to the Board. The Manager stated that it would be presented at the next Board meeting.

Legal Counsel, Michael Pangelinan added that they were asked by Management to look at a Policy for Signage and after some research on airports in the United States they had found a number of airports in California that have Signage Policies, and are currently reconciling that with GIAA's existing Policy that applies to commercial advertising signage to make sure they are not in conflict because GIAA is trying to adopt something that is more geared toward non-commercial. He also informed the Board that it would be presented at the next Board meeting. Chairman Untalan noted that this item would be tabled until the next meeting.

E. Authority of Executive Manager to pay Day-to-Day Operating Expenses

The next item discussed was the authority of the Executive Manager to pay day-to-day operating expenses. Chairman Untalan referred to the discussion from last meeting relative to the number of disbursement requests and checks that he had to sign on a daily basis. In light of the controls and procedures that are already in place and that are overseen by the Comptroller and by the Board of Directors, a Board resolution has been

prepared giving authority to the Executive Manager to pay the day-to-day operating expenses, provided that the controls and procedures are in place.

Legal Counsel, Janalynn Damian presented the resolution to the Board stating that it allows the Executive Manager to pay the day-to-day operating expenses to include expenses such as utilities, retirement contributions. Ms. Damian also noted, in light of the fact that there are controls and procedures in place, such as dual signatories on disbursements and reports by the Comptroller, these payments should not have to be presented for Board approval. Chairman Untalan added that the expenses authorized for payment by the Manager must be within the approved budget.

Ms. Damian noted that the Board already has a policy in place for contracts over $50,000.00, which have to come before the Board for approval. So once those contracts are approved by the Board, the disbursements under those contracts should not need further Board approval. Mr. Bordallo asked if there would be a limit. Ms. Damian replied that the $50,000.00 still applies for contracts. The utilities are more than $50,000.00 but you would not have to come to the Board for ratification of those payments as they are day-to-day operating expenses and they are presented in the Comptroller's monthly report to the Board. Discussion followed relative to the resolution that either the Executive Manager or Chairman sign for disbursements at the Chairman's discretion.

The Board then discussed the $50,000.00 threshold for contracts, with Mr. Santos suggesting an increase to $100,000.00, for at least capital improvement projects. Director Ada asked if that issue had to be addressed now or if the Board can put more thought into it first. Chairman Untalan stated yes, it could be brought back for discussion at the next Board meeting. Director Sobti suggested the maximum cap amount be $100,000.00 for contracts. Chairman Untalan agreed with the suggested amount, and stated that it would need to be reported to the Board every month.

Going back to disbursements, Mr. Bordallo inquired if the threshold would also be $100,000.00 in terms of reporting to the Board. Chairman Untalan responded that right now the report requires anything over the $50,000.00 threshold for disbursements, and requested to leave it at that amount.

After further discussion, on motion duly made by Director Tolan, seconded by Director Gerber, the following resolution was unanimously approved:

Resolution No. 14-15

WHEREAS, the ANTONIO B. WON PAT INTERNATIONAL AIRPORT AUTHORITY, GUAM's ("GIAA" or the "Authority")enabling statute (codified at 12 G.C.A. § 1101 et seq.) provides that the Executive Manager "shall have full charge and control of the

operations and maintenance of the airports controlled by the Authority" (12 G.C.A. § 1107(a)); and

WHEREAS, GIAA's enabling statute further provides that the powers of the Executive Manager include "keep[ing] the Board advised on the needs of the Authority and approv[ing] demands for payment of obligations within the purposes and amounts authorized by the Board" (12 G.C.A. § 1107(b)(3)); and

WHEREAS, current protocols provide that all disbursements of GIAA funds are subject to dual authorizing signatures – one authorized signatory from the Accounting Department (either the Comptroller or Assistant Comptroller) and one authorized signatory from the Administration Department (either the Executive Manager, Deputy Executive Manager, or Airport Services Manager); and

WHEREAS, the expenses relating to the day-to-day operations of the Authority are included in the Report of the Comptroller provided to the Board of Directors at every monthly Board of Directors meeting; and

WHEREAS, in light of the controls and procedures already in place, the monthly reporting to the Board of Directors by the Comptroller, and the need for the Executive Manager to pay the day-to-day operating expenses of the Authority without waiting for Board approval or obtaining Board ratification, the Board of Directors has determined that it is prudent to give the Executive Manager the authority to pay the day-to-day operating expenses of the Authority without further Board approval, including, without limitation, monthly utility expenses and the Authority's share of contributions to the Government of Guam Retirement Fund.

NOW, THEREFORE, BE IT RESOLVED, that the Board of Directors of GIAA hereby authorizes the Executive Manager to pay all expenses relating to the day-to-day operations of the Authority without further Board approval, including, without limitation, monthly utility expenses and the Authority's share of contributions to the Government of Guam Retirement Fund.

After further discussion, on motion duly made by Director Ada, seconded by Director Tolan, the following resolution was unanimously approved:

Resolution No. 14-16

The Board hereby authorizes the Executive Manager to enter into contracts without Board approval not to exceed $100,000.00, with the Comptroller reporting any contracts entered into up to $100, 000.00 to the Board on a monthly basis.

6. NEW BUSINESS

The next item on the agenda was New Business.

A. Approval of Award for Rental of Trash Bin Containers and Pick-up Services – IFB No. GIAA-002-FY14

The first matter discussed was approval of the contract award for Rental of Trash Bin Containers and Pick-up Services, IFB No. GIAA-002-FY14. The Executive Manager informed the Board that an Invitation for Bid was announced to solicit bids from firms to provide rental of trash bins/containers and pick-up services in the Main Terminal building, inclusive of labor, materials, supplies and equipment. The term of the contract is for a period of three (3) years with an option for an additional one (1) year renewal period, not to exceed a total contract term of five (5) years. Four (4) firms/individuals received bid packages and four (4) firms submitted bids before the bid submission deadline. There were four different bid items, based on the size of the trash bins.

The Executive Manager requested that the Board authorize the contract award for bid items 1 & 3 of $15,680.00 to HCP Inc. dba Lagu Sanitation and bid items 2 & 4 of $90,383.44 to Pacific Waste Systems. It has been determined that both firms have met the standards of responsibility and responsiveness outlined in the Guam Procurement Regulations.

Chairman Untalan inquired if it was more effective to separate the bids. Mr. Franklin Taitano, Procurement Administrator, replied yes as not all firms are able to provide all of the sizes. Discussion followed relative to insurance requirements and tipping fees with Chairman Untalan noting the significant difference in bid amounts. Gerard Baustista, Air Terminal Manager, responded that he assumes that the firms assumed the risk of underbidding on the tipping fees and how they determined their estimates. Discussion moved to a firm not fulfilling their contract due to underbidding.

With the bids being under $100,000.00, Chairman Untalan noted the fact that the Executive Manager would now be able to approve the contract without Board approval, therefore he stated moving forward, the Board will not see these small bid amounts apart from in the Comptroller's monthly report and the Executive Manager's report.

After further discussion, on motion duly made by Director Ada, seconded by Director Sobti, the following resolution was unanimously approved:

Resolution No. 14-17

The Board hereby approves the contract awards for the Rental of Trash Bins/Containers and Pick-up Services, IFB No. GIAA-002-FY14 to (1) HCP Inc. dba Lagu Sanitation in the

amount of $15,680.00 for rental of the 3 cubic yards and 10 cubic yards bins; and (2) Pacific Waste Systems in the amount of $90,383.44 for rental of the 4 cubic yards and 24 cubic yards bins.

7. REPORT OF EXECUTIVE MANAGER

The next item on the agenda was the report of the Executive Manager. The Executive Manager reported on various matters concerning airline and charter operations. Reporting on the Fiscal Year 2013 financial audit, the Entrance Audit Meeting was held on November 19, 2013 with Ernst and Young, GIAA and the Office of Public Accountability, with the audit being completed before February 1, 2014, as mandated by statute.

On FAA Issues, the Manager updated the Board on the Tiyan Parkway, stating that after a meeting with Governor Calvo, the FAA and the Federal Highway Administration on November 18, 2013, FAA agreed to keep Central Avenue and Sunset Boulevard open until Phase 1 is completed.

Mr. Jose Ralls, the new TSA Regional Director, paid a courtesy visit to GIAA Management on November 18, 2013, with the main issue discussed being the additional TSA Checkpoints for transit passengers. Mr. Ralls was amenable to GIAA's requests and concerns and asked that GIAA submit them to him in writing.

The Executive Manager announced that GIAA is in the planning stages of its annual Table Top Exercise scheduled for December 4, 2013. The Exercise is a requirement for GIAA pursuant to the Code of Federal Regulations (CFR) Title 14, and Federal Aviation Regulation (FAR) 139.

On Tenant Issues, the Manager went on to report that Lotte Duty Free awarded the contract for the Retail Concession Renovations/Upgrade to Black Construction with work commencing on November 19, 2013. The project will be done in phases with final completion in the first quarter of 2014.

The contract for the GSA/TSA Renovations was awarded to BME& Sons Inc. for the renovation of additional offices for TSA and is scheduled to be completed within 90 days.

The Executive Manager attended the Japan Guam Travel Council Meeting held on November 20, 2013 with the main discussions revolving around U.S. Customs and Border Protection (USCBP) issues, processing times, and assistance from the ambassadors of the Airport Ambassador Program. USCBP advised that they are down to62 officers from 80, and with the U.S. sequestration, USCBP does not see any respite in the near future.

The Manager announced that the 3rd year in a row GIAA received the Department of the Year Award in the Medium Sized Agency Category at the 2013 MagPro Awards. GIAA's Runway Safety Program won Program of the Year and Mr. Oscar Aflague of the Administration Division and Mr. Thomas Perez of the Properties & Facilities represented GIAA in the Talent Competition and won first place. The following employees garnered awards in the MagPro Awards Program:

- Ricky Garcia, IACE – Airport Police Officer II, Airport Police Division
  Employee of the Year/Security & Correction
- Raymond Mantanona – Fire Captain (Airfield), ARFF Unit
  Supervisor of the Year / Public Safety
- Carl V. Cruz, A.C.E.- Airport Police Supervisor, Airport Police Division
  Supervisor of the Year/ Security & Correction
- Santiago Crisostomo – Maintenance Supervisor, Properties & Facilities Division
  Supervisor of the Year/ Labor, Grounds & Maintenance

The Executive Manager announced that the 2013 Holiday Illumination Project is underway with both the interior and the exterior of the Terminal currently being decorated with festive holiday décor and lights.

At this time Director Tolan requested that the Executive Manager give the Board an update relative to their travel to the Manila, Philippines to meet with Cebu Airlines. The Manager informed the Board that he and Director Tolan met with Cebu Airlines and were informed that they will no longer proceed under a wet lease arrangement and will wait to enter the Guam market. The Airline is expecting to be given the approval by the FAA in early 2014. However, the airline did commit to starting up in the end of 2014.

Director Ada inquired on the problems that GIAA is having with Immigration, asking if there are lines for the elderly or women with infants. Mr. Gerard Bautista replied no, that it is the Airlines' responsibility to bring those people needing assistance to the front of the lines.

Chairman Untalan inquired if there is any upcoming travel to report for the next two (2) months. The Executive Manager replied yes in January. Mr. Bordallo informed Chairman Untalan of travel requests for two (2) Accounting staff to attend an Airport Finance and Administration Conference to be held in Orlando, Florida in January 2014. Chairman Untalan reminded Management to inform the Board in advance of upcoming travel.

Discussion followed relative to the Ambassador Program, with Director Alcorn noting that if there were representatives from each airline it would be more beneficial for everyone. Chairman Untalan noted that the issue would fall under Director Alcorn's

Subcommittee, and went on to express the importance of the Board's Subcommittees becoming proactive.

At this time Director Ada congratulated Management on winning the MagPro Award for Department of the Year, and suggested that the Chairman write to the MagPro award winners on behalf of the Board recognizing their achievement. Chairman Untalan asked that the Board Secretary work on congratulatory letters, and suggested the Talent Show winners perform at the Employee Recognition Party on January 17, 2014.

8. REPORT OF THE COMPTROLLER

The next item on the agenda was the report of the Comptroller. Mr. Bordallo provided a report to the Board on the Revenues and Expenses of the Authority as of October 31, 2013. Mr. Bordallo reported that year-to-date Total Signatory Revenues are below budgeted revenues by -4.2%, year-to-date Total Concession Revenues are above budget estimates by 1.2%, and Passenger Facility Charges below budget estimates by5.8%. Further, year-to-date Total Other Revenues, inclusive of non-signatory and non-airline revenues, are below the budget estimate by 4.2%. Year-to-date Total Operating Revenues Actual of $5.16M is -2.87% below the budget estimate of $5.31M. Year-to-date Total Operating Expenses are below budget by -6.8%. The actual year-to-date Net Revenues from Operations of $2.38M reflects an increase of 2.2% over the year-to-date budgeted amount of $2.33M. The Authority's year-to-date results for Debt Service Coverage is at 1.40 versus the requirement of 1.25.

Mr. Bordallo informed the Board that there was a slight drop in enplanements from what was budgeted and those were just based on the numbers provided by the Airlines. Chairman Untalan noted the budget does not include the FHB loan and suggested that the budget be revised to reflect the pricing of the new bonds and the loan. He then inquired if the Comptroller does a balance sheet on a monthly basis, and asked that he incorporate the day's cash on the balance sheet.

Chairman Untalan informed Mr. Bordallo that the report would be adjusted moving forward to include the disbursements.

Director Tolan inquired on Accounts Receivable, and if it was included in the report. Mr. Bordallo responded no, that Accounting's system has been updated and accounts receivable will provided at the next meeting.

9. EXECUTIVE SESSION

Upon written recommendation of counsel, on motion duly made by Director Tolan and seconded by Director Alcorn, and unanimously approved, at 5:05 p.m. the Board recessed to convene executive session to discuss pending litigation.

On motion made by Director Alcorn, seconded by Director Gerber, unanimously approved, Executive Session adjourned at 5:47 p.m., at which time the Board reconvened the regular session.

At this time Chairman Untalan asked Management to explain the Memorandum of Understanding (MOU) regarding the Tiyan Parkway that was just brought to the Board's attention. Mr. Santos informed the Board that the MOU is a replacement MOU for one that was done back in 2007, and the MOU was held up because of the issues involving the closure of Central Avenue. He went on to add that the parties involved are Department of Land Management (DLM), Department of Public Works (DPW), GIAA, and Governor Calvo; it is also concurred by the two (2) federal oversight agencies, the Federal Aviation Administration (FAA), and the Federal Highway Administration (FHA); and it has also been reviewed by the parties' respective attorneys. Mr. Santos confirmed that this MOU is acceptable to all parties, including the FAA.

Mr. Santos offered a brief report to the Board regarding the Parkway issue. He stated that Phase I properties which are going to be purchased by DPW are for a perpetual easement for the working plan of Phase I. Discussion followed relative to the appraisals, with Mr. Santos informing the Board that the FAA is satisfied with the commitment from the Government with an appropriation of $1.8M.

Chairman Untalan inquired on the reason this is being bought to the Board. Mr. Santos responded stating that based on the changes that the Governor's Chief Policy Advisor made, they're ready to execute those changes, adding that the FAA and FHA were pushed to execute so there could be a formal sign off in Guam by the Government of Guam agencies this Friday, November 29, 2013. Chairman Untalan asked if Conflicts Counsel has been part of these developments. Mr. Santos replied yes, and directed the Board to page 4, section 2 of the MOU to see the Authority's responsibilities. Director Gerber inquired if it should be subject to FAA approval. Mr. Santos responded that the FAA has approved the MOU.

Chairman Untalan asked if there will be a cost to the Authority. Mr. Santos replied that the only area where there may be a cost to the Authority is the issue of drainage.

Mr. Santos informed the Board that Management will be presenting other documents from FAA for the use of the property, so there are going to be obligations from FAA on how the Authority proceeds.

After further discussion, on motion duly made by Director Tolan, seconded by Director Alcorn, the following resolution was unanimously approved:

Resolution No. 14-18

The Board hereby approves the Memorandum of Understanding by and between the A.B. Won Pat International Airport Authority, Guam, Department of Public Works, Department of Land Management, the United States Department of Transportation Federal Aviation Administration, and the United States Department of Transportation Federal Highway Administration relative to the Tiyan Parkway, as presented.

10. PUBLIC COMMENTS

The next item on the agenda was Public Comments. Chairman Untalan called upon any public member wishing to make comments. There were none.

11. ADJOURNMENT

There being no further business to address before the Board, on motion duly made by Director Alcorn, seconded by Director Ada, unanimously approved, at 6:03 p.m., the meeting was adjourned.

Dated this 7th, day of March, 2014.

Attest:

Edward G. Untalan
Chairman

Gurvinder Sobti
Secretary

Prepared and Submitted By:

Amanda O'Brien-Rios
Corresponding Secretary

A.B. WON PAT INTERNATIONAL AIRPORT AUTHORITY, GUAM
BOARD OF DIRECTORS REGULAR MEETING
3:00 P.M., WEDNESDAY, NOVEMBER 27, 2013
GIAA TERMINAL CONFERENCE ROOM #3

SIGN IN SHEET

	PRINT NAME	COMPANY/AGENCY
1.	FRANK P. TAITANO	GIAA
2.	Mike Pangelinan	CFJ
3.	CHARLES H. ROSS	GIAA
4.	VICTOR J. CRUZ	GIAA
5.	Jean Arriola	GIAA
6.	J.G. DAVELAAR	GIAA
7.	D. C. STONE	GIAA
8.	ELFRIE KOSHIBA	GIAA - MBE
9.	Maria Ramos	Lotte
10.	EDWARD MENA	GIAA - OPS
11.	Joseph Cruz	GIAA
12.	Robert Guerrero	P.S.P.
13.	FRANK R. SANTOS	CONSULTANT
14.	Gerard Bautista	GIAA-ATM
15.		
16.		
17.		
18.		
19.		

A.B. WON PAT
INTERNATIONAL AIRPORT AUTHORITY, GUAM
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MINUTES OF THE REGULAR MEETING OF THE BOARD OF DIRECTORS OF THE A.B. WON PAT INTERNATIONAL AIRPORT AUTHORITY, GUAM
Friday, December 27, 2013, 3:00p.m.
GIAA TERMINAL CONFERENCE ROOM #3

1. CALL TO ORDER AND ATTENDANCE

The December 27, 2013,regular meeting of the Board of Directors of the A.B. Won Pat International Airport Authority, Guam ("GIAA" or the "Authority") was called to order by Chairman Untalan at 3:01p.m. at the GIAA Terminal Conference Room #3, 355 Chalan Pasaheru, Tamuning, Guam, 96913.

Directors Present:	**Offices or positions:**
Edward G. Untalan	Chairman
Martin Gerber	
Rosalinda A. Tolan	
Pedro P. Ada III	
Gurvinder Sobti	
Directors Absent:	
Jesus Q. Torres	Vice Chairman
Lucy M. Alcorn (Excused)	
GIAA Officials:	
Charles H. Ada II	Executive Manager
Peter Roy Martinez	Deputy Executive Manager
Ann Bautista	Assistant Comptroller
Frank R. Santos	Business and Financial Consultant
Jean M. Arriola	Air Services Manager
Gerard Bautista	Air Terminal Manager
Janalynn Cruz Damian, Esq.	GIAA Legal Counsel

The Chairman welcomed the presence of Airport tenants, stakeholders, and members of the public who are noted in a sign-in sheet made as an attachment to these minutes.

2. APPROVAL OF AGENDA

The Chairman asked if there were any changes to the agenda. On motion duly made by Director Ada, seconded by Director Tolan, the agenda was amended as follows: Signage Policy – Non-Commercial was requested by the Executive Manger to be tabled as a draft Policy is still being drawn up.

3. APPROVAL OF MINUTES

A. November 27, 2013 Regular Meeting

The next item on the agenda was approval of the minutes of the November 27, 2013 regular meeting. Chairman Untalan requested that the minutes be tabled as Legal Counsel has not had a chance to review them.

4. CORRESPONDENCE

No Correspondence presented.

5. OLD BUSINESS

The next item on the agenda was Old Business.

A. Status of Capital Improvement Projects

The first matter discussed was the Status of Capital Improvement Projects. Mr. Frank Santos, Business and Financial Consultant informed the Board that he was deferring until next month to give his full consolidated report on federally funded projects, bond projects, and other capital improvement projects.

Mr. Santos provided a brief update on the, Arrival Corridor with Seismic Upgrades project. The Airport received eight (8) proposals in response to the design RFP, and the proposals are being evaluated. Mr. Santos added that this is a key project and Management is taking steps to ensure that cost estimates are refined and there is sufficient funding. Management requested that the Board call a Special meeting in mid-January to address the award of that RFP. At that special meeting, Mr. Santos also requested that the Board consider a time sensitive issue relative to the refinancing of the Authority's Energy Efficiency loan. At the last meeting, the Board had approved extending the interest only payments until January, with the expiring date for that being January 24, 2014.

Mr. Santos provided a brief update to the Board on other current projects to include the Airport Fire Alarm System, stating that the fire suppression system is replacement of key areas and that the project cost is estimated at $2.4M.

Mr. Santos went on to add that next month the Indefinite Delivery Indefinite Quantity (IDIQ) RFP will be issued and with that RFP the Authority will award a number of smaller projects, which hopefully will be awarded in February 2014. He added that in terms of getting an update on all the projects, possibly mid-January at the very least.

Discussion followed relative to regulations for calling a Special Board meeting in mid-January to address the items mentioned.

Chairman Untalan suggested an 'Industry Day' to give contractors notification of upcoming projects, which would be good for public relations.

B. Signage Policy – Non-Commercial *(Tabled)*

6. NEW BUSINESS

The next item on the agenda was New Business.

A. Approval of Award for Environmental Consulting Services – RFP No. GIAA-004-FY14

The first matter discussed was approval of award of the Environmental Consulting Services contract, RFP No. GIAA-004-FY14. The Executive Manager informed the Board that a Request for Proposals was announced to solicit proposals from professional environmental consulting firms to assist GIAA in the management of its environmental programs. The preliminary scope of work includes, but is not limited to, monitoring storm water discharge in accordance to NPDES permit requirements, evaluation of existing oil/water separators, evaluation of surface drainage and detention pond system, and sampling and analyses of storm water in UIC wells.

A total of twelve (12) firms picked-up a RFP package, however, only four (4) firms submitted proposals before the established deadline. After receipt of all proposals, an Evaluation Committee was established to perform an independent evaluation of the proposals to determine the best qualified proposer based on the evaluation criteria set forth in the RFP. As a result of the evaluation committee's tabulation, the selected firms in order of their ranking are as follows:

1. Proposer A
2. Proposer D

3. Proposer C
4. Proposer B

Management recommends the approval of the ranking results and the contract award to Proposer A, as the highest ranked proposer, subject to negotiations of fair and reasonable fees. In the event that the negotiations prove unsuccessful, GIAA Management will enter negotiations with the next highest ranked proposer.

Chairman Untalan requested that the Board be given the opportunity to review the proposals submitted. Ms. Janalynn Damian, Legal Counsel explained why a letter designation was used, stating that under the Procurement Law the names of the proposers are required to be kept confidential and the non-winning proposals are never made public, so until the award is finished the names of the proposers will remain confidential.

Chairman Untalan inquired on the amount of the contract. The Executive Manager replied that the contract is not to exceed $300,000.00 - $400,000.00 per year for a term of five (5) years.

After further discussion, on motion duly made by Director Ada, seconded by Director Sobti, the following resolution was unanimously approved:

Resolution No. 14-19

The Board hereby approves the ranking results and contract award to Proposer A, as the highest ranked proposer for the Environmental Consulting Services, RFP No. GIAA-004-FY14, subject to negotiation of fair and reasonable fees and legal review. If negotiations prove unsuccessful, Management can enter into negotiations with the next highest ranked proposer.

Executive Manager Ada then announced that Proposer A is PCR Environmental.

Director Ada inquired if the current contractor's, PCR Environmental, prior contract was for five (5) years also. Management replied yes.

7. REPORT OF EXECUTIVE MANAGER

The next item on the agenda was the report of the Executive Manager. The Executive Manager reported on various matters concerning airline and charter operations, to include China Air and Dynamic Air planning to conduct charters for Chinese Winter and Chinese New Year. Eva Air, Korean Air, China Airlines and United Airlines will offer direct charter flights from Japan cities to Guam from December 27, 2013 to January 3, 2014.

Management provided the Board with a list of 2013 Accomplishments and Management's Goals and Objectives for 2014 ("Go 2014") for the Board's review and information. The Executive Manager commended all of the Authority's Managers and respective divisions on all of their efforts in achieving these accomplishments for the fiscal year. Chairman Untalan inquired on the annual evaluation of the Executive Manager and if it was due. The Executive Manager responded yes. The Chairman informed the Manager that the Board will work with Director Tolan on completing that evaluation. The Executive Manager added that Management appreciates the Board members setting higher standards, and noted the importance of forming additional subcommittees such as Legislative/Regulatory and Air Service Development, as a lot of the challenges that the Airport will be facing moving forward will fall within those subcommittees. The Executive Manager informed the Board that Director Ada has already made contact with Management for the first Air Service Development committee meeting. Chairman Untalan noted that one of the challenges the Airport will face in 2014 is that the specialty retail concession improvements will be completed by March 2014, and there needs to be a plan to bring the rest of the Airport up to par with the new renovations. Discussion followed relative to projects that the Airport is requiring, to include the Airport's Strategic Plan.

Director Tolan inquired on the status of the restroom renovations. The Executive Manager informed the Board that the Project Manager for Black Construction reported that the restrooms near Gate 9 should be completed within the first quarter. Director Tolan inquired on the number of restrooms to be renovated. The Executive Manager informed the Board that there are six (6). The Manager expressed to the Board some of the challenges the Airport is having with regard to the cleaning of the restrooms.

Mr. Santos was asked to give an update on the Tiyan Parkway. He informed the Board of a conference call earlier that same day with FAA, DPW, Department of Land Management, the Governor's Office, and GIAA. He stated that things are moving forward; documents are being prepared for the release of the Authority's land for the Parkway. On Tuesday, January 31, 2013 at 10:00 a.m. there will be a ceremony to demolish the former GPD facility. The appraisal of the Airport property should be completed by Monday, December 30, 2013, and is estimated between $75.00 to $100.00 per square meter; with $100.00 being the highest and this is for the purchase of a perpetual easement. In terms of land purchases, the Land Purchase Agreements are already being drafted by the Attorney General, the signing ceremony will be Monday, December 30, 2013.

8. REPORT OF THE COMPTROLLER

The next item on the agenda was the report of the Comptroller. Ms. Ann Bautista, Assistant Comptroller, provided a report to the Board on the Revenues and Expenses of the Authority as of November 30, 2013. Ms. Bautista reported that year-to-date Total Signatory Revenues are below budgeted revenues by -1.7%, year-to-date Total Concession Revenues are above budget estimates by 1.5% and Passenger Facility Charges are below budget estimates by -1.9%. Further, year-to-date Total Other Revenues, inclusive of non-signatory and non-airline revenues, are below the budget estimate by -6.0%. Year-to-date Total Operating Revenues Actual of $10.5M is -1.8% below the budget estimate of $10.7M. Year-to-date Total Operating Expenses are below budget by -17.6%. The actual year-to-date Net Revenues from Operations of $4.94M reflects an increase of 25.1% over the year-to-date budgeted amount of $3.95M. The Authority's year-to-date results for Debt Service Coverage is at 1.37 versus the requirement of 1.25.

Chairman Untalan inquired if the charter flights mentioned in the Executive Manager's Report were included in the revenue projection. Ms. Bautista replied no. Chairman Untalan inquired if the Debt Coverage Ratio is inclusive of the First Hawaiian Bank loan payment. Ms. Bautista responded yes.

Ms. Bautista referenced Accounts Receivables and Accounts Payable, stating that those over ninety (90) days are already being referred to Legal, most are current receivables therefore they are expected to be received toward the end of the month. Director Ada noted on the report there are three accounts with Legal, and asked what triggers an account being referred to Legal. Ms. Bautista replied that after Accounting has exerted their efforts, Management will assist, by referring it to Legal. Chairman Untalan asked for clarification, if a Concessionaire falls ninety (90) days past due, what is the process. Ms. Bautista replied that first a notice is given for collection, then a second notice after thirty days (30), and then Management will assist. Ms. Jean Arriola added that a courtesy reminder is given, then five (5) days' notice, followed by legal proceedings.

Director Tolan inquired on the Holiday Illumination project, asking what happens to the light fixtures. Ms. Arriola replied that the contract is for installation and removal.

Director Ada at this time informed the Board that he has been in communication with Airports Council International (ACI) relative to a Peer Review; it is a service that ACI offers, by coming to Guam, and seeing how GIAA compares to similar sized Airports. Chairman Untalan inquired if a Peer Review has ever been done before. The Executive Manager responded not that he is aware of. Director Ada added that there is an Asia-Pacific division located in Hong Kong that could assist with a peer review.

9. EXECUTIVE SESSION

Upon written recommendation of counsel, on motion duly made by Director Tolan and seconded by Director Sobti, and unanimously approved, at 3:47 p.m. the Board recessed regular session. The Board convened executive session at 3:57 p.m. to discuss pending litigation.

On motion duly made by Director Ada, seconded by Director Tolan and unanimously approved, Executive Session adjourned at 4:10 p.m., at which time the Board reconvened the regular session.

10. PUBLIC COMMENTS

The next item on the agenda was Public Comments. Chairman Untalan called upon any public member wishing to make comments. There were none.

At this time the Executive Manager informed the Board of an item he would like to bring to the Board's attention. He stated that October 2013 the Administration paid out the last 10% salary increment of the required 40% salary increase for Law Enforcement personnel, which applies to the Airport Police and ARFF divisions. The law requires four consecutive 10% salary increments, but the Authority deferred payment on the last increment and Management is now seeking authority to pay the retroactive payments for the deferred increment. Management is looking at the retroactive payments as an obligation for FY2013, at an estimated amount of $700,000.00 to $800,000.00 for the two (2) divisions.

The Chairman informed the Board that he had asked the Comptroller to update and revise the budget, to include the new Debt Service Schedule for both the Bonds and the Loan, and bringing in the revised budget to the Board for approval. The Comptroller was working on making certain adjustments to be able make the Debt Service Schedule without increasing the emplaned passenger cost, and with any additional costs outside of that it is going to adversely affect the financials of the Authority.

Ms. Arriola added that the law requires that 10% increments be implemented consecutively from 2009 to 2012. Discussion followed relative to the Authority's Law Enforcement personnel salaries compared to outside Law Enforcement.

The Chairman expressed how tight the revised budget would be after the new Debt Schedule was included. Director Ada inquired on when it was due. The Executive Manager stated that it would be a continuing liability from FY2011.

Chairman Untalan informed Management that the Board would review it. If it is something that the Authority is legally bound to, they would have to find $800,000.00 of cuts somewhere. Discussion followed relative to budget areas that could absorb the amount. The Chairman called for any comments from the Board. Director Tolan stated as long as the Authority has the funds available it should be paid. The Chairman informed the Board that he would work with Management and advise the Board accordingly.

After further discussion, on motion duly made by Director Ada, seconded by Director Sobti, the following resolution was unanimously approved:

Resolution No. 14-20

The Board hereby authorizes the Chairman of the Board to review and advise Management on how to proceed on the retroactive payments owed to GIAA's Law Enforcement divisions.

11. ADJOURNMENT

There being no further business to address before the Board, on motion duly made by Director Tolan, seconded by Director Sobti, unanimously approved, at 4:38 p.m., the meeting was adjourned.

Dated this 7th, day of March, 2014.

Attest:

Edward G. Untalan
Chairman

Gurvinder Sobti
Secretary

Prepared and Submitted By:

Amanda O'Brien-Rios
Corresponding Secretary

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INTERNATIONAL AIRPORT AUTHORITY, GUAM
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BOARD OF DIRECTORS REGULAR MEETING

3:00 p.m., Friday, December 27, 2013

GIAA TERMINAL CONFERENCE ROOM #3

Public Notice

First Notice:
Marianas Variety – December 20, 2013
Pacific Daily News – December 20, 2013
Notice to Media – December 20, 2013

Second Notice:
Marianas Variety – December 24, 2013
Notice to Media – December 24,2013

AGENDA

1. Call to Order and Attendance
2. Approval of Agenda
3. Approval of Minutes
   - **A.** November 27, 2013 Regular Meeting
4. Correspondence
5. Old Business
   - **A.** Status of Capital Improvement Projects
   - **B.** Signage Policy – Non-Commercial *(Tabled)*
6. New Business
   - **A.** Approval of Award for Environmental Consulting Services – RFP No. GIAA-004-FY14
7. Report of Executive Manager
8. Report of the Comptroller
9. Executive Session
10. Public Comments
11. Adjournment

A.B. WON PAT INTERNATIONAL AIRPORT AUTHORITY, GUAM
BOARD OF DIRECTORS REGULAR MEETING
3:00 P.M., FRIDAY, DECEMBER 27, 2013
GIAA TERMINAL CONFERENCE ROOM #3

SIGN IN SHEET

	PRINT NAME	COMPANY/AGENCY
1.	JEAN FARRUN	GIAA
2.	FRANK SANTOS	GIAA BFC
3.	Craig Cruz	Otis
4.	JOHN SULIO	OTIS
5.	ARNEL FRANCISCO	OTIS
6.	BENNY BAZA	ARFF
7.	FRANK P. TAITANO	GIAA ADMIN
8.	J.G. JAUREGUANA	GIAA
9.	Gerard Bautista	GIAA
10.	JOE SIR!	K!AM NEWS
11.	ERIC ADA	GIAA
12.	KIM SANCHEZ	BFAA (APD)
13.	Austin Chaco	GIAA
14.	ANN RAMIREZ	ACCIL (GUAM)
15.	EDWARD MANIBUSAN	GIAA
16.		
17.		
18.		
19.		

Bridges out for bid

By Jasmine Stole
jasmine@mvguam.com
Variety News Staff

THE Department of Public Works is soliciting bids from contractors for the reconstruction of the Bile and Pigua bridges along Route 4 in Merizo. Bids are due Jan. 15, 2014. The bid calls for the replacement and widening of both bridges and denotes the approximate constructed value to be between $1 million and $5 million. The contract is expected to last 450 days.

Joaquin Blaz, DPW acting highway administrator, said the entire structure needs replacing, including the foundation and superstructure of both bridges.

The bridges' concrete beams have broken into fragments, exposing the steel reinforcement bars, which have also experienced corrosion. Both bridges have also undergone wood rot in the deck of the structure and erosion because of stream flow and ocean surges, Blaz said.

A single-lane temporary bridge is currently in place so that traffic may flow through the area. "But even that structure is at risk of being damaged by high water and ocean surges," Blaz said.

The plan for the restoration and widening of the new bridges has been drawn up by Duenas, Camacho and Associates Inc. Currently, the Pigua bridge is 21 feet wide. Blaz said after the reconstruction, each bridge will have two new lanes that will be 12 feet wide, two shoulders that will be six feet wide and the entire bridge will be 36 feet wide between the faces of the bridge barriers.

DPW follows guidelines instituted by the Federal Highways Administration and the American Association of State Highway and Transportation Officials when developing new roadway structures, Blaz said.

"The new structures will significantly improve safety for travelers," he said. In addition to steady two-way flow of traffic, Blaz said the improved structures will be able to support full legal loads and will have a greater resistance to being washed out in the event of stream flooding or ocean surges.

Blaz said DPW will be maintaining the bridges after the construction and that the department regularly inspects the island's bridges. It is through this systematic inspection that DPW decided the Bile and Pigua bridges were in stark need for reconstruction.

GLUC rejects condo's zone variance

By Jasmine Stole
jasmine@mvguam.com
Variety News Staff

Property owners in the area expressed opposition to the proposed zone variance. Residents were concerned the suggested parking lot would lead to an increase in traffic congestion in the area, which could devalue the surrounding property.

A MAJORITY of Guam Land Use Commission members voted against a proposed condominium zone variance at the GLUC meeting on Dec. 12.

The developers, Can Pacific LLC, requested the variance to construct a building with six stories and 36 units, including a parking lot with 84 stalls. This request was rejected by the GLUC.

Marvin Aguilar, GLUC chief planner, said more than half of the commission members felt the application for the zone variance did not meet the requirements of the law in terms of justifying the variance.

Property owners in the area expressed opposition to the proposed zone variance. Residents were concerned the suggested parking lot would lead to an increase in traffic congestion in the area, which could devalue the surrounding property.

The area where the structure was to be built, which is in East Hagåtña near Shirley's Coffee Shop, is a "multiple dwelling zone." Can Pacific is able to build a 36-unit structure without a zone variance, provided the building is no more than three stories high.

In its application for zone variance, the developers wrote that "the building is to be constructed and that such building will not interfere with or adversely affect the surrounding property owners' or public's right to an untrammeled use of the beach and its natural beauty."

Suspect violates release, sent back to jail

By Gina Tabonares-Reilly
gina@mvguam.com
Variety News Staff

A MALE defendant who was on pretrial release was ordered by the federal court to serve five days' imprisonment after he tested positive for illegal drugs.

Raymond Taison Cruz was in the District Court yesterday after the U.S. Probation Officer assigned to supervise him requested a warrant following reports of pretrial release violations.

Cruz was indicted with Lucille Lefever and Tanya Lynn Manibusan on 23 counts of identity theft and fraud charges.

After entering a plea of not guilty he was granted pretrial release with conditions.

On July 11 the probation officer filed a petition to revoke pretrial release based on an alleged admission of drug and alcohol use by the defendant. He was admonished by the court for his alleged misconduct and was allowed continued release while waiting for his April 8, 2014 trial.

One of the special conditions for Cruz's release is his participation in a mental health assessment and recommended treatment. However, the defendant failed to appear at Marianas Psychiatric Services for a scheduled drug test on Dec. 12. He denied the use of illicit substances but later allegedly admitted smoking the drug "ice" and consuming large amounts of water with baking soda in an effort to mask the drug and flush the substance from his system.

In addition, the defendant, according to his probation officer, failed to attend counseling sessions at MPS on Sept 4, 28 and Oct. 17, 26 and 31.

Cruz also failed to appear for drug testing on several occasions.

His co-defendant, Manibusan, was also sent to jail for 10 days after violating her release conditions in August.

She entered a plea agreement and pled guilty to aggravated identity theft on July 27, 2012 and admitted that she and Cruz defrauded financial institutions, customer credit card holders and merchants.

She was granted a pretrial release with conditions and was ordered to participate in a substance abuse program.

It was the second time Manibusan was ordered by the court to spend time in jail for violating her pretrial release conditions.

On Dec. 28, 2012, a violation petition was filed by the U.S. Probation Office after Manibusan's drug tests rendered positive results. She was ordered to spend a week in jail from Feb. 1 to 7.

The three allegedly obtained approximately $22,550 worth of goods and services for themselves and others.

The list of alleged victims includes the Guam Power Authority, the Guam Waterworks Authority, SandCastle and Napa Auto Parts.

According to Variety news files, Lefever, Cruz and Manibusan were arrested in April 2011 in connection with house and vehicle break-ins.

Police officers learned at the time that the three allegedly stole credit cards that were being used at various locations for gas purchases, online purchases and online payments to GPA and GWA.

MICRONESIAN COMMUNITY DEVELOPMENT CORPORATION
(Formerly Micronesia Self-Help Housing Corporation)
P.O. Box 27658 Barrigada, Guam 96921

BALANCE SHEETS

ASSETS:	2011	2010
Cash	$ 248,331	$ 366,538
Fixed Assets	69,130	76,576
Land held for resale	$1,564,027	$1,460,328
TOTAL ASSETS	$1,881,488	$1,903,442
LIABILITIES:		
Accounts Payable	$ 331,503	$252,838
Other liabilities	893,422	
Long-term Liabilities	-	93,278
Total Liabilities	1,224,925	346,116
Net Assets	656,563	1,557,326
TOTAL LIABILITIES AND NET ASSETS	$1,881,488	$1,903,442

INCOME STATEMENTS

	2011	2010
REVENUES:		
Grant revenue	$ 60,670	$
Other Income	165,020	481,189
TOTAL INCOME	225,690	481,189
Total General and Administrative Expenses	153,832	84,078
Change in Net Assets	71,858	397,111
Net Assets at Beginning of Year	1,557,326	3,815,214
Restatement	(972,621)	(2,654,999)
Net Assets at End of Year	$ 656,563	$ 1,557,326

ATTENTION FARMERS AND RESIDENTS
Southern Soil and Water Conservation District
Regular Monthly Board Meeting
DATE: Monday, December 23, 2013
Time: 10:00 a.m. - 12:00 p.m.
Place: UOG Agriculture and Life Science ALS Conference Bldg Rm. 126
Paid for by Government Funds



The Honorable EDDIE B. CALVO Governor
The Honorable RAY TENORIO Lt. Governor
A.B. WON PAT INTERNATIONAL AIRPORT AUTHORITY, GUAM

PUBLIC NOTICE

The Board of Directors of the A.B. Won Pat International Airport Authority, Guam (GIAA) will convene its Regular Board meeting on **Friday, December 27, 2013** at **3:00 p.m.** in Terminal Conference Room No. 3. In addition to regular matters, pursuant to 5 G.C.A. §8111(c)(2), Executive Session will be held to discuss pending litigation to which GIAA is a party. Parking is available in the Public Parking Lot.

For special accommodations or agenda items, please call the Board Office at 642-4717/18.

Doc. No. 35GL-19-0628

(This ad paid for by GIAA)

Felon seeking holiday dinner with his family

By Gina Tabonares-Reilly
gina@mvguam.com
Variety News Staff

IT'S Christmas time and everyone wants to celebrate with family, including convicted felon Patrick J. Brennan who requested District Court Judge Frances Tydingco-Gatewood to allow him to join a Christmas dinner on Christmas Eve with his family.

In a motion filed through his lawyer, Louie Yanza, Brennan asked the court to amend his release conditions and allow him to attend a family gathering on Dec. 24.

Brennan, who fled to the Philippines and was brought back to Guam following his indictment on drug-related charges, also requested the court to extend his current curfew from 7 p.m. to 10.

He is currently released to a third-party custodian, his sister, and is under house arrest.

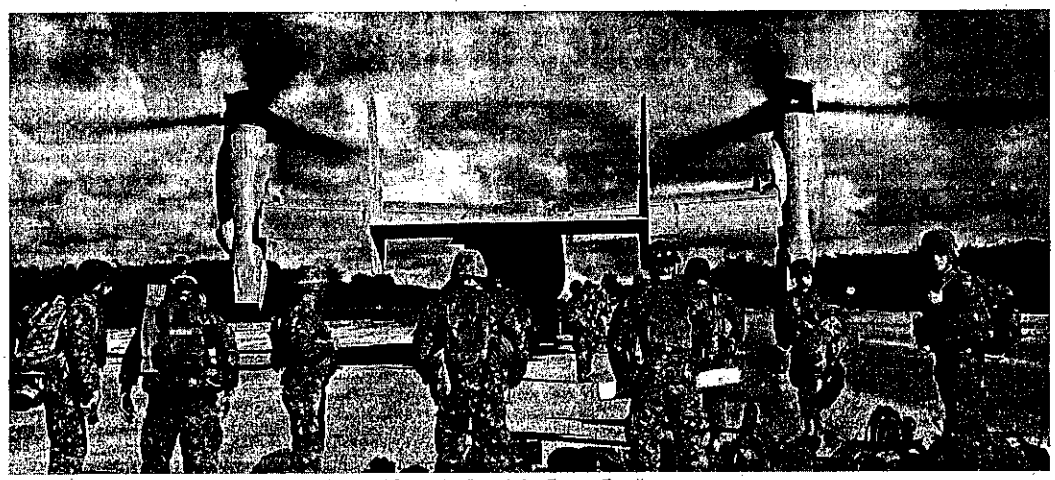
He said the Christmas dinner will be next door to his sister's residence.

The court had not ruled on his request as of press time.

Meanwhile, Julian Robles, another defendant awaiting sentencing, will be able to spend the holidays with his loved ones after the court granted his motion for release.

After hearing from Robles' lawyer, Howard Trapp, the U.S. attorney did not object to the motion and the District Court granted the drug defendant's release.

Robles entered a plea agreement in November and pleaded guilty to the distribution of 50 grams of methamphetamine, and conspiracy to launder money.



Tinian's North Field supported MH-60S FARP training and Osprey landings during Forager Fury II. USMC photo

Marines complete annual Forager Fury II training

By Jasmine Stole
jasmine@mvguam.com
Variety News Staff

FORAGER Fury II is the second of an annual aircraft training exercise conducted by the U.S. Marine Corps. This year's training took place in Guam and Tinian. Service members started training on Dec. 2 and concluded last Friday.

The Marine groups who participated, Marine Aircraft Group 12 and Marine Wing Support Squadron 171, expanded their capabilities during the exercise, Lt. Col. Howard Eyth said.

Eyth said during this year's Forager Fury II, two refueling points were established in Tinian, one at West Field and one at North Field. These refueling points enabled aircraft to rapidly refuel and launch back into combat.

Within four weeks, Eyth said 161 acres of vegetation in Tinian was cleared to expose four aircraft runways as well as the accompanying access roads. The runways were labeled Able, Baker, Charlie and Dog.

In addition to the runways, the combat engineering platoon and heavy equipment sections set up a helicopter landing zone on the Charlie runway.

The exercise is conducted in order to rehearse the aircraft group's ability to project rapid aviation combat power in the Pacific area. This year, aviation units flew more than 500 defensive training attacks while logging approximately 700 flight hours, according to a release.

Maj. Donald Hall, Forager Fury II exercise officer, said planning for this year's Forager Fury training began almost immediately after last year's exercise and this coming January, the planning for next year's exercise will begin.

Community service

During their stay in Tinian and Guam, the men and women participating in Forager Fury II extended their services to the youth. The group spent time as mentors while visiting schools and youth-oriented programs.

On Guam, Marines and service members of MAG-12 visited some youth at Andersen Air Force Base, the Marine Corps Junior ROTC cadets at Okkodo High School as well as kids at the Department of Youth Affairs.

In conjunction with the Islandwide Beautification Task Force, the group helped clean up Benavente Middle School.

Additionally, a media day was held which allowed local leaders and media outlets to access the base and to speak with the Marines who participated in the training.

"While our purpose is training and readiness, we are also committed to building local relationships and respecting the local community," said Staff Sgt. Emanuel Melton, content manager for exerciser Forager Fury II.

Melton said these events help connect with the community outside the base and creates a lasting, positive, impact on both outreach participants and the people they assist.

NOTICE

In accordance with the order of the Banking and Insurance Commissioner, TakeCare Insurance Company, Inc. (TakeCare) hereby announces its intention to effect a distribution of surplus in January 2014, from its unassigned surplus as of September 30, 2013. Under applicable National Association of Insurance Commissioners (NAIC)'s guidelines for total capital and surplus, following the distribution, TakeCare will have a total capital and surplus base which is significantly more than the minimum required by NAIC to underwrite its risk portfolio and to meet operating requirements.

The Honorable EDDIE B. CALVO Governor

The Honorable RAY TENORIO Lt. Governor

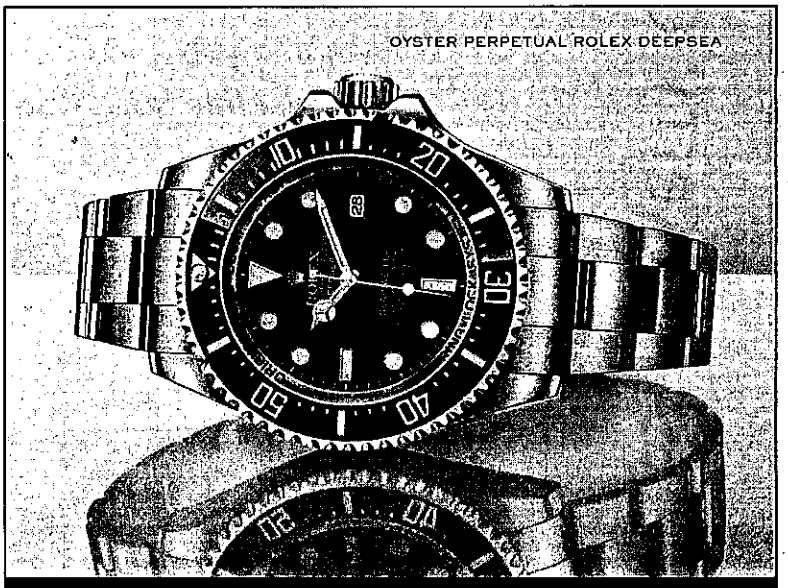
A.B. WON PAT INTERNATIONAL AIRPORT AUTHORITY, GUAM

PUBLIC NOTICE

The Board of Directors of the A.B. Won Pat International Airport Authority, Guam (GIAA) will convene its Regular Board meeting on **Friday, December 27, 2013** at **3:00 p.m.** in Terminal Conference Room No. 3. In addition to regular matters, pursuant to 5 G.C.A. §8111(c)(2), Executive Session will be held to discuss pending litigation to which GIAA is a party. Parking is available in the Public Parking Lot.

For special accommodations or agenda items, please call the Board Office at 642-4717/18.

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Doc. No. 35GL-19-0628.*

GIAA Program Status and UDO Analysis on Open AIP Grants

FY	Loc ID	Description	Grant #	Grant Amount	Balance as of 12/27/13	UDO	Balance as of 1/30/14	UDO	Comments
2009	GUM	Improve Airport Utility Infrastructure (Electrical System) - Phase 1	3-66-0001-65	$7,000,000	$38,983	1%	$38,983	1%	
2009	GUM	Conduct Airport Master Plan Study Update	3-66-0001-66	$700,000	$51,578	7%	$0	0%	
2009	GUM	Extend Runway 6L/24R - Phase 5	3-66-0001-67	$744,647	$0	0%	$0	0%	FCO
2009	GUM	Rehabilitate Runway 6L/24R	3-66-0001-68	$4,807,180	$0	0%	$0	0%	FCO
2009	GUM	Noise Mitigation Measures for Residences w/n 65-69 DNL - Phase 5	3-66-0001-69	$2,000,000	$265,801	13%	$232,376	12%	
2009	GUM	Extend Runway 6L/24R - Phase 7	3-66-0001-70	$3,294,390	$0	0%	$0	0%	FCO
		Amendment No. 1 to AIP 70	*3-66-0001-70*	$494,158	$0	0%	$0	0%	FCO
2009	GUM	Complete Construction of Parallel Taxiway - Phase 2	3-66-0001-71	$3,005,610	$0	0%	$0	0%	FCO
		Amendment No. 1 to AIP 71	*3-66-0001-71*	*$450,842*	$0	0%	$0	0%	FCO
			Sub Total:	**$22,496,827**	**$356,362**	**2%**	**$271,359**	**1%**	
2010	GUM	Extend Runway 6L/24R - Phase 8	3-66-0001-72	$4,000,000	$0	0%	$0	0%	FCO
		Amendment No. 1 to AIP 72	*3-66-0001-72*	*$600,000*	$0	0%	$0	0%	FCO
2010	GUM	Rehabilitate Runway 6L/24R - Phase 1 (Design only)	3-66-0001-73	$1,500,000	$119,105	8%	$119,105	8%	
2010	GUM	Install Instrument Landing System (ILS) Runway 6L - Phase 1	3-66-0001-74	$2,172,362	$0	0%	$0	0%	
		Amendment No. 1 to AIP 74	*3-66-0001-74*	$325,845					
2010	GUM	Noise Mitigation Measures for Residences w/n 65-69 DNL - Phase 6	3-66-0001-75	$2,000,000	$1,870,978	94%	$1,870,978	94%	
2010	GUM	Improve Airport Utility Infrastructure (Sewer & Storm Water Drainage) - Phase 1 (Design only)	3-66-0001-76	$1,550,000	$969,709	63%	$969,709	63%	
2010	GUM	Collect Airport Data for the Airports Geographic Information System (AGIS)	3-66-0001-77	$675,000	$0	0%	$0	0%	
2010	GUM	Install Instrument Landing System (ILS) Runway 6L - Phase 2	3-66-0001-78	$4,827,638	$1	0%	$1	0%	
2010	GUM	Conduct Environmental Assessment for Sewer and Storm water Drainage	3-66-0001-79	$700,000	$422,184	60%	$422,184	60%	
			Sub Total:	**$18,350,845**	**$3,381,977**	**18%**	**$3,381,977**	**18%**	

GIAA Program Status and UDO Analysis on Open AIP Grants

FY	Loc ID	Description	Grant #	Grant Amount	Balance as of 12/27/13	UDO	Balance as of 1/30/14	UDO	Comments
2011	GUM	Extend Runway 6L/24R - Phase 9	3-66-0001-80	$1,975,678	$0	0%	$0	0%	FCO
2011	GUM	Miscellaneous Airport Improvements - Phase 3	3-66-0001-81	$2,304,801	$2,222,129	96%	$2,184,729	95%	
2011	GUM	Miscellaneous Airport Improvements - Phase 4	3-66-0001-82	$1,400,000	$1,322,609	94%	$1,284,475	92%	
			Sub Total:	**$5,680,479**	**$3,544,738**	**62%**	**$3,469,204**	**61%**	
2012	GUM	Extend Runway 6L/24R - Phase 10	3-66-0001-83	$2,000,000	$0	0%	$0	0%	FCO
2012	GUM	Rehabilitate Runway 6L/24R - Phase 2	3-66-0001-84	$5,441,024	$4,268,244	78%	$3,917,859	72%	
			Sub Total:	**$7,441,024**	**$4,268,244**	**57%**	**$3,917,859**	**53%**	
2013	GUM	Extend Runway 06L/24R - Phase XI	3-66-0001-85	$2,005,605	$0	0%	$0	0%	
2013	GUM	Rehabilitate Runway 06/24R - Phase 3	3-66-0001-86	$1,876,981	$1,844,663	98%	$1,736,304	93%	
2013	GUM	Acquire one (1) 3,000-gallon Aircaft Rescue & Fire Fighting (ARFF) Vehicle	3-66-0001-87	$1,017,000	$1,017,000	100%	$1,017,000	100%	
2013	GUM	Update Airport Master Plan Study	3-66-0001-88	$500,000	$234,072	47%	$234,072	47%	
			Sub Total:	**$5,399,586**	**$3,095,735**	**57%**	**$2,987,376**	**55%**	
			GRAND TOTAL:	**$59,368,761**	**$14,647,056**	**25%**	**$14,027,775**	**24%**	

A.B. WON PAT INTERNATIONAL AIRPORT AUTHORITY, GUAM

SERIES 2013 BOND CAPITAL IMPROVEMENT PROJECTS

	Project Title	Total Project Cost	Federal Grants	Bond Proceeds	Balance as of 1/15/14	Purpose / Comments	Status
				PRIORITY 1			
1	International Arrivals Corridor with Building Seismic Upgrades	$53,900,000	$13,200,000	$40,700,000	40,700,000.00	Permanent solution to TSA mandate. 3rd level corridor for arrivals only with vertical circulation from gate groups. Must include seismic upgrades.	RFP to designer awarded by the Board. Fee submission by Feb 5. for review and negotiations.
2	Hold Bag Screening Relocation	$26,069,263	$24,899,330	$1,169,933	25,627,649.46	In-line bag screening with BHS. Check in capacity restored. Reduced costs for TSA and airlines.	The 70% design submittal with the TSA for review. Contract executed with BHS manufacturer.
3	SSCP Improvements	$3,100,000		$3,100,000	3,100,000.00	Increase security screening lanes and expand queuing area.	Pending IDIQ RFP issuance in Feb 2014.
4	FIDS Replacement	$5,000,000		$5,000,000	4,707,315.00	Replace obsolete and non-reliable system with multimedia multipurpose software/hardware.	Prioritized upgrades in progress.
5	Integrated PLB Replacement	$8,200,000	$2,000,000	$6,200,000	5,507,480.00	Replace 5 aged loading bridges and 34 power and pre-conditioned air point of use units.	Installation in progress for the 34 power and preconditioned air units. 1 replacement loading bridge for Board action.
6	Common Use Check-In Facilities	$2,800,000		$2,800,000	2,800,000.00	Single airline check-in program with counter modifications and expanded use of kiosks. Avoids expanded building footprint.	Common use study for airline review and comment.
7	Fuel System Improvements	$1,000,000		$1,000,000	1,000,000.00	Improve fire suppression system and connections.	Improvements being handled through fuel system operator.
8	Parking Expansion	$7,400,000		$7,400,000	7,355,296.85	Single level parking deck over commercial vehicle area to replace capacity loss from expanded access road. Improves passenger service.	Preliminary engineering in progress. Designer pending IDIQ RFP issuance.
9	Interisland Passenger Facility	$3,000,000		$3,000,000	3,000,000.00	Separate processing facility for domestic interisland operations. No CBP and minimal TSA inspections.	Planning session with CBP, TSA and Guam Customs followed by prospective users.
10	ARFF Facility Replacement	$11,600,000	$10,440,000	$1,160,000	11,536,102.10	Replace aged Navy structure with code compliant facility meeting FAA standards.	Preliminary engineering completed. Grant application to the FAA being prepared.
11	Cargo Apron Relocation	$7,700,000	$6,930,000	$770,000	$770,000.00	New cargo only apron adjacent to integrated air cargo facility. Hydrant fuel capability.	Preliminary engineering study and FAA grant application being updated.
12	Replace Terminal Seating	$3,500,000		$3,500,000	$3,500,000.00	Replace dilapidated seating and expand additional seating to other terminal areas.	Full re-upholstering of existing seating being evaluated. Architect under IDIQ RFP to determine
	SUB TOTALS	$133,269,263	$57,469,330	$75,799,933	$109,603,843		

				PRIORITY 2			
13	Access Control and Security Improvements	$4,000,000		$4,000,000	4,000,000.00	Replace security access control system with biometric system. Facility modifications as security solutions.	Pending IDIQ RFP issuance in Feb 2014.
14	Terminal Flooring Replacement	$2,700,000		$2,700,000	2,700,000.00	Replace deteriorating tile surface with durable non-skid material with longer life cycle.	Pending IDIQ RFP issuance in Feb 2014.
15	Upgrade Airport IT and FMS	$2,000,000		$2,000,000	1,688,239.86	Upgrade financial management system, add facility management GIS and improve infrastructure.	Partial upgrades completed.
16	Route 10A Landscape Component	$1,700,000		$1,700,000	1,700,000.00	Incorporate landscaping mediums consistent with DPW project to expand the Route 10A access roadways.	Pending IDIQ RFP issuance in Feb 2014.
17	Enclose Arrival Tunnels	$1,200,000		$1,200,000	1,200,000.00	Increase arrivals lobby area through enclosing arrival tunnel with climate control. Adds commercial areas.	Pending IDIQ RFP issuance in Feb 2014.
18	Replace Conveyance Systems	$2,600,000		$2,600,000	2,600,000.00	Replace with energy efficient equipment. Includes elevators, escalators and moving walks.	Pending IDIQ RFP issuance in Feb 2014.
19	Strengthen and Expand Curbside Canopies	$2,800,000		$2,800,000	2,800,000.00	Expand departures curbside canopies for extended weather protection and security reinforcement.	Pending IDIQ RFP issuance in Feb 2014.
20	1% Arts Program	$639,000		$639,000	639,000.00		For further discussion with the Guam Council of the Arts & Humanities.
21	Unencumbered Proceeds	$16,271,067		$16,271,067	16,271,067.00		
	SUB TOTALS	$33,910,067	$0	$33,910,067	33,598,306.86		
	TOTALS	**$167,179,330**	**$57,469,330**	**$109,710,000**	**$143,202,150**		$3,847,180 Expended

A.B. WON PAT INTERNATIONAL AIRPORT AUTHORITY, GUAM
CAPITAL IMPROVEMENT PROJECTS FOR FISCAL YEAR 2014
FUNDING SOURCE

	PROJECT NAME	BUDGET	CIF	FEDERAL	BALANCE AS OF 1/30/14	DESCRIPTION AND NEED
1	Rehabilitate Runway 6L/24R, Completion	4,500,000	450,000	4,050,000		Install new overlay on runway and shoulders, RWY 24L PAPI, Central Ave. closure
2	Acquire ARFF Truck/RIV - Pkg 2	1,390,000	139,000	1,251,000		Replacement of second ARFF truck and Rapid Intervention Vehicle
3	Painting & Exterior Surface Improvements to Terminal and Other Facilities		1,250,000			Repainting and surface improvements to key airport facilities after 10 years.
4	Replace Terminal Fire Alarm & Fire Suppression System	2,500,000	2,500,000			Replace air terminal system with IBC code compliant system approved by GFD
5	Upgrades to VQ-1 Hanger	500,000	500,000			Replace hangar door and upgrade roof and floor systems
6	Airfield Support Vehicles and Equipment	400,000	400,000			Maintenance of ramp lights, electrical and airfield lighting
7	Improve GSE and Technology Buildings	500,000	500,000			Improve roof systems and overhangs
8	Airport Facilities Upgrades, Phased	450,000	450,000			Continue upgrades and improvements to all airport facilities.
	Totals:	**$ 10,440,000**	**$ 6,389,000**	**$ 5,301,000**		

Note: All projects are subject to funding availability and FAA issuance of grant agreements. Excludes bond financed projects.

Antonio B. WonPat
INTERNATIONAL AIRPORT AUTHORITY, GUAM
BOARD OF DIRECTORS
EXECUTIVE SUMMARY

REQUEST FOR PROPOSALS, RFP NO. GIAA-004-FY14
ENVIRONMENTAL CONSULTING SERVICES

December 27, 2013

Purpose

Board action is requested to approve the ranking results based on the evaluation process performed through the Request For Proposals (RFP) No. GIAA-004-FY14 for Environmental Consulting Services.

Background

The referenced RFP solicits proposals from professional environmental consulting firms to assist GIAA in the management of its environmental programs. The preliminary scope of work includes, but not limited to; monitoring storm water discharge in accordance to NPDES permit requirements, evaluation of existing oil/water separators, evaluation of surface drainage and detention pond system, sampling and analyses of stormwater in UIC wells.

The Firm or Consultant is required to have particular expertise in the management of environmental programs at commercial airports, and experience in environmental sampling and analysis. Also, the firm must be knowledgeable of the applicable environmental laws, regulations and FAA Airport Environmental Program and regulations.

Procurement Background

The above referenced RFP was advertised in the local newspapers throughout the months of November & December 2013. The established deadline to submit the proposals was on December 13, 2013.

A total of twelve (12) firms showed their interest by obtaining the RFP package; however, four (4) firms responded by submitting their proposals before the established deadline.

After receipt of all proposals, an Evaluation Committee was established to perform an independent evaluation of the proposals to determine the best qualified proposer. The proposals were evaluated based on the point system assigned for each criteria identified in the RFP package.

The Evaluation Committee has completed their evaluations and the scores sheets were gathered and tabulated by Procurement Office. As a result, the selected firms in the order of their ranking are as follows:

1. Proposer A
2. Proposer D
3. Proposer C
4. Proposer B

Legal Review

Upon Board approval, a standard professional services contract will be forwarded to Legal Counsel for review and approval as to form.

Financial Review

The Environmental Consulting Services Agreement will be funded from the O & M Budget for Fiscal Year 2014.

Recommendation

Management recommends the approval of the ranking results and the contract award to **Proposer A,** as the highest ranked proposer for the Environmental Consulting Services subject to negotiations of fair and reasonable fees. In the event that the negotiations prove unsuccessful, GIAA Management will enter negotiations with the next highest ranked proposer.

A.B. WON PAT
INTERNATIONAL AIRPORT AUTHORITY, GUAM
ATURIDAT PUETTON BATKON AIREN GUAHAN ENTENASIONAT

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Fax (671) 646-8823

www.guamairport.com

December 24, 2013

MEMORANDUM

TO: Charles H. Ada II, Executive Manager

FROM: Franklin P. Taitano, Supply Management Administrator

SUBJECT: Evaluation and Recommendation - Request For Proposal (RFP)
Environmental Consulting Services
RFP No. GIAA-004-FY14

The referenced Request for Proposal (RFP) solicits interests from firms or individuals to provide professional services for the Environmental Consulting Services. The advertisement for this RFP was published in the local newspaper for the months of November & December 2013. The deadline to submit the proposals was on December 13, 2013.

Twelve (12) firms/individuals acknowledged receipt of the package and four (4) firms submitted qualification documents before the submission deadline.

Evaluation and Selection

Pursuant to Section X of the package, after receipt of all proposals, the GIAA Evaluation Committee conducted an independent evaluation for the purpose of selecting the most responsive and responsible offeror based on the evaluation criteria. The committee which Management established to evaluate the firms' qualifications included the following:

a. Jean M. Arriola, Airport Services Manager
b. Gerard Bautista, Air Terminal Manager
c. Victor Cruz, Engineering Supervisor
d. Frank R. Santos, Expansion Office

The committee completed their evaluation and the scores were tabulated as reflected on the attached summary worksheet. As a result of our tabulation, the firms selected in the order of their ranking are as follows:

1. Proposer A
2. Proposer D
3. Proposer C
4. Proposer B

Doc. No. 35GL-19-0628.*

AMERICAN ASSOCIATION OF AIRPORT EXECUTIVES
AIRPORTS COUNCIL INTERNATIONAL
NASAO National Association of State Aviation Officials
TIACA THE INTERNATIONAL AIR CARGO ASSOCIATION

Recommendation

Based on the tabulation of the proposers ranking, it is determined that **Proposer A** ranked number one and the best qualified firm to perform the required services in accordance with the criteria set forth in the RFP. Also, as a result of our review of the submitted required documents, the firm has been deemed to have met the standards of responsibility and responsiveness outlined in the Guam Procurement Regulations.

Therefore, management recommends the approval of the ranking results and the contract award to **Proposer A**, as the highest ranked proposer for the Environmental Consulting Services subject to negotiations of fair and reasonable fees. In the event that the aforementioned negotiations prove unsuccessful, the GIAA may enter negotiations with the next highest ranked proposer.

Should you have any questions or need to discuss this matter further, I am available at your request.

Franklin P. Taitano

APPROVED:

for CHARLES H. ADA II
Executive Manager

Attachments

cc: Evaluation Committee
Procurement File

Doc. No. 35GL-19-0628.*

Antonio B. Won Pat
International Airport Authority, Guam

Evaluation Score Tally Sheet

ENVIRONMENTAL CONSULTING SERVICES

RFP NO. GIAA-004-FY14

NAME OF FIRM/PROPOSER	Evaluator 1		Evaluator 2		Evaluator 3		Evaluator 4		AVERAGE
	Score	Rank	Score	Rank	Score	Rank	Score	Rank	Rank
Proposer A	96	1	93	1	96	1	95	1	1
Proposer B	86	4	75	4	88	4	87	4	4
Proposer D	94	2	88	2	93	2	91	2	2
Proposer C	91	3	85	3	91	3	90	3	3

Evaluators	
No. 1:	**Gerard Bautista**
No. 2:	**Victor Cruz**
No. 3:	**Frank Santos**
No. 4:	**Jean M. Arriola**

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INTERNATIONAL AIRPORT AUTHORITY, GUAM

Executive Manager's Report
GIAA Board of Directors Meeting
December 27, 2013

AIRLINE ISSUES

Chinese Winter and New Year Charters

- **China Air** will be operating 2 round trip charters on the TPE/GUM route in December with A330 aircraft with a seat capacity of 313 passengers.
- **Dynamic Air** met with GIAA officials on December 17, 2014 to discuss their plans to conduct charters from three Chinese cities during the Chinese New Year Holiday in February 2014. Dynamic Air will be operating 3 round trips from Beijing (PEK), 3 round trips for Dalian (DLC), and 2 round trips from Chengdu (CTU). All flights will be serviced by a B767 with a 218 seat capacity.

Japan Winter Charters (Dec. 27 through Jan. 3, 2014 – 42 charters total)

- **EVA Air** will be operating 7 round trip charters servicing the NRT/GUM route on their A321-200 aircraft with a 182 pax seat capacity.
- **Korean Air** will be operating 10 round trip charters servicing the NRT/GUM route on their A330 aircraft with a 253 pax seat capacity. They will also be operating a NGO/GUM charter on a B737 with a 176 pax seat capacity.
- **China Airlines** will be operating 4 charters on the KIX (Kansai)/GUM route and 2 charters on the FUK (Fukuoka)/GUM route, operating A330 aircraft with a 313 seat capacity.
- **United Airlines** will operate 16 winter charters from 5 Japan cities, all utilizing the B&37-800 with a 155 seat capacity:
    - 3 FUK (Fukuoka) /GUM
    - 2 NRT(Narita)/GUM
    - 2 KIX (Kansai)/GUM
    - 2 NGO (Nagoya)/GUM
    - 2 HIJ (Hiroshima)/GUM
    - 1 OKJ (Okiyama)/GUM
    - 1 MYJ (Matsumaya)/GUM
    - 1 KMI (Miyazaki)/GUM
    - 1 TOY (Toyama)/GUM
    - 1 KIJ (Niigata)/GUM
- Delta will operate a charter on the NGO (Nagoya)/GUM route operating a B757 with 174 passenger seat capacity.

2013 ACCOMPLISHMENTS AND GOALS AND OBJECTIVES 2014

Attached for reference is Management's report on 2013 Accomplishments and the Authority's Goals and Objectives for 2014 ("GO 2014") for the Board's review and information.

FAA ISSUES

The FAA has announced a "Finding of No Significant Impact and Record of Decision (FONSI/ROD) based upon results of a Final Environmental Assessment prepared in August 2012 by the USDOT, in cooperation with the FAA. The proposed project is for the construction for the segment of the Tiyan Parkway that will cross through the GIAA property. The following projects are addressed by FONSI/ROD:

- Release of Airport land at GUM for sale or lease for use in construction of portions of the Tiyan Parkway
- Change to the GUM Airport Layout Plan (ALP) to depict the proposed project

- Site preparation, grading, drainage, paving, marking and lighting of the roadway
  GIAA will inform the public of the FONSI/ROD via newspaper advertising as required and as part of its public information program.

In a teleconference between GIAA Management and FAA, status of CIP projects, ongoing assessments of FAA issues at GIAA and general items were discussed. These issues are incorporated in the draft Goals and Objectives for 2014 , "GO 2014" document, for reference.

CUSTOMER SERVICE ISSUES

Website and Mobile Application
A refreshed website and introduction of the newly-developed Guam Airport mobile application is scheduled for launch on January 10, 2014, to coincide with the Proclamation Signing of Airport Week 2014. The website and mobile application streamlines information and incorporates a new modern look. While Phase 1 of the mobile application will be launched, a Phase2 is planned for implementation 60 days thereafter for a passenger way finder feature that will enable passengers to find their way around the Airport, and a Phase 3 will be in place 60 days after initial launch which features the mobile app and website to be available in Japanese, Chinese, and Korean, from the official English homepage.

Baggage Information Display System (BIDS)
A new BIDS System based on LCD technology will be installed January 2014. There will be four monitors per carousel. One will be placed at a domestic gate and in the U.S. Customs & Border Protection Hall. This will eliminate the static signage presently used by airlines.

38th AIRPORT WEEK ACTIVITIES
Commencing January 10 through 17, 2014, the 38th Anniversary of the creation of the Airport Authority as a Government of Guam entity will be celebrated with a series of activities throughout the week.

Beginning Jan. 3	Basketball, Softball, and Volleyball tourney
January 10, 2014	Proclamation Signing , 10:30am, Governor's Cabinet Conference Room Road Wave @ 4pm, Airport Lower Parking Lot
Jan. 11, 2014	5K Run/Walk Show 5am, Go 6am
Jan. 11, 2014	Airport Family Mass, 6pm, Hagatna Cathedral
Jan. 12, 2014	Paddling Challenge
Jan. 12, 2014	Bowling Bash
January 17, 2014	Tenant Appreciation Banquet and Employee Recognition Program "A Tribute to our Troops" Hyatt Regency Guam

Executive Manager's Report
GIAA Board of Directors Meeting
December 27, 2013

BIDS/REQUEST FOR PROPOSALS

RFP for Architectural/Engineering Services for Terminal Building Structural Upgrade & Concourse Isolation Design

OPEN: Nov. 20, 2013
DEADLINE: Dec. 20, 2013 at 4:00pm

RFP for Design Services for GIAA Tiyan Site Development Access Road

OPEN: Nov. 27, 2013
DEADLINE: Dec. 27, 2013 at 4:00pm

IFB for Exterior Wall Painting/Repair of Terminal & Other Airport Structures

OPEN: December 19, 2013
DEADLINE: Jan. 17, 2014 at 2:00pm

ANNOUNCEMENTS

- ACI Asia-Pacific and the GIAA reconciled funds received and expended for the ACI Asia-Pacific Small and Emerging Airports Seminar held on Guam in October 2013. The final report shows that entire conference was fully underwritten by the generous support of our sponsors, and by registration fees of this well-attended and highly-regarded meeting and network of airport executives. We thank all our employees who worked hard on this event, and our tenants and airport partners who contributed generously to host over 100 international and local participants.

- **Holiday Activities:** The Airport hosted the Guam Adventist Academy Handbell Choir, the Symphony Society of Guam Horn Quartet, the Harvest Baptist Bible College Choir December 13 through 24, to bring holiday cheer to our passengers in the TSA Pre-Screening area. The Airport will also host the refreshments at the Peace Festival on December 28, 2013 from 6pm to 10pm at the Government House, along with GPD and GFD.

- An Airport Emergency Response Table Top Exercise was held on December 4, 2013 at the GIAA conference rooms. All emergency responders (ARFF, Airport players, GFD, GPD, Homeland Security/Civil Defense, Joint military forces, Public Health, GMH etc.) participated. The Table Top Exercise is conducted to meet Federal Air Regulations Part 139 requirements and tests the GIAA Airport Emergency Plan which is reviewed and approved by the Federal Aviation Administration.

- A "Clearing the Path for Progress" Ceremony is scheduled for December 31, 2013 for Phase I of the Demolition and Remediation of Airport Structures. The ceremony will be held in the parking lot of the old GPD headquarters in Tiyan at 10am. Governor Calvo and legislative dignitaries will be in attendance and are confirmed to participate in the activities.

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FISCAL YEAR 2013
ACCOMPLISHMENTS

AIR SERVICE DEVELOPMENT

Item #	Stated Goal	Accomplishments
1.	Capture air service from new airline operators (Star Flyer, Summer 2013; Cebu Pacific, Fall 2013) with engaged air service development consultant.	• Cebu Pacific received DOT conditional approval for service from Manila on October 17, 2012. • Korean Airlines commenced new charter service from the un-served market of Busan, to Guam in October 2012, operating twice weekly, utilizing B737-800 aircraft during winter season. They continued to service the Busan/Guam route during peak travel periods through 2013. • Star Flyer commenced twice weekly charter services (13 total flights) from Kitkyushu Japan to Guam, utilizing an A320 with 150 seats on August 13, 2013. • Skymark, a Japanese domestic airline, commenced service with nine charter flights that operated March 14 through 23, 2013 on the NRT/GUM route utilizing B738 aircraft with a 177-seat capacity, adding 1,593 seats in this 9-day period. •
2.	Incentivize stopover flight operations from foreign airlines.	PAL continues re-fueling/tech stops from San Francisco-Manila flight.
3.	Market GUM for regional airline flight training.	JAL commenced cadet pilot training on the B737-800 and the B767-300 at the Guam International Airport on October 14, 2013.
4.	Establish cooperative agreements with industry stakeholders for air service development. (GEDA/GVB joint marketing initiatives)	GIAA, together with GVB and GEDA participated in multiple trade forums in China, Korea, and Japan and took part in travel fairs in Seoul, Busan, Taiwan, Hong Kong, Beijing, Guangzhou, Taipei and Tokyo. GVB and GEDA also partnered with the Airport at the World Routes Forum held in Las Vegas in October 2013.

Finance

Item #	Stated Goal	Accomplishments
1.	Refinance 2003 Revenue Bonds /Assess need for new capital bonds/ Influence re-affirmed or upgraded bond ratings.	The Airport issued and closed $247Million in General Revenue bonds on 9/27/13. The bonds refinanced the 2003 revenue bond balance($135M, and provides for new money ($112M) for additions, improvements and enhancement of GIAA terminal and facilities.

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GUAM

FISCAL YEAR 2013
ACCOMPLISHMENTS

2.	Apply for EB-5 airport regional center status.	RFP procurement completed forEB-5 consultant. USCIS application in progress.
3.	Continue cost containment and efficiency maximization.	Subject to ongoing financial audit.
4.	Increase non-aeronautical revenue sources.	Subject to ongoing financial audit.
5.	Sustain downward trend for airline costs.	Subject to ongoing financial audit.
6.	Implement next phase for employee compensation program	Migration to market percentile of 20% implemented and in effect in FY 2013.

Capital Programs

Item #	Stated Goal	Accomplishments
1.	Rehabilitate Runway 6L/24R.	**IFB Rehabilitate RWY 6L-24R Phase 1** Announced: May 3, 2013 Pre Bid Conference: May 16, 2013, 10:00 am Submission Deadline: June 3, 2013, 2:00 pm This project is currently under construction. NTP was issued October 2013.
2.	Complete installation of new ILS for Runway 6L-24R	Substantially complete pending FAA flight checks. Active operations delayed until runway safety area is cleared.
3.	Finalize master plan update pending noise exposure maps.	Master plan update complete. Part 150 noise study is being updated.
4.	Install PAPI NAVAID for Runway 24L.	This is part of the Rehabilitation of Runway 6L-24R Phase 2 project. The project is pending the issuance of the NTP by the end of December 2014 or thereafter.
5.	Proceed with Noise Mitigation Program.	**IFB Residential Sound Insulation Program Phase 2A** Announced: Dec 11, 2012 Submission Deadline: January 15, 2013,, 2:00pm Preliminary NTP was issued for the procurement of materials. Materials are expected to be on island by January 2014 with installation starting around February 2014.

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GUAM

FISCAL YEAR 2013
ACCOMPLISHMENTS

6.	Invite bids for phased demolition packages. Note that this not the final demolition phase. The final phase is Demolition and Remediation of Various Airport Facilities Phase 2 which is currently under design and is scheduled to be out for bidding by January 2014.	**IFB Demolition and Remediation of Various Airport Facilities Phase I** Announced: June 19, 2013 Pre Bid: Tuesday, July 2, 2013 10am Closing: Friday, August 2, 2013, 2pm Award & Contract issued. Pending is the issuance of the unconditional building permit.
7.	Initiate design for concourse segregation project.	Bond Funding Secured Nov. 2013
8.	Complete FAA sponsored Airport Geographic Information System (AGIS) pilot program	This project is currently pending the acceptance by the FAA National Geodetic Survey (NGS) of the uploaded data for the eALP. All field survey and aerial survey work is completed.
9.	Replace one ARFF vehicle.	The grant was issued by FAA this FY. The specifications for the vehicle is being reviewed by FAA for authorization to advertise for bids by December 2013.
10.	Commence design for new ARFF facility.	The final Preliminary/Conceptual Design plans are being finalized for the FAA Grant application to be submitted by December 2013.
11.	Conduct planning for common use passenger check-in facilities.	Conceptual study completed for GIAA and airline user reviews.
12.	Completion of FAA sponsored Electrical upgrades.	**Replace/Upgrade Terminal Ramp Light System.** This project involves the installation of the new ramp light poles and flood light fixtures. Completed in September 2013. Utility Power Hardening for Airport Facilities Phase 2. This project involves the installation of the new underground power transmission lines to the remaining critical facilities in the South Airport Tiyan area. Completed in September 2013

Operations

Item #	Stated Goal	Accomplishments
1.	Implement Table Top Annual Disaster Exercise for Certification.	GIAA conducted its Table Top Exercise on December 4, 2013. A good show and play of responders were in attendance at the exercise, discussion and hot wash.

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GUAM

FISCAL YEAR 2013
ACCOMPLISHMENTS

2.	Obtain "0" discrepancies in Annual FAA Inspections.	GIAA received high marks on its April 29, 2013 inspection by Airport Certification Inspector out of the Airport District, Honolulu, with only one recommendation to update the Airport's Wildlife Management Program.
3.	Improve efficiency in terminal equipment to include full implementation of the Energy Performance Management Program.	Replacement lighting completed for selected areas. Major air conditioning equipment installed. Building automation system and spare parts pending.
4.	Assess and adopt tiered aviation insurance requirements.	Insurance consultant assessment under review.
5.	Start new fuel system operations and maintenance contract.	RFP procurement action complete. New contract commenced in May 2013.
6.	Negotiate new water system O&M contract with GWA.	Operational and financial reviews are in progress.

Services & Community Engagement

Item #	Stated Goal	Accomplishments
1.	Renovate Terminal Restrooms	Concourse restroom renovations included in merchandizing concessionaire capital improvements.
2.	Support implementation of CBP Global Entry program.	Global Entry kiosks installed.
3.	Expand Ambassador Program Services.	**Ambassador and Airport Information Center Program Bid** Announced: November 13, 2012 Bid Submission Deadline: November 29, 2012, 4pm Awarded: January 15, 2013, adding 2 additional Japanese and 2 additional Korean ambassadors on the am and pm shifts. Also increased hours for Chinese Ambassador services to accommodate Taiwan visa waiver program effective November 1, 2012.
4.	Lobby for TSA Pre-Check expedited screening initiative.	Effective august 14, 2013 **TSA Precheck** is in place for eligible United Airlines passengers, who may be selected for the program. Eligible United customers will start to see the TSA Precheck indicator on mobile boarding passes, boarding passes printed at home or from the kiosks at

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GUAM

FISCAL YEAR 2013
ACCOMPLISHMENTS

		some airports, allowing customers to effectively route themselves to available TSA Precheck lanes. The TSA Precheck indicator will appear on boarding passes throughout a customer's itinerary whether or not the airport has TSA Precheck, so customers are encouraged to check that the airport is a participating location on united.com/tsaprescreening or tsa.gov/tsaprecheck.
5.	Award and negotiate retail concession agreement.	**RFP for Specialty Retail Merchandise Concession Multiple Concepts** Announced: July 19, 2012 Submission Deadline: September 21, 2012 Extended: October 17, 2012, 4pm Awarded: April 12, 2013 DBO and Operations: July 21, 2013
6.	Enhance Website with Mobile Application Capability.	Scheduled for Launch January 10, 2014, coinciding with the Proclamation Signing of Airport Week.
7.	Engage Community Discussion with Social Media Applications.	Work in Progress
8.	Initiate landscaping improvements.	Funded by 2013 bond proceeds. Phased implementation.
9.	Support DPW projects for the Tiyan Parkway and expanded Route 10A roadways.	**Tiyan Parkway Update** After a meeting with Governor Calvo, FAA and the Federal Highway Administration on November 18, 2013, FAA agreed to keep Central Avenue and Sunset Boulevard in Tiyan next month. The road will remain open until Phase I is completed. **RFP Design Services for GIAA Tiyan Site Development Access Road** OPEN: Nov. 13, 2013 DEADLINE: Dec. 27, 2013 at 4:00pm

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MANAGEMENT
Goals & Objectives
"GO 2014"

Strategic Plan

1. Engage GIAA employee and stakeholder information exchange to develop the first draft
2. Filter draft plan based on operational forecasts, financial projections and realistic timelines
3. Adoption of Strategic Plan for FY'15 - FY'24 by Board of Directors

Air Service Development

4. Adopt air service development strategy
5. Develop new air links with engaged air service development consultant
6. Create new destination based air service incentive.
7. Expand opportunities for regional airline flight training
8. Establish cooperative agreements with industry stakeholders for air service development
9. Identify China-ready initiatives for pending approval of parole authority for visa waiver

Finance

1. Refinance energy efficiency loan
2. Maximize investment earnings
3. Influence upgraded bond ratings
4. Apply for EB-5 airport regional center status
5. Continue cost containment and efficiency maximization
6. Increase non-aeronautical revenue sources – lobby for amended legislation
7. Sustain downward trend for airline costs
8. Study HR reorganization efficiencies
9. Minimize findings in financial and compliance audits

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GUAM

MANAGEMENT
Goals & Objectives
"GO 2014"

Capital Programs

1. Commence all twenty one (21) projects under the 2013 bond issue

	FIRST PRIORITY		SECOND PRIORITY
1	International Arrivals Corridor	14	Phase 4 Near-Fault Seismic Upgrade
2	Phase 3 Near-Fault Seismic Upgrade	15	Access Control and Security Improvements
3	Hold Bag Screening Relocation	16	Terminal Flooring Replacement
4	SSCP Improvements	17	Upgrade Airport IT and FMS
5	FIDS Replacement	18	Route 10A Landscape Component
6	Integrated PLB Replacement	19	Enclose Arrival Tunnels
7	Common Use Check-In Facilities	20	Replace Conveyance Systems
8	Fuel System Improvements	21	Strengthen and Expand Curbside Canopies
9	Parking Expansion		
10	Inter-island Passenger Facility		
11	ARFF Facility Replacement		
12	Cargo Apron Relocation		
13	Replace Terminal Seating		

2. Re-paint terminal building
3. Replace terminal roof membrane
4. Upgrade terminal fire alarm and fire suppression systems
5. Update Part 150 noise study and noise exposure maps
6. Complete Phase 1 of runway 6L/24R rehabilitation
7. Continue with noise mitigation program
8. Complete FAA sponsored Airport Geographic Information System (AGIS) pilot program
9. Replace second ARFF vehicle and procure rapid intervention vehicle
10. Continue with next phases of the demolition and remediation projects

Operations

1. Implement Table Top Annual Disaster Exercise for Certification
2. Obtain "0" discrepancies in Annual FAA Inspections
3. Adopt minimum standards for aeronautical activities
4. Adopt tiered aviation insurance requirements
5. Improve scope and administration of maintenance programs
6. Negotiate water system O&M contract with GWA
7. Activate 3rd fuel storage tank
8. Enhance Drug Free Workplace program
9. Adopt new Airport Rules & Regulations
10. Develop a federal grant process to mitigate risk levels

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GUAM

MANAGEMENT
Goals & Objectives
"GO 2014"

Services & Community Engagement

1. Complete terminal restroom renovations
2. Expand Ambassador Program services
3. Support local office for CBP Global Entry program
4. Support TSA Pre-Check expedited screening initiative
5. Adopt upgraded business model for food & beverage services
6. Develop rules and regulations for business incubator program
7. Enhance Website with Mobile Application capability.
8. Engage community discussion with Social Media applications
9. Initiate landscaping improvements
10. Support DPW projects for the Tiyan Parkway and expanded Route 10A roadways.

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INTERNATIONAL AIRPORT AUTHORITY, GUAM
ATURIDAT PUETTON BATKON AIREN GUAHAN ENTENASIONAT

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December 26, 2013

MEMORANDUM

To: Mr. Edward G. Untalan
Chairman
GIAA Board of Directors

From: Carlos Bordallo
Comptroller

Subject: **Operating Results - Revenues and Expenses as of November30,2013**

Attached herewith is GIAA's Operating Results Report for the month ending November30, 2013. This report summarizes the Budgeted versus Actual Revenues and Expenses for the month and year-to-date results ended November 30, 2013.

The key operating results for 2 month(s) of FY 2014 ending November 30, 2013 - (in $000's) are:

CATEGORY	YEAR-TO-DATE				FORECAST FOR FULL YEAR-FY14	
	Budget FY 14 Y-T-D	Actual FY 14 Y-T-D	% Variance Budget vs. Actual		Actual Y-T-D + Remaining FY 14 Budget	% Variance Budget vs. Estimate for Full Year
			Y-T-D Current Month	Y-T-D Last Month		
Total Signatory Revenues	$4,209.2	$4,135.7	-1.7%	-4.2%	$26,657.0	-0.3%
Total Concession Revenues	$2,972.9	$3,017.2	1.5%	1.2%	$18,015.0	0.2 %
Total PFC's	$1,008.3	$989.6	-1.9%	-5.8%	$6,417.5	-0.3%
Total Other Revenues	$2,488.8	$2,340.3	-6.0%	-4.2%	$15,066.7	-1.0%
Total Operating Revenues	$10,679.1	$10,482.9	-1.8%	-2.8%	$66,156.1	-0.3%
Total Operating Expenses	$6,732.6	$5,545.4	-17.6%	-6.8	$38,583.3	-3.0%
Net Revenues from Operations	$3,946.6	$4,937.5	25.1%	2.2%	$27,572.9	3.7%
Non-Operating Expenses	$225.0	$0.0	-100.%	-100.%	$275.0	-45.0%
Other Available Moneys/other sources of funds	$1,141.4	$1,065.6	-6.6%	-7.0%	$6,772.5	-1.1%
Net Debt Service Coverage	**1.18**	**1.43**	**21.0%**	**6.1%**	**1.37**	**3.1%**

Year-to-date Total Signatory Revenues for the month ending November 30, 2013are below Budgeted revenues by**-1.7%.** Signatory revenue estimates are based on projections submitted by Signatory airlines and adopted in the annual budget.

Year-to-date Total Concession Revenues are above budget estimates by **1.5%**andPassenger Facility Charges arebelow by **-1.9%.**

Year-to date Total Other Revenues, inclusive of non-signatory and non-airline revenues, arebelow the budget estimateby **-6.0%.**

Year-to-date Total Operating Revenues Actual of**$10.5M**is**-1.8%** below the budget estimate of **$10.7M**.

Year-to-date Total Operating Expenses are below budget by **-17.6%**. Components of this line item include a **-18.6%**decrease in Personnel Service, a**-15.2%**decrease in Contractual Services, a**-43.2%** decrease in Materials & Supplies and a **0%**decreasein Equipment/Furnishings from budgeted amounts for these respective categories.

The actual year-to-date Net Revenues from Operations of**$4.94M**reflects an increase of **25.1%** over the year-to-date budgeted amount of **$3.95M**.

Finally, our year-to-dateresults for Debt Service Coverage is at **1.37**versus the requirement of **1.25**.

Should you have any questions, please contact me at your convenience.

Attachments

cc: Board of Directors
Executive Manager
Deputy Executive Manager
Frank R. Santos, Expansion
Division Heads

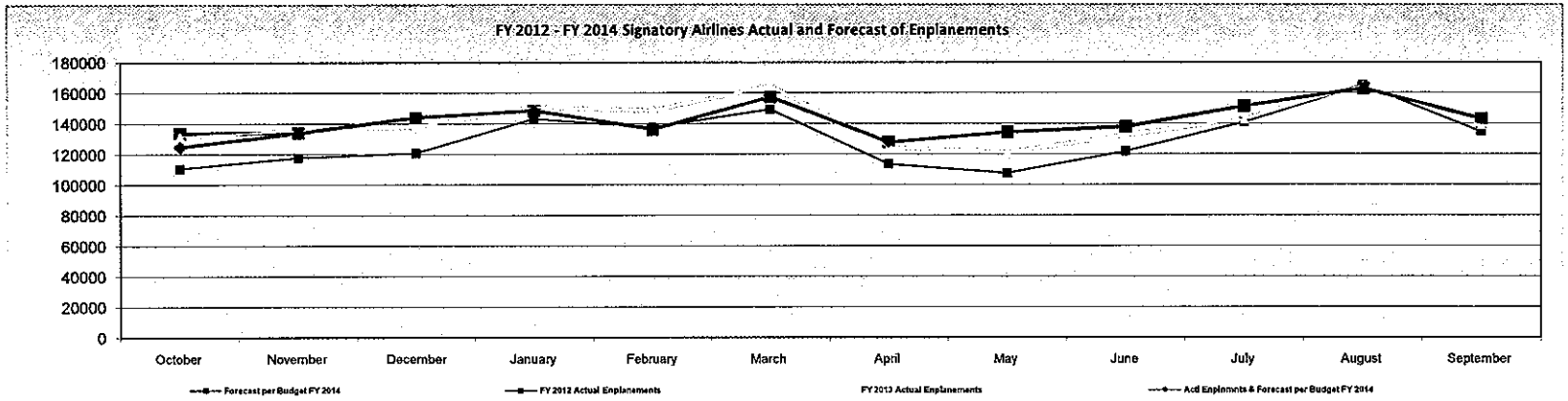
GUAM INTERNATIONAL AIRPORT AUTHORITY
KEY OPERATING RESULTS ($000's)
As of November 30, 2013

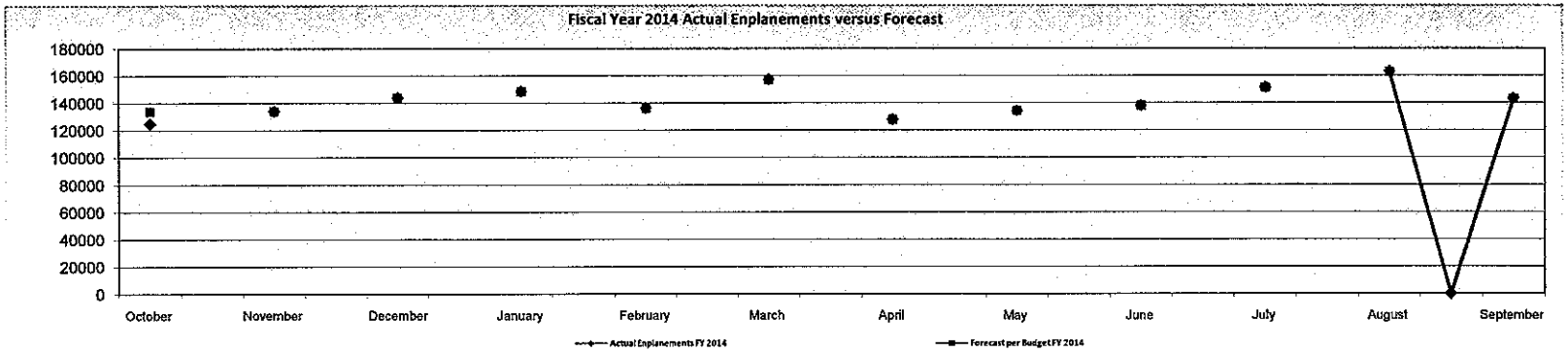
	CURRENT MONTH					YEAR - TO - DATE				FULL YEAR FORECAST	
	Actual FY2013	Budget FY2014	Actual FY2014	%Var Bud Vs Act'l	Budget Full Year	Actual FY2013	Budget FY2014	Actual FY2014	%Var Bud Vs Act'l	Actual/Est	%Var Bud Vs Act'l
I. Signatory Airline Rents & Fees											
Terminal Bldg Rentals	277.0	256.8	259.1	0.9%	3,082.1	554.0	513.7	516.9	0.6%	3,085.4	0.1%
Departure Fees	554.3	466.8	466.5	-0.1%	5,951.4	1,093.8	931.9	900.8	-3.3%	5,920.2	-0.5%
Arrival Fees	594.4	460.5	477.6	3.7%	5,908.9	1,147.4	918.5	931.2	1.4%	5,921.6	0.2%
Immigration Inspection Fees	222.5	157.2	180.5	14.8%	2,042.8	429.7	318.0	350.8	10.3%	2,075.7	1.6%
Loading Bridge Use Fees	364.5	477.2	450.0	-5.7%	6,045.5	731.8	962.7	869.7	-9.7%	5,952.5	-1.5%
Apron Use Fees	126.3	119.4	119.4	0.0%	1,532.7	250.9	233.8	234.4	0.2%	1,533.3	0.0%
Landing Fees	208.8	168.9	169.1	0.0%	2,167.0	414.8	330.6	331.9	0.0%	2,168.3	0.0%
Total Signatory Revenue	**2,347.8**	**2,106.8**	**2,122.1**	**0.7%**	**26,730.5**	**4,622.6**	**4,209.2**	**4,135.7**	**-1.7%**	**26,657.0**	**-0.3%**
Enplaned Signatory Pax	135,518	134,289	134,044	-0.2%	1,711,959	267,428	268,081	258,849	-3.4%	1,702,727	-0.5%
Cost per Enplaned Pax	**$17.32**	**$15.69**	**$15.83**	**0.9%**	**$15.61**	**$17.29**	**$15.70**	**$15.98**	**1.8%**	**$15.66**	**0.3%**
Revenues from Sources other than Signatory Airlines Rents & Fees											
Concession Revenues											
Gen Mdse (DFS)	658.1	1,201.2	1,229.2	2.3%	14,414.9	1,263.7	2,402.5	2,463.4	2.5%	14,475.8	0.4%
In-flight Catering	62.8	62.2	67.4	8.3%	802.1	124.5	128.0	125.6	-1.9%	799.6	-0.3%
Food & Beverage	74.2	72.4	73.6	1.7%	942.3	145.7	141.7	146.0	3.0%	946.6	0.5%
Rental Cars	78.6	80.4	75.9	-5.5%	970.0	154.8	160.4	151.0	-5.9%	960.6	-1.0%
Other Concession Rev	70.3	70.1	66.3	-5.5%	841.3	144.4	140.3	131.3	-6.4%	832.3	-1.1%
Total Concession Revenues	**943.9**	**1,486.3**	**1,512.4**	**1.8%**	**17,970.6**	**1,833.0**	**2,972.9**	**3,017.2**	**1.5%**	**18,015.0**	**0.2%**
Passenger Facility Charges	458.0	504.7	515.1	2.1%	6,436.1	964.1	1,008.3	989.6	-1.9%	6,417.5	-0.3%
Other Revenue	1,326.6	1,273.6	1,176.6	-7.6%	15,215.1	2,511.9	2,488.8	2,340.3	-6.0%	15,066.7	-1.0%
Total Operating Revenue	**5,076.4**	**5,371.4**	**5,326.3**	**-0.8%**	**66,352.4**	**9,931.6**	**10,679.1**	**10,482.9**	**-1.8%**	**66,156.1**	**-0.3%**
II. Operating Expenses:											
Personnel Services	1,177.5	1,992.6	1,347.5	-32.4%	17,269.0	2,365.9	3,321.0	2,703.6	-18.6%	16,651.7	-3.6%
Contractual Services	1,537.0	1,650.9	1,278.9	-22.5%	20,824.5	3,070.6	3,224.9	2,735.6	-15.2%	20,335.3	-2.3%
Materials & Supplies	18.7	111.7	62.7	-43.9%	1,499.9	36.4	186.7	106.1	-43.2%	1,419.3	-5.4%
Equipment/Furnishings	0.0	0.0	0.0	0.0%	177.0	0.0	0.0	0.0	0.0%	177.0	0.0%
Total Operating Expenses	**2,733.2**	**3,755.2**	**2,689.1**	**-28.4%**	**39,770.5**	**5,472.9**	**6,732.6**	**5,545.4**	**-17.6%**	**38,583.3**	**-3.0%**
Net income from Operations	**2,343.2**	**1,616.2**	**2,637.2**	**63.2%**	**26,581.9**	**4,458.7**	**3,946.6**	**4,937.5**	**25.1%**	**27,572.9**	**3.7%**

GUAM INTERNATIONAL AIRPORT AUTHORITY
KEY OPERATING RESULTS ($000's)
As of November 30, 2013

	CURRENT MONTH					YEAR - TO - DATE				FULL YEAR FORECAST	
	Actual FY2013	Budget FY2014	Actual FY2014	%Var Bud Vs Act'l	Budget Full Year	Actual FY2013	Budget FY2014	Actual FY2014	%Var Bud Vs Act'l	Actual/Est	%Var Bud Vs Act'l
III. Other Revenues and Expenses											
Less: Non Operating Expense(Ret/DOI/OHS)	21.8	0.0	0.0	0.0%	500.0	130.1	225.0	0.0	-100.0%	275.0	-45.0%
Add: Interest on Investments	82.5	83.6	41.8	-50.0%	1,003.1	165.1	167.2	85.9	-48.6%	921.8	-8.1%
Net Revenues	2,403.9	1,699.8	2,679.0	57.6%	27,085.1	4,493.7	3,888.8	5,023.4	0.8	28,219.6	4.2%
Add: Other Sources of Funds	36.6	37.9	0.0	0.0%	454.8	79.5	75.8	0.0	0.0%	379.0	0.0%
Add: Other Available Moneys	360.7	532.8	532.8	0.0%	6,393.5	721.4	1,065.6	1,065.6	0.0%	6,393.5	0.0%
					6,848.3		1,141.4	1,065.6	-6.6%	6,772.5	-1.1%
Net Revenues and Other Available Moneys	2,801.2	2,270.5	3,211.8	41.5%	33,933.4	5,294.6	5,030.1	6,088.9	21.0%	34,992.1	3.1%
Debt Service payments	1,442.8	2,131.2	2,131.2	0.0%	25,574.0	2,885.7	4,262.3	4,262.3	0.0%	25,574.0	0.0%
Debt Service Coverage	1.94	1.07	1.51	41.5%	1.33	1.83	1.18	1.43	21.0%	1.37	3.1%
Debt Service Requirement	1.25	1.25	1.25		1.25	1.25	1.25	1.25		1.25	

Enplanements	October	November	December	January	February	March	April	May	June	July	August	September	Total
Forecast per Budget FY 2014	133,792	134,289	144,046	148,586	136,168	157,310	127,908	134,404	137,919	151,310	163,010	143,217	1,711,959
FY 2009 Actual Enplanements	96,587	102,001	100,515	123,234	114,550	123,061	99,415	98,005	84,556	111,273	119,504	108,317	1,281,018
FY 2010 Actual Enplanements	94,630	105,230	108,410	132,016	129,523	137,257	102,312	112,910	111,671	133,353	147,419	132,165	1,446,896
FY 2011 Actual Enplanements	112,043	117,861	115,206	137,595	131,263	128,645	90,184	99,827	100,434	119,730	140,999	123,086	1,416,873
FY 2012 Actual Enplanements	110,962	118,092	121,031	143,545	137,851	149,600	113,893	107,914	122,061	141,014	165,376	135,017	1,566,356
FY 2013 Actual Enplanements	131,910	135,518	138,186	150,971	148,524	164,380	124,701	121,128	132,315	142,967	165,026	138,907	1,694,533
Actl Enplnmnts & Forecast per Budget FY 2014	124,805	134,044	144,046	148,586	136,168	157,310	127,908	134,404	137,919	151,310	163,010	143,217	1,702,727
FY 2014 versus FY 2013	-5.39%	-1.09%	4.24%	-1.58%	-8.32%	-4.30%	2.57%	10.96%	4.24%	5.84%	-1.22%	3.10%	0.48%





	Actual versus Forecast												
Enplanements	October	November	December	January	February	March	April	May	June	July	August	September	Total
Actual Enplanements FY 2014	124,805	134,044	144,046	148,586	136,168	157,310	127,908	134,404	137,919	151,310	163,010	143,217	1,702,727
Forecast per Budget FY 2014	133,792	134,289	144,046	148,586	136,168	157,310	127,908	134,404	137,919	151,310	163,010	143,217	1,711,959
Actual Enplanements Over/(Under) Forecast	(8,987)	(245)	0	0	0	0	0	0	0	0	0	0	(9,232)
Cumulative Total	(8,987)	(9,232)	0	0	0	0	0	0	0	0	0	0	
	Percentage Over/(Under) Forecast												
	October	November	December	January	February	March	April	May	June	July	August	September	
% Monthly	-6.7%	-0.2%	0.0%	0.0%	0.0%	0.0%	0.0%	0.0%	0.0%	0.0%	0.0%	0.0%	
% Cumulative Total	-6.7%	-0.2%	0.0%	0.0%	0.0%	0.0%	0.0%	0.0%	0.0%	0.0%	0.0%	0.0%	
	Month to Month Trend												
	October	November	December	January	February	March	April	May	June	July	August	September	
Actual Enplanements	124,805	134,044	144,046	148,586	136,168	157,310	127,908	134,404	137,919	151,310	163,010	143,217	
Month to Month Increase/(Decrease)		9,239	10,002	4,540	-12,418	21,142	-29,402	6,496	3,515	13,391	11,700	-19,793	
Month to Month Increase/(Decrease) in %		7.4%	7.5%	3.2%	-8.4%	15.5%	-18.7%	5.1%	2.6%	9.7%	7.7%	-12.1%	

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RECOMMENDATION OF COUNSEL

TO: Board of Directors
ANTONIO B. WON PAT INTERNATIONAL AIRPORT AUTHORITY, GUAM

CC: Mr. Charles H. Ada II
Executive Manager
ANTONIO B. WON PAT INTERNATIONAL AIRPORT AUTHORITY, GUAM

FROM: Janalynn Cruz Damian
CALVO FISHER & JACOB LLP

DATE: December 18, 2013

SUBJECT: **Executive Session**

Pursuant to 5 G.C.A. § 8111(c)(1), I hereby recommend that the Board of Directors of GIAA conduct an Executive Session at the next regularly scheduled Board meeting to discuss pending or threatened litigation to which GIAA is or may be a party.

A.B. WON PAT
INTERNATIONAL AIRPORT AUTHORITY, GUAM
ATURIDAT PUETTON BATKON AIREN GUAHAN ENTENASIONAT

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MINUTES OF THE SPECIAL MEETING OF THE BOARD OF DIRECTORS OF THE A.B. WON PAT INTERNATIONAL AIRPORT AUTHORITY, GUAM
Wednesday, January 15, 2014, 3:00p.m.
GIAA TERMINAL CONFERENCE ROOM #3

1. CALL TO ORDER AND ATTENDANCE

The January 15, 2014, special meeting of the Board of Directors of the A.B. Won Pat International Airport Authority, Guam ("GIAA" or the "Authority") was called to order by Chairman Untalan at 3:06p.m. at the GIAA Terminal Conference Room #3, 355 Chalan Pasaheru, Tamuning, Guam, 96913.

Directors Present:	**Offices or positions:**
Edward G. Untalan	Chairman
Lucy M. Alcorn	
Martin Gerber	
Pedro P. Ada III	
Gurvinder Sobti	
Directors Absent:	
Jesus Q. Torres	Vice Chairman
Rosalinda A. Tolan (Excused)	
GIAA Officials:	
Charles H. Ada II	Executive Manager
Peter Roy Martinez	Deputy Executive Manager
Carlos Bordallo	Comptroller
Frank R. Santos	Business and Financial Consultant
Jean M. Arriola	Air Services Manager
Gerard Bautista	Air Terminal Manager
Janalynn Cruz Damian, Esq.	GIAA Legal Counsel
Thomas J. Fisher Esq.	GIAA Conflicts Counsel

The Chairman welcomed the presence of Airport tenants, stakeholders, and members of the public who are noted in a sign-in sheet made as an attachment to these minutes.

2. APPROVAL OF AGENDA

The Chairman asked if there were any changes to the agenda. No changes were requested. On motion duly made by Director Ada, seconded by Director Sobti, the agenda as presented was unanimously approved.

3. NEW BUSINESS

The next item on the agenda was New Business.

A. Approval of Award for A-E Services for the Terminal Building Structural Upgrade & Concourse Isolation Design – RFP No. GIAA-001-FY14

The first matter discussed was approval of award of the contract A-E Services for the Terminal Building Structural Upgrade and Concourse Isolation Design, RFP No. GIAA-001-FY14. The Executive Manager informed the Board that a Request for Proposals was issued soliciting proposals from professional firms to provide architectural and engineering services for the terminal building structural upgrade and concourse isolation design. A total of eighteen (18) firms picked-up the RFP packages, however, only eight (8) firms submitted proposals before the established deadline. After receipt of all proposals, an Evaluation Committee was established to perform an independent evaluation of the proposals to determine the best qualified proposer based on the criteria identified in the RFP package. As a result of the evaluation committee's tabulation, the selected firms in order of their ranking are as follows:

1. Proposer B
2. Proposer G
3. Proposer E
4. Proposer A
5. Proposer C
6. Proposer D
7. Proposer H
8. Proposer F

Management recommends the approval of the ranking results and the contract award to Proposer B, as the highest ranked proposer, subject to negotiations of fair and reasonable fees. In the event that the negotiations prove unsuccessful, GIAA Management will enter negotiations with the next highest ranked proposer.

Mr. Frank Santos recommended in the interest of accelerating the review process and in light of the workload and limited resources of the Authority's Engineering

Department, that the second highest ranked proposer be selected for peer and technical reviews, subject to negotiation of a fair and reasonable fee and legal review.

The Chairman informed the Board that he took the opportunity to come in and review the proposals; he noted that it is a very important project for Guam and that the RFP attracted high caliber firms. The Chairman asked that Management state for the record the criteria that these firms were ranked under. Mr. Santos responded, informing the Board that the criteria include: Plan of action, the Ability to provide the service, Personnel, Past Performance, Degree of Interest, for a total of 100 points.

Director Ada inquired if the criteria are specific to Airport work. Mr. Santos replied there is a structural engineering aspect and an architectural aspect. Director Ada inquired if all eight firms have experience in Airport development and or architectural engineering work. Mr. Santos replied yes.

Chairman Untalan inquired if all of the proposers have local offices or do they have off-island offices and are hiring local. Mr. Santos replied that he believed they all have local offices. Chairman Untalan informed the Board that he did review the proposals and that he was quite impressed.

Director Ada asked for clarification as to why Conflicts Counsel, Thomas J. Fisher Esq. was present for this item. Ms. Damian replied that Mr. Fisher was designated by the Authority for this issue.

Chairman Untalan asked for further explanation as to awarding to the top two (2) proposers, and will the Authority negotiate with both firms. Mr. Santos replied that they will first negotiate the contract for the architectural-engineering services, and once completed will go to the next highest ranked to negotiate a contract for peer review of the A-E contractor. Mr. Santos explained that at this time the Authority does not have engineering resources to conduct the peer review. Chairman asked for clarification if the Authority will select Proposer G to review Proposer B's work. Mr. Santos informed the Board that one firm will be the designer and the other will be the design reviewer, instead of an in-house review, it will be contracted out. Mr. Santos further explained that because this project is a large project, instead of taking resources from the already ongoing projects, the Authority decided, if legally permissible, to have the second highest proposer be awarded a peer review contract.

The Chairman inquired if that was stipulated in the RFP. Mr. Santos replied that it was not stated directly in the RFP, but Management would like to proceed in that manner if it was legally permissible. Director Ada expressed the down-side to the peer review. Mr. Santos responded that they are all professional and licensed in their field.

Chairman Untalan stated that before the Board is asked for consideration Legal Counsel would have to review and determine the legality of selecting the second highest proposer to perform a peer review.

Director Ada inquired if this would be an added cost to the Airport outside of the Bond proceeds for this specific project. Mr. Santos responded that it is added cost, but in order to meet the workload it would be that added cost of bringing on more engineering staff not to mention the learning curve involved to bring the engineering staff to that point of where they would be able to conduct the peer review needed for this project.

The Chairman inquired of the remaining projects, if there will be any other projects that are going to require a peer review. Mr. Santos responded no, because they are smaller and easier to manage.

Discussion followed relative to the peer review not stipulated in the RFP, with Mr. Santos informing the Board if the peer review is not legally permissible then another RFP would be issued for a peer reviewer. He added that if it is not possible from a procurement stand point, when the RFP for a construction manager is put out then it will be included. The Chairman inquired if the reviewer would need to be in place right now while the contract is being negotiated for the design. Discussion followed, with Legal Counsel, Mr. Tom Fisher, informing the Board that he would not be able to give the Board a final answer at this time as he needed to review the matter further.

After further discussion, on motion duly made by Director Ada, seconded by Director Alcorn, the following resolution was unanimously approved:

Resolution No. 14-21

The Board hereby approves the ranking results and the contract award to proposer B, as the highest ranked proposer for A-E Services for the Terminal Building Structural Upgrade & Concourse Isolation Design – RFP No. GIAA-001-FY14.In addition, the Board hereby approves a contract award to the second highest ranked proposer, proposer G, to provide peer review services, subject to legal review that such award is permissible under the RFP. Both contracts are subject to negotiation of a fair and reasonable fee and legal review. In the event that negotiations prove unsuccessful, GIAA Management will enter negotiations with the next highest ranked proposer.

A. Refinancing of the Energy Efficiency Loan

The second matter discussed was the Refinancing of the Energy Efficiency Loan. At this time Chairman Untalan stated for the record that he would like to recuse himself from this discussion as he is employed by First Hawaiian Bank (FHB), and requested that an

Acting Chairman be nominated to Chair the discussion as the Vice Chairman was not present.

Chairman Untalan exited the conference room.

After further discussion, on motion duly made by Director Alcorn, seconded by Director Ada, the following resolution was unanimously approved:

Resolution No. 14-22

The Board hereby approves the nomination and election of Director Gerber to Chair the discussion relative to the refinancing of the Energy Efficiency loan with First Hawaiian Bank.

Mr. Santos stated that at the November Board meeting the Board approved the amendment to the Loan Agreement with FHB to extend and continue the interest only payments up to January 24, 2014, and indicated at that time that Management would return to the Board for approval to extend the loan term to ten (10) years. Mr. Santos provided background to the Board, stating the loan was for the Authority's Energy Management Program, at a principal amount of $11.9M, with a five (5) year term. During the Bond Financing program, GIAA intended to pay-off the loan with Bond proceeds; however, after further financial analysis it was not feasible. Mr. Santos explained that legislation, Public Law 32-62, provides authorization for the Authority to refinance the FHB Loan up to ten (10) years. The new refinanced interest rate for this ten (10) year term will be 5.75% maximum. The start date for the ten (10) term is now January 23, 2014 with the expiration date of January 22, 2024. He advised the Board that the resolution provided by FHB calls for monthly payments of principal and interest in the amount of $130,625.37 per month. Mr. Santos informed the Board that Attorney Fisher has reviewed the resolution, and noted corrections to the note commencement date Public Law number. Discussion followed relative to interest rates and maturity date of the loan.

Attorney Fisher informed the Board that he was able to review the documents, therefore he would recommend that the Board adopt the resolution that FHB has provided.

Director Ada inquired if the refinancing was advertised or did the Authority just go with FHB. Mr. Santos informed the Board that a Request for Proposals was issued out.

Attorney Fisher added that a correction needs to be made to the proposed resolution to change the Chairman as an authorized representative of the Authority to Acting Chairman Gerber since Chairman Untalan is disqualified.

After further discussion, on motion duly made by Director Ada, seconded by Director Sobti, the following resolution was unanimously approved without the vote of Chairman Untalan who recused himself from this matter as earlier stated:

Resolution No. 14-23

WHEREAS, on June 27, 2012, **FIRST HAWAIIAN BANK**, a Hawaii corporation (the "Bank") agreed to lend to **ANTONIO B. WON PAT INTERNATIONAL AIRPORT AUTHORITY, GUAM**, a public corporation and autonomous instrumentality of the Government of Guam (the "Authority"), and Authority agreed to repay to the Bank, together with interest and charges, the principal amount of $11,900,000.00 (the "Loan"); and

WHEREAS, the Loan was made pursuant to a Term Loan Agreement dated June 27, 2012 (the "Loan Agreement") and evidenced by a Promissory Note dated June 27, 2012 (the "Note"), executed by the Authority in favor of Bank; and

WHEREAS, the Loan Agreement was amended by an Addendum to Loan Agreement dated June 29, 2012 (the "Addendum"); and

WHEREAS, the Loan Agreement and Note were amended further by a Commercial Loan Modification Agreement dated August 26, 2013 (the "First Modification") and a Commercial Loan Modification Agreement dated December 4, 2013 (the "Second Modification"); and

WHEREAS, the Loan and the Authority's obligations under Loan Agreement and Note, as amended, are secured by a certain Security Agreement dated June 27, 2012 (the "Security Agreement") executed by the Authority as Debtor in favor of the Bank as Lender and granting to the Bank a security interest in the Collateral as defined and described therein; and

WHEREAS, the obligations of the Authority under the Loan Agreement and Note, as amended, are guaranteed by the United States Department of Agriculture ("USDA"); and

WHEREAS, the Authority has requested that the Bank further amend the Loan Agreement and Note in various respects including, without limitation: (i) extending the term of the Loan and Note, and (ii) increasing the interest of the Loan to 5.75% per annum as authorized by Public Law Number 32-62 thereby decreasing the monthly payments of principal and interest to be made to $130,625.37 per month commencing on February 23, 2014; and

WHEREAS, the Bank has agreed to do so pursuant to a Commercial Loan Modification Agreement (the "Third Modification") and an Amended and Restated Promissory Note (the "Amended Note") in substantially the form submitted to this meeting.

NOW, THEREFORE, BE IT:

RESOLVED, that the Loan Agreement, the Note and the Security Agreement all dated June 27, 2012, the Addendum dated June 29, 2012, the First Modification dated August 26, 2013 and the Second Modification dated December 4, 2013 are hereby confirmed, ratified and approved in all respects; and

FURTHER RESOLVED, that the Authority execute and deliver to the Bank the Third Modification and the Amended Note which are hereby approved in all respects; and

FURTHER RESOLVED, that either the Acting Board Chairman Martin J. Gerber or the Vice Chairman, and the Executive Manager of the Authority be and they hereby are authorized and directed to execute, seal and deliver to the Bank, on behalf of and in the name of the Authority, the Third Modification and the Amended Note in substantially the form hereby approved, with such changes, additions or deletions as such Acting Board Chairman Martin J. Gerber or Vice Chairman and Executive Manager may approve, such approval to be conclusive evidence by their execution and delivery of the same; and

FURTHER RESOLVED, that the Acting Board Chairman Martin J. Gerber or Vice Chairman and Executive Manager be and they hereby are authorized and empowered to do and perform, or cause to be done and performed, any and all such other acts, matters and things as in their judgment may be necessary, proper or convenient in order to obtain the agreement of the Bank to modify the Loan, the Loan Agreement and the Note as aforesaid; and

FURTHER RESOLVED, that these resolutions shall constitute a continuing authority and direction to the Acting Board Chairman Martin J. Gerber or Vice Chairman and Executive Manager to act on behalf of the Authority, and the several powers and authority in the foregoing paragraphs of these resolutions shall continue until revoked by the Board of Directors of the Authority and until formal written notice of such revocation shall have been given to the Bank; and

FURTHER RESOLVED, that this Resolutions of Board of Directors may be executed in any number of counterparts, each of which, when so executed and delivered, shall constitute one and the same document. Facsimile signatures shall have the force and effect of original signatures.

Chairman Untalan returned to the conference room.

B. Procurement Approval for Gate 21 Replacement Loading Bridge

The third matter discussed was the Procurement approval for the purchase of a Replacement Passenger Loading Bridge ("PLB") for Gate 21. Mr. Santos provided a brief background to the Board. On November 2013, the Gate 21 PLB was taken out of service for safety and operating purposes. All GIAA's PLBs are manufactured by JBT AeroTech. Mr. Santos informed the Board of a similar sole source procurement with JBT AeroTech that was approved by the Board at the July 2013 Board meeting for the 34 pre-conditioned air units and ground power units, half of those units are on Guam and are in the process of installation. Since the Gate 21 PLB was taken out of service, Management has been in communication with JBT AeroTech as to the type of PLB that should be used for the Airport as compared to the current PBLs, and JBT AeroTech identified the Hawaii-style Bridge. Mr. Santos referenced the documentation provided from JBT AeroTech including a quote. He went on to add this project was included as one of the Bond-funded projects, and approximately $8.2M was set aside under the integrated PLB replacement project. Mr. Santos explained that since the PLB for Gate 21 is out of service, Management would like to accelerate the purchase of one of the five (5) PLB's that are slated to be replaced. Assessments are ongoing of the other PLB so that a priority list can be completed and replacement plan put in. The proposal from JBT AeroTech is in the amount of $855,495.00.

Mr. Santos stated that he understands the concern with sole source procurement. Discussion followed relative to the changes in the bridge style. Mr. Santos informed the Board that this bridge style was not available in 2003.

Chairman Untalan inquired if GIAA will have to sole source for the other PLB replacements, and will Management have to return to the Board for approval for those also. Mr. Santos explained that the purchase of the other four (4) bridges would be by sole source procurement, and added that assessments are being done so that they can prioritize which Gates need to be done first. Based on the condition of the PLB, the remaining bridges are going to be scheduled for Capital Improvements Projects, or if all of the Priority 1 and 2 projects are completed and there is money remaining then these could be accelerated.

Chairman Untalan stated that he thought there was $8M set aside for the integrated PLB replacement project. Mr. Santos replied that of the $8M, $4.6M was used for the purchase of (34) pre-conditioned air and ground power units. Chairman Untalan requested confirmation whether the Authority moves forward on the four remaining bridges will be based upon if there are any excess Bond funds. Mr. Santos responded yes, or they will be funded as part of GIAA's annual budget.

Chairman Untalan inquired on how long it will take to deliver the PLB. Mr. Santos responded that it is not indicated however based on the two previous orders, six (6) to nine (9) months. Once the order is placed, there is a waitlist. JBT AeroTech will give an official schedule once the order is placed. Chairman Untalan inquired on ordering the other five (5) bridges now. Mr. Santos replied that each PLB design is specific to each Gate and an overall assessment is necessary. Chairman Untalan inquired on who completes the assessments. Mr. Santos replied that there are three (3) assessments that occur, by JBT AeroTech, the maintenance provider; United Airlines official from off-island; and by Johnson Controls.

Director Gerber inquired on the life expectancy of this type equipment. Mr. Santos responded that PLBs usually last for ten (10) years. Discussion followed relative to the parts and management for the PLBs with Mr. Santos in forming the Board that by the February Board meeting Management should have an answer as to which four PLBs are to be replaced.

Director Ada inquired on the reason for the sole source procurement. Mr. Santos replied that all seventeen bridges are from the same manufacturer. Director Ada expressed his concerns with sole sourcing. Discussion followed relative to sole sourcing and searching for another manufacturer, with Director Ada stating that he would not be able to vote in favor of this sole source procurement, and questioned the fairness of the quote offered, and further expressed his concerns on the Authority being tied to one manufacturer. Chairman Untalan also expressed his concern with the quote offered. Mr. Santos introduced United representative, Mike Yost, who referenced the importance of the quality of the bridge products.

Director Sobti inquired on the last time a PLB was replaced. Mr. Santos replied in 2004 at the amount of $1M. Director Gerber questioned the quote amount and suggested Management provide information to support the amount quoted by JBT AeroTech. The Chairman asked if the item can wait until the next meeting. Mr. Santos expressed the need for the bridge to be replaced.

The Chairman requested for the benefit of the Board that Management provide a summary explaining the issues that the Board is questioning and that Legal Counsel review the legality of the sole source procurement for this purchase.

The Chairman informed Management that this item would be tabled until the next Board meeting. The Chairman stated for the record that the Board is very concerned about customer service, that it is important for visitors and partners to be happy with the service provided. He added that he understands the urgency to get the project completed however he expressed the importance in making sure the Authority is not being gauged financially and that the process be completed legally.

4. ADJOURNMENT

There being no further business to address before the Board, on motion duly made by Director Ada, seconded by Director Sobti, unanimously approved, at 4:05 p.m., the meeting was adjourned.

Dated this 7th, day of March, 2014.

Attest:

Edward G. Untalan
Chairman

Gurvinder Sobti
Secretary

Prepared and Submitted By:

Amanda O'Brien-Rios
Corresponding Secretary

A.B. WON PAT
INTERNATIONAL AIRPORT AUTHORITY, GUAM
ATURIDAT PUETTON BATKON AIREN GUAHAN ENTENASIONAT

P.O. Box 8770
Tamuning, GU 96931

Tel (671) 646-0300
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www.guamairport.com

BOARD OF DIRECTORS SPECIAL MEETING

3:00 p.m., Wednesday, January 15, 2014
GIAA TERMINAL CONFERENCE ROOM #3

Public Notice
First Notice:
Marianas Variety – January 8, 2014
Notice to Media – January 8, 2014

Second Notice:
Marianas Variety – January 13, 2014
Notice to Media – January 13, 2014

AGENDA

1. Call to Order and Attendance
2. Approval of Agenda
3. New Business
   - **A.** Approval of Award for A-E Services for the Terminal Building Structural Upgrade & Concourse Isolation Design – RFP No. GIAA-001-FY14
   - **B.** Refinancing of the Energy Efficiency Loan
   - **C.** Procurement Approval for Gate 21 Replacement Loading Bridge
4. Adjournment

A.B. WON PAT INTERNATIONAL AIRPORT AUTHORITY, GUAM
BOARD OF DIRECTORS SPECIAL MEETING
3:00 P.M., WEDNESDAY, JANUARY 15, 2014
GIAA TERMINAL CONFERENCE ROOM #3

SIGN IN SHEET

	PRINT NAME	COMPANY/AGENCY
1.	CHUCK SOVA	UNITED
2.	Mike Yost	United
3.	FRANK P. TAITANO	GIAA
4.	ANN BAUTISTA	GIAA
5.	ANGELA NG.	EVA AIR
6.	Alicia Perez	GIAA
7.	Meg Paramgalan	United Airlines
8.	Thom J. Roth	F. Roth + Assoc.
9.	VICTOR J. CRUZ	GIAA
10.	MARCIA D. TAITANO	GIAA
11.	JERMAINE ALERTA	LEGISLATURE
12.	EDMUND MUNA	GIAA
13.	JEAN ARRIOLA	GIAA
14.	Gerard BAUTISTA	GIAA - ARFF
15.		
16.		
17.		
18.		
19.		

Beijing refutes report it will centralize military command

BEIJING (Reuters) – China denied on Tuesday a state media report that said its military will establish a joint operational command structure for its forces to improve coordination between different parts of the defense system.

The English-language China Daily newspaper reported last week that the government would implement a joint command system "in due course" and it had already launched pilot programs to that effect.

"With regards to this, the Defense Ministry has clarified that the relevant report is groundless," the ministry said in a statement on its website.

The People's Daily, the mouthpiece of the Communist Party, and its sister tabloid, the Global Times, carried the denials on Monday, citing unidentified ministry sources. The ministry posted the People's Daily report on its website on Tuesday.

China has been moving rapidly to upgrade its military hardware, but military analysts say operational integration of complex and disparate systems across a regionalized command structure is a major challenge.

In the past, regional-level military commanders have enjoyed major latitude over their forces and branches of the military have remained highly independent of each other.

'Snowden has more secrets'

JERUSALEM (Reuters) – Former U.S. spy agency contractor Edward Snowden has more secrets to reveal that relate to Israel, the journalist who first brought his leaks to the world's attention said on Monday.

Among allegations aired by Snowden last year were that the U.S. National Security Agency and its British counterpart GCHQ had in 2009 targeted an email address listed as belonging to then-Israeli Prime Minister Ehud Olmert and monitored emails of senior defense officials.

Israel played down the disclosures. But Prime Minister Benjamin Netanyahu said he had ordered the matter examined and that "there are things that must not be done" between allies.

Glenn Greenwald, who as a writer for Britain's Guardian met face-to-face with the fugitive Snowden and has written or co-authored many of the newspaper's stories based on his material, was asked in an Israeli television interview whether the ex-contractor had more secrets to tell that related to Israel.

"Yes. I don't want to preview any stories that aren't yet published, but it is definitely the case that there are a huge number of very significant stories that are left to report," said the Brazil-based Greenwald, speaking to Channel Ten TV by video link.



In this Monday, Dec. 30, photo, two babies are held by their mothers, as one of them breast feeds, at the Mofid Children's Hospital in Tehran, Iran. Having curbed birth rates for two decades, Iran is once again promoting a baby boom to help make up for its graying population. AP

Iran to reverse slumping birth rate

TEHRAN, Iran (AP) – In Iran, free condoms and government-backed vasectomies are out, replaced by sermons praising larger families and discussions of even offering gold coins to the families of newborns.

Having successfully curbed birth rates for two decades, Iran now is promoting a baby boom to help make up for its graying population. But experts say it is difficult to encourage Iranians to have more children in a mismanaged economy hit by Western sanctions and 36 percent inflation.

"A gold coin won't change couples' calculations," said Mohammad Jalal Abbasi, head of Demographics Department at Tehran University. "Many young Iranians prefer to continue their studies, not marry. Lack of financial ability to buy a house and meet expenses are among other reasons why the youth postpone marriage or have no interest in raising many children."

Iran's birthrate reached a peak of 3.6 children per couple after its 1979 Islamic Revolution, among the world's highest at the time. By 1990, experts estimated Iran could be home to 140 million people if the rate was left unchecked. To combat the rise, Iran's supreme leader Ayatollah Ali Khamenei endorsed birth control, while then-President Akbar Hashemi Rafsanjani made controlling the birth rate a part of his development plans.

Mass-produced condoms reached Iranians, as a month's supply of birth control cost the equivalent of 10 cents in 1992. The birth rate dropped precipitously, now reportedly standing at 1.8 children per couple with a population of some 77 million people. Experts now say that drive might have been too successful, estimating that Iran's population growth could reach zero in the next 20 years if the trend is not reversed.

Fearing that population decline, the machinery of state in Iran has changed course entirely. Khamenei, who has final say over all matters of state, now says Iran should have a population of 150 million people or more.

PUBLICATION NOTICE

In accordance with the provisions of Guam Code Annotated, Title XI, Chapter III, Section 3315, notice is hereby given that:

Gavin G. Sugiyama
dba: Sugiyama Trading Co.

has applied for a Class: **(3) Wholesaler Alcoholic Beverage License** said premises being marked as Lot: 278 Leon Guerrero Drive CTSI Warehouse, Tamuning

The Honorable EDDIE B. CALVO Governor
A.B. WON PAT INTERNATIONAL AIRPORT AUTHORITY, GUAM
The Honorable RAY TENORIO Lt. Governor

PUBLIC NOTICE

The Board of Directors of the A.B. Won Pat International Airport Authority, Guam (GIAA) will hold a **Special Board Meeting** on **Wednesday, January 15, 2014 at 3:00 p.m.** in GIAA Terminal Conference Room No. 3 to discuss (1) the Award of the Request for Proposal on A-E Services for the Terminal Building Structural Upgrade & Concourse Isolation Design, (2) the Refinancing of the Energy Efficiency Loan and (3) the Procurement Approval for Gate 21 Replacement Loading Bridge. Parking is available in the Public Parking Lot.

For special accommodations, please call the Board Office at 642-4717/18.

(This ad paid for by GIAA)

GHURA
Guam Housing and Urban Renewal Authority
Aturidat Ginima' Yan Rinueban Siudat Guahan
117 Bien Venida Avenue • Sinajana, Guam 96910
Phones: (671) 477-9851 • Fax: (671) 300-7565 TTY# (671) 472-3701
EQUAL HOUSING OPPORTUNITY

Eddie B. Calvo, Governor — Ray Tenorio, Lieutenant Governor

INVITATION FOR BIDS
IFB#-GHURA-PH/CPD-014-001

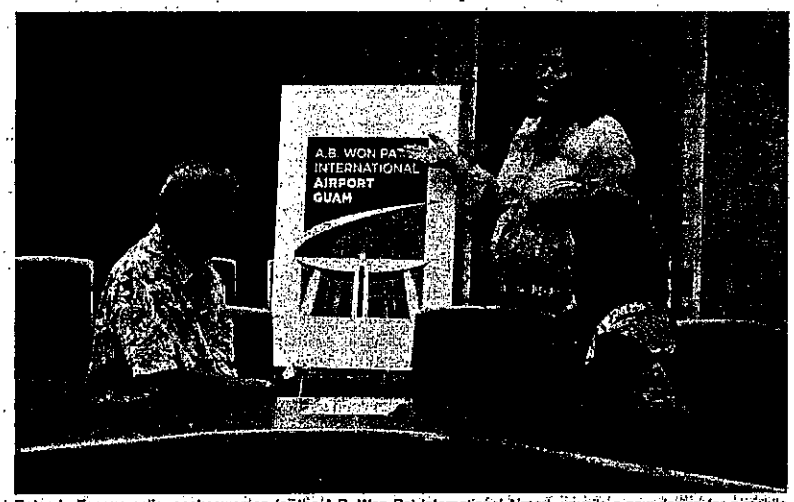
This ad is paid with funds from HUD

Purpose: Refrigerators, Electric Stoves, & Water Heaters

Due Date & Time: January 24, 2014, 2:00 PM at the GHURA Main Office. Copies of the Bid Packet are available at the GHURA Main Office in Sinajana starting December 23, 2013 between the hours of 8:00 A.M. - 12:00 P.M. and from 1:00 P.M. - 4:00 P.M. except on weekends and holidays. A pre-bid conference is scheduled for 10:00 A.M. on December 27, 2013 at the GHURA Main Office in Sinajana. A $50.00 non-refundable deposit (cash, money order or company check) is required for each packet. GHURA reserves the right to waive minor informalities, cancel this solicitation at any time and reject any and all bids.

/s/ MICHAEL J. DUENAS
Executive Director

Doc. No. 35GL-19-0628.*



Rolenda Faasuamalie, spokeswoman for the A.B. Won Pat International Airport, unveils a new design for a mobile application for the airport during a ceremony at the Governor's Complex at Adelup on Friday to designate Jan. 10 to 17 as Airport Week. Norman Tarlac / For Variety

Guam Airport Week proclaimed

By Gina Tabonares-Reilly
gina@mvguam.com
Variety News Staff

IN OBSERVANCE of the 38th Anniversary of the Antonio B. Won Pat International Airport, the week of Jan. 10 to 17 has been proclaimed Airport Week.

Named as the Department of the Year for three consecutive years under the governor's MagPro Awards, the management and employees of the Guam International Airport Authority were recognized during the proclamation signing at the Governor's Complex at Adelup last Friday.

Acting Gov. Ray Tenorio underscored the important role of the airport in welcoming the troops deployed in Afghanistan in support of Operation Enduring Freedom.

With tourism as the lifeline of the Guam economy, Tenorio said GIAA "made great strides for the development and progress of the airport over the years allowing the diversification of tourism markets and the capture of new airline services."

Tenorio mentioned the expanded Ambassador Program services to Japanese, Korean and Chinese travelers.

Last year, the airport spent $26 million to improve its landing strip, extend its runways, and move its power underground.

With newly-secured $247 million in general revenue bonds, GIAA will focus its efforts on capital improvement projects including the construction of a safe concourse area for departing and arriving passengers, in addition to a single-level parking deck, and the replacement of all old terminal seating.

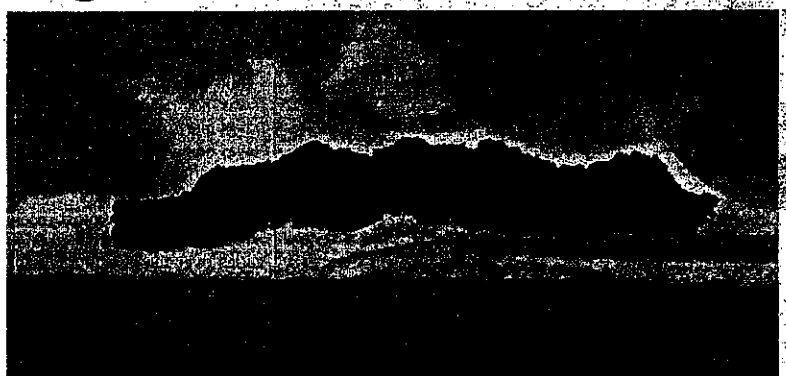
GIAA said the airport is also Guam's leading agency in promoting and practicing energy efficiency, taking important steps to replace lighting in key areas and install major air conditioning equipment as part of its Energy Performance Management Program.

"These improvements will enhance the traveling experience of our residents and the millions of visitors that come through our gates," GIAA said.

The airport authority was recognized by the U.S. Department of Commerce as the eighth top U.S. Port for foreign arrivals.

Last year, the airport welcomed 2.5 million arriving and transiting passengers.

High surf advisory for today



A high surf advisory is in effect until 4 p.m. today, according to the National Weather Service. Variety file photo

By Jasmine Stole
jasmine@mvguam.com
Variety News Staff

A HIGH surf advisory is in effect until 4 p.m. today, according to the National Weather Service. Northern swells may be 7 to 9 feet high today. An NWS report stated Ypao Beach lifeguards reported occasional 10-foot surf yesterday.

The public is advised to exercise caution and to avoid exposed reefs and beaches, especially north-facing reefs which will have "life-threatening" rip currents.

Paul Stanko, Guam NWS senior meteorologist, said the high surf surrounding the island is due to the winter storms leaving Japan. "They can get some really strong north winds and those start pushing the water down in our direction," Stanko said.

This kind of surf is normal around this time of the year and usually lasts about two days, Stanko added. Recently, however, there have been a series of winter storms in the Japan area which have led to a sequence of higher surf advisories around the Marianas.

Mayors back Bill 241

By Louella Losinio
louella@mvguam.com
Variety News Staff

DURING its last regularly scheduled monthly meeting held last week, the Mayors' Council of Guam unanimously supported Bill 241, a measure which would provide for a special election to fill any vacancy among Guam mayors or vice mayors.

The bill was introduced by Sen. Rory Respicio who said that with vacancies at the mayoralty and vice mayoralty level subject to the decision of only a handful of people, Bill 241 would "uphold the will of the people" by allowing a special election provided that such vacancy or vacancies occur 240 days or more before the date of the next general election for mayors and vice mayors.

During the public hearing for the measure, bill co-sponsor Sen. Tina Muña-Barnes said in villages where there are no vice mayors to assume the mayorally position, the bill requires the vacancy to be filled by a majority vote of the municipal planning council, subject to the consent of the Legislature.

In the council meeting, the motion to unanimously support the bill was made by Piti Mayor Vicente Gumataotao and seconded by Ordot-Chalan Pago Mayor Jessy Gogue.

Angel Sablan, executive director of the council, said the essence of the bill has been discussed back and forth among different mayors and vice mayors.

"There are some mayors asking if they don't finish their term this year, what would happen to their village? As we all know, it is an election year and some mayors are looking for other opportunities," he said.

Although the law provides for the vice mayors to move up should a vacancy occur, Sablan said some are not willing to assume the mayorship.

"They just want to remain as vice mayors. What is in the law right now is the municipal planning council of that village would recommend a name to the governor for appointment as an acting mayor or the governor does not have to stick to that list nor does he have to accept any of those nominees vetted by the municipal planning council. He can always name somebody on his own," Sablan said.

Although this would be an additional election cost, Sablan emphasized that it is the fairest way to fill these vacant positions.

"Nobody else but the villagers know who is best and who has been working hard in their village," he said.

PUBLIC NOTICE

Guam Board of Examiners for Dentistry Regular Session Meeting, Wednesday, January 15, 2014, 3:00 p.m., Health Professional Licensing Office, Terlaje Professional Building, Conference Room 209, 194 Hernan Cortes Avenue, Hagatna. Agenda copies available.

Persons with disabilities needing special accommodations, please call the Health Professional Licensing Office at 735-7407 or the telecommunication device for the Hearing/Speech Impaired (TDD) at 649-1801. Agenda's available at the licensing board office. Executive meeting may be called if necessary.

Funding Source for this ad is government funds.

GWIB PUBLIC NOTICE

The Guam Workforce Investment Board will hold its Regular Monthly Meeting on **Thursday, January 16, 2014 at 4:00 p.m.** at the GDOL/AHRD Conference Room, 3rd Floor, GCIC Building in Tagatna.

For more information, or for special accommodations, please contact Joleen Santos at 475-7044 or email joleen.santos@dol.guam.gov

This ad was paid with government fund by the Agency for Human Resource Development

The Honorable EDDIE B. CALVO Governor
The Honorable RAY TENORIO Lt. Governor
A.B. WON PAT INTERNATIONAL AIRPORT AUTHORITY, GUAM

PUBLIC NOTICE

The Board of Directors of the A.B. Won Pat International Airport Authority, Guam (GIAA) will hold a **Special Board Meeting** on **Wednesday, January 15, 2014 at 3:00 p.m.** in GIAA Terminal Conference Room No. 3 to discuss (1) the Award of the Request for Proposal on A-E Services for the Terminal Building Structural Upgrade & Concourse Isolation Design, (2) the Refinancing of the Energy Efficiency Loan and (3) the Procurement Approval for Gate 21 Replacement Loading Bridge. Parking is available in the Public Parking Lot.

For special accommodations, please call the Board Office at 642-4717/18.

Doc. No. 35GL-19-0628.*

(This ad paid for by GIAA)

Antonio B. WonPat
INTERNATIONAL AIRPORT AUTHORITY, GUAM
BOARD OF DIRECTORS
EXECUTIVE SUMMARY

REQUEST FOR PROPOSALS, RFP NO. GIAA-001-FY14
A/E SERVICES FOR TERMINAL BUILDING STRUCTURAL UPGRADE AND CONCOURSE ISOLATION DESIGN

January 15, 2014

Purpose

Board action is requested to approve the ranking results based on the evaluation process performed through the Request For Proposals (RFP) No. GIAA-001-FY14 for A/E Services for Terminal Building Structural Upgrade and Concourse Isolation Design.

Background

The referenced RFP solicits proposals from professional firms to provide architectural and engineering services for the terminal building structural upgrade and concourse isolation design.

Procurement Background

The above referenced RFP was advertised in the local newspapers throughout the months of November & December 2013. The established deadline to submit the proposals was on December 20, 2013.

A total of eighteen (18) firms showed their interest by obtaining the RFP package; however, eight (8) firms responded by submitting their proposals before the established deadline.

After receipt of all proposals, an Evaluation Committee was established to perform an independent evaluation of the proposals to determine the best qualified proposer. The proposals were evaluated based on the point system assigned for each criteria identified in the RFP package.

The Evaluation Committee has completed their evaluations and the scores sheets were gathered and tabulated by Procurement Office. As a result, the selected firms in the order of their ranking are as follows:

1. Proposer B
2. Proposer G
3. Proposer E
4. Proposer A
5. Proposer C
6. Proposer D
7. Proposer H
8. Proposer F

Legal Review

Upon Board approval, a standard professional services contract will be forwarded to Legal Counsel for review and approval as to form.

Financial Review

The A/E Services for Terminal Building Structural Upgrade and Concourse Isolation Design Agreement funding for this project is available under the CIF.

Recommendation

Management recommends the approval of the ranking results and the contract award to **Proposer B,** as the highest ranked proposer for the A/E Services for Terminal Building Structural Upgrade and Concourse isolation Design subject to negotiations of fair and reasonable fees. And in the event that the negotiations prove unsuccessful, GIAA Management will enter negotiations with the next highest ranked proposer.

Additionally, in the interest of accelerating the review process and in view of our workload and limited resources, Management recommends the No.2 highest ranked offeror be selected for peer and technical reviews, subject to a fair and reasonable fee and legal review.

A.B. WON PAT
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ATURIDAT PUETTON BATKON AIREN GUAHAN ENTENASIONAT

P.O. Box 8770
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www.guamairport.com

January 14, 2014

MEMORANDUM

TO: Charles H. Ada II, Executive Manager

FROM: Franklin P. Taitano, Supply Management Administrator

**SUBJECT: Evaluation and Recommendation - Request For Proposal (RFP)
A/E Services for Terminal Building Structural Upgrade and
Concourse Isolation Design
RFP No. GIAA-001-FY14; Project No. GIAA-FY14-01-1**

The referenced Request for Proposal (RFP) solicits interests from firms or individuals to provide professional services for the A/E Services for Terminal Building Structural Upgrade and Concourse Isolation Design. The advertisement for this RFP was published in the local newspaper for the months of November & December 2013. The deadline to submit the proposals was on December 20, 2013.

Eighteen (18) firms/individuals acknowledged receipt of the package and eight (8) firms submitted qualification documents before the submission deadline.

Evaluation and Selection

Pursuant to Section IX of the package, after receipt of all proposals, the GIAA Evaluation Committee conducted an independent evaluation for the purpose of selecting the most responsive and responsible offeror based on the evaluation criteria. The committee which Management established to evaluate the firms' qualifications included the following:

a. Victor Cruz, Engineering Supervisor
b. Gerard Bautista, Air Terminal Manager
c. Jean M. Arriola, Airport Services Manager
d. Frank R. Santos, Expansion Office
e. Tony Laniog, Engineering Office

The committee completed their evaluation and the scores were tabulated as reflected on the attached summary worksheet. As a result of our tabulation, the firms selected in the order of their ranking are as follows:

1. Proposer B
2. Proposer G
3. Proposer E
4. Proposer A
5. Proposer C
6. Proposer D

7. Proposer H
8. Proposer F

Recommendation

Based on the tabulation of the proposers ranking, it is determined that **Proposer B** ranked number one and the best qualified firm to perform the required services in accordance with the criteria set forth in the RFP. Also, as a result of our review of the submitted required documents, the firm has been deemed to have met the standards of responsibility and responsiveness outlined in the Guam Procurement Regulations.

Therefore, management recommends the approval of the ranking results and the contract award to **Proposer B**, as the highest ranked proposer for the A/E Services for Terminal Building Structural Upgrade and Concourse Isolation Design subject to negotiations of fair and reasonable fees. In the event that the aforementioned negotiations prove unsuccessful, the GIAA may enter negotiations with the next highest ranked proposer.

Should you have any questions or need to discuss this matter further, I am available at your request.

Franklin P. Taitano

APPROVED:

CHARLES H. ADA II
Executive Manager

Attachments

cc: Evaluation Committee
Procurement File

Antonio B. Won Pat
International Airport Authority, Guam
Evaluation Score Tally Sheet

A/E SERVICES FOR TERMINAL BLDG. STRUCTURAL UPGRADE AND CONCOURSE ISOLATION DESIGN
RFP NO. GIAA-001-FY14; PROJECT NO. GIAA-FY14-01-1

NAME OF FIRM/PROPOSER	Evaluator 1		Evaluator 2		Evaluator 3		Evaluator 4		Evaluator 5		AVERAGE
	Score	Rank	Score	Rank	Score	Rank	Score	Rank	Score	Rank	Rank
Proposer E	87	4	86	4	90	4	93	3	88	4	3
Proposer H	82	7	88	3	79	7	87	6.5	87	5	7
Proposer A	83	6	89	2	92	3	87	6.5	90	2	4
Proposer B	90	1	90	1	96	1.5	96	1	93	1	1
Proposer G	88	2.5	85	5.5	96	1.5	94	2	86	6	2
Proposer F	78	8	85	5.5	78	8	85	8	77	8	8
Proposer D	86	5	84	8	88	6	88	5	89	3	6
Proposer C	88	2.5	85	5.5	89	5	91	4	83	7	5

Evaluators	
No. 1:	**Victor Cruz**
No. 2:	**Gerard Bautista**
No. 3:	**Jean M. Arriola**
No. 4:	**Frank . Santos**
No. 5:	**Tony Laniog**

CERTIFICATE OF SECRETARY
OF
ANTONIO B. WON PAT INTERNATIONAL AIRPORT AUTHORITY, GUAM

I, _____, hereby certify that:

1. I am the duly elected, qualified and acting Secretary of **ANTONIO B. WON PAT INTERNATIONAL AIRPORT AUTHORITY, GUAM**, a public corporation and autonomous instrumentality of the Government of Guam (the "Authority"), and as such have access to its corporate records and am familiar with the matters herein certified.

2. The Authority is a public corporation and autonomous instrumentality of the Government of Guam.

3. Attached hereto as Exhibit "A" is a true and correct copy of resolutions, and the preamble thereto, duly adopted effective _____, 2014 by the Authority's Board of Directors. Such resolutions are in full force and effect on and as of the date hereof, and have not been in any way amended, annulled, rescinded or revoked.

4. The Loan Agreement; the Addendum to Loan Agreement; the Promissory Note; the Security Agreement; the UCC-1 Financing Statement, the Commercial Loan Modification Agreements and the Amended and Restated Note referred to in the resolutions as executed and delivered on behalf of the Authority, are in substantially the forms thereof confirmed, ratified and approved by the Board of Directors of the Authority at the aforesaid meeting.

5. Neither the execution and delivery by any officer of the Authority of any of the transactions or documents authorized in such resolutions, nor the consummation of the transactions therein contemplated, nor compliance with the terms and provisions thereof, will conflict with or result in a breach of any of the terms, conditions or provisions of any law, regulation, order, writ, injunction or decree of any court or governmental instrumentality, or of any agreement or instrument, known to me to which the Authority is a party or by which it is bound or to which it is subject, or constitute a default thereunder or result in the creation or imposition of any lien, charge or encumbrance of any nature whatsoever

upon any property of the Authority pursuant to the terms of any such agreement or instrument.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the corporate seal of the Authority this _____ day of _____, 2014.

_____
, SECRETARY

ATTACHMENT:
EXHIBIT "A": BOARD OF DIRECTORS RESOLUTIONS

J49\21150-579
G:\FHB\COMMLOANDOCS\D804D-CERT OF SECTY-RESOLUTION (INT, PAY, MAT (10YR EXT)) ANTONIO B WON PAT AIRPORT.DOC

EXHIBIT "A"

BOARD OF DIRECTORS RESOLUTION OF ANTONIO B. WON PAT INTERNATIONAL AIRPORT AUTHORITY, GUAM

RESOLUTIONS OF BOARD OF DIRECTORS

OF

ANTONIO B. WON PAT INTERNATIONAL AIRPORT AUTHORITY, GUAM

WHEREAS, on June 27, 2012, **FIRST HAWAIIAN BANK,** a Hawaii corporation (the "Bank") agreed to lend to **ANTONIO B. WON PAT INTERNATIONAL AIRPORT AUTHORITY, GUAM,** a public corporation and autonomous instrumentality of the Government of Guam (the "Authority"), and Authority agreed to repay to the Bank, together with interest and charges, the principal amount of $11,900,000.00 (the "Loan"); and

WHEREAS, the Loan was made pursuant to a Term Loan Agreement dated June 27, 2012 (the "Loan Agreement") and evidenced by a Promissory Note dated June 27, 2012 (the "Note"), executed by the Authority in favor of Bank; and

WHEREAS, the Loan Agreement was amended by an Addendum to Loan Agreement dated June 29, 2012 (the "Addendum"); and

WHEREAS, the Loan Agreement and Note were amended further by a Commercial Loan Modification Agreement dated August 26, 2013 (the "First Modification") and a Commercial Loan Modification Agreement dated December 4, 2013 (the "Second Modification"); and

WHEREAS, the Loan and the Authority's obligations under Loan Agreement and Note, as amended, are secured by a certain Security Agreement dated June 27, 2012 (the "Security Agreement") executed by the Authority as Debtor in favor of the Bank as Lender and granting to the Bank a security interest in the Collateral as defined and described therein; and

WHEREAS, the obligations of the Authority under the Loan Agreement and Note, as amended, are guaranteed by the United States Department of Agriculture ("USDA"); and

WHEREAS, the Authority has requested that the Bank further amend the Loan Agreement and Note in various respects

including, without limitation: (i) extending the term of the Loan and Note, and (ii) increasing the interest of the Loan to 5.75% per annum as authorized by Public Law Number 32-62 thereby decreasing the monthly payments of principal and interest to be made to $130,625.37 per month commencing on February 24, 2014; and

WHEREAS, the Bank has agreed to do so pursuant to a Commercial Loan Modification Agreement (the "Third Modification") and an Amended and Restated Promissory Note (the "Amended Note") in substantially the form submitted to this meeting.

NOW, THEREFORE, BE IT:

RESOLVED, that the Loan Agreement, the Note and the Security Agreement all dated June 27, 2012, the Addendum dated June 29, 2012, the First Modification dated August 26, 2013 and the Second Modification dated December 4, 2013 are hereby confirmed, ratified and approved in all respects; and

FURTHER RESOLVED, that the Authority execute and deliver to the Bank the Third Modification and the Amended Note which are hereby approved in all respects; and

FURTHER RESOLVED, that either the Board Chairman or the Vice Chairman, and the Executive Manager of the Authority be and they hereby are authorized and directed to execute, seal and deliver to the Bank, on behalf of and in the name of the Authority, the Third Modification and the Amended Note in substantially the form hereby approved, with such changes, additions or deletions as such Board Chairman or Vice Chairman and Executive Manager may approve, such approval to be conclusive evidence by their execution and delivery of the same; and

FURTHER RESOLVED, that the Board Chairman or Vice Chairman and Executive Manager be and they hereby are authorized and empowered to do and perform, or cause to be done and performed, any and all such other acts, matters and things as in their judgment may be necessary, proper or convenient in order to

obtain the agreement of the Bank to modify the Loan, the Loan Agreement and the Note as aforesaid; and

FURTHER RESOLVED, that these resolutions shall constitute a continuing authority and direction to the Board Chairman or Vice Chairman and Executive Manager to act on behalf of the Authority, and the several powers and authority in the foregoing paragraphs of these resolutions shall continue until revoked by the Board of Directors of the Authority and until formal written notice of such revocation shall have been given to the Bank; and

FURTHER RESOLVED, that this Resolutions of Board of Directors may be executed in any number of counterparts, each of which, when so executed and delivered, shall constitute one and the same document. Facsimile signatures shall have the force and effect of original signatures.

IN WITNESS WHEREOF, the undersigned being all of the members of the Board of Directors of the **ANTONIO B. WON PAT INTERNATIONAL AIRPORT AUTHORITY, GUAM** hereby certify that these resolutions have been duly adopted by said Board of Directors at a duly and legally called meeting thereof.

_____ _____

DATED: _____, 2014 DATED: _____, 2014

_____ _____

DATED: _____, 2014 DATED: _____, 2014

_____ _____

DATED: _____, 2014 DATED: _____, 2014

J49\21150-579
G:\FHB\COMMLOANDOCS\D804D-CERT OF SECTY-RESOLUTION (INT, PAY, MAT (10YR EXT)) ANTONIO B WON PAT AIRPORT.DOC

CERTIFICATE OF SECRETARY
OF
GUAM ECONOMIC DEVELOPMENT AUTHORITY

I, _____, hereby certify that:

1. I am the duly elected, qualified and acting Secretary of **GUAM ECONOMIC DEVELOPMENT AUTHORITY**, a public corporation and autonomous instrumentality of the Government of Guam (the "Authority"), and as such have access to its corporate records and am familiar with the matters herein certified.

2. Attached hereto as Exhibit "A" is a true and correct copy of resolutions, and the preamble thereto, duly adopted effective _____, 2014 by the Authority's Board of Directors. Such resolutions are in full force and effect on and as of the date hereof, and have not been in any way amended, annulled, rescinded or revoked.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the corporate seal of the Authority this _____ day of _____, 2014.

_____

, SECRETARY

ATTACHMENT:
EXHIBIT "A": BOARD OF DIRECTORS RESOLUTIONS

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(INT, PAY, MAT (10 YR EXT)) ANTONIO B WON PAT AIRPORT.DOC

EXHIBIT "A"

BOARD OF DIRECTORS RESOLUTION OF GUAM ECONOMIC DEVELOPMENT AUTHORITY

RESOLUTIONS OF BOARD OF DIRECTORS
OF
GUAM ECONOMIC DEVELOPMENT AUTHORITY, GUAM

WHEREAS, on June 27, 2012, **FIRST HAWAIIAN BANK,** a Hawaii corporation (the "Bank") agreed to lend to **ANTONIO B. WON PAT INTERNATIONAL AIRPORT AUTHORITY, GUAM,** a public corporation and autonomous instrumentality of the Government of Guam (the "Borrower"), and Borrower agreed to repay to the Bank, together with interest and charges, the principal amount of $11,900,000.00 (the "Loan"); and

WHEREAS, pursuant to 12 G.C.A. § 50103(k), the **GUAM ECONOMIC DEVELOPMENT AUTHORITY,** a public corporation and autonomous instrumentality of the Government of Guam (the "Authority") acts as the Borrower's central financial advisor and consultant in connection with the Loan; and

WHEREAS, the Loan was made pursuant to a Term Loan Agreement dated June 27, 2012 (the "Loan Agreement") and evidenced by a Promissory Note dated June 27, 2012 (the "Note"), executed by the Borrower in favor of Bank; and

WHEREAS, the Loan Agreement was amended by an Addendum to Loan Agreement dated June 29, 2012 (the "Addendum"); and

WHEREAS, the Loan Agreement and Note were amended further by a Commercial Loan Modification Agreement dated August 26, 2013 (the "First Modification") and by a Commercial Loan Modification Agreement dated December 4, 2013 (the "Second Modification"); and

WHEREAS, the Loan and the Borrower's obligations under Loan Agreement and Note, as amended, are secured by a certain Security Agreement dated June 27, 2012 (the "Security Agreement") executed by the Borrower as debtor in favor of the Bank as lender and granting to the Bank a security interest in the Collateral as defined and described therein; and

WHEREAS, the obligations of the Borrower under the Loan Agreement and Note, as amended, are guaranteed by the United States Department of Agriculture ("USDA"); and

WHEREAS, the Borrower has requested that the Bank further amend the Loan Agreement and Note in various respects including, without limitation, extending the term of the Loan

and Note to ten (10) years as authorized by Public Law Number 32-62; and

WHEREAS, the Bank has agreed to do so pursuant to a Commercial Loan Modification Agreement (the "Third Modification") and an Amended and Restated Promissory Note (the "Amended Note") in substantially the forms submitted to this meeting.

NOW, THEREFORE, BE IT:

RESOLVED, that the execution and delivery by the Borrower of the Loan Agreement, the Note and the Security Agreement all dated June 27, 2012, the Addendum dated June 29, 2012, the First Modification dated August 26, 2013 and the Second Modification dated December 4, 2013 are hereby approved in all respects; and

FURTHER RESOLVED, that, pursuant to Section 4(b) of Public Law Number 32-62, the Authority approves the execution and delivery by the Borrower to the Bank of the Third Modification and Amended Note which are hereby approved in all respects.

IN WITNESS WHEREOF, the undersigned being all of the members of the Board of Directors of the **GUAM ECONOMIC DEVELOPMENT AUTHORITY** hereby certify that these resolutions have been duly adopted by said Board of Directors at a duly and legally called meeting thereof.

_____	_____
DATED: _____, 2014	DATED: _____, 2014
_____	_____
DATED: _____, 2014	DATED: _____, 2014
_____	_____
DATED: _____, 2014	DATED: _____, 2014

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COMMERCIAL LOAN MODIFICATION AGREEMENT

This **COMMERCIAL LOAN MODIFICATION AGREEMENT** ("Agreement") is made effective as of the 25th day of January, 2014 (the "Effective Date"), by and between the **ANTONIO B. WON PAT INTERNATIONAL AIRPORT AUTHORITY, GUAM**, a public corporation and autonomous instrumentality of the Government of Guam (the "Borrower") and **FIRST HAWAIIAN BANK**, a Hawaii corporation, duly qualified and authorized to engage in the banking business in Guam (the "Bank").

RECITALS

WHEREAS, on June 27, 2012, the Bank made a term loan (the "Loan") to the Borrower in the original principal amount of up to **ELEVEN MILLION NINE HUNDRED THOUSAND AND NO/100 DOLLARS ($11,900,000.00)**, which Loan was made pursuant to a Term Loan Agreement dated June 27, 2012 (the "Loan Agreement") and evidenced by a Promissory Note (the "Note") dated June 27, 2012, executed by the Borrower in favor of Bank; and

WHEREAS, the Loan Agreement was amended by an Addendum to Loan Agreement dated June 29, 2012; and

WHEREAS, the Loan Agreement and Note were amended by Commercial Loan Modification Agreements dated August 26, 2013 and December 4, 2013; and

WHEREAS, the Loan and the Borrower's obligations under Loan Agreement and Note, as amended, are secured by a certain Security Agreement dated June 27, 2012 (the "Security Agreement") executed by the Borrower as Debtor in favor of the Bank as Lender and granting to the Bank a security interest in the Collateral described therein; and

WHEREAS, the obligations of the Borrower under the Loan Agreement and Note, as amended, are guaranteed by the United States Department of Agriculture; and

WHEREAS, pursuant to Guam Public Law 32-69, the Borrower was authorized to restructure the Loan and the Borrower and the Bank have agreed to do so subject to the terms and conditions set forth herein.

WITNESSETH

THAT IN CONSIDERATION of the mutual covenants contained herein and for other good and valuable consideration, the receipt and adequacy of which is hereby acknowledged, the Borrower and the Bank agree as follows:

1. **CONFIRMATION OF AMOUNT OWED.** Borrower confirms that the entire amount of the Loan has been disbursed to or for the account of Borrower and that the outstanding principal balance of the Loan as of the date hereof is **ELEVEN MILLION NINE HUNDRED THOUSAND AND NO/100 DOLLARS ($11,900,000.00).**

2. **INTEREST.** Commencing on the Effective Date, the interest rate payable under the Amended Note shall be a fixed rate of **FIVE AND THREE-FOURTHS PERCENT (5.75%)** per annum until the Amended Note is paid in full

3. **PRINCIPAL AND INTEREST PAYMENTS.** Beginning on February 24, 2014 and continuing on the twenty-fourth (24^{th}) day of each calendar month thereafter during the term of the Loan Agreement, as amended, and the Amended Note, principal and interest shall be paid in consecutive monthly installments of **ONE HUNDRED THIRTY THOUSAND SIX HUNDRED TWENTY-FIVE AND 37/100 DOLLARS ($130,625.37)** each. The amount of such monthly payment is equal to the amount required to amortize the principal amount of the Amended Note, together with interest at the interest rate provided for therein over a period of ten (10) years from January 25, 2014 to January 24, 2024, based upon the use of a year of twelve (12) thirty (30) day months and based upon an assumption that the payments will be made on a timely basis.

4. **MATURITY DATE.** The maturity date of the Loan and Amended Note is hereby extended to January 24, 2024.

5. **THE AMENDED AND RESTATED PROMISSORY NOTE.** The obligation of the Borrower to repay the Loan shall be evidenced by an Amended and Restated Promissory Note (the "Amended Note") duly executed and delivered to the Bank by the Borrowers.

6. **MODIFICATION FEE.** The Borrower shall pay a modification fee in the amount of Eleven Thousand Nine Hundred and No/100 Dollars ($11,900.00) payable upon execution of this Agreement and as a condition to its effectiveness.

7. **AMENDMENT AND EXTENSION OF LOAN DOCUMENTS.** The obligation of the Borrower to repay the Amended Note, together with accrued interest thereon, shall be evidenced by any other documents deemed necessary by the Bank's legal counsel to effectuate this Agreement, duly executed and delivered to the Bank by the Borrower.

8. **CONDITIONS PRECEDENT.** As conditions precedent to the effectiveness of this Agreement, the written approval of this Agreement by Participant and the written approval of this Agreement and confirmation of the Guaranty by USDA must be obtained, as well as the written approval of the Governor of Guam and of the Board of Directors of the Guam Economic Development Authority, as required by Guam Public Law 32-62, Sections 4(a) and 4(b).

9. **RIGHTS OF BANK.** This Agreement is made on the express condition that nothing contained herein shall in any way be construed as affecting, impairing or waiving any rights of the Bank under, Loan Agreement, as amended, the Amended Note, the Security Agreement and all documents executed in conjunction therewith or pursuant thereto (the "Loan Documents") or the validity or priority of any security instrument or similar instrument constituting the Loan Documents.

10. **CONFIRMATION OF REPRESENTATIONS AND WARRANTIES.** The Borrower agrees that each and every representation and warranty of the Borrower contained in each of the Loan Documents are hereby restated and confirmed to be true, valid and correct as of the date of this Agreement.

11. **COMPLIANCE.** The Borrower hereby agrees and represents and warrants to the Bank that the Borrower has, as of the date of this Agreement, performed and complied with all agreements and conditions contained in the Loan Documents which are required thereby to be performed and complied with by the Borrower prior to or as of the date of this Agreement.

12. **VALIDITY.** The Borrower hereby represents and warrants to the Bank that this Agreement has been duly authorized, executed and delivered by the Borrower, constitutes the legal, valid and binding obligations of the Borrower and is enforceable against the Borrower in accordance with its terms, subject only to bankruptcy, insolvency, moratorium, reorganization or other similar laws or equitable principles affecting creditors' rights in general.

13. **EXPENSES.** The Borrower shall pay all expenses incurred by the Bank in connection with this Agreement, including any attorneys' fees and other related costs and expenses.

14. **CONFIRMATION OF OBLIGATIONS.** This Agreement is an amendment and not a novation. As an essential inducement to the Bank to amend the terms and conditions of the Loan Agreement and the Loan Documents and to amend and restate the Note as provided herein, the Borrower hereby ratifies and confirms each and every Loan Document in all respects.

15. **COOPERATION TO ENSURE BANK'S PRIORITY IN SECURITY.** The Borrower shall, as requested by the Bank, execute and deliver such additional instruments which are reasonably necessary to ensure the Bank's priority and continuing security in each of the Loan Documents. The Borrower shall be responsible for and shall reimburse the Bank for any and all fees and costs incurred by the Bank, including reasonable attorneys' fees, to ensure such priority and security.

16. **NO DEFENSES; WAIVERS.** The Borrower represents and agrees that the Borrower has no claims, defenses or offsets against the Bank or against the Borrower's obligations under the Loan Documents whether in connection with the negotiations for execution of this Agreement, or otherwise, and if any such claims, defenses or offsets exist, the Borrower hereby irrevocably waives and releases each such claim, defense and offset as an essential condition for, and as the Borrower's inducement to the Bank to obtain, the Bank's agreement to enter into this Agreement and to modify the Loan.

17. **FULL FORCE AND EFFECT.** In the event of any conflict between the provisions of this Agreement and the provisions of the Loan Documents, the provisions of this Agreement shall control, but in all other respects, the provisions of each of the Loan Documents shall continue in full force and effect, and shall not be otherwise impaired by this Agreement.

18. **BINDING EFFECT.** This Agreement shall be binding upon the Borrower and the Borrower's successors and assigns and shall inure to the benefit of the Bank, its successors and assigns.

19. **JOINT AND SEVERAL OBLIGATIONS.** If more than one person other than the Bank signs this Agreement, each such person is jointly and severally obligated to keep all of the promises and obligations contained in this Agreement. The Bank may enforce the Bank's rights under this Agreement against each such person individually or against all such persons together.

20. **WAIVER OF JURY TRIAL. THE BORROWER HEREBY KNOWINGLY, VOLUNTARILY AND INTENTIONALLY WAIVES ANY RIGHT BORROWER MAY HAVE TO A JURY TRIAL IN ANY LEGAL PROCEEDING WHICH MAY BE HEREINAFTER INSTITUTED BY THE BANK OR THE BORROWER TO ASSERT ANY OF THEIR RESPECTIVE CLAIMS ARISING OUT OF OR RELATING TO ANY OF THE LOAN DOCUMENTS OR ANY OTHER AGREEMENT, INSTRUMENT OR DOCUMENT CONTEMPLATED THEREBY. IN SUCH EVENT, THE BORROWER, AT THE REQUEST OF THE BANK, SHALL CAUSE ITS ATTORNEY OF RECORD TO EFFECTUATE SUCH WAIVER IN COMPLIANCE WITH THE GUAM RULES OF CIVIL PROCEDURE, AS THE SAME MAY BE AMENDED FROM TIME TO TIME.**

21. **APPLICABLE LAW.** Notwithstanding anything to the contrary in any of the Loan Documents, this Agreement and each and all of the Loan Documents shall be governed by and interpreted in accordance with the laws of Guam.

22. **COMPLIANCE WITH OFAC RESTRICTIONS.** The Bank and the Borrower are obligated to comply with the laws and regulations administered by the United States Office of Foreign Asset Control ("OFAC Restrictions"). In order to comply with OFAC Restrictions, the Bank may be required to temporarily suspend processing a transaction which may result in delayed availability of funds, or may be prohibited from closing a transaction altogether. The Borrower agrees to the foregoing, and further agrees that if the Bank is required by applicable OFAC Restrictions to suspend processing of a transaction, or is prohibited by applicable OFAC Restrictions from closing a transaction, the Bank will not be liable for any damages of any kind or nature (including without limitation, actual, consequential, special, incidental, punitive, or indirect damages, whether arising out of claims for "lender liability" or any other cause), which the Borrower may suffer or incur in connection with any such suspension of, or failure to close, a transaction.

23. **SEVERABILITY.** If any provision of this Agreement is held to be invalid or unenforceable, the validity or

_____

_____

enforceability of the other provisions shall remain unaffected.

24. **PARAGRAPH HEADING.** The headings of paragraphs in this Agreement are inserted only for convenience and shall in no way define, describe or limit the scope or intent of any provision of this Agreement.

25. **COUNTERPARTS.** This Agreement may be executed in one or more counterparts, all of which shall constitute one and the same agreement.

IN WITNESS WHEREOF, the Borrower and the Bank have executed this Agreement as of the Effective Date.

BORROWER:

ANTONIO B. WON PAT INTERNATIONAL AIRPORT AUTHORITY, GUAM
A PUBLIC CORPORATION AND AUTONOMOUS INSTRUMENTALITY OF THE GOVERNMENT OF GUAM

BY:_____
NAME:_____
ITS:_____

BY:_____
NAME:_____
ITS:_____

BANK:

FIRST HAWAIIAN BANK
A HAWAII CORPORATION

BY:_____
NAME:_____
ITS:_____

APPROVED AS TO FORM:

_____
THOMAS J. FISHER
Attorney for Antonio B. Won Pat International Airport Authority, Guam

APPROVAL OF THE GOVERNOR OF GUAM

I, **EDDIE BAZA CALVO,** Governor of Guam, pursuant to Section 4 of Public Law Number 32-62, hereby approve the foregoing Commercial Loan Modification Agreement.

DATED: _____, 2014

_____
EDDIE BAZA CALVO
GOVERNOR OF GUAM

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ACKNOWLEDGEMENTS

GUAM, U.S.A.)
) **SS:**
MUNICIPALITY OF)
_____)

ON THIS _____ day of _____, 2014, before me, a notary public in and for Guam, personally appeared _____, known or identified to me to be the _____ of **ANTONIO B. WON PAT INTERNATIONAL AIRPORT AUTHORITY, GUAM,** a public corporation and autonomous instrumentality of the Government of Guam, whose name is subscribed to the foregoing **COMMERCIAL LOAN MODIFICATION AGREEMENT,** and acknowledged to me that he executed the same on behalf of said corporation, in such capacity, being fully authorized to do so, and for the uses and purposes therein contained.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year first above written.

_____
(official signature and seal of notary)

GUAM, U.S.A.)
) **SS:**
MUNICIPALITY OF)
_____)

ON THIS _____ day of _____, 2014, before me, a notary public in and for Guam, personally appeared _____, known or identified to me to be the _____ of **ANTONIO B. WON PAT INTERNATIONAL AIRPORT AUTHORITY, GUAM,** a public corporation and autonomous instrumentality of the Government of Guam, whose name is subscribed to the foregoing **COMMERCIAL LOAN MODIFICATION AGREEMENT,** and acknowledged to me that he executed the same on behalf of said corporation, in such capacity, being fully authorized to do so, and for the uses and purposes therein contained.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year first above written.

_____
(official signature and seal of notary)

GUAM, U.S.A.)
) **SS:**
MUNICIPALITY OF)
_____)

ON THIS _____ day of _____, 2014, before me, a notary public in and for Guam, personally appeared _____, known or identified to me to be the _____ of **FIRST HAWAIIAN BANK,** a Hawaii corporation, whose name is subscribed to the foregoing **COMMERCIAL LOAN MODIFICATION AGREEMENT,** and acknowledged to me that he executed the same on behalf of said corporation, in such capacity, being fully authorized to do so, and for the uses and purposes therein contained.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year first above written.

_____

(official signature and seal of notary)

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ON BANKPACIFIC LETTERHEAD

January ___, 2014

FIRST HAWAIIAN BANK
400 Route 8
Mongmong, Guam 96910

Attention: William Calori

RE: $11,900,000.00 LOAN TO ANTONIO B. WON PAT INTERNATIONAL AIRPORT AUTHORITY, GUAM

Dear Mr. Calori:

BankPacific, Ltd., a participant in the above-referenced loan pursuant to a participation agreement between First Hawaiian Bank and BankPacific, Ltd. dated June 27, 2012, hereby consents to the modification of that loan to:

a) effective January 25, 2014, increase the interest rate to 5.75%
b) extend the amortization period to 10 years
c) extend the maturity date from June 27, 2017 to January 24, 2024
d) to reduce the monthly installment payments of principal and interest commencing February 24, 2014 from $296,185.77 to $130,625.37.

Sincerely,

BANKPACIFIC, LTD.

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AMENDED AND RESTATED PROMISSORY NOTE

HAGÅTÑA, GUAM

DATE OF NOTE:	**ORIGINALLY DATED JUNE 27, 2012** **AMENDED AND RESTATED JANUARY 25, 2014**
PRINCIPAL AMOUNT OF NOTE:	**$11,900,000.00**
INITIAL INTEREST RATE:	**5.75% FIXED**

FOR VALUE RECEIVED, **ANTONIO B. WON PAT INTERNATIONAL AIRPORT AUTHORITY, GUAM,** a public corporation and autonomous instrumentality of the Government of Guam (the "Maker"), promises to pay to the order of **FIRST HAWAIIAN BANK,** a Hawaii corporation authorized to transact business in Guam (the "Payee") or to the Payee's successors or assigns, in legal tender of the United States, at such place or places as the holder of this Note ("Holder") may from time to time designate, the principal sum of **ELEVEN MILLION NINE HUNDRED THOUSAND AND NO/100 DOLLARS ($11,900,000.00),** or so much thereof as may be disbursed, together with interest thereon from the date of disbursement of said principal sum, all as provided herein.

INTEREST. The interest rate payable under this Note shall be a fixed rate of **FIVE AND THREE-FOURTHS PERCENT (5.75%)** per annum from the date hereof until this Note is paid in full. Interest will be calculated based on a 360 day year and the actual number of days elapsed.

PAYMENTS. Beginning on February 24, 2014 and continuing on the twenty-fourth (24th) day of each calendar month thereafter, principal and interest shall be paid in consecutive monthly installments of **ONE HUNDRED THIRTY THOUSAND SIX HUNDRED TWENTY-FIVE AND 37/100 DOLLARS ($130,625.37)** each. The amount of such monthly payment is equal to the amount required to amortize the outstanding principal amount of this Note, together with interest at the interest rate provided for herein, over a period of ten (10) years from January 25, 2014 to January 24, 2024, based upon the use of a year of twelve (12) thirty (30) day months and based upon an assumption that the payments will be made on a timely basis.

MATURITY. Notwithstanding anything to the contrary contained in the foregoing, all unpaid principal and accrued but unpaid interest shall be due and payable on January 23,

2024, unless sooner due as hereinafter provided. Except in the case of an election to the contrary by the Holder in the event of a default, all payments will be applied first to charges, then interest accrued, then principal.

OPTIONAL PREPAYMENT. The Maker shall have the privilege of prepaying principal upon three (3) business days' prior written notice, subject to the payment of a prepayment charge equal to three percent (3.0%) of the amount of the prepayment. The full amount of such principal specified for prepayment, together with the applicable prepayment charge, shall become due and payable on the prepayment date stated in such notice. Any prepayment shall be applied against the principal sum outstanding and shall not postpone the due date of any subsequent monthly payments or change the amount of any subsequent monthly payments.

PLACE OF PAYMENT. Maker agrees that until otherwise notified in writing by Payee or any other Holder of this Note, Maker will make all payments set forth herein payable to First Hawaiian Bank, 400 Route 8, Mongmong, Guam 96910.

SECURITY. This Note is secured by a Security Agreement and a UCC-1 Financing Statement (collectively the "Security Documents") dated June 27, 2012.

LIMITATIONS OF INTEREST. Notwithstanding any provision to the contrary contained in this Note or in the Security Documents, the rate and amount of interest which the Maker shall be required to pay to the Holder shall in no event, contingency or circumstance exceed the maximum rate or amount limitation, if any, imposed by applicable law. If, from any circumstance whatsoever, performance by the Maker of any obligation under this Note or under the Security Documents at the time performance shall be due (including, without limiting the generality of the foregoing, the payment of any fee, charge or expense paid or incurred by the Maker which shall be held to be interest), shall involve transcending the limits of validity prescribed by law, if any, then, automatically, such obligation to be performed shall be reduced to the limit of such validity prescribed by applicable law. If, notwithstanding the foregoing limitations, any excess interest shall at the maturity of this Note be determined to have been received, the same shall be deemed to have been held as additional security. The foregoing provisions shall never be superseded or waived and shall control every other provision of all agreements between the Holder and the Maker.

REPRESENTATIONS AND WARRANTIES. The Maker represents and warrants that (a) this Note constitutes a valid and enforceable obligation; and (b) neither the making of this Note nor the performance by the Maker of Maker's obligations hereunder will violate any provision of law, or any agreement, indenture, note or other instrument binding upon the Maker, nor give cause for acceleration of any indebtedness of the Maker.

LATE CHARGES. If any monthly payment shall not be paid within ten (10) days after the same becomes due and payable, the Holder, in addition to its other remedies, may collect, and the Maker shall pay on demand, a late charge equal to five percent (5%) of the amount overdue. Failure to assess such late charge for any late payment shall not constitute a waiver of the Holder's right to do so in the event of the same or any subsequent late payment.

REASONABLENESS OF DEFAULT CHARGES. The Maker acknowledges that nonpayment of any monthly payment when due and nonpayment at maturity (whether or not resulting from acceleration due to an event of default under the Security Documents) will cause damages to the Holder by reason of the additional expenses incurred in servicing the indebtedness evidenced by this Note and by reason of the loss to the Holder of the use of the money due and frustration to the Holder in meeting its other commitments. The Maker also acknowledges and agrees that the occurrence of any other default under the Security Documents will cause damages to the Holder. The Maker further acknowledges that it is and will be extremely difficult and impracticable to ascertain the extent of such damages caused by nonpayment of any sums when due or resulting from any other event of default under the Security Documents. The Maker by their execution and delivery hereof and the Holder hereof by the acceptance of this Note agree that a reasonable estimate of such damages must be based in part upon the duration of the default and that the rate of interest prescribed above with respect to the amount due and payable upon maturity or acceleration would not unreasonably compensate the Holder for such damages.

PROMISE TO PAY ADDITIONAL SUMS. The Maker promises to pay the attorneys' fees and such expenses as are incurred to induce or compel the payment of this Note (or any portion of the indebtedness evidenced hereby) or the performance of any obligations under the Security Documents, whether suit is brought hereon or thereon or not.

_____

_____

WAIVER. Except as otherwise provided herein, the Maker, and any endorsers or guarantors hereof, and all others who may become liable for any part of this obligation jointly or severally, waive presentment, protest, demand and notice of protest, demand, dishonor and nonpayment of this Note and consent to any number of renewals or extensions of the time of payment hereof and to any release of parties obligated hereunder or forbearance in the enforcement hereof.

GOVERNING LAW. This Note shall be governed by and construed according to the laws of Guam.

WAIVER OF JURY TRIAL. THE MAKER HEREBY KNOWINGLY, VOLUNTARILY AND INTENTIONALLY WAIVES ANY RIGHT MAKER MAY HAVE TO A JURY TRIAL IN ANY LEGAL PROCEEDING WHICH MAY BE HEREINAFTER INSTITUTED BY THE HOLDER OR THE MAKER TO ASSERT ANY OF THEIR RESPECTIVE CLAIMS ARISING OUT OF OR RELATING TO THIS NOTE, OR ANY OTHER AGREEMENT, INSTRUMENT OR DOCUMENT EVIDENCING, SECURING OR RELATING TO THE SECURITY DOCUMENTS OR ANY OTHER AGREEMENT, INSTRUMENT OR DOCUMENT CONTEMPLATED THEREBY. IN SUCH EVENT, THE MAKER, AT THE REQUEST OF THE HOLDER, SHALL CAUSE MAKER'S ATTORNEYS OF RECORD TO EFFECTUATE SUCH WAIVER IN COMPLIANCE WITH THE RULES OF CIVIL PROCEDURE OF THE APPLICABLE JURISDICTION, AS THE SAME MAY BE AMENDED FROM TIME TO TIME. THE SECURITY DOCUMENTS SHALL INCORPORATE COVENANTS BY THE MAKER CONFIRMING THESE AGREEMENTS.

AMEND AND RESTATE. This Amended and Restated Promissory Note amends, restates and supersedes that certain promissory note made by Maker in favor of the Holder on June 27, 2012.

IN WITNESS WHEREOF, the Maker has caused this Note to be duly executed.

MAKER:

ANTONIO B. WON PAT INTERNATIONAL AIRPORT AUTHORITY, GUAM
A PUBLIC CORPORATION AND AUTONOMOUS INSTRUMENTALITY OF THE GOVERNMENT OF GUAM

BY:_____
NAME:_____
ITS:_____

BY:_____
NAME:_____
ITS:_____

ACKNOWLEDGEMENTS

GUAM, U.S.A.)
) **SS:**
MUNICIPALITY OF)
_____)

ON THIS _____ day of _____, 2014, before me, a notary public in and for Guam, personally appeared _____, known or identified to me to be the _____of the **ANTONIO B. WON PAT INTERNATIONAL AIRPORT AUTHORITY, GUAM,** a public corporation and autonomous instrumentality of the Government of Guam, whose name is subscribed to the foregoing **PROMISSORY NOTE,** and acknowledged to me that he executed the same on behalf of said company, in such capacity, being fully authorized to do so, and for the purposes and considerations contained therein.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year first above written.

_____

(official signature and seal of notary)

GUAM, U.S.A.)
) **SS:**
MUNICIPALITY OF)
_____)

ON THIS _____ day of _____, 2014, before me, a notary public in and for Guam, personally appeared _____, known or identified to me to be the _____ of the **ANTONIO B. WON PAT INTERNATIONAL AIRPORT AUTHORITY, GUAM,** a public corporation and autonomous instrumentality of the Government of Guam, whose name is subscribed to the foregoing **PROMISSORY NOTE,** and acknowledged to me that he executed the same on behalf of said company, in such capacity, being fully authorized to do so, and for the purposes and considerations contained therein.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year first above written.

_____

(official signature and seal of notary)

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JBT AeroTech

Jetway Systems®
1805 West 2550 South
Ogden UT 84401-3396 USA
Phone: 801-627-6600
Fax: 801-629-3474

Proprietary and Confidential

January 7, 2014

Guam International Airport Authority
523 Chalan Pasaheru
Tamuning GU 96913

Attention: **Chuck Ada**

Email: **chucka@guamairport.net**

Subject: Quotation for the **Guam International Airport** new **Passenger Boarding Bridge Equipment, Gate 21**

Enclosed is our Revised Quotation No. **2402-E** dated January 7, 2014. Our quotation is based on JBT AeroTech Jetway Systems standard terms and conditions, which are attached to this quotation.

This revision shows quoting the Hawaii style truss bridge as the Base Bid. The following are some clarifications
We have quoted an open truss design without our wallboard
We have added the polyurea coating on the roof as a separate line item. This was not included in the last proposal.
We have included Norament tile in the tunnels.

Should you have any questions or comments, please do not hesitate to contact us. We appreciate the opportunity to submit this proposal and look forward to being of service to you.

Sincerely,

J. Garrett Macfarlane

J.Garrett Macfarlane
Airport Sales Manager - Americas

JBT AeroTech

DATE:	**07 January 2014**
QUOTE NO:	**2402-E**
VALIDITY DATE:	**07 February 2014**
PAGE NO.:	**1 of 3**

Proprietary and Confidential

QUOTATION

Jetway Systems®
1805 West 2550 South
Ogden, Utah 84401-3249
Phone: 801-627-6600
Fax: 801-629-3474

To: **Guam International Airport Authority**
523 Chalan Pasaheru
Tamuning GU 96913

Attention: Chuck Ada

Email: chucka@guamairport.net

DESCRIPTION	UNIT PRICE	TOTAL

Base Bid
Hawaii Style

1. PASSENGER BOARDING BRIDGE EQUIPMENT:

Provide an Apron Drive Passenger Boarding Bridge with the following requested features:

- PLC Controls (Beckhoff) with HMI
- Solid Tires
- ACF Floor
- Proximity Sensors
- 4 Quad Joystick
- Cab Swing Doors with SST Kick Plates
- Cab Curtain with Single Vision Panels
- Service Door Lockset – Simplex Unican 1000
- Service Door SST Kick Plate
- Service Ladder & Cage Assembly (Painted)
- Roof Handrail (Painted)
- A-Tunnel Handrails – Right side
- 20 Amp GFI Receptacles (Cab, Corridor, Lower Drive Column)
- Emergency Lighting
- Ceiling Panels – White
- Ceiling Insulation 1/2"
- Marine Grade Plywood Throughout
- Provide and Install Norament Rubber Tiles throughout tunnels
- Interlocks – 400 Hz, PCA, Canopy Forward
- Safety Shoe
- Hurricane Tie Down Straps

Proprietary and Confidential

DESCRIPTION	UNIT PRICE	TOTAL

PASSENGER BOARDING BRIDGE EQUIPMENT (continued):

- Closed Circuit Television (CCTV)
- Bridge Cool Provisions
- Cabin Temperature Probe
- 400 Hz and PCA Console Components
- Pre-wire 400 Hz – 180 KVA
- Pre-wire PCA – 100 Ton
- Double Dogleg for PCA & 400 Hz Power Cables
- 1 year warranty

Provide an A3 68/141-125R **Hawaii Pratt Truss with Aluminum Exterior Panels** Passenger Boarding Bridge with the options and features listed above :

Total for One (1): $ 536,975.00

2. **WALKWAY EQUIPMENT:**
Provide a Fixed Walkway with the same interior/exterior features to match the passenger boarding bridge and the following features listed below:
   - Column support
   - Haunch Support

   Provide a J-28-BB Walkway **Truss with Aluminum Exterior Panels**

   Total for One (1): $ 79,948.00

3. **POLYUREA ROOF COATING – COST ADDER TO BRIDGE AND WALKWAY:** **$ 18,941.00**
Provide polyurea roof coating to the bridge and fixed walkway (this option to be done in the factory):

4. **INSTALLATION (Includes the following):** **$ 72,388.00**
   - Take down and store existing bridge and store on airport property
   - Install new passenger boarding bridge
   - Remove existing Jetpower and PCA unit and reinstall on new PBB
   - Testing and commissioning of equipment
   - Training - 8 Hours Operator and Maintenance

5. **ESTIMATED FREIGHT:**
   FREIGHT Ogden/Guam: $ 107,062.00

Proprietary and Confidential

DESCRIPTION	UNIT PRICE	TOTAL
6. PAYMENT AND PERFORMANCE BONDS (If Required):		$ 7,277.00
7. GROSS RECEIPT TAX		$ 32,904.00
PROJECT TOTAL- BASE BID:		**$ 855,495.00**

JOHN BEAN TECHNOLOGIES CORPORATION through its business unit JBT AeroTech, JETWAY SYSTEMS®

Offered By: Curtis Corbridge

Title: Site Controller, Jetway Systems®

Date: January 7, 2014

GUAM INTERNATIONAL AIRPORT AUTHORITY

Accepted By:

Title:

Date:

CONDITIONS OF SALE - DOMESTIC
ALL QUOTATIONS ARE MADE SUBJECT TO THE FOLLOWING TERMS

The following terms and conditions shall apply to contracts entered into by JOHN BEAN TECHNOLOGIES CORPORATION (JBT CORPORATION), operating through the Jetway business unit of its JBT AeroTech Division.

The conditions of sale quoted herein shall remain in effect and supersede all other conditions of sale expressed or implied by Buyer, unless Buyer and Seller otherwise agree in writing. As used throughout this Contract, the term "Product" or "Products" is defined to include all equipment, materials, supplies, components, and any services, engineering, design, and data or other work supplied by Seller under this Contract. Any modifications to the terms herein shall be deemed rejected unless expressly approved by Seller in writing

1. QUOTATION VALIDITY: This Quotation expires and becomes void on the stated validity date, unless on, or prior thereto, Seller has received (i) Buyer's order evidenced by its return of this Quotation signed in the space provided for Buyer's acceptance, or (ii) Buyer's Notice To Proceed,(referencing this quotation) to commence design or fabrication of the project herein specified. All orders are subject to acceptance at Seller's offices in Ogden, Utah, and any sale to Buyer hereunder shall be governed solely by the terms and conditions contained herein which shall supersede any conflicting terms and conditions of Buyer, any statement in Buyer's terms notwithstanding.

2. PAYMENT TERMS: Product(s) sold under this contract require an advance payment of 25% of the total contract value. The remaining 75% shall be invoiced for monthly progress payments based on an approved schedule of values or in accordance with the payment schedule submitted with Seller's proposal. Spare Part sales shall be 100% payable upon shipment of goods by Seller.

   a. Terms are net 30 days subject to credit approval. Security for the advance payment and progress payments issued for off-site materials and completed manufactured products shall be provided in accordance with Buyer's requirements or by a Bank Guarantee issued in an amount equal to the progress payment. Interest at 1-1/2% per month will be added to all accounts overdue and payable in accordance with the above Terms of Payment.

   b. If Buyer fails to perform any condition of the terms of payment of this Contract, Seller may (1) withhold deliveries and suspend performance, or (2) continue performance if Seller deems it reasonable to do so, or (3) place the Products in storage pursuant to the provisions of Article 8 and Buyer shall be liable for all applicable costs resulting therefrom. In addition, Seller shall be entitled to an extension of time for performance of its obligations equaling the period of non-performance and if Buyer fails to rectify the non-performance promptly upon notice thereof, Seller may cancel this Contract, and Buyer shall pay Seller its charges for cancellation upon submission of Seller's invoices therefor.

3. PRICE: This is a firm fixed price contract. No changes in the price will be allowed unless mutually agreed to in writing by both parties. Prices are FOB Origin (Ex-Works) unless noted otherwise on the quotation. All freight prices are estimated amounts and will be invoiced at actual costs upon receipt of shipper's invoice.

4. TAXES: State sales and/or use taxes are not included. In areas where Seller is not authorized to collect such taxes, the remittance of any sales/use tax shall be the responsibility of the Buyer. Seller will accept a valid exemption certificate from the Buyer if applicable; however, if an exemption certificate previously accepted is not recognized by the governmental taxing authority involved, or the certificate doesn't cover all assessed taxes and the Seller is required to pay such taxes , Buyer agrees to promptly reimburse Seller for the taxes paid.

5. DELIVERY: The shipment of all Products shall be scheduled as mutually agreed and in accordance with Article 3 above. Partial deliveries shall be permitted. Delivery times are approximate and are dependent upon timely receipt by Seller of all necessary equipment definition (paint color, desired carpet, column heights, etc.) and information from the Buyer necessary to proceed with the manufacturing work. In the event Buyer does not timely provide the requested definition and information, the delivery time will be delayed accordingly and Seller will notify Buyer of the next available delivery time for the Equipment which is compatible with Seller's factory production schedule.

6. DELAYS: In the event Seller should be requested by, or caused by, Buyer to delay its delivery and/or installation of any Product(s) purchased under this Contract, Seller shall be entitled to the following:

   a. A storage fee will be assessed for all delayed Products pending final delivery and installation at Buyer's site(s).

   b. Any additional costs incurred by Seller in repairing and refurbishing the Product(s) to original condition following such storage period and preliminary to delivery to Buyer.

c. Any extra handling costs incurred in extra or double handling of the Product(s) to accommodate Buyer caused or requested delays.

d. Payment in full for the Product(s) completed in accordance with the Buyer's contract schedule but placed into storage to accommodate the Buyer.

Items A, B & C may be waived for Product(s) stored less than one month or as mutually agreed upon between Buyer and Seller.

7. **FORCE MAJUERE:**

a. Seller shall not be liable for delays in delivery or failure to perform due directly or indirectly to (i) causes beyond Seller's reasonable control; (ii) acts of god, act (including failure to act) of any governmental authority (*de jure* or *de facto*), wars (declared or undeclared), governmental priorities, port congestion, riots, revolutions, strikes, fires, floods, sabotage, nuclear incidents, earthquakes, storms, epidemics; or (iii) inability due to causes beyond Seller's reasonable control to timely obtain either necessary and proper materials, components, energy, fuel, transportation, or Buyer authorizations or instructions, definition or information required for Seller to complete the manufacture of the equipment.

b. In the event of any delay or failure excused by this Article, Seller shall as soon as practical notify Buyer and shall at the same time, or at the earliest practical date after such notice, specify the revised delivery date. In the event of such delay, the time of delivery or of performance shall be extended for a period equal to the time lost by Seller by reason of the delay. If delay excused by this Article extends for more than sixty (60) days and the parties have not agreed upon a revised schedule for continuing the work at the end of the 60 day period, including adjustment of the price if applicable, then either party upon thirty (30) days written notice, may terminate this Contract with respect to the unexecuted portion of the work, whereupon Buyer shall pay Seller for all the work completed to the date of termination including profit for that work and Seller shall turn over all materials and Products completed at the termination date.

8. **SHIPMENT & STORAGE :** If any part of the Product(s) cannot be shipped when ready due to any cause referred to in Articles 6 or 7, Seller may place such Products in storage at the place of manufacture or Buyer designated site. In such event; (i) Seller shall notify Buyer of the placement of any Product in storage; (ii) Seller's delivery obligations shall be deemed fulfilled and title and all risk of loss or damage shall thereupon pass to Buyer; (iii) any amounts otherwise payable to Seller upon delivery shall be payable upon presentation of Seller's invoice; (iv) implementation of conditions of Article 6 above; and (v) when conditions permit and upon payment of all amounts due hereunder, Seller shall assist and cooperate with Buyer in any reasonable manner for the removal and delivery of any Product(s) which has been placed in storage.

9. **RISK OF LOSS & TITLE:** Full risk of loss shall pass to the Buyer upon delivery of products. However, Seller retains title, for security purposes only, to all products until paid for in full. Seller may at Seller's option repossess the same upon buyer's default in payment hereunder and charge Buyer with any deficiency.

10. **INSTALLATION:** In the event Seller is responsible for installation of the Products, Buyer agrees to provide Seller and/or its subcontractors full and timely access to the installation site, available power for testing, and an uninterrupted installation schedule. In the event that Seller shall suffer any costs or expense due to delays at the site that are beyond Seller's control, Buyer shall be charged with Seller's increased costs so incurred.

11. **PRODUCT ACCEPTANCE:** The Buyer shall inspect all Product(s) and associated work within ten (10) business days of notice from the Seller to the Buyer that the applicable work is substantially complete. Buyer shall identify in writing all punch list items during the inspection and Seller shall immediately correct such items. Buyer shall inspect and provide a final acceptance certificate within five (5) business days of notice from the Seller to the Buyer that all punch list items have been corrected.

12. **NEW PRODUCT WARRANTY**

a. Seller warrants that Products manufactured by Seller shall be free from defects in material, workmanship, and title and shall be of the kind and quality specified or designated by Seller in this Contract for a period of one year from the date of final acceptance or beneficial occupancy or 18 months from shipment of the product, whichever occurs first. Defective and nonconforming items must be held for Seller's inspection and if requested returned to the Seller's manufacturing facility. **THERE ARE NO OTHER WARRANTIES, STATUTORY, AT LAW, EXPRESS OR IMPLIED, INCLUDING THE IMPLIED WARRANTIES OF MERCHANTABILITY AND FITNESS FOR A PARTICULAR PURPOSE, WHICH EXTEND BEYOND THE FACE OF THIS AGREEMENT.**

b. Upon Buyer's submission of a claim as provided above and following its substantiation, seller shall provide a replacement part for the defective or faulty part.

c. The foregoing is Seller's only obligation and Buyer's exclusive remedy for breach of warranty against Seller for all claims arising hereunder or relating hereto. In no event shall Buyer be entitled to incidental or consequential damages. Any action by Buyer arising hereunder, or relating hereto whether based on breach of contract, tort (including negligence and strict liability) or other theories must be discovered within one (1) year after the cause of action occurs or it shall be barred.

d. Seller disclaims any warranty responsibility as to its products in the event of any modification of such product without prior written consent of Seller. With respect to any Products not manufactured by Seller (except for integral parts of Seller's Products, to which the warranties set forth above shall apply), Seller gives no warranty, and only the warranty, if any, given by the manufacturer of the other product shall apply.

e. The foregoing warranty provisions are applicable only if the Buyer has performed preventative maintenance in accordance with Seller's maintenance manual. The required maintenance must be performed and records maintained for Seller's review and inspection if requested.

f. Due to the inherent design and operational use of the canopy closure curtains, tires, aircraft supply hose and hose storage basket, input and aircraft cables, light bulbs, light lenses, and fuses (when required), these items are considered expendable parts and are not covered by any warranty other than that of workmanship and quality. In addition, the following after-installation-adjustments are considered a part of standard boarding bridge maintenance and therefore are not covered by any warranty: (i) Vertical travel limits, (ii) Horizontal travel limits, (iii) Swing tunnel warning and limit, (iv) Adjustment of motor brakes and timer, (v) Steer and over-steer limits, (vi) Tire pressure, (vii) Cable adjustment, electrical and mechanical and (viii) Tunnel roller adjustments.

g. Should Buyer elect to have the installation of the Product(s) performed by someone other than Seller, the warranty shall not commence until the Product(s) has been inspected and approved for fitness of operation by the Seller. Costs for this inspection shall be borne by the Buyer.

13. **REHAB PRODUCT WARRANTY:** Seller warrants that any rehab work performed will meet all applicable specifications and other specific product and work requirements of this agreement and will be free from defects in material and workmanship for a period of one year from final acceptance of the work or beneficial occupancy, whichever occurs first. All parts not manufactured by Seller that are purchased from other vendors shall be warranted for 6 months or the vendor's stated warranty for the part whichever is less. The sole remedy for breach of this warranty is the repair or replacement (at Seller's option) of the defective good, and Seller will not be liable under this warranty for labor to remove or reinstall the good, for transportation or freight on the good or any replacement good, for down time or for any other costs. All other terms stated in Article 12 above shall apply.

14. **PATENT INFRINGMENT:**

a. If notified promptly in writing by Buyer and given complete authority, information and assistance, Seller shall defend, or may settle, at its option, any suit or proceeding brought against Buyer based upon a claim that the use or sale of any equipment in accordance with this Agreement constitutes literal infringement of any apparatus claim of a United States patent. Seller shall pay all damages and costs awarded in such suit or proceeding provided Buyer does not, by any act, except as may be required by law, or compelled during or as a result of legal proceedings (including any admission or acknowledgment), materially impair or compromise the defense of such suit or proceeding. If in such suit or proceeding, the equipment or any portion thereof is held to constitute infringement and its use is enjoined, Seller shall, at its own expense and option, either procure the right for Buyer's continued use or sale thereof, replace or modify the affected portion so that it becomes non-infringing, or accept return of such portion and refund a prorata portion of any amount paid by Buyer for such portion. This states the entire liability of Seller with respect to any infringement by the equipment.

b. The foregoing paragraph shall not apply to any claim of infringement arising from any item of equipment or portion thereof specified by Buyer, or Buyer's modification of the equipment, or Buyer's use thereof with other software or equipment not supplied by Seller. As to any such use, Seller assumes no liability whatsoever for patent infringement and Buyer will hold Seller harmless against any infringement claims arising therefrom.

15. INDEMNIFICATION AND CONSEQUENTIAL DAMAGES:

    a. Each Party shall indemnify, defend and hold harmless the other Party, from and against the loss, liability, claim, or action, to persons, property or third parties ("Loss") to the extent that such Loss was caused by the indemnifying Party or its agents, subcontractors or affiliates.

    b. Seller shall release, defend, indemnify and hold harmless Buyer, its affiliates and its other contractors for pollution or contamination arising above the surface of the land or water and which escapes or emanates directly from Sellers' equipment which equipment is wholly within Sellers' control. Buyer shall release, defend, indemnify and hold harmless Seller for all other pollution not specifically assumed by Seller.

    c. Notwithstanding the foregoing, neither Party shall be liable to the other for any indirect, special, or consequential damages, including, but not limited to, lost profits, loss of use, environmental or pollution damage, or consequential or indirect damages to the other Party's property or facilities, regardless of cause.

16. TERMINATION: In the event Buyer shall terminate the order for the Product(s) referenced herein for reasons other than a default by the Seller, Buyer agrees to pay Seller for any costs incurred and all work that Seller has performed up to the date of termination plus a reasonable rate of profit for the work performed. Except as specifically agreed in writing, termination shall not relieve either party of any obligation arising out of work performed prior to the date of termination.

17. STANDARDS: Unless otherwise specified, units are designed to meet all applicable U.S. national equipment codes, including NEC, AISC and AWS. Costs of meeting any local codes not specifically mentioned shall be an addition to the contract unless noted in Schedule A of this quotation.

18. LICENSES AND PERMITS: Building permits by any airport or regulatory authority, and applicable fees for said permits are the responsibility of the Buyer.

19. MANUALS: The prices herein cover the cost of providing our Standard Operation & Maintenance manual for each Product sold. One (1) copy per model will be provided per location. The charge for any additional manuals will be given upon request. Unless otherwise specified, all manuals provided will be in the English language.

20. VERIFICATION OF ROTUNDA HEIGHT: Seller does not assume responsibility for verification of rotunda column heights (distance from the top of foundation to second level terminal floor), anchor bolt placements, or foundation design or installation. However, Seller will furnish anchor bolt templates for specific installations upon written request and at an extra cost to Buyer. Rotunda column heights must be given to Jetway in writing at least 45 calendar days prior to the estimated shipment date specified in this Agreement. In the event Rotunda column heights are delayed, Seller will be entitled to an extension of time for performance of its obligations equaling the period of delay and will be entitled to collect all costs associated with the delay.

21. TRAINING: If purchased by the Buyer, Seller will provide operator and maintenance training at a time or times convenient to the Buyer at the time of installation, but no later than the operational date of the Equipment. Unless specified otherwise in the Contract, training sessions will utilize prepared text, slides, and other instructional aids as required in the English language. Buyer to provide language interpreters as required for training sessions.

22. DISPUTES AND GOVERNING LAW: This contract shall be governed under the laws of the State of Utah. In the event of any dispute, or difference arising out of, or relating to this contract, or the breach thereof, the parties shall use their best endeavors to settle such dispute, or difference by consulting and negotiating with each other, in good faith, and understanding of their mutual interests, to reach a just and equitable resolution which is satisfactory to the parties. In the event the parties cannot resolve such dispute up to the level of each party's Senior Management within ninety (90) days after a party's initial notice of the dispute, the parties shall be free to litigate their differences in local, state, or federal courts in Ogden, Utah.

23. SUCCESSORS AND ASSIGNS: This contract shall inure to the benefit of and bind any successor in interest to a party to this contract. The Buyer will not assign this contract or delegate its performance thereunder by subcontract or other instrumentality, in whole or in part, without the prior written consent of the Seller. However, the Seller may assign this contract to any subsidiary, affiliate or successor in interest upon notice to the Buyer of such assignment, in which case, the Seller shall be released from any and all obligations arising under this contract.

24. CONFIDENTIALITY: Buyer acknowledges that during the execution of this Agreement that Seller will provide confidential information to Buyer regarding the Equipment design. Buyer agrees that such information is and will remain the property of

Seller and that Buyer will use the information only for the operation and maintenance of the Equipment and protect the confidential information from disclosure to other person, and entities. Buyer and Seller agree not to disclose the existence or terms of this Agreement to any third person or entity without first obtaining the written permission of the other party.

25. LIMITATION OF LIABLITY: Under no circumstances shall the total aggregate liability under any contract for all Sellers' exposures (e.g., pollution, warranty, indemnification, liquidated damages) exceed the value of the contract.

26. SOFTWARE: Seller hereby grants to Buyer a non-exclusive, non-transferable and non sublicensible license to use the PCL control Software solely in conjunction with the operation of the Equipment provided under the contract and otherwise in accordance with any other applicable agreements in existence between the parties. Buyer agrees that the Software and any other related information or data supplied by Seller constitutes a valuable trade secret and is proprietary information of Seller and/or Seller's licensors. Unless expressly authorized by Seller in writing, the Software may not be copied, modified, translated, reverse engineered, compiled or decompiled, transferred, or disclosed to another party. Notwithstanding the foregoing, the Software may be copied for backup or archival purposes reasonably necessary to support the license granted herein.

27. MISCELLANEOUS: The invalidity, in whole or in part, of any Article or Paragraph thereof shall not affect the validity of the remainder of such Article or Paragraph of this Contract.

28. ENTIRE AGREEMENT: This Agreement, when accepted, shall constitute the entire Agreement between Seller and Buyer, superseding any oral or written negotiations or promises, and this Agreement may be changed, discharged or terminated only by an instrument in writing executed by a duly authorized representative of the parties.

A.B. WON PAT
INTERNATIONAL AIRPORT AUTHORITY, GUAM
ATURIDAT PUETTON BATKON AIREN GUAHAN ENTENASIONAT

P.O. Box 8770
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MINUTES OF THE REGULAR MEETING OF THE BOARD OF DIRECTORS OF THE A.B. WON PAT INTERNATIONAL AIRPORT AUTHORITY, GUAM
Thursday, January 30, 2014, 3:00p.m.
GIAA TERMINAL CONFERENCE ROOM #3

1. CALL TO ORDER AND ATTENDANCE

The January 30, 2014, regular meeting of the Board of Directors of the A.B. Won Pat International Airport Authority, Guam ("GIAA" or the "Authority") was called to order by Chairman Untalan at 3:04p.m. at the GIAA Terminal Conference Room #3, 355 Chalan Pasaheru, Tamuning, Guam, 96913.

Directors Present:	**Offices or positions:**
Edward G. Untalan	Chairman
Martin Gerber	
Rosalinda A. Tolan	
Gurvinder Sobti	
Lucy M. Alcorn	
Directors Absent:	
Jesus Q. Torres	Vice Chairman
Pedro P. Ada III (Off Island)	
GIAA Officials:	
Charles H. Ada II	Executive Manager
Peter Roy Martinez	Deputy Executive Manager
Carlos Bordallo	Comptroller
Frank R. Santos	Business and Financial Consultant
Jean M. Arriola	Air Services Manager
Gerard Bautista	Air Terminal Manager
Antonio Taitingfong	Assistant Chief of Police
Victor Cruz	Engineer Supervisor
Edward Muna	Airport Operations Superintendant
Franklin Taitano	Procurement Supervisor
Joseph G. Javellana	Program Coordinator IV
Janalynn Cruz Damian, Esq.	GIAA Legal Counsel

The Chairman welcomed the presence of Airport tenants, stakeholders, and members of the public who are noted in a sign-in sheet made as an attachment to these minutes.

2. APPROVAL OF AGENDA

The Chairman asked if there were any changes to the agenda. On motion duly made by Director Gerber, seconded by Director Sobti, the agenda was amended as follows: To include under New Business a new item C. Approval of Estoppel Certificate from PacAir Properties.

3. APPROVAL OF MINUTES

A. November 27, 2013 Regular Meeting *(Tabled)*
B. December 27, 2013 Regular Meeting
C. January 15, 2014 Special Meeting

The next item on the agenda was approval of the minutes of the November 27, 2013 regular meeting; December 27, 2013 regular meeting; and January 15, 2014 special meeting.

Chairman Untalan noted that during the January 15, 2014 special meeting the award to Proposer B for the A-E Services for the Terminal Building Structural Upgrade & Concourse Isolation Design was approved, but the identity of Proposer B was not announced. Chairman Untalan requested that the name of Proposer B be stated for the record. Mr. Franklin Taitano informed the Board that Proposer B is E&A Engineers. The Chairman also mentioned that there were questions at that meeting whether it was legally permissible to use the existing RFP to select the number two (2) highest ranked proposer to conduct peer review of the number one (1) highest ranked proposer. Management informed the Board that Legal Counsel has confirmed that all procurement issues are cleared and that Management may proceed with the selection of Proposer G as the number two (2) highest ranked proposer. Mr. Franklin Taitano informed the Board that the number two (2) highest ranked proposer is Rim Architects.

Relative to the December 27, 2013 minutes, the Chairman inquired if the appraisal of the Airport property was completed by December 30, 2013 as stated. Mr. Frank Santos replied that the appraisal is done and went on to give the Board a brief update relative to the Tiyan Parkway, stating that ten (10) days ago an offer to purchase was received from Department of Public Works (DPW) for the Airport property as a perpetual easement, not a change in title, in the amount of $3.6M.

On motion duly made by Director Gerber, seconded by Director Tolan, the minutes of the November 27, 2013 regular meeting; December 27, 2013 regular meeting; and

January 15, 2014 special meeting were unanimously approved, subject to corrections.

4. CORRESPONDENCE

No Correspondence presented.

5. OLD BUSINESS

The next item on the agenda was Old Business.

A. Approval of GIAA FY13 Financial Audit Report by Ernst & Young

The first matter discussed was the approval of GIAA's FY13 Financial Audit Report by Ernst & Young LLP (E&Y). Mr. James Whitt from E&Y provided a brief power point presentation to the Board. Mr. Whitt informed the Board that E&Y was able to give an unqualified opinion.

Following the presentation, the Chairman commended Management and staff for doing an outstanding job and stated that the results are a tremendous improvement. He added that while GIAA saw a net growth, the focus is going to be on continuing improvement in the revenue base. The Chairman asked the E&Y team if the Airport would be considered low-risk in two (2) years. Mr. Whitt replied yes.

After further discussion, on motion duly made by Director Tolan, seconded by Director Alcorn, the following resolution was unanimously approved:

Resolution No. 14-24

The Board hereby approves the GIAA FY13 Financial Audit Report as presented by Ernst & Young LLP.

Chairman Untalan noted for the record that GIAA had met with the Public Auditor during the exit interview and she had very positive things to say regarding the improvements of the Airport. The Chairman added that the Board will be working with Management to create policies and procedures. The Public Auditor also noted that the Airport is again and usually the first to release its Audit in a timely manner.

A. Status of Capital Improvement Projects

The second matter discussed was the Status of Capital Improvement Projects. Mr. Frank Santos informed the Board that three (3) schedules were included in their packets, the first being the Series 2013 Bond Capital Improvement Projects. Mr. Santos provided updates on the Bond projects, informing the Board that the projects identified with

'Pending IDIQ RFP Issuance' are projects that are not federally funded and are not of a large dollar value so they will be combined under a single RFP under an Indefinite Delivery Indefinite Quantity (IDIQ) concept, previously done by GIAA. Proceeding this way will allow the Airport to place all of these projects together and be able to conduct surveys and cost estimates and streamline engineering, design and construction management. Several firms will be selected that the Airport can contract to handle these projects concurrently. Mr. Santos informed that the Board that the IDIQ RFP will include all of the professional services. Discussion followed relative to the IDIQ RFP projects.

Mr. Santos went on to update the Board on the AIP Grants, informing the Board the ARFF Fire truck is out for bid.

Mr. Santos reported on the Capital Improvement Projects for Fiscal Year 2014, Funding Source. He explained that this is an amended project schedule including projects for FY14 only, and will be updated to include previously approved but pending projects from prior fiscal years, everything is subject to availability of funding. Discussion followed relative to projects identified, but pending availability of funding to include bathroom renovations. The Chairman requested for a Priority List to be presented to the Board.

Mr. Santos provided an update on the Terminal Fire Alarm and Fire Suppression System, stating that $2.5M has been appropriated. Director Alcorn inquired on the amount to upgrade. Mr. Santos replied that a light for light replacement would be over $400,000, to upgrade to meet the fire code is $1.8M. Mr. Santos announced that the change does not have to be approved in the budget at this time, however it will need to be approved once the bid results come back.

B. Procurement Approval for Gate 21 Replacement Loading Bridge

The Executive Manager informed the Board that Management is still in the process of acquiring the data that was requested from the Board relative to the loading bridges and requested if this item be tabled until the next meeting so that the report may be completed.

6. NEW BUSINESS

The next item on the agenda was New Business.

A. Approval of Award for Exterior Wall Painting/Repair of Terminal Building and Other Airport Structures – IFB No. GIAA-C02-F14

The first matter discussed was approval of award under the Invitation for Bids for Exterior Wall Painting/Repair of the Terminal Building and Other Airport Structures, IFB No. GIAA-C02-FY14 (the "IFB"). The Executive Manager informed the Board that the IFB solicited bids from firms to provide painting/repair work inclusive of all labor, materials, supplies and equipment for painting of terminal building. Thirteen (13) firms/individuals purchased the bid package and ten (10) firms submitted bid proposals before the submission deadline. The firms were evaluated and nine (9) were determined to be acceptable. The Manager informed the Board that the lowest responsive, responsible total bid amount received is $397,999.00, which is 53% below the government estimate of $850,000.00. Management recommends that the Board approve the contract award of $397,999.00 to J&B Modern Tech, who has been determined to have met the standards of responsibility and responsiveness outlined in the Guam Procurement Regulations.

Director Alcorn inquired on EONS Enterprise Corp.'s bid amount being lower than Management's recommendation. Ms. Janalynn Damian informed the Board that upon review of the bid submitted by EONS it was determined that the bid was non-responsive because EON's did not submit the proper bid form. Discussion followed relative to the bid amounts and the type of paint to be used and if it was outlined in the bid package, with the Executive Manager informing the Board that the bid package specified the type of paint to be used.

After further discussion, on motion duly made by Director Tolan, seconded by Director Gerber, the following resolution was unanimously approved:

Resolution No. 14-25

The Board hereby approves the contract award for Exterior Wall Painting/Repair of the Terminal Building and Other Airport Structures, IFB No. GIAA-C02-FY14 to J&B Modern Tech in the amount of $397,999.00, and disqualification of the bid submitted by EONS Enterprise Corp. for non-responsiveness.

The Chairman inquired on when the water blasting will begin. Ms. Jean Arriola informed the Board approximately one month.

B. Approval of Award for Design Services for GIAA Tiyan Site Development Access Road – RFP No. GIAA-003-FY14

The second matter discussed was approval of award under the Request for Proposal for Design Services for GIAA Tiyan Site Development Access Road, RFP No. GIAA-003-FY14 (the "RFP"). The Executive Manager informed the Board that the RFP solicited proposals from professional firms to provide design services for the Tiyan site development access road. A total of twelve (12) firms obtained the RFP packages, however seven (7) firms

responded by submitting proposals before the established deadline. After receipt of all proposals, an Evaluation Committee was established to perform an independent evaluation of the proposals to determine the best qualified proposer. The proposals were evaluated based on the point system assigned for each criteria identified in the RFP package. As a result of the evaluation committee's tabulation, the selected firms in order of their ranking are as follows:

1. Proposer A
2. Proposer B
3. Proposer C
4. Proposer F
5. Proposer D
6. Proposer G
7. Proposer E

Management recommends the approval of the ranking results and the contract award to Proposer A, as the highest ranked proposer, subject to negotiations of fair and reasonable fees. In the event that the negotiations prove unsuccessful, GIAA Management will enter negotiations with the next highest ranked proposer.

The Chairman inquired if these firms have done work with the Airport in the past. The Executive Manager replied yes. The Chairman informed the Board that he took the opportunity to come in to review the proposals prior to the meeting and noted that the same firms are continuing to show interest in the projects. He added that one of the main reasons why Mr. Frank Santos is requesting for the IDIQ RFP process next month is to avoid having to put out individual RFP's for the smaller projects; under the one (1) RFP, a number of firms will be awarded, and will be rotated. Discussion followed relative to the IDIQ project.

Relative to the Tiyan Site Development Access Road RFP, Director Gerber inquired on the location. Mr. Santos directed the Board to a map and pointed out the location. The Executive Manager informed the Board that the Access Road would provide the Airport accessibility should anything unforeseen occur on the Tiyan Parkway. The Chairman inquired on who would have access to this road. Mr. Santos replied that it would be for Airport related use and would depend on the developers and tenants.

After further discussion, on motion duly made by Director Gerber, seconded by Director Alcorn, the following resolution was unanimously approved:

Resolution No. 14-26

The Board hereby approves the ranking results and contract award to Proposer A for Design Services for GIAA Tiyan Site Development Access Road, RFP No. GIAA-003-FY14,

subject to negotiation of fair and reasonable fees and legal review. If negotiations prove unsuccessful, Management can enter into negotiations with the next highest ranked proposer.

The Executive Manager announced to the Board that Proposer 'A' is Duenas & Associates.

C. Approval of Estoppel Certificate from PacAir Properties

The third matter discussed was the approval of the Estoppel Certificate from PacAir Properties. At this time Chairman Untalan stated for the record that he would like to recuse himself from this discussion as he is employed by First Hawaiian Bank (FHB), and that FHB provided financing to PacAir Properties, and he recommended that the Board elect an Acting Chairman for this discussion as the Vice Chairman is not present.

After further discussion, on motion duly made by Director Alcorn, seconded by Director Sobti, the following resolution was unanimously approved:

Resolution No. 14-27

The Board hereby approves the nomination and election of Director Gerber to Chair the discussion relative to the approval of Estoppel Certificate from PacAir Properties.

Chairman Untalan exited the conference room.

Acting Chairman Gerber requested that Mr. Santos to provide a brief background to the Board regarding the Estoppel Certificate.

Mr. Santos referred to the current Ground Lease Agreement between GIAA and PacAir Properties of which the Air Cargo Facility is constructed upon. PacAir Properties is requesting to increase its loan amount with FHB in the amount of $3.9M in order to finance tenant improvements within the facility and FHB is requesting the Estoppel Certificate as part of the financing. The tenants that they now have are Social Security Administration, U.S. Citizenship & Immigration Services and National Oceanographic Atmospheric Administration. Mr. Santos informed the Board that that the Estoppel Certificate affirms that there is a Lease Agreement, and indicates that should PacAir Properties default on their loan with FHB that GIAA is permitting FHB to either make payments on the rent and continue as the Landlord for that building or substitute. Mr. Santos stated that Management recommends that the Board approve the Estoppel Certificate and it essentially amends the Estoppel previously authorized by the Board.

Director Tolan inquired if there were a negative impact for the Airport. Mr. Santos replied none that he is aware of. Acting Chairman Gerber inquired if this would be

subject to Conflicts Counsel review, and asked if Conflicts Counsel had reviewed the Estoppel Certificate. Mr. Santos replied that he believed that Conflicts Counsel had reviewed it and would have to sign off on page 3 of the Estoppel Certificate.

After further discussion, on motion duly made by Director Tolan, seconded by Director Sobti, the following resolution was unanimously approved:

Resolution No. 14-28

The Board hereby approves the Estoppel Certificate from PacAir Properties as presented by Management subject to review by Conflicts Counsel.

Chairman Untalan returned to the conference room.

7. REPORT OF EXECUTIVE MANAGER

The next item on the agenda was the report of the Executive Manager. The Executive Manager reported on various matters concerning airline and charter operations. He announced that beginning January 15, 2014 through the end of February, the U.S. National Science Foundation (NSF) and the U.K. Facility for Airborne Atmospheric Measurements (FAAM) will be operating at the ACI hangar to monitor tropical atmosphere and changes as a result of global warming. GIAA is partnering with NSF and FAAM with two (2) days of Community Outreach presentations on February 11 and 13, and a half day Open House on February 15, 2014 at the ACI Hangar.

Reporting on FAA issues, the Manager reported that Mr. Ron Simpson, FAA Manager out of the Honolulu District Office, met with GIAA Management and staff to discuss key items that include, Tiyan Parkway, AIP Funding, Noise Mitigation, and the FY 2013 Single Audit. The next scheduled FAA visit is in April 2014 for GIAA's annual certification inspection.

The Executive Manager reported on a number of announcements to include GIAA hosting a Route Development Strategy Workshop on January 28 and 29, 2014 at the Hyatt, Guam. The workshop was facilitated by the Authority's Air Service Consultant, with the objective to identify an overall air service development strategy for GIAA and implementation plan for the remainder of 2014 and 2015. The Guam Economic Development Authority (GEDA) and the Guam Visitors Bureau (GVB) also participated in the workshop.

GIAA has been invited to attend GVB's launching of their 2020 Vision Plan scheduled for 2:00 p.m., February 4, 2014 at the Sandcastle in Tumon. All Board members are invited to attend and support the launch, with a press conference scheduled which will be led by Governor Eddie Baza Calvo.

GIAA has been working with the Lieutenant Governor's Office on the planning of "Soaring High", an island beautification Task Force fundraiser in collaboration with Japan Airlines. The fundraiser is scheduled for March 14, 2014 and will consist of lunch on the concourse and a tour of the island on board a Japan Airlines aircraft.

The Chairman announced that he attended the Route Development Strategy Workshop and he had thought it was interesting, he inquired with Management on what was the next step, will the strategy be finalized and brought to the Board for review. The Executive Manager replied that it is in line with the release of GVB's Master Plan. Having gone through the workshop, the Manager stated now GIAA can meet with GVB and GEDA and come up with a Plan that all three (3) Boards can be presented with.

The Chairman mentioned GVB's 2020 Vision Plan, and noted the importance of the three (3) agencies working together in terms of a strategy. Discussion followed relative to GVB's 2020 Vision Plan and Marketing strategies.

8. REPORT OF THE COMPTROLLER

Before moving on with the Comptroller's report, Mr. Carlos Bordallo directed the Board to a handout of proposed amendments to the budget, he explained that the numbers in the Comptroller's report are predicated upon the proposed amendments to the budget. The Comptroller informed the Board that the amendments to the budget came about as a result of the debt service level that was finalized with the Bond issuance and went on to list the amendments, stating that the revisions are simply a shift of obligations to avoid raising the Airline rates. He added that with the new First Hawaiian Bank (FHB) loan, the Debt Service Coverage ratio moved from 1.40 to 1.34, which is still above the required 1.25.

The Chairman inquired on the calculations of the Debt Service Coverage ratio amount for FY13 reported in the Ernst & Young audit report showing over 2.00. The Comptroller replied that this report showing 1.68 is from August and was not updated. The Chairman informed the Board that the objective was to revise the budget to include the Debt Service for the Bond and the Energy Efficiency loan as the numbers were off at the time the Board last reviewed the report. He added that the adjustments to the budget are being brought to the Board so that they are aware and know what to expect by the end of the year. The Chairman asked that the Comptroller explain the Amortization of Assets. The Comptroller informed the Board that it is based on GIAA recovering costs from Capital Improvement Projects through implementing tariffs, in the interest of keeping the rates the same for the Airlines, he stated that he recommended deferring the Amortization of Assets for FY14 and instead include extension of the FHB Energy Efficiency Loan. Chairman Untalan added that in July 2014 when GIAA begins negotiations with the Airlines, GIAA would incorporate back this recovery into the FY15

budget. Discussion followed relative to enplanement costs.

After further discussion, on motion duly made by Director Gerber, seconded by Director Sobti, the following resolution was unanimously approved:

Resolution No. 14-29

The Board hereby approves the amendment to the FY14 budget as presented to defer the Amortization of Assets for FY14 for one (1) year to incorporate the Debt Service for the Energy Efficiency Loan, at which time the budget for FY15 will be adjusted to recapture the Amortization of Assets as well as continue to incorporate the Debt Service for the Energy Efficiency Loan.

The next item on the agenda was the report of the Comptroller. Mr. Bordallo provided a report to the Board on the Revenues and Expenses of the Authority as of December 31, 2013. Mr. Bordallo reported that year-to-date Total Signatory Revenues are below budgeted revenues by -0.2%, year-to-date Total Concession Revenues and Passenger Facility Charges are above budget estimates by 1.9% and 2.8%, respectively. Further, year-to-date Total Other Revenues, inclusive of non-signatory and non-airline revenues, are below the budget estimate by -4.5%. Year-to-date Total Operating Revenues Actual of $16.2M is -0.3% below the budget estimate of $16.3M. Year-to-date Total Operating Expenses are below budget by -15.4%. The actual year-to-date Net Revenues from Operations of $7.64M reflects an increase of 24.5% over the year-to-date budgeted amount of $6.14M. The Authority's year-to-date results for Debt Service Coverage is at 1.44 versus the requirement of 1.25.

Chairman Untalan inquired on the incorporation of both the Merit Bonus and Law Enforcement Pay to the FY13 budget, if those funds had been reserved. The Comptroller replied yes, out of the FY13 budget. The Chairman informed the Board that there have been discussions with Legal Counsel regarding the legality of the Merit Bonus and will be working with Management on an implementation plan.

The Chairman inquired on the cash on hand by the end of last fiscal year. The Comptroller replied the total unrestricted funds at the end of FY13 $30.1M. Discussion followed relative to cash on hand with the Comptroller informing the Board that after calculations GIAA would have 380 days worth of cash on hand should anything unforeseen happen; 280 days after removing the one (1) time obligation cost for the Merit Bonus.

9. EXECUTIVE SESSION

Upon written recommendation of counsel, on motion duly made by Director Gerber and seconded by Director Alcorn, and unanimously approved, at 4:47 p.m. the Board

recessed regular session. The Board convened executive session at 4:52 p.m. to discuss pending litigation.

Executive Session adjourned at 5:00 p.m., at which time the Board reconvened the regular session.

10. PUBLIC COMMENTS

The next item on the agenda was Public Comments. Chairman Untalan called upon any public member wishing to make comments. There were none.

11. ADJOURNMENT

There being no further business to address before the Board, on motion duly made by Director Alcorn, seconded by Director Tolan, unanimously approved, at 5:01 p.m., the meeting was adjourned.

Dated this 13th, day of March, 2014.

Attest:

Edward C. Untalan
Chairman

Gurvinder Sobti
Secretary

Prepared and Submitted By:

Amanda O'Brien-Rios
Corresponding Secretary

A.B. WON PAT
INTERNATIONAL AIRPORT AUTHORITY, GUAM
ATURIDAT PUETTON BATKON AIREN GUAHAN ENTENASIONAT

P.O. Box 8770
Tamuning, GU 96931

Tel (671) 646-0300
Fax (671) 646-8823

www.guamairport.com

BOARD OF DIRECTORS REGULAR MEETING

3:00 p.m., Thursday, January 30, 2014
GIAA TERMINAL CONFERENCE ROOM #3

Public Notice

First Notice:
Marianas Variety – January 23, 2014
Pacific Daily News – January 23, 2014
Notice to Media – January 23, 2014

Second Notice:
Marianas Variety – January 28, 2014
Pacific Daily News – January 28, 2014
Notice to Media – January 28, 2014

AGENDA

1. Call to Order and Attendance
2. Approval of Agenda
3. Approval of Minutes
   - **A.** November 27, 2013 Regular Meeting *(Tabled)*
   - **B.** December 27, 2013 Regular Meeting
   - **C.** January 15, 2014 Special Meeting
4. Correspondence
5. Old Business
   - **A.** Approval of GIAA FY13 Financial Audit Report by Ernst & Young
   - **B.** Status of Capital Improvement Projects
   - **C.** Procurement Approval for Gate 21 Replacement Loading Bridge *(Tabled)*
6. New Business
   - **A.** Approval of Award for Exterior Wall Painting/Repair of Terminal Building and Other Airport Structures - IFB No. GIAA-C02-FY14
   - **B.** Approval of Award for Design Services for GIAA Tiyan Site Development Access Road - RFP No. GIAA-003-FY14
7. Report of Executive Manager
8. Report of the Comptroller
9. Executive Session
10. Public Comments
11. Adjournment

AMERICAN ASSOCIATION OF AIRPORT EXECUTIVES
AIRPORTS COUNCIL INTERNATIONAL
NASAO National Association of State Aviation Officials
TIACA THE INTERNATIONAL AIR CARGO ASSOCIATION

A.B. WON PAT INTERNATIONAL AIRPORT AUTHORITY, GUAM
BOARD OF DIRECTORS SPECIAL MEETING
3:00 P.M., THURSDAY, JANUARY 30, 2014
GIAA TERMINAL CONFERENCE ROOM #3

SIGN IN SHEET

	PRINT NAME	COMPANY/AGENCY
1.	Gerard BAUTISTA	GIAA - ATM
2.	Antonio Tartinajeq	GIAA Police
3.	JAMES WHITT	EY
4.	RUSTICO ROSAL	EY
5.	MARIA SAYO	EY
6.	DEBBIE NGATA	EY
7.	VICTOR J. CRUZ	GIAA
8.	Carlos P. Bordallo	GIAA
9.	Barbara R. Limtiaco	GIAA
10.	J.G. JAVELLANA	GIAA
11.	CHARLES H ADA JR	GIAA
12.	John Onedera	EY
13.	FRANK P. TAITANO	GIAA
14.	JERMAINE ALCOTA	LEGISLATURE
15.	RODALYN GERARDO	OPA
16.	RACHEL FIELD	OPA
17.	Jean Arriola	GIAA
18.	[illegible]	GIAA
19.		

Ichihara appeal denied

By Gina Tabonares-Reilly
gina@mvguam.com
Variety News Staff

A MAN who was sentenced both in federal and local court for meth distribution was denied his petition for post-conviction relief, claiming judicial error.

Richard Ichihara, 41, entered guilty pleas for three separate cases filed in the Superior Court of Guam in 2000 in connection with his possession of a Schedule II controlled substance and intent to distribute methamphetamine hydrochloride, commonly known as "ice."

He was sentenced to imprisonment for a term of five years with five years' probation.

On July 3, 2013, he filed a petition for post-conviction relief. He argued that his guilty plea was involuntary and therefore unconstitutional because no record exists to show whether the court failed to elucidate the elements of his offense.

He also claimed that he received ineffective assistance of counsel when his lawyers failed to inform him of the real consequences of his plea.

Superior Court Judge James Canto, however, denied the petition, saying the convicted drug kingpin failed to show the requirements needed for post-conviction relief under the writ of error.

According to the court, Ichihara made his arguiment 13 years after his 2000 conviction and did not provide any reason for not attacking the conviction earlier.

With respect to ineffective assistance of counsel, Judge Canto ruled that the lack of aid of counsel is not a basis for relief under a writ of error.

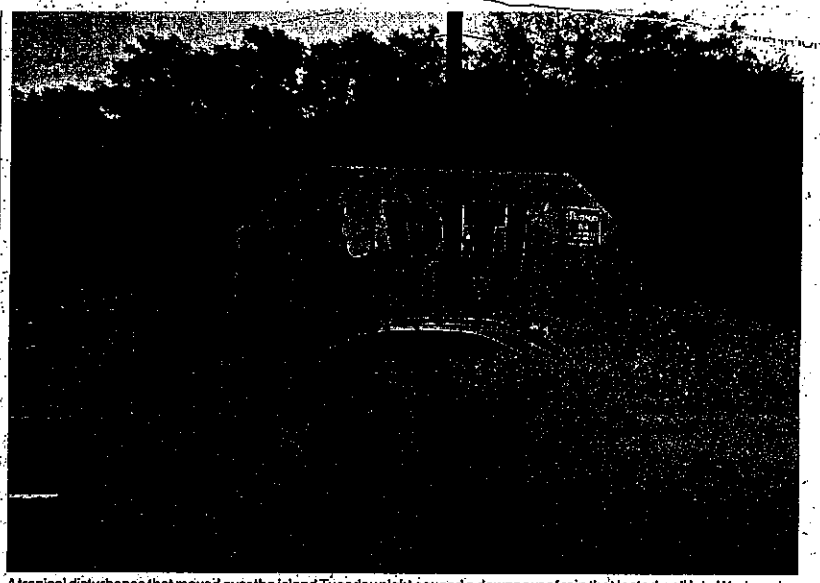
According to the court, Ichihara made his arguiment 13 years after his 2000 conviction and did not provide any reason for not attacking the conviction earlier. With respect to ineffective assistance of counsel, Judge Canto ruled that the lack of aid of counsel is not a basis for relief under a writ of error.

Ichihara was also convicted in the District Court of Guam for meth distribution and is appealing his conviction to the 9th Circuit Court of Appeals.

He was sentenced in May 2009 to 30 years in federal prison on charges of a continuing criminal enterprise, 30 years for selling, distributing or dispensing a controlled substance, and 20 years for money laundering.

Ichihara pleaded guilty to operating a continuing criminal enterprise to distribute more than 50 grams of ice, as well as money laundering and forfeiture.

Court documents stated that Ichihara was engaged in the trafficking of ice from California to Guam and was the principal organizer of a drug trafficking ring with more than five individuals on Guam distributing meth for him.



A tropical disturbance that moved over the island Tuesday night caused a downpour of rain that lasted well into Wednesday morning. With the rainy weather in the last few days, concerns have been raised again over the welfare of the island's farmers and possible damage to their crops. Matt Weiss / Variety

With rain, concern for farmers anew

By Louella Losinio
louella@mvguam.com
Variety News Staff

WITH the rainy weather in the last few days, concerns have been raised again over the welfare of the island's farmers and possible damage to their crops.

Sen. Rory Respicio, in a letter to Mariquita F. Taitague, Department of Agriculture director, said the department must be proactive in making sure the island's farmers and their crops are well taken care of.

"Our island has received significant amounts of rain in the past two days, and flooding is again occurring in many areas throughout our villages. These heavy rains have a negative impact on our local farmers, many of whom are still recovering from damaging floods," the senator wrote.

Respicio has been championing the cause of farmers, especially when a spell of stormy weather hit the island last year. In a letter to Gov. Eddie Calvo at the time, Respicio said many local farmers had suffered severe losses to their crops due to the adverse weather.

According to the senator, Guam public law has already established a program for the compensation of farmers for crop damage due to natural disasters such as typhoons, severe rain storms, floods and drought.

He said the rules and regulations authorized by 5 GCA Chapter 64A have been in place for years now, and compensation for crop damage has been dispensed previously under this authority when there has been severe damage to local farms, as in the case of Typhoon Chata'an.

But in his letter to Taitague, Respicio lamented the executive department's inaction on the matter.

"While you have made public statements about the need to amend Title 5 GCA Government Operations, Chapter 64A, Compensation to Farmers for Crop Damages, I have yet to receive your recommendations," Respicio wrote.

"Our government must be proactive on all matters affecting our people. This requires you, and others in key government positions, to carry out your duties effectively, and, in this case, administer programs to help our farmers," he added.

Respicio is now asking the Department of Agriculture to forward its recommendations immediately.

"I do maintain, however, that Public Law 32-99 remains sufficient, and allows the governor to provide immediate relief to our farmers. I think the hiccup occurred from the inconsistent administration of the Crop Damage Compensation Program," Respicio said.

"Moreover, your initial response to my FOIA request dated Dec. 30, 2013 may have indicated that you did not even utilize the statutory Crop Damage Compensation Program. I have sent you a letter dated Jan. 13, 2014 requesting clarity regarding the authority you exercised in processing recent farmer's claims for crop damages. Regrettably, you have yet to provide me details surrounding the processing of claims pursuant to Title 5 GCA Government Operations, Chapter 64A, Compensation To Farmers For Crop Damages and Public Law 32-99," he added.

Island gets nearly 5 inches of rain

By Jasmine Stole
jasmine@mvguam.com
Variety News Staff

A TROPICAL disturbance that moved over the island Tuesday night caused a downpour of rain that lasted well into Wednesday morning.

From 4 p.m. Tuesday until 4 p.m. yesterday, 4.86 inches of rain fell on the island, according to the National Weather Service. The rain had largely stopped by noon yesterday.

The NWS issued an area flooding notice during the morning's heavy showers.

Derek Williams, a forecaster at the National Weather Service's Guam office, said today and tomorrow should be relatively clear of rain.

However, a cold front coming off Japan will affect the weather for the weekend, Williams said. Rain caused by the cold front will most likely begin Friday night and last through Saturday.

As of 8 p.m. yesterday, the NWS office had not issued any weather-related advisories.

For current weather updates, residents can view forecasts on the NWS website at www.prh.noaa.gov/guam or call 211 for

GUAM HOUSING AND URBAN RENEWAL AUTHORITY
Board of Commissioners' Meeting
10:00 A.M., Thursday, January 30, 2014
GHURA's Main Office, 2ND Floor, Conference Room,
117 Bien Venida Avenue, Sinajana

Agenda:

I. ROLL CALL
II. APPROVAL OF PREVIOUS BOARD MINUTES – January 14, 2014
III. CORRESPONDENCE AND REPORTS
IV. OLD BUSINESS
V. NEW BUSINESS
VI. GENERAL DISCUSSION/ ANNNOUCEMENT
VII. EXECUTIVE SESSION
VIII. ADJOURNMENT

For special accommodation, contact Ms. Kathy Taitano
Tele No. 475-1322 or TTY #472-3701

The Honorable EDDIE B. CALVO Governor
The Honorable RAY TENORIO Lt. Governor
A.B. WON PAT INTERNATIONAL AIRPORT AUTHORITY, GUAM

PUBLIC NOTICE

The Board of Directors of the A.B. Won Pat International Airport Authority, Guam (GIAA) will hold a Regular Board Meeting on Thursday, January 30, 2014 at 3:00 p.m. in GIAA Terminal Conference Room No. 3. In addition to regular matters, pursuant to 5 G.C.A. §8111(c)(2), Executive Session will be held to discuss pending litigation to which GIAA is a party. Parking is available in the Public Parking Lot.

For special accommodations, please call the Board Office at 642-4717/18.
(This ad paid for by GIAA)

Doc No. 135GIA 19-0028

Thai protesters obstruct vote

BANGKOK(AP)–Anti-government demonstrators swarmed dozens of polling stations in Thailand on Sunday to stop advance voting for next week's general elections, chaining gates shut, threatening voters and preventing hundreds of thousands of people from casting ballots.

A protest faction leader was fatally shot in a confrontation near a voting center that also left 11 people wounded, the city's emergency services said, and isolated street brawls broke out in several parts of Bangkok.

The chaos underscored the precariousness of Thailand's fragile democracy, and the increasing weakness of Prime Minister Yingluck Shinawatra's elected administration. Yingluck had called the Feb. 2 vote in a failed bid to ease months of street protests, but police did not disperse the crowds because of longstanding orders to avert violence, which many fear would give the all-powerful army reason to stage a coup.

"It's a sad day for democracy when the right to vote ... is assaulted by a political movement that claims to be striving for reform and people's empowerment," Sunai Phasuk, a senior researcher at Human Rights Watch, said of the protesters. "Everything that happened today shows they are striving for the opposite."

Although most polling stations in Bangkok and many in the opposition stronghold in the south were forced to close, voting proceeded largely unhindered in the rest of the country. Still, the upheaval proved that demonstrators struggling to overthrow Yingluck have the ability to disrupt the main vote next week, and the country's electoral commission is unlikely to stand in their way.

Reunions proposed in Koreas

SEOUL, South Korea (AP) – South Korea on Monday proposed that the rival Koreas restart arranging reunions next month for families separated by the 1950 to '53 Korean War.

North Korea last week agreed to resume the reunions by letting South Korea choose dates for the humanitarian program. The move was the latest in a recent series of conciliatory gestures North Korea has taken in a sharp contrast from last spring when the country raised tension with threats of nuclear wars.

Analysts say the North needs better ties with the outside world to help draw foreign investment and aid.

Seoul's Unification Ministry said Monday that it sent a message proposing that the reunions take place from Feb. 17 to 22 at a North Korean mountain.

Seoul has proposed working-level talks on Jan. 29 to discuss details about the reunions, according to the ministry statement.

North Korea didn't immediately respond to the South Korean proposals.

Millions of Koreans have been separated since the Korean War which ended with an armistice, not a peace treaty. The two Koreas share one of the world's most heavily fortified borders and bar ordinary citizens from exchanging correspondence.

Kumision Inangokkon Tano' Chamoru
Chamorro Land Trust Commission

The Chamorro Land Trust Commission Board Meeting will be held on Thursday, January 30, 2014 at 1:00pm, Department of Land Management conference room, 3rd Flr. of the ITC Building, 590 S. Marine Corps Drive, Tamuning.

Individuals requiring special accommodations, auxiliary aids or services, may contact 649-5263 ext. 631.
This ad paid for by Government funds.

The Honorable EDDIE B. CALVO Governor
The Honorable RAY TENORIO Lt. Governor
A.B. WON PAT INTERNATIONAL AIRPORT AUTHORITY, GUAM

PUBLIC NOTICE

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For special accommodations, please call the Board Office at 642-4717/18.
(This ad paid for by GIAA)

Syria talks yield narrow deal

GENEVA (AP) – Two days of face-to-face peace talks yielded a narrow and tentative agreement Sunday for women and children trapped in a besieged Syrian city, and the government said President Bashar Assad had no intention of giving up "the keys to Damascus."

With little progress to show after months of international pressure for the conference in Geneva, the U.N. mediator hoping to broker an end to Syria's civil war defended their pace.

"I think being too slow is a better way than going too fast," Lakhdar Brahimi said. "If you run, you may gain one hour and lose one week."

The limited agreement to let women and children leave a blockaded part of the old city of Homs, under negotiation for at least two days, fell far short of expectations and was called into question by multiple reports of government shelling.

The talks have yet to touch upon the issue of a possible transitional government – their purpose according to terms laid out when they were first conceived. But the government was unequivocal that Assad's future was assured in the country led by his family since 1970.

"This is a red line. If some people think we are coming here to give them the keys of Damascus they are wrong," said Deputy Foreign Minister Faisal al-Mikdad, echoing the language U.S. President Barack Obama used to describe a chemical weapons attack in Syria.

In Syria, the war continued as if there were no effort to stop it – gunfire and shelling in Homs, between Assad's forces and rebels, and between the al-Qaida-linked militants and Kurdish fighters, according to the Britain-based Syrian Observatory for Human Rights.

The blockaded districts of Homs came under intense fire that activists blamed on the government, calling into question how any deals reached in remote Switzerland could be implemented or verified in a chaotic civil war with dozens of players that began as a largely peaceful uprising against Assad. More than 130,000 people have died in less than three years, and millions of Syrians have fled their homes.

Brahimi acknowledged that the agreement for Homs fell short of his hope to send a humanitarian aid convoy to the city. But, he said, "to bring Syria out of the ditch in which it has fallen will take time."

There have been a number of short-lived, local truces reached between opposition-held towns and government forces in recent months that, including in Moadamiyeh, a sprawling rebel-held community west of Damascus, where about 5,000 residents were allowed to evacuate in the fall.

Monzer Akbik, an opposition spokesman, said the coalition was still determined to stay for the political talks set to begin Monday despite accusing the government of stalling.

Both sides claim to represent the Syrian people.



MINUTES OF THE REGULAR MEETING OF THE BOARD OF DIRECTORS OF THE A.B. WON PAT INTERNATIONAL AIRPORT AUTHORITY, GUAM
Wednesday, November 27, 2013, 3:00p.m.
GIAA TERMINAL CONFERENCE ROOM #3

1. CALL TO ORDER AND ATTENDANCE

The November 27, 2013, regular meeting of the Board of Directors of the A.B. Won Pat International Airport Authority, Guam ("GIAA" or the "Authority") was called to order by Chairman Untalan at 3:05p.m. at the GIAA Terminal Conference Room #3, 355 Chalan Pasaheru, Tamuning, Guam, 96913.

Directors Present:	**Offices or positions:**
Edward G. Untalan	Chairman
Martin Gerber	
Lucy M. Alcorn	
Rosalinda A. Tolan	
Pedro P. Ada III	
Gurvinder Sobti	
Directors Absent:	
Jesus Q. Torres	Vice Chairman
GIAA Officials:	
Charles H. Ada II	Executive Manager
Peter Roy Martinez	Deputy Executive Manager
Carlos P. Bordallo	Comptroller
Frank R. Santos	Business and Financial Consultant
Jean M. Arriola	Air Services Manager
Gerard Bautista	Air Terminal Manager
Robert D. Camacho	Chief of Police
Frank P. Taitano	Procurement Administrator
Victor Cruz	Engineer Supervisor
Edward Muna	Airport Operations Superintendant
Joseph G. Javellana	Program Coordinator IV
Janalynn Cruz Damian, Esq.	GIAA Legal Counsel
Michael A. Pangelinan, Esq.	GIAA Legal Counsel

Chairman Untalan welcomed the presence of GIAAtenants, stakeholders, and members of the public who are noted in a sign-in sheet made as an attachment to these minutes.

Chairman Untalan welcomed GIAA's newly appointed Board Director, Gurvinder 'Bic' Sobti. Director Sobti thanked the Board for attending his swearing-in ceremony that morning.

2. APPROVAL OF AGENDA

Chairman Untalan asked if there were any changes to the agenda. No changes were requested. On motion duly made by Director Ada, seconded by Director Gerber, the agenda as presented was unanimously approved.

3. APPROVAL OF MINUTES

A. September 19, 2013 Regular Meeting *(Tabled)*

The next item on the agenda was approval of the minutes of the September 19, 2013 regular meeting. Chairman Untalan informed the Board that the minutes were tabled at the last meeting to incorporate a new format. The minutes have been modified, and resolutions are included within the minutes themselves. Chairman Untalan noted that the only change he would like to add is that it be stated in the minutes that the Directors absent at that meeting due to the weather, were excused.

On motion duly made by Director Ada, seconded by Director Tolan, the following resolution was unanimously approved:

ResolutionNo. 14-09

The Board hereby approves the minutes of the September 19, 2013 regular meeting, subject to corrections.

B. October 31, 2013 Regular Meeting

The next item on the agenda was the approval of the minutes of the October 31, 2013 regular meeting. Director Ada informed the Board that he had made a comment relative to the baggage handling system, stating that the Authority should avoid any sole source procurement;he would like to request that this comment be on the record.

On motion duly made by Director Tolan, seconded by Director Alcorn, the following resolution was unanimously approved:

ResolutionNo. 14-10

The Board hereby approves the minutes of the October 31, 2013 regular meeting, subject to corrections.

4. CORRESPONDENCE

A. Letter from Association of Mariana Islands Mayors, Vice Mayors & Elected Municipal Council Members (AMIM) Relative to a Request to Re-Open GIAA's Commuter Terminal

The Executive Manager presented to the Board a letter dated November 12, 2013 relative to requesting the Board of Directors re-open GIAA's commuter terminal for travel within the Marianas. The Manager stated that he was informed that there is an effort to increase air activity between Guam and the Mariana Islands with numerous daily flights.

The Manager reported that the old commuter terminal is currently being leased by United Airlines amongst others, and the Authority has long term contracts with those, and therefore would not be able to re-open that terminal for aeronautical use. He went on to add that GIAA will respond to the organization as to what was presented to the Board in reference to the letter. Director Tolan inquired on what triggered the request, and asked if it was a delay in processing. The Executive Manager responded that he believed the organization is trying to stimulate the economics within the CNMI.

5. OLD BUSINESS

A. Status of Capital Improvement Projects

The first matter discussed was the Status of Capital Improvement Projects. Mr. Frank Santos, Business and Financial Consultant, presented the UDO Analysis for the Board's information. Mr. Santos reported that the Authority already received half of the 2013 grants that were ratified at the last Board meeting. He went on to add that the demolition of the former GPD facility is expected to start next month with a ground breaking ceremony planned outside of the AOA to kick off the demolition phase and to get as much exposure as possible.

Mr. Santos provided the Board with a listing of Capital Improvement Projects, essentially projects that will be funded by Bond proceeds and federal grants. Mr. Santos also informed the Board that at the December regular meeting the report will provide a financial update as to what the draw-down is, how much money has been appropriated and how much money has been spent.

Mr. Santos reported that the RFP for the design portion of the Arrivals Corridor with seismic upgradesis out and will be brought to the Board at the next available meeting for award.He also stated that the bid solicitation is expected to begin in December for the construction portion of the Baggage Screening Relocation.
Mr. Santos then informed the Board of Management's intent to issue an Indefinite Delivery Indefinite Quantity (IDIQ) RFP fora number of small projects. Chairman Untalan inquired about the projects that would be covered under the IDIQ RFP. Mr. Santos responded that the IDIQ RFP would include the 'Priority 2' Capital Improvement Projects, such as the Enclosed Arrival Tunnel and the Terminal Flooring Replacement projects. Chairman Untalan asked whether all of the projects were funded by Bond proceeds or if there were other projects. Mr. Santos respondedthat there are other projects, which were approved as part of the budget, to include the exterior painting of the terminal, and the other large project being the replacement of the fire alarm system.

Relative to the fire alarm system, Mr. Santos added that Management will be coming to the Board to increase the budget and include approximately $600,000.00 worth of replacements to the suppression system, which are the sprinklers and that the system is from 1996. Chairman Untalan inquired on how they came up with the amount of $600,000.00, and if it meets all of the current fire code requirements. Mr. Santos responded that it was based on a review by a mechanical engineer and thatit does meet the fire code requirements. Mr. Santos went on to say that the fire alarm system was removed from the Energy Management contract due to Guam Fire Department (GFD) requiring a full replacement. To replace the central lines was another $600,000.00.

Chairman Untalan suggested that in order to keep the Board informed of those ongoing projects, to incorporatethem into the report somehow. Mr. Santos responded that he will work on integrating everything into the report, as well as the financial information.

Next, Mr. Santos presented Management's request to amend the Loan Agreement with First Hawaiian Bank (FHB).

At this time Chairman Untalan stated for the record that he would like to recuse himself from this discussion as he is employed by FHB. Legal Counsel, Michael Pangelinan, recommended that the Board elect an Acting Chairman for this discussion as the Vice Chairman is not present.

After further discussion, on motion duly made by Director Ada, seconded by Director Alcorn, the following resolution was unanimously approved:

Resolution No. 14-11

The Board hereby approves the nomination and election of Director Gerber to Chair the discussion relative to the amendment ofthe Loan Agreement with First Hawaiian Bank.

Mr. Santos provided background to the Board – the loan was for the Authority's Energy Management Program for the principal amount of $11.9M, with a five (5) year term. Initially, GIAA intended to pay-off the loan with Bond proceeds; however, afterfurther analysis it did not make financial sense. Mr. Santos explained that the legislation approving the bonds gave GIAA the authority to have subordinate loans for a term of ten (10) years. Currently on the loan, the Authority is paying interest on monies that have been disbursed. Director Tolan inquired on the interest rate. Carlos B. Bordallo, Comptroller, responded 3.75%. Mr. Santos stated that at this time Management is requesting that the Board approve a modification of the Loan Agreement to continue the interest only payments through January 24, 2014, at which time GIAA will have extended the $11.9M. Mr. Santos further advised the Board that Management will be returning to the Board for approval to extend the loan term to ten (10) years, which was part of the finance plan that was presented to the Bond investors and rating agencies.

Director Ada inquired if there were any additional fees to be paid for the extension. Mr. Santos replied no; however there will be fees to refinance to the ten (10) year period, and that modification agreement should be presented to the Board at the December meeting.

Legal Counsel, Michael Pangelinan, informed the Acting Chairman that FHB has submitted aresolution relative to the amendment, and that it would be appropriate for the Board to adopt the resolution that FHB has provided. Legal Counsel, Janalynn Damian, added that in addition to approving the modification, the resolution designates authorizing signatories, and it can be made subject to conflicts counsel's review.

With regard to designating authorized signatories, the Executive Manager stated that it has been somewhat challenging to get in touch with Vice Chairman Torres at times, and requested that since Director Gerber is serving as Acting Chairman, that he also be designatedas an authorized signatory for the modification. The Board had no objection. Director Ada asked that the Board move on with the meeting at this time while waiting for copies of the resolution and continue the discussion at a later time during the meeting. Chairman Untalan asked Mr. Santos if there was anything else to present before moving on. Mr. Santos replied no.

B. GIAA Board Standing Committees

The second matter discussed was the GIAA Board Standing Committees. In order to work closely with Management on various Airport issues and concerns, Chairman Untalansuggested establishing the following committees with respective Board Members as Chairperson:

1. Finance/Strategic Planning Edward Untalan

2.	Operations/IT	Jess Torres
3.	Capital Projects	Martin Gerber
4.	Tenant Relations/Marketing	Lucy Alcorn
5.	Personnel/Policies & Procedures	Lynda Tolan
6.	Air Service/Property Development	Sonny Ada
7.	Legal/Legislation/Regulatory	Open

It was noted that the open committee is available to be chaired by Director Sobti with Chairman Untalan clarifying that on that particular committee the legal aspect would be eliminated. Chairman Untalan added that if a Board member would like to assist another Committee or Board member they are more than welcome to do so.

After further discussion, on motion duly made by Director Gerber, seconded by Director Ada, the following resolution was unanimously approved:

Resolution No. 14-12

The Board hereby approves the suggested committees as presented by Chairman Untalan, with the respective Chairpersons, subject to change as follows:

1.	Finance/Strategic Planning	Edward Untalan
2.	Operations/IT	Jess Torres
3.	Capital Projects	Martin Gerber
4.	Tenant Relations/Marketing	Lucy Alcorn
5.	Personnel/Policies & Procedures	Lynda Tolan
6.	Air Service/Property Development	Sonny Ada
7.	Legislation/Regulatory	BicSobti

C. Board By-Laws

The third matter discussed was the Board By-Laws. Legal Counsel, Janalynn Damian, presented to the Board anupdated draft. She reportedsignificant changes such as creation of a Secretary position to be elected by the Board from members of the Boardfor purposes of certifying the passage of resolutions and such. Keeping consistent with GIAA's enabling statute, the current Board secretary is to be labeled as the Corresponding Secretary to handle day-to-day matters. Ms. Damian noted that other sectionswere amended to conform to current Guam law.

Discussion followed relative to the definition and responsibilities of both secretary positions, with Director Ada inquiring that in the absence of both the Chairman and Vice Chairman, would the Secretary assume the position of chairing that meeting. Ms. Damian responded no, not automatically. The director chairing the meeting would still require Board action.

After further discussion, on motion duly made by Director Ada, seconded by Director Alcorn, the following resolution was unanimously approved:

Resolution No. 14-13

The Board hereby approves the amended and restated A.B. Won Pat International Airport Authority, Guam Board By-Laws as presented by Legal Counsel.

At this time, Chairman Untalan called for nominations to elect a Board Secretary. Director Ada stated that he would like to nominate Director Sobti. Director Sobti accepted the nomination.

After further discussion, on motion duly made by Director Ada, seconded by Director Alcorn, the following resolution was unanimously approved:

Resolution No. 14-14

The Board hereby approves the nomination of and elects Director Sobti to the position of Board Secretary of the A.B. Won Pat International Airport Authority, Guam Board of Directors.

At this time the Board referred back to an earlier discussion regarding the Board Resolution relative to the First Hawaiian Bank Loan.

After further discussion, on motion duly made by Director Ada, seconded by Director Alcorn, the following resolution was unanimously approvedwithout the vote of Chairman Untalan who recused himself from this matter as earlier stated:

Resolution No. 14-08

WHEREAS, on June 27, 2012, **FIRST HAWAIIAN BANK**, a Hawaii corporation (the "Bank") agreed to lend to **ANTONIO B. WON PAT INTERNATIONAL AIRPORT AUTHORITY, GUAM**, a public corporation and autonomous instrumentality of the Government of Guam (the "Authority"), and Authority agreed to repay to the Bank, together with the interest and charges, the principal amount of $11,900,000.00 (the "Loan"); and

WHEREAS, the Loan was made pursuant to a Term Loan Agreement dated June 27, 2012 (the "Loan Agreement") and evidenced by a Promissory Note dated June 27, 2012 (the "Note"), executed by the Authority in favor of Bank; and

WHEREAS, the Loan Agreement was amended by an Addendum to Loan Agreement dated June 29, 2012 (the "Addendum"); and

WHEREAS, the Loan and the Authority's obligations under Loan Agreement and Note, as amended, are secured by a certain Security Agreement dated June 27, 2012 (the

"Security Agreement") executed by the Authority as Debtor in favor of the Bank as Lender and granting to the Bank a security interest in the Collateral as defined and described therein; and

WHEREAS, the obligations of the Authority under the Loan Agreement and Note, as amended, are guaranteed by the United States Department of Agriculture ("USDA"); and

WHEREAS, the Loan Agreement and Note were amended by a Commercial Loan Modification Agreement dated August 26, 2013 (the "First Modification") extending the period during which interest only payments are to be made under the Loan Agreement and Note to November 27, 2013; and

WHEREAS, the Authority has requested the Bank amend the Loan Agreement and Note to, among other things, extend further the period during which the Authority is to make interest only payments to January 24, 2014; and

WHEREAS, the Bank has agreed to do so pursuant to a Commercial Loan Modification Agreement (the "Second Modification") in substantially the form submitted to this meeting.

NOW, THEREFORE, BE IT RESOLVED, that the execution and delivery by the Authority of the Loan Agreement, the Note and the Security Agreement all dated June 27, 2012, the Addendum dated June 29, 2012, and the First Modification dated August 26, 2013 are hereby confirmed, ratified and approved in all respects; and

FURTHER RESOLVED, that the Authority execute and deliver to the Bank the Second Modification which is hereby approved; and

FURTHER RESOLVED, that Director Martin J. Gerber and the Executive Manager of the Authority be and they hereby are authorized and directed to execute, seal and deliver to the Bank, on behalf of and in the name of the Authority, the Second Modification in substantially the form hereby approved, with such changes, additions or deletions as Director Martin J. Gerber and Executive Manager may approve, subject to Conflicts Counsel review, such approval to be conclusively evidenced by their execution and delivery of the same; and

FURTHER RESOLVED, that Director Martin J. Gerber and the Executive Manager be and they hereby are authorized and empowered to do and perform, or cause to be done and performed, any and all such other acts, matters and things as in their judgment may be necessary, proper or convenient in order to obtain the agreement of the Bank to modify the Loan, the Loan Agreement and the Note, and

FURTHER RESOLVED, that these resolutions shall constitute a continuing authority and direction to Director Martin J. Gerber and Executive Manager to act on behalf of the Authority, and the several powers and authority in the foregoing paragraphs of these resolutions shall continue until revoked by the Board of Directors of the Authority and until formal written notice of such revocation shall have been given to the Bank; and

FURTHER RESOLVED, that these Resolutions of Board of Directors may be executed in any number of counterparts, each of which, when so executed and delivered, shall constitute one and the same document, and that facsimile signatures shall have the force and effect of original signatures.

D. Signage Policy – Non-Commercial

The fourth matter discussed was Signage Policy – Non-Commercial. The Executive Manager informed the Board that GIAA's AirportServices Manager, Ms. Jean Arriola is in communication with Legal Counsel to create a Non-Commercial Signage Policy, with a draft already completed; however there are some redlines to be adjustedbefore presented. The Manager stated that it would be presented at the next Board meeting.

Legal Counsel, Michael Pangelinan added that they were asked by Management to look at a Policy for Signage and after some research on airports in the United States they had found a number of airports in California that have Signage Policies, and are currently reconciling that with GIAA's existing Policy that applies to commercial advertising signage to make sure they are not in conflict because GIAA is trying to adopt something that is more geared toward non-commercial. He also informed the Board that it would be presented at the next Board meeting. Chairman Untalan noted that this item would be tabled until the next meeting.

E. Authority of Executive Manager to pay Day-to-Day Operating Expenses

The next item discussed was the authority of the Executive Manager to pay day-to-day operating expenses. Chairman Untalan referred to the discussion from last meeting relative to the number of disbursement requests and checks that he had to sign on a daily basis. In light of the controls and procedures that are already in place and that are overseen by the Comptroller and by the Board of Directors, a Board resolution has been prepared giving authority to the Executive Manager to pay the day-to-day operating expenses, provided that the controls and procedures are in place.

Legal Counsel, Janalynn Damian presented the resolution to the Board stating that it allows the Executive Manager to pay the day-to-day operating expenses to include expenses such as utilities, retirement contributions.Ms. Damian also noted, in light of the fact that there are controls and procedures in place, such as dual signatories on

disbursements and reports by the Comptroller, these payments should not have to be presented for Board approval. Chairman Untalan added that the expenses authorized for payment by the Manager must be within the approved budget.
Ms. Damian noted that the Board already has a policy in place for contracts over $50,000.00, which have to come before the Board for approval. So once those contracts are approved by the Board, the disbursements under those contracts should not need further Board approval. Mr. Bordallo asked if there would be a limit. Ms. Damian replied that the $50,000.00 still applies for contracts. The utilities are more than $50,000.00 but you would not have to come to the Board for ratification of those payments as they are day-to-day operating expenses and they are presented in the Comptroller's monthly report to the Board. Discussion followed relative to the resolution that either the Executive Manager or Chairman sign for disbursements at the Chairman's discretion.

The Board then discussed the $50,000.00 threshold for contracts, with Mr. Santos suggesting an increase to $100,000.00, for at least capital improvement projects. Director Ada asked if that issue had to be addressed now orif the Board can put more thought into it first. Chairman Untalan stated yes, it could be brought back for discussion at the next Board meeting. Director Sobti suggested the maximum cap amount be $100,000.00 for contracts. Chairman Untalan agreed with the suggested amount, and stated that it would need to be reported to the Board every month.

Going back to disbursements, Mr. Bordallo inquired if the threshold would also be $100,000.00 in terms of reporting to the Board. Chairman Untalan responded that right now the report requires anything over the $50,000.00 threshold for disbursements, and requested to leave it at that amount.

After further discussion, on motion duly made by Director Tolan, seconded by Director Gerber, the following resolution was unanimously approved:

Resolution No. 14-15

WHEREAS, the ANTONIO B. WON PAT INTERNATIONAL AIRPORT AUTHORITY, GUAM's ("GIAA" or the "Authority")enabling statute (codified at 12 G.C.A. § 1101 et seq.) provides that the Executive Manager "shall have full charge and control of the operations and maintenance of the airports controlled by the Authority" (12 G.C.A. § 1107(a)); and

WHEREAS, GIAA's enabling statute further provides that the powers of the Executive Manager include "keep[ing] the Board advised on the needs of the Authority and approv[ing] demands for payment of obligations within the purposes and amounts authorized by the Board" (12 G.C.A. § 1107(b)(3)); and

WHEREAS, current protocols provide that all disbursements of GIAA funds are subject to dual authorizing signatures – one authorized signatory from the Accounting Department (either the Comptroller or Assistant Comptroller) and one authorized signatory from the Administration Department (either the Executive Manager, Deputy Executive Manager, or Airport Services Manager); and

WHEREAS, the expenses relating to the day-to-day operations of the Authority are included in the Report of the Comptroller provided to the Board of Directors at every monthly Board of Directors meeting; and

WHEREAS, in light of the controls and procedures already in place, the monthly reporting to the Board of Directors by the Comptroller, and the need for the Executive Manager to pay the day-to-day operating expenses of the Authority without waiting for Board approval or obtaining Board ratification, the Board of Directors has determined that it is prudent to give the Executive Manager the authority to pay the day-to-day operating expenses of the Authority without further Board approval, including, without limitation, monthly utility expenses and the Authority's share of contributions to the Government of Guam Retirement Fund.

NOW, THEREFORE, BE IT RESOLVED, that the Board of Directors of GIAA hereby authorizes the Executive Manager to pay all expenses relating to the day-to-day operations of the Authority without further Board approval, including, without limitation, monthly utility expenses and the Authority's share of contributions to the Government of Guam Retirement Fund.

After further discussion, on motion duly made by Director Ada, seconded by Director Tolan, the following resolution was unanimously approved:

Resolution No. 14-16

The Board hereby authorizes the Executive Manager to enter into contracts without Board approval not to exceed $100,000.00, with the Comptroller reporting any contracts entered into up to $100, 000.00 to the Board on a monthly basis.

6. NEW BUSINESS

The next item on the agenda was New Business.

A. Approval of Award for Rental of Trash Bin Containers and Pick-up Services – IFB No. GIAA-002-FY14

The first matter discussed was approval of the contract award for Rental of Trash Bin Containers and Pick-up Services, IFB No. GIAA-002-FY14. The Executive Manager informed the Board that an Invitation for Bid was announced to solicit bids from firms to provide rental of trash bins/containers and pick-up services in the Main Terminal building, inclusive of labor, materials, supplies and equipment. The term of the contract is for a period of three (3) years with an option for an additional one (1) year renewal period, not to exceed a total contract term of five (5) years. Four (4) firms/individuals received bid packages and four (4) firms submitted bids before the bid submission deadline. There were four different bid items, based on the size of the trash bins.

The Executive Manager requested that the Board authorize the contract award for bid items 1 & 3 of $15,680.00 to HCP Inc. dba Lagu Sanitation and bid items 2 & 4 of $90,383.44 to Pacific Waste Systems. It has been determined that both firms have met the standards of responsibility and responsiveness outlined in the Guam Procurement Regulations.

Chairman Untalan inquired if it is more effective to separate the bids. Mr. Franklin Taitano, Procurement Administrator, replied yes as not all firms are able to provide all of the sizes. Discussion followed relative to insurance requirements and tipping fees with Chairman Untalan noting the significant difference in bid amounts. Gerard Baustista, Air Terminal Manager, responded that he assumes that the firms assumed the risk of underbidding on the tipping fees and how they determined their estimates. Discussion moved to a firm not fulfilling their contract due to underbidding.

With the bids being under $100,000.00, Chairman Untalan noted the fact that the Executive Manager would now be able to approve the contract without Board approval, therefore he stated moving forward, the Board will not see these small bid amountsapart from in the Comptroller's monthly report and the Executive Manager's report.

After further discussion, on motion duly made by Director Ada, seconded by Director Sobti, the following resolution was unanimously approved:

Resolution No. 14-17

The Board hereby approves the contract awards for the Rental of Trash Bins/Containers and Pick-up Services, IFB No. GIAA-002-FY14 to (1) HCP Inc. dba Lagu Sanitation in the amount of $15,680.00 for rental of the 3 cubic yards and 10 cubic yards bins; and (2) Pacific Waste Systems in the amount of $90,383.44 for rental of the 4 cubic yards and 24 cubic yards bins.

7. REPORT OF EXECUTIVE MANAGER

The next item on the agenda was the report of the Executive Manager. The Executive Manager reported on various matters concerning airline and charter operations. Reporting on the Fiscal Year 2013 financial audit, the Entrance Audit Meeting was held on November 19, 2013 with Ernst and Young, GIAA and the Office of Public Accountability, with theaudit being completed before February 1, 2014, as mandated by statute.

On FAA Issues, the Manager updated the Board on the Tiyan Parkway, stating that after a meeting with Governor Calvo, the FAA and the Federal Highway Administration on November 18, 2013, FAA agreed to keep Central Avenue and Sunset Boulevard open until Phase 1 is completed.

Mr. Jose Ralls, the new TSA Regional Director, paid a courtesy visit to GIAA Management on November 18, 2013, with the main issue discussed being the additional TSA Checkpoints for transit passengers. Mr. Ralls was amenable to GIAA's requests and concerns and asked that GIAA submit them to him in writing.

The Executive Manager announced that GIAA is in the planning stages of its annual Table Top Exercise scheduled for December 4, 2013. The Exercise is a requirement for GIAA pursuant to the Code of Federal Regulations (CFR) Title 14, and Federal Aviation Regulation (FAR) 139.

On Tenant Issues, the Manager went on to report that Lotte Duty Free awarded the contract for the Retail Concession Renovations/Upgrade to Black Construction with work commencing on November 19, 2013. The project will be done in phases with final completion in the first quarter of 2014.

The contract for the GSA/TSA Renovations was awarded to BME& Sons Inc. for the renovation of additional offices for TSA and is scheduled to be completed within 90 days.

The Executive Manager attended the Japan Guam Travel Council Meeting held on November 20, 2013 with the main discussions revolving around U.S. Customs and Border Protection (USCBP) issues, processing times, and assistance from the ambassadors of the Airport Ambassador Program. USCBP advised that they are down to62 officers from 80, and with the U.S. sequestration, USCBP does not see any respite in the near future.

The Manager announced that the 3rd year in a row GIAA received the Department of the Year Award in the Medium Sized Agency Category at the 2013 MagPro Awards. GIAA's Runway Safety Program won Program of the Year and Mr. Oscar Aflague of the Administration Division and Mr. Thomas Perez of the Properties & Facilities represented

GIAA in the Talent Competition and won first place. The following employees garnered awards in the MagPro Awards Program:

- Ricky Garcia, IACE – Airport Police Officer II, Airport Police Division
  Employee of the Year/Security & Correction
- Raymond Mantanona – Fire Captain (Airfield), ARFF Unit
  Supervisor of the Year / Public Safety
- Carl V. Cruz, A.C.E.- Airport Police Supervisor, Airport Police Division
  Supervisor of the Year/ Security & Correction
- Santiago Crisostomo – Maintenance Supervisor, Properties & Facilities Division
  Supervisor of the Year/ Labor, Grounds & Maintenance

The Executive Manager announced that the 2013 Holiday Illumination Project is underway with both the interior and the exterior of the Terminal currently being decorated with festive holiday décor and lights.

At this time Director Tolan requested that the Executive Manager give the Board an update relative to their travel to the Manila, Philippines to meet with Cebu Airlines. The Manager informed the Board that he and Director Tolan met with Cebu Airlinesand were informed that they will no longer proceed under a wet lease arrangement and will wait to enter the Guam market until they are given the approval by the FAA, which they are expecting in early 2014. However, the airline did commit to starting up in the end of 2014.

Director Ada inquired on the problems that GIAA is having with Immigration, asking if there are lines for the elderly or women with infants. Mr. Gerard Bautista replied no, that it is the Airlines'responsibility to bring those people needing assistance to the front of the lines.

Chairman Untalan inquired if there is any upcoming travel to report for the next two (2) months. The Executive Manager replied yes in January. Mr. Bordallo informed Chairman Untalan of travel requests for two (2) Accounting staff to attend an Airport Finance and Administration Conference to be held in Orlando, Florida in January 2014. Chairman Untalan reminded Management to inform the Board in advance of upcoming travel.

Discussion followed relative to the Ambassador Program, with Director Alcorn noting that if there were representatives from each airline it would be more beneficial for everyone. Chairman Untalan noted that the issue would fall under Director Alcorn's Subcommittee, and went on to express the importance of the Board's Subcommittees becoming progressive.

At this time Director Ada congratulated Management on winning the MagPro Award for Department of the Year, and suggested that the Chairman write to the MagPro award winners on behalf of the Board recognizing their achievement. Chairman Untalan asked that the Board Secretary work on congratulatory letters, and suggested the Talent Show winners perform at the Employee Recognition Party on January 17, 2014.

8. REPORT OF THE COMPTROLLER

The next item on the agenda was the report of the Comptroller. Mr. Bordallo provided a report to the Board on the Revenues and Expenses of the Authority as of October 31, 2013. Mr. Bordallo reported that year-to-date Total Signatory Revenues are below budgeted revenues by -4.2%, year-to-date Total Concession Revenues are above budget estimates by 1.2%, and Passenger Facility Charges belowbudget estimates by5.8%. Further, year-to-date Total Other Revenues, inclusive of non-signatory and non-airline revenues, are below the budget estimate by 4.2%. Year-to-date Total Operating Revenues Actual of $5.16M is -2.87% below the budget estimate of $5.31M. Year-to-date Total Operating Expenses are below budget by -6.8%. The actual year-to-date Net Revenues from Operations of $2.38M reflects an increase of 2.2% over the year-to-date budgeted amount of $2.33M. The Authority's year-to-date results for Debt Service Coverage is at 1.40 versus the requirement of 1.25.

Mr. Bordallo informed the Board that there was a slight drop in enplanements from what was budgeted and those were just based on the numbers provided by the Airlines. Chairman Untalan noted the budget does not include the FHB loan and suggested that the budget be revised to reflect the pricing of the new bonds and the loan. He then inquired if the Comptroller does a balance sheet on a monthly basis, and asked that he incorporate the day's cash on the balance sheet.

Chairman Untalan informed Mr. Bordallo that the report would be adjusted moving forward to include the disbursements.

Director Tolan inquired on Accounts Receivable, and if it was included in the report. Mr. Bordallo responded no, that Accounting's system has been updated and accounts receivable will provided at the next meeting.

9. EXECUTIVE SESSION

Upon written recommendation of counsel, on motion duly made by Director Tolanand seconded by Director Alcorn, and unanimously approved, at 5:05 p.m. the Board recessed to convene executive session to discuss pending litigation.

On motion made by Director Alcorn, seconded by Director Gerber, unanimously approved, Executive Session adjourned at 5:47 p.m., at which time the Board reconvened the regular session.

At this time Chairman Untalan asked Management to explain the Memorandum of Understanding (MOU) regarding the Tiyan Parkway that was just brought to the Board's attention. Mr. Santos informed the Board that the MOU is a replacement MOU for one that was done back in 2007, and the MOU was held up because of the issues involvingthe closure of Central Avenue. He went on to add that the parties involved are Department of Land Management (DLM), Department of Public Works (DPW), GIAA, and Governor Calvo; it is also concurred by the two (2) federal oversight agencies, the Federal Aviation Administration (FAA), and the Federal Highway Administration (FHA); and it has also been reviewed by the parties' respective attorneys. Mr. Santos confirmed that this MOU is acceptable to all parties, including the FAA.

Mr. Santos offered a brief report to the Board regarding the Parkway issue. He stated that Phase I properties which are going to be purchased by DPW are for a perpetual easement for the working plan of Phase I. Discussion followed relative to the appraisals, with Mr. Santos informing the Board that the FAA is satisfied with the commitment from the Government with an appropriation of $1.8M.

Chairman Untalan inquired on the reason this is being bought to the Board. Mr. Santos responded stating that based on the changes that the Governor's Chief Policy Advisor made, they're ready to execute those changes, adding that the FAA and FHA were pushed to execute so there could be a formal sign off in Guam by the Government of Guam agencies this Friday, November 29, 2013. Chairman Untalan asked if Conflicts Counsel has been part of these developments. Mr. Santos replied yes, and directed the Board to page 4, section 2 of the MOU to see the Authority's responsibilities. Director Gerber inquired if it should be subject to FAA approval. Mr. Santos responded that the FAA has approved the MOU.

Chairman Untalan asked if there will be a cost to the Authority. Mr. Santos replied that the only area where there may be a cost to the Authority is the issue of drainage.

Mr. Santos informed the Board that Management will be presenting other documents from FAA for the use of the property, so there are going to be obligations from FAA on how the Authority proceeds.

After further discussion, on motion duly made by Director Tolan, seconded by Director Alcorn, the following resolution was unanimously approved:

Resolution No. 14-18

The Board hereby approves the Memorandum of Understanding by and between the A.B. Won Pat International Airport Authority, Guam, Department of Public Works, Department of Land Management, the United States Department of Transportation Federal Aviation Administration, and the United States Department of Transportation Federal Highway Administration relative to the Tiyan Parkway, as presented.

10. PUBLIC COMMENTS

The next item on the agenda was Public Comments. Chairman Untalan called upon any public member wishing to make comments. There were none.

11. ADJOURNMENT

There being no further business to address before the Board, on motion duly made by DirectorAlcorn, seconded by DirectorAda, unanimously approved, at 6:03 p.m., the meeting was adjourned.

Dated this _____, day of _____, 2014.

Attest:

_____ _____

Edward G. Untalan
Chairman

Gurvinder Sobti
Secretary

Prepared and Submitted By:

_____

Amanda O'Brien-Rios
Corresponding Secretary

MINUTES OF THE REGULAR MEETING OF THE BOARD OF DIRECTORS OF THE A.B. WON PAT INTERNATIONAL AIRPORT AUTHORITY, GUAM
Friday, December 27, 2013, 3:00p.m.
GIAA TERMINAL CONFERENCE ROOM #3

1. CALL TO ORDER AND ATTENDANCE

The December 27, 2013,regular meeting of the Board of Directors of the A.B. Won Pat International Airport Authority, Guam ("GIAA" or the "Authority") was called to order by Chairman Untalan at 3:01p.m. at the GIAA Terminal Conference Room #3, 355 Chalan Pasaheru, Tamuning, Guam, 96913.

Directors Present:	**Offices or positions:**
Edward G. Untalan	Chairman
Martin Gerber	
Rosalinda A. Tolan	
PedroP. Ada III	
Gurvinder Sobti	
Directors Absent:	
Jesus Q. Torres	Vice Chairman
Lucy M. Alcorn (Excused)	
GIAA Officials:	
Charles H. Ada II	Executive Manager
Peter Roy Martinez	Deputy Executive Manager
Ann Bautista	Assistant Comptroller
Frank R. Santos	Business and Financial Consultant
Jean M. Arriola	Air Services Manager
Gerard Bautista	Air Terminal Manager
Janalynn Cruz Damian, Esq.	GIAA Legal Counsel

The Chairman welcomed the presence of Airport tenants, stakeholders, and members of the public who are noted in a sign-in sheet made as an attachment to these minutes.

2. APPROVAL OF AGENDA

The Chairman asked if there were any changes to the agenda. On motion duly made by Director Ada, seconded by Director Tolan, the agenda was amended as follows: Signage Policy – Non-Commercial was requested by the Executive Manger to be tabled as a draft Policy is still being drawn up.

3. APPROVAL OF MINUTES

A. November 27, 2013 Regular Meeting

The next item on the agenda was approval of the minutes of the November 27, 2013 regular meeting. Chairman Untalan requested that the minutes be tabled as Legal Counsel has not had a chance to review them.

4. CORRESPONDENCE

No Correspondence presented.

5. OLD BUSINESS

The next item on the agenda was Old Business.

A. Status of Capital Improvement Projects

The first matter discussed was the Status of Capital Improvement Projects. Mr. Frank Santos, Business and Financial Consultant informed the Board that he was deferring until next month to give his full consolidated report on federally funded projects, bond projects, and other capital improvement projects.

Mr. Santos provided a brief update on the, Arrival Corridor with Seismic Upgrades project. The Airport received eight (8) proposals in response to the design RFP, and the proposals are being evaluated. Mr. Santos added that this is a key project and Management is taking steps to ensure that cost estimates are refined and there is sufficient funding. Management requested that the Board call a Special meeting in mid-January to address the award of that RFP. At that special meeting, Mr. Santos also requested that the Board consider a time sensitive issue relative to the refinancing of the Authority's Energy Efficiency loan. At the last meeting, the Board had approved extending the interest only payments until January, with the expiring date for that being January 24, 2014.

Mr. Santos provided a brief update to the Board on other current projects to include the Airport Fire Alarm System, stating that the fire suppression system is replacement of key areas and that the project cost is estimated at $2.4M.

Mr. Santos went on to add that next month the Indefinite Delivery Indefinite Quantity (IDIQ) RFP will be issued and with that RFP the Authority will o award a number of smaller projects,which hopefully will be awarded in February 2014.He added that in terms of getting an update on all the projects, possibly mid-January at the very least.

Discussion followed relative to regulations for calling a Special Board meeting in mid-January to address the items mentioned.

Chairman Untalan suggested an 'Industry Day' to give contractors notification of upcoming projects, which would be good for public relations.

B. Signage Policy – Non-Commercial*Tabled*

6. NEW BUSINESS

The next item on the agenda was New Business.

A. Approval of Award for Environmental Consulting Services – RFP No. GIAA-004-FY14

The first matter discussed was approval of award of the Environmental Consulting Services contract, RFP No. GIAA-004-FY14. The Executive Manager informed the Board that a Request for Proposals was announced to solicit proposals from professional environmental consulting firms to assist GIAA in the management of its environmental programs. The preliminary scope of work includes, but is not limited to, monitoring storm water discharge in accordance to NPDES permit requirements, evaluation of existing oil/water separators, evaluation of surface drainageand detention pond system, and sampling and analyses of storm water in UIC wells.

A total of twelve (12) firms picked-up a RFP package, however, only four (4) firms submitted proposals before the established deadline. After receipt of all proposals, an Evaluation Committee was established to perform an independent evaluation of the proposals to determine the best qualified proposer based on the evaluation criteria set forth in the RFP. As a result of the evaluation committee's tabulation,the selected firms in order of their ranking are as follows:

1. Proposer A
2. Proposer D

3. Proposer C
4. Proposer B

Management recommends the approval of the ranking results and the contract award to Proposer A, as the highest ranked proposer, subject to negotiations of fair and reasonable fees. In the event that the negotiations prove unsuccessful, GIAA Management will enter negotiations with the next highest ranked proposer.

Chairman Untalan requested that the Board be given the opportunity to review the proposals submitted. Ms. Janalynn Damian, Legal Counsel explained why a letter designation was used, stating that under the Procurement Law the names of the proposers are required to be kept confidential and the non-winning proposals are never made public, so until the award is finished the names of the proposers will remain confidential.

Chairman Untalan inquired on the amount of the contract. The Executive Manager replied that the contract is not to exceed $300,000.00 - $400,000.00 per year for a term of five (5) years.

After further discussion, on motion duly made by Director Ada, seconded by Director Sobti, the following resolution was unanimously approved:

Resolution No. 14-19

The Board hereby approves the ranking results and contract award to Proposer A, as the highest ranked proposer for the Environmental Consulting Services, RFP No. GIAA-004-FY14, subject to negotiation of fair and reasonable fees and legal review.If negotiations prove unsuccessful, Management can enter into negotiations with the next highest ranked proposer.

Executive Manager Ada then announced that Proposer A is PCR Environmental.

Director Ada inquired if the current contractor's, PCR Environmental, prior contract was for five (5) years also. Management replied yes.

7. REPORT OF EXECUTIVE MANAGER

The next item on the agenda was the report of the Executive Manager. The Executive Manager reported on various matters concerning airline and charter operations, to include China Air and Dynamic Air planning to conduct charters for Chinese Winter and Chinese New Year.Eva Air, Korean Air, China Airlines and United Airlines will offer direct charter flights from Japan cities to Guam from December 27, 2013 to January 3, 2014.

Management provided the Board with a list of 2013 Accomplishments and Management's Goals and Objectives for 2014 ("Go 2014") for the Board's review and information. The Executive Manager commended all of the Authority's Managers and respective divisions on all of their efforts in achieving these accomplishments for the fiscal year. Chairman Untalan inquired on the annual evaluation of the Executive Manager and if it was due. The Executive Manager responded yes. The Chairman informed the Manager that the Board will work with Director Tolan on completing that evaluation. The Executive Manager added that Management appreciates the Board members setting higher standards, and noted the importance of forming additional subcommittees such as Legislative/Regulatory and Air Service Development, as a lot of the challenges that the Airport will be facing moving forward will fall within those subcommittees. The Executive Manager informed the Board that Director Ada has already made contact with Management for the first Air Service Development committee meeting. Chairman Untalan noted that one of the challenges the Airport will face in 2014 is that the specialty retail concession improvements will be completed by March 2014, and there needs to be a plan to bring the rest of the Airport up to par with the new renovations. Discussion followed relative to projects that the Airport is requiring, to include the Airport's Strategic Plan.

Director Tolan inquired on the status of the restroom renovations. The Executive Manager informed the Board that the Project Manager for Black Construction reported that the restrooms near Gate 9 should be completed within the first quarter. Director Tolan inquired on the number of restrooms to be renovated. The Executive Manager informed the Board that there are six (6).. The Manager expressed to the Board some of the challenges the Airport is having with regard to the cleaning of the restrooms.

Mr. Santos was asked to give an update on the Tiyan Parkway. He informed the Board of a conference call earlier that same day with FAA, DPW, Department of Land Management, the Governor's Office, and GIAA. He stated that things are moving forward; documents are being prepared for the release of the Authority's land for the Parkway. On Tuesday, January 31, 2013 at 10:00 a.m. there will be a ceremony to demolish the former GPD facility. The appraisal of the Airport property should be completedby Monday, December 30, 2013, and is estimated between $75.00 to $100.00 per square meter; with $100.00 being the highest and this is for the purchase of a perpetual easement. In terms of land purchases, the Land Purchase Agreements are already being drafted by the Attorney General, the signing ceremony will be Monday, December 30, 2013.

8. REPORT OF THE COMPTROLLER

The next item on the agenda was the report of the Comptroller. Ms. Ann Bautista, Assistant Comptroller, provided a report to the Board on the Revenues and Expenses of the Authority as of November 30, 2013. Ms. Bautista reported that year-to-date Total Signatory Revenues are below budgeted revenues by -1.7%, year-to-date Total Concession Revenues are above budget estimates by 1.5% and Passenger Facility Charges are belowbudget estimates by -1.9%. Further, year-to-date Total Other Revenues, inclusive of non-signatory and non-airline revenues, are below the budget estimate by -6.0%. Year-to-date Total Operating Revenues Actual of $10.5M is -1.8% below the budget estimate of $10.7M. Year-to-date Total Operating Expenses are below budget by -17.6%. The actual year-to-date Net Revenues from Operations of $4.94M reflects an increase of 25.1% over the year-to-date budgeted amount of $3.95M. The Authority's year-to-date results for Debt Service Coverage is at 1.37 versus the requirement of 1.25.

Chairman Untalan inquired if the charter flights mentioned in the Executive Manager's Report were included in the revenue projection. Ms. Bautista replied no. Chairman Untalan inquired if the Debt Coverage Ratio is inclusive of the First Hawaiian Bank loan payment. Ms. Bautista responded yes.

Ms. Bautista referenced Accounts Receivables and Accounts Payable, stating that those over ninety (90) days are already being referred to Legal, most are current receivables therefore they are expected to be received toward the end of the month. Director Ada noted on the report there are three accounts with Legal, and asked what triggers an account being referred to Legal. Ms. Bautista replied that after Accounting has exerted their efforts, Management will assist, by referring it to Legal.Chairman Untalan asked for clarification, if a Concessionaire falls ninety (90) days past due, what is the process. Ms. Bautista replied that first a notice is given for collection, then a second notice after thirty days (30), and then Management will assist.Ms. Jean Arriola added that a courtesy reminder is given, then five (5) days' notice, followed by legal proceedings.

Director Tolan inquired on the Holiday Illumination project, asking what happens to the light fixtures. Ms. Arriola replied that the contract is for installation and removal.

Director Ada at this time informed the Board that he has been in communication with Airports Council International (ACI) relative to a Peer Review;it is a service that ACI offers,by coming to Guam, and seeing how GIAA compares to similar sized Airports. Chairman Untalan inquired if a Peer Review has ever been done before. The Executive Manager responded not that he is aware of. Director Ada added that there is an Asia-Pacific division located in Hong Kong that could assist with a peer review.

9. EXECUTIVE SESSION

Upon written recommendation of counsel, on motion duly made by Director Tolan and seconded by Director Sobti, and unanimously approved, at 3:47 p.m. the Board recessed regular session. The Board convened executive session at 3:57 p.m. to discuss pending litigation.

On motion duly made by Director Ada, seconded by Director Tolan and unanimously approved, Executive Session adjourned at 4:10 p.m., at which time the Board reconvened the regular session.

10. PUBLIC COMMENTS

The next item on the agenda was Public Comments. Chairman Untalan called upon any public member wishing to make comments. There were none.

At this time the Executive Manager informed the Board of an item he would like to bring to the Board's attention. He stated that in early December the Administration paid out the last two 10% salary increments of the required 40% salary increase for Law Enforcement personnel, which applies to the Airport Police and ARFF divisions. The Executive Manager informed the Board that the Authority paid out the last 10% salary increment last year. The law requires four consecutive 10% salary increments, but the Authority deferred payment on the last two increments and Management is now seeking authority to pay the retroactive payments for the deferred increments. Management is looking at the retroactive payments as an obligation for FY2014, at an estimated amount of $700,000.00 to $800,000.00 for the two (2) divisions.

The Chairman informed the Board that he had asked the Comptroller to update and revise the budget, to include the new Debt Service Schedule for both the Bonds and the Loan, and bringing in the revised budget to the Board for approval. The Comptroller was working on making certain adjustments to be able make the Debt Service Schedule without increasing the emplaned passenger cost, and with any additional costs outside of that it is going to adversely affect the financials of the Authority.

Ms. Arriola added that the law requires that 10% increments be implemented consecutively from 2009 to 2012. Discussion followed relative to the Authority's Law Enforcement personnel salaries compared to outside Law Enforcement.

The Chairman expressed how tight the revised budget would be after the new Debt Schedule was included. Director Ada inquired on when it was due. The Executive Manager stated that it would be a continuing liability from 2012.

Chairman Untalan informed Management that the Board would review it. If it is something that the Authority is legally bound to, they would have to find $800,000.00 of cuts somewhere. Discussion followed relative to budget areas that could absorb the amount. The Chairman called for any comments from the Board. Director Tolan stated as long as the Authority has the funds available it should be paid.The Chairman informed the Board that he would work with Management and advise the Board accordingly.

After further discussion, on motion duly made by Director Ada, seconded by Director Sobti, the following resolution was unanimously approved:

Resolution No. 14-20

The Board hereby authorizes the Chairman of the Board to review and advise Management on how to proceed on the retroactive payments owed to GIAA's Law Enforcement divisions.

11. ADJOURNMENT

There being no further business to address before the Board, on motion duly made by Director Tolan, seconded by Director Sobti, unanimously approved, at 4:38 p.m., the meeting was adjourned.

Dated this _____, day of _____, 2014.

Attest:

_____ _____

Edward G. Untalan
Chairman

Gurvinder Sobti
Secretary

Prepared and Submitted By:

_____

Amanda O'Brien-Rios
Corresponding Secretary

MINUTES OF THE SPECIAL MEETING OF THE BOARD OF DIRECTORS OF THE A.B. WON PAT INTERNATIONAL AIRPORT AUTHORITY, GUAM
Wednesday, January 15, 2014, 3:00p.m.
GIAA TERMINAL CONFERENCE ROOM #3

1. CALL TO ORDER AND ATTENDANCE

The January 15, 2014, special meeting of the Board of Directors of the A.B. Won Pat International Airport Authority, Guam ("GIAA" or the "Authority") was called to order by Chairman Untalan at 3:06p.m. at the GIAA Terminal Conference Room #3, 355 Chalan Pasaheru, Tamuning, Guam, 96913.

Directors Present:	**Offices or positions:**
Edward G. Untalan	Chairman
Lucy M. Alcorn	
Martin Gerber	
Pedro P. Ada III	
Gurvinder Sobti	
Directors Absent:	
Jesus Q. Torres	Vice Chairman
Rosalinda A. Tolan (Excused)	
GIAA Officials:	
Charles H. Ada II	Executive Manager
Peter Roy Martinez	Deputy Executive Manager
Carlos Bordallo	Comptroller
Frank R. Santos	Business and Financial Consultant
Jean M. Arriola	Air Services Manager
Gerard Bautista	Air Terminal Manager
Janalynn Cruz Damian, Esq.	GIAA Legal Counsel
Thomas J. Fisher Esq.	GIAA Conflicts Counsel

The Chairman welcomed the presence of Airport tenants, stakeholders, and members of the public who are noted in a sign-in sheet made as an attachment to these minutes.

2. APPROVAL OF AGENDA

The Chairman asked if there were any changes to the agenda. No changes were requested. On motion duly made by Director Ada, seconded by Director Sobti, the agenda as presented was unanimously approved.

3. NEW BUSINESS

The next item on the agenda was New Business.

A. Approval of Award forA-E Services for the Terminal Building Structural Upgrade & Concourse Isolation Design – RFP No. GIAA-001-FY14

The first matter discussed was approval of award of the contract A-E Services for the Terminal Building Structural Upgrade and Concourse Isolation Design, RFP No. GIAA-001-FY14. The Executive Manager informed the Board that a Request for Proposals was issued soliciting proposals from professional firms to provide architectural and engineering services for the terminal building structural upgrade and concourse isolation design. A total of eighteen (18) firms picked-up the RFP packages, however, only eight (8) firms submitted proposals before the established deadline. After receipt of all proposals, an Evaluation Committee was established to perform an independent evaluation of the proposals to determine the best qualified proposer based on the criteria identified in the RFP package. As a result of the evaluation committee's tabulation,the selected firms in order of their ranking are as follows:

1. Proposer B
2. Proposer G
3. Proposer E
4. Proposer A
5. Proposer C
6. Proposer D
7. Proposer H
8. Proposer F

Management recommends the approval of the ranking results and the contract award to Proposer B, as the highest ranked proposer, subject to negotiations of fair and reasonable fees. In the event that the negotiations prove unsuccessful, GIAA Management will enter negotiations with the next highest ranked proposer.

Mr. Frank Santos recommended in the interest of accelerating the review process and in light of the workload and limited resources of the Authority's Engineering

Department, that the second highest ranked proposer be selected for peer and technical reviews, subject to negotiation of a fair and reasonable fee and legal review.

The Chairman informed the Board that he took the opportunity to come in and review the proposals; he noted that it is a very important project for Guam and that the RFP attracted high caliber firms. The Chairman asked that Management state for the record the criteria that these firms were ranked under. Mr. Santos responded, informing the Board that the criteria include: Plan of action, the Ability to provide the service, Personnel, Past Performance, Degree of Interest, for a total of 100 points.

Director Ada inquired if the criteria are specific to Airport work. Mr. Santos replied there is a structural engineering aspect and an architectural aspect. Director Ada inquired if all eight firms have experience in Airport development and or architectural engineering work. Mr. Santos replied yes.

Chairman Untalan inquired if all of the proposers have local offices or do they have off-island offices and are hiring local. Mr. Santos replied that he believed they all have local offices. Chairman Untalan informed the Board that he did review the proposals and that he was quite impressed.

Director Ada asked for clarification as to why Conflicts Counsel, Thomas J. Fisher Esq. was present for this item. Ms. Damian replied that Mr. Fisher was designated by the Authority for this issue.

Chairman Untalan asked for further explanation as to awarding to the top two (2) proposers, and will the Authority negotiate with both firms. Mr. Santos replied that they will first negotiate the contract for the architectural-engineering services, and once completed will go to the next highest ranked to negotiate a contract for peer review of the A-E contractor. Mr. Santos explained that at this time the Authority does not have engineering resources to conduct the peer review. Chairman asked for clarification if the Authority will select Proposer G to review Proposer B's work. Mr. Santos informed the Board that one firm will be the designer and the other will be the design reviewer, instead of an in-house review, it will be contracted out. Mr. Santos further explained that because this project is a large project, instead of taking resources from the already ongoing projects, the Authority decided, if legally permissible, to have the second highest proposer be awarded a peer review contract.

The Chairman inquired if that was stipulated in the RFP. Mr. Santos replied that it was not stated directly in the RFP, but Management would like to proceed in that manner if it was legally permissible. Director Ada expressed the down-side to the peer review. Mr. Santos responded that they are all professional and licensed in their field.

Chairman Untalan stated that before the Board is asked for consideration Legal Counsel would have to review and determine the legality of selecting the second highest proposer to perform a peer review.

Director Ada inquired if this would be an added cost to the Airport outside of the Bond proceeds for this specific project. Mr. Santos responded that it is added cost, but in order to meet the workload it would be that added cost of bringing on more engineering staff not to mention the learning curve involved to bring the engineering staff to that point of where they would be able to conduct the peer review needed for this project.

The Chairman inquired of the remaining projects, if there will be any other projects that are going to require a peer review. Mr. Santos responded no, because they are smaller and easier to manage.

Discussion followed relative to the peer review not stipulated in the RFP, with Mr. Santos informing the Board if the peer review is not legally permissible then another RFP would be issued for a peer reviewer. He added that if it is not possible from a procurement stand point, when the RFP for a construction manager is put out then it will be included. The Chairman inquired if the reviewer would need to be in place right now while the contract is being negotiated for the design. Discussion followed, with Legal Counsel, Mr. Tom Fisher, informing the Board that he would not be able to give the Board a final answer at this timeas he needed to review the matter further.

After further discussion, on motion duly made by Director Ada, seconded by Director Alcorn, the following resolution was unanimously approved:

Resolution No. 14-21

The Board hereby approves the ranking results and the contract award to proposer B, as the highest ranked proposer for A-E Services for the Terminal Building Structural Upgrade & Concourse Isolation Design – RFP No. GIAA-001-FY14.In addition, the Board hereby approves a contract award to the second highest ranked proposer, proposer G, to provide peer review services, subject to legal review that such award is permissible under the RFP. Both contracts are subject to negotiation of a fair and reasonable fee and legal review.In the event that negotiations prove unsuccessful, GIAA Management will enter negotiations with the next highest ranked proposer.

A. Refinancing of the Energy Efficiency Loan

The second matter discussed was the Refinancing of the Energy Efficiency Loan. At this time Chairman Untalan stated for the record that he would like to recuse himself from this discussion as he is employed by First Hawaiian Bank (FHB), and requested that an

Acting Chairman be nominated to Chair the discussion as the Vice Chairman was not present.

Chairman Untalan exited the conference room.

After further discussion, on motion duly made by Director Alcorn, seconded by Director Ada, the following resolution was unanimously approved:

Resolution No. 14-22

The Board hereby approves the nomination and election of Director Gerber to Chair the discussion relative to the refinancing of the Energy Efficiency loan with First Hawaiian Bank.

Mr. Santos stated that at the November Board meeting the Board approved the amendment to the Loan Agreement with FHB to extend and continue the interest only payments up to January 24, 2014, and indicated at that time that Management would return to the Board for approval to extend the loan term to ten (10) years. Mr. Santos provided background to the Board, stating the loan was for the Authority's Energy Management Program, at a principal amount of $11.9M, with a five (5) year term. During the Bond Financing program, GIAA intended to pay-off the loan with Bond proceeds; however, after further financial analysis it was not feasible. Mr. Santos explained that legislation, Public Law 32-62, provides authorization for the Authority to refinance the FHB Loan up to ten (10) years. The new refinanced interest rate for this ten (10) year term will be 5.75% maximum. The start date for the ten (10) termis now January 23, 2014 with the expiration date of January 22, 2024. He advised the Board that the resolution provided by FHB calls for monthly payments of principal and interest in the amount of $130,625.37 per month. Mr. Santos informed the Board that Attorney Fisher has reviewed the resolution, and noted corrections to the note commencement date Public Law number. Discussion followed relative to interest rates and maturity date of the loan.

Attorney Fisher informed the Board that he was able to review the documents, therefore he would recommend that the Board adopt the resolution that FHB has provided.

Director Ada inquired if the refinancing was advertised or did the Authority just go with FHB. Mr. Santos informed the Board that a Request for Proposals was issued out.

Attorney Fisher added that a correction needs to be made to the proposed resolution to change the Chairman as an authorized representative of the Authority to Acting Chairman Gerber since Chairman Untalan is disqualified.

After further discussion, on motion duly made by Director Ada, seconded by Director Sobti, the following resolution was unanimously approved without the vote of Chairman Untalan who recused himself from this matter as earlier stated:

Resolution No. 14-23

WHEREAS, on June 27, 2012, **FIRST HAWAIIAN BANK**, a Hawaii corporation (the "Bank") agreed to lend to **ANTONIO B. WON PAT INTERNATIONAL AIRPORT AUTHORITY, GUAM**, a public corporation and autonomous instrumentality of the Government of Guam (the "Authority"), and Authority agreed to repay to the Bank, together with interest and charges, the principal amount of $11,900,000.00 (the "Loan"); and

WHEREAS, the Loan was made pursuant to a Term Loan Agreement dated June 27, 2012 (the "Loan Agreement") and evidenced by a Promissory Note dated June 27, 2012 (the "Note"), executed by the Authority in favor of Bank; and

WHEREAS, the Loan Agreement was amended by an Addendum to Loan Agreement dated June 29, 2012 (the "Addendum"); and

WHEREAS, the Loan Agreement and Note were amended further by a Commercial Loan Modification Agreement dated August 26, 2013 (the "First Modification") and a Commercial Loan Modification Agreement dated December 4, 2013 (the "Second Modification"); and

WHEREAS, the Loan and the Authority's obligations under Loan Agreement and Note, as amended, are secured by a certain Security Agreement dated June 27, 2012 (the "Security Agreement") executed by the Authority as Debtor in favor of the Bank as Lender and granting to the Bank a security interest in the Collateral as defined and described therein; and

WHEREAS, the obligations of the Authority under the Loan Agreement and Note, as amended, are guaranteed by the United States Department of Agriculture ("USDA"); and

WHEREAS, the Authority has requested that the Bank further amend the Loan Agreement and Note in various respects including, without limitation: (i) extending the term of the Loan and Note, and (ii) increasing the interest of the Loan to 5.75% per annum as authorized by Public Law Number 32-62 thereby decreasing the monthly payments ofprincipal and interest to be made to $130,625.37 per month commencing on February 23, 2014; and

WHEREAS, the Bank has agreed to do so pursuant to a Commercial Loan Modification Agreement (the "Third Modification") and an Amended and Restated Promissory Note (the "Amended Note") in substantially the form submitted to this meeting.

NOW, THEREFORE, BE IT:

RESOLVED, that the Loan Agreement, the Note and the Security Agreement all dated June 27, 2012, the Addendum dated June 29, 2012, the First Modification dated August 26, 2013 and the Second Modification dated December 4, 2013 are hereby confirmed, ratified and approved in all respects; and

FURTHER RESOLVED, that the Authority execute and deliver to the Bank the Third Modification and the Amended Note which are hereby approved in all respects; and

FURTHER RESOLVED, that either the Acting Board ChairmanMartin J. Gerber or the Vice Chairman, and the Executive Manager of the Authority be and they hereby are authorized and directed to execute, seal and deliver to the Bank, on behalf of and in the name of the Authority, the Third Modification and the Amended Note in substantially the form hereby approved, with such changes, additions or deletions as such Acting Board Chairman Martin J. Gerber or Vice Chairman and Executive Manager may approve, such approval to be conclusive evidence by their execution and delivery of the same; and

FURTHER RESOLVED, that the Acting Board Chairman Martin J. Gerber or Vice Chairman and Executive Manager be and they hereby are authorized and empowered to do and perform, or cause to be done and performed, any and all such other acts, matters and things as in their judgment may be necessary, proper or convenient in order to obtain the agreement of the Bank to modify the Loan, the Loan Agreement and the Note as aforesaid; and

FURTHER RESOLVED, that these resolutions shall constitute a continuing authority and direction to the Acting Board Chairman Martin J. Gerber or Vice Chairman and Executive Manager to act on behalf of the Authority, and the several powers and authority in the foregoing paragraphs of these resolutions shall continue until revoked by the Board of Directors of the Authority and until formal written notice of such revocation shall have been given to the Bank; and

FURTHER RESOLVED, that this Resolutions of Board of Directors may be executed in any number of counterparts, each of which, when so executed and delivered, shall constitute one and the same document. Facsimile signatures shall have the force and effect of original signatures.

Chairman Untalan returned to the conference room.

B. Procurement Approval for Gate 21 Replacement Loading Bridge

The third matter discussed was the Procurement approval for the purchase of a Replacement Passenger Loading Bridge ("PLB") for Gate 21. Mr. Santos provided a brief background to the Board. On November 2013, the Gate 21 PLB was taken out of service for safety and operating purposes. All GIAA's PLBs are manufactured by JBT AeroTech. Mr. Santos informed the Board of a similar sole source procurement with JBT AeroTech that was approved by the Board at the July 2013 Board meeting for the 34 pre-conditioned air units and ground power units, half of those units are on Guam and are in the process of installation. Since the Gate 21 PLB was taken out of service, Management has been in communication with JBT AeroTech as to the type of PLB that should be used for the Airport as compared to the current PBLs, and JBT AeroTech identified the Hawaii-style Bridge. Mr. Santos referenced the documentation provided from JBT AeroTech including a quote. He went on to add this project was included as one of the Bond-funded projects, and approximately $8.2M was set aside under the integrated PLB replacement project. Mr. Santos explained that since the PLB for Gate 21 is out of service, Management would like to accelerate the purchase of one of the five (5) PLBsthat are slated to be replaced. Assessments are ongoing of the other PLB so that a priority list can be completed and replacement plan put in. The proposal from JBT AeroTech is in the amount of $855,495.00.

Mr. Santos stated that he understands the concern with sole source procurement. Discussion followed relative to the changes in the bridge style. Mr. Santos informed the Board that this bridge style was not available in 2003.

Chairman Untalan inquired if GIAA will have to sole source for the other PLB replacements, and will Management have to return to the Board for approval for those also. Mr. Santos explained that the purchase of the other four (4) bridges would be by sole source procurement, and added that assessments are being done so that they can prioritize which Gates need to be done first. Based on the condition of the PLB, the remaining bridges are going to be scheduled for Capital Improvements Projects, or if all of the Priority 1 and 2 projects are completed and there is money remaining then these could be accelerated.

Chairman Untalan stated that he thought there was $8M set aside for the integrated PLB replacement project. Mr. Santos replied that of the $8M, $4.6M was used for the purchase of (34) pre-conditioned air and ground power units. Chairman Untalan requested confirmation whether the Authority moves forward on the four remaining bridges will be based upon if there are any excess Bond funds. Mr. Santos responded yes, or they will be funded as part of GIAA's annual budget.

Chairman Untalan inquired on how long it will take to deliver the PLB. Mr. Santos responded that it is not indicated however based on the two previous orders, six (6) to nine (9) months. Once the order is placed, there is a waitlist. JBT AeroTech will give an official schedule once the order is placed. Chairman Untalan inquired on ordering the other five (5) bridges now. Mr. Santos replied that each PLB design is specific to each Gate and an overall assessment is necessary. Chairman Untalan inquired on who completes the assessments. Mr. Santos replied that there are three (3) assessments that occur, by JBT AeroTech, the maintenance provider; United Airlines official from off-island; and by Johnson Controls.

Director Gerber inquired on the life expectancy of this type equipment. Mr. Santos responded that PLBs usually last for ten (10) years. Discussion followed relative to the parts and management for the PLBs with Mr. Santos in forming the Board that by the February Board meeting Management should have an answer as to which four PLBs are to be replaced.

Director Ada inquired on the reason for the sole source procurement. Mr. Santos replied that all seventeen bridges are from the same manufacturer. Director Ada expressed his concerns with sole sourcing. Discussion followed relative to sole sourcing and searching for another manufacturer, with Director Ada stating that he would not be able to vote in favor of this sole source procurement, and questioned the fairness of the quote offered, and further expressed his concerns on the Authority being tied to one manufacturer. Chairman Untalan also expressed his concern with the quote offered. Mr. Santos introduced United representative, Mike Yost, who referenced the importance of the quality of the bridge products.

Director Sobti inquired on the last time a PLB was replaced. Mr. Santos replied in 2004 at the amount of $1M. Director Gerber questioned the quote amount and suggested Managementprovide information to support the amount quoted by JBT AeroTech. The Chairman asked if the item can wait until the next meeting. Mr. Santos expressed the need for the bridge to be replaced.

The Chairman requested for the benefit of the Board that Management provide a summary explaining the issues that the Board is questioning and that Legal Counsel review the legality of the sole source procurement for this purchase.

The Chairman informed Management that this item would be tabled until the next Board meeting. The Chairman stated for the record that the Board is very concerned about customer service, that it is important for visitors and partners to be happy with the service provided. He added that he understands the urgency to get the project completed however he expressed the importance in making sure the Authority is not being gauged financially and that the process be completed legally.

4. ADJOURNMENT

There being no further business to address before the Board, on motion duly made by Director Ada, seconded by Director Sobti, unanimously approved, at 4:05 p.m., the meeting was adjourned.

Dated this _____, day of _____, 2014.

Attest:

_____	_____
Edward G. Untalan	Gurvinder Sobti
Chairman	Secretary

Prepared and Submitted By:

_____
Amanda O'Brien-Rios
Corresponding Secretary

GIAA Program Status and UDO Analysis on Open AIP Grants

FY	Loc ID	Description	Grant #	Grant Amount	Balance as of 12/27/13	UDO	Balance as of 1/30/14	UDO	Comments
2009	GUM	Improve Airport Utility Infrastructure (Electrical System) - Phase 1	3-66-0001-65	$7,000,000	$38,983	1%	$38,983	1%	
2009	GUM	Conduct Airport Master Plan Study Update	3-66-0001-66	$700,000	$51,578	7%	$0	0%	
2009	GUM	Extend Runway 6L/24R - Phase 5	3-66-0001-67	$744,647	$0	0%	$0	0%	FCO
2009	GUM	Rehabilitate Runway 6L/24R	3-66-0001-68	$4,807,180	$0	0%	$0	0%	FCO
2009	GUM	Noise Mitigation Measures for Residences w/n 65-69 DNL - Phase 5	3-66-0001-69	$2,000,000	$265,801	13%	$232,376	12%	
2009	GUM	Extend Runway 6L/24R - Phase 7	3-66-0001-70	$3,294,390	$0	0%	$0	0%	FCO
		Amendment No. 1 to AIP 70	*3-66-0001-70*	$494,158	$0	0%	$0	0%	FCO
2009	GUM	Complete Construction of Parallel Taxiway - Phase 2	3-66-0001-71	$3,005,610	$0	0%	$0	0%	FCO
		Amendment No. 1 to AIP 71	*3-66-0001-71*	*$450,842*	$0	0%	$0	0%	FCO
			Sub Total:	**$22,496,827**	**$356,362**	**2%**	**$271,359**	**1%**	
2010	GUM	Extend Runway 6L/24R - Phase 8	3-66-0001-72	$4,000,000	$0	0%	$0	0%	FCO
		Amendment No. 1 to AIP 72	*3-66-0001-72*	*$600,000*	$0	0%	$0	0%	FCO
2010	GUM	Rehabilitate Runway 6L/24R - Phase 1 (Design only)	3-66-0001-73	$1,500,000	$119,105	8%	$119,105	8%	
2010	GUM	Install Instrument Landing System (ILS) Runway 6L - Phase 1	3-66-0001-74	$2,172,362	$0	0%	$0	0%	
		Amendment No. 1 to AIP 74	*3-66-0001-74*	$325,845					
2010	GUM	Noise Mitigation Measures for Residences w/n 65-69 DNL - Phase 6	3-66-0001-75	$2,000,000	$1,870,978	94%	$1,870,978	94%	
2010	GUM	Improve Airport Utility Infrastructure (Sewer & Storm Water Drainage) - Phase 1 (Design only)	3-66-0001-76	$1,550,000	$969,709	63%	$969,709	63%	
2010	GUM	Collect Airport Data for the Airports Geographic Information System (AGIS)	3-66-0001-77	$675,000	$0	0%	$0	0%	
2010	GUM	Install Instrument Landing System (ILS) Runway 6L - Phase 2	3-66-0001-78	$4,827,638	$1	0%	$1	0%	
2010	GUM	Conduct Environmental Assessment for Sewer and Storm water Drainage	3-66-0001-79	$700,000	$422,184	60%	$422,184	60%	
			Sub Total:	**$18,350,845**	**$3,381,977**	**18%**	**$3,381,977**	**18%**	

GIAA Program Status and UDO Analysis on Open AIP Grants

FY	Loc ID	Description	Grant #	Grant Amount	Balance as of 12/27/13	UDO	Balance as of 1/30/14	UDO	Comments
2011	GUM	Extend Runway 6L/24R - Phase 9	3-66-0001-80	$1,975,678	$0	0%	$0	0%	FCO
2011	GUM	Miscellaneous Airport Improvements - Phase 3	3-66-0001-81	$2,304,801	$2,222,129	96%	$2,184,729	95%	
2011	GUM	Miscellaneous Airport Improvements - Phase 4	3-66-0001-82	$1,400,000	$1,322,609	94%	$1,284,475	92%	
			Sub Total:	**$5,680,479**	**$3,544,738**	**62%**	**$3,469,204**	**61%**	
2012	GUM	Extend Runway 6L/24R - Phase 10	3-66-0001-83	$2,000,000	$0	0%	$0	0%	FCO
2012	GUM	Rehabilitate Runway 6L/24R - Phase 2	3-66-0001-84	$5,441,024	$4,268,244	78%	$3,917,859	72%	
			Sub Total:	**$7,441,024**	**$4,268,244**	**57%**	**$3,917,859**	**53%**	
2013	GUM	Extend Runway 06L/24R - Phase XI	3-66-0001-85	$2,005,605	$0	0%	$0	0%	
2013	GUM	Rehabilitate Runway 06/24R - Phase 3	3-66-0001-86	$1,876,981	$1,844,663	98%	$1,736,304	93%	
2013	GUM	Acquire one (1) 3,000-gallon Aircaft Rescue & Fire Fighting (ARFF) Vehicle	3-66-0001-87	$1,017,000	$1,017,000	100%	$1,017,000	100%	
2013	GUM	Update Airport Master Plan Study	3-66-0001-88	$500,000	$234,072	47%	$234,072	47%	
			Sub Total:	**$5,399,586**	**$3,095,735**	**57%**	**$2,987,376**	**55%**	
			GRAND TOTAL:	**$59,368,761**	**$14,647,056**	**25%**	**$14,027,775**	**24%**	

A.B. WON PAT INTERNATIONAL AIRPORT AUTHORITY, GUAM

SERIES 2013 BOND CAPITAL IMPROVEMENT PROJECTS

	Project Title	Total Project Cost	Federal Grants	Bond Proceeds	Balance as of 1/15/14	Purpose / Comments	Status
				PRIORITY 1			
1	International Arrivals Corridor with Building Seismic Upgrades	$53,900,000	$13,200,000	$40,700,000	40,700,000.00	Permanent solution to TSA mandate. 3rd level corridor for arrivals only with vertical circulation from gate groups. Must include seismic upgrades.	RFP to designer awarded by the Board. Fee submission by Feb 5. for review and negotiations.
2	Hold Bag Screening Relocation	$26,069,263	$24,899,330	$1,169,933	25,627,649.46	In-line bag screening with BHS. Check in capacity restored. Reduced costs for TSA and airlines.	The 70% design submittal with the TSA for review. Contract executed with BHS manufacturer.
3	SSCP Improvements	$3,100,000		$3,100,000	3,100,000.00	Increase security screening lanes and expand queuing area.	Pending IDIQ RFP issuance in Feb 2014.
4	FIDS Replacement	$5,000,000		$5,000,000	4,707,315.00	Replace obsolete and non-reliable system with multimedia multipurpose software/hardware.	Prioritized upgrades in progress.
5	Integrated PLB Replacement	$8,200,000	$2,000,000	$6,200,000	5,507,480.00	Replace 5 aged loading bridges and 34 power and pre-conditioned air point of use units.	Installation in progress for the 34 power and preconditioned air units. 1 replacement loading bridge for Board action.
6	Common Use Check-In Facilities	$2,800,000		$2,800,000	2,800,000.00	Single airline check-in program with counter modifications and expanded use of kiosks. Avoids expanded building footprint.	Common use study for airline review and comment.
7	Fuel System Improvements	$1,000,000		$1,000,000	1,000,000.00	Improve fire suppression system and connections.	Improvements being handled through fuel system operator.
8	Parking Expansion	$7,400,000		$7,400,000	7,355,296.85	Single level parking deck over commercial vehicle area to replace capacity loss from expanded access road. Improves passenger service.	Preliminary engineering in progress. Designer pending IDIQ RFP issuance.
9	Interisland Passenger Facility	$3,000,000		$3,000,000	3,000,000.00	Separate processing facility for domestic interisland operations. No CBP and minimal TSA inspections.	Planning session with CBP, TSA and Guam Customs followed by prospective users.
10	ARFF Facility Replacement	$11,600,000	$10,440,000	$1,160,000	11,536,102.10	Replace aged Navy structure with code compliant facility meeting FAA standards.	Preliminary engineering completed. Grant application to the FAA being prepared.
11	Cargo Apron Relocation	$7,700,000	$6,930,000	$770,000	$770,000.00	New cargo only apron adjacent to integrated air cargo facility. Hydrant fuel capability.	Preliminary engineering study and FAA grant application being updated.
12	Replace Terminal Seating	$3,500,000		$3,500,000	$3,500,000.00	Replace dilapidated seating and expand additional seating to other terminal areas.	Full re-upholstering of existing seating being evaluated. Architect under IDIQ RFP to determine
	SUB TOTALS	$133,269,263	$57,469,330	$75,799,933	$109,603,843		

				PRIORITY 2			
13	Access Control and Security Improvements	$4,000,000		$4,000,000	4,000,000.00	Replace security access control system with biometric system. Facility modifications as security solutions.	Pending IDIQ RFP issuance in Feb 2014.
14	Terminal Flooring Replacement	$2,700,000		$2,700,000	2,700,000.00	Replace deteriorating tile surface with durable non-skid material with longer life cycle.	Pending IDIQ RFP issuance in Feb 2014.
15	Upgrade Airport IT and FMS	$2,000,000		$2,000,000	1,688,239.86	Upgrade financial management system, add facility management GIS and improve infrastructure.	Partial upgrades completed.
16	Route 10A Landscape Component	$1,700,000		$1,700,000	1,700,000.00	Incorporate landscaping mediums consistent with DPW project to expand the Route 10A access roadways.	Pending IDIQ RFP issuance in Feb 2014.
17	Enclose Arrival Tunnels	$1,200,000		$1,200,000	1,200,000.00	Increase arrivals lobby area through enclosing arrival tunnel with climate control. Adds commercial areas.	Pending IDIQ RFP issuance in Feb 2014.
18	Replace Conveyance Systems	$2,600,000		$2,600,000	2,600,000.00	Replace with energy efficient equipment. Includes elevators, escalators and moving walks.	Pending IDIQ RFP issuance in Feb 2014.
19	Strengthen and Expand Curbside Canopies	$2,800,000		$2,800,000	2,800,000.00	Expand departures curbside canopies for extended weather protection and security reinforcement.	Pending IDIQ RFP issuance in Feb 2014.
20	1% Arts Program	$639,000		$639,000	639,000.00		For further discussion with the Guam Council of the Arts & Humanities.
21	Unencumbered Proceeds	$16,271,067		$16,271,067	16,271,067.00		
	SUB TOTALS	$33,910,067	$0	$33,910,067	33,598,306.86		
	TOTALS	**$167,179,330**	**$57,469,330**	**$109,710,000**	**$143,202,150**		$3,847,180 Expended

A.B. WON PAT INTERNATIONAL AIRPORT AUTHORITY, GUAM
CAPITAL IMPROVEMENT PROJECTS FOR FISCAL YEAR 2014
FUNDING SOURCE

	PROJECT NAME	BUDGET	CIF	FEDERAL	BALANCE AS OF 1/30/14	DESCRIPTION AND NEED
1	Rehabilitate Runway 6L/24R, Completion	4,500,000	450,000	4,050,000		Install new overlay on runway and shoulders, RWY 24L PAPI, Central Ave. closure
2	Acquire ARFF Truck/RIV - Pkg 2	1,390,000	139,000	1,251,000		Replacement of second ARFF truck and Rapid Intervention Vehicle
3	Painting & Exterior Surface Improvements to Terminal and Other Facilities		1,250,000			Repainting and surface improvements to key airport facilities after 10 years.
4	Replace Terminal Fire Alarm & Fire Suppression System	2,500,000	2,500,000			Replace air terminal system with IBC code compliant system approved by GFD
5	Upgrades to VQ-1 Hanger	500,000	500,000			Replace hangar door and upgrade roof and floor systems
6	Airfield Support Vehicles and Equipment	400,000	400,000			Maintenance of ramp lights, electrical and airfield lighting
7	Improve GSE and Technology Buildings	500,000	500,000			Improve roof systems and overhangs
8	Airport Facilities Upgrades, Phased	450,000	450,000			Continue upgrades and improvements to all airport facilities.
	Totals:	**$ 10,440,000**	**$ 6,389,000**	**$ 5,301,000**		

Note: All projects are subject to funding availability and FAA issuance of grant agreements. Excludes bond financed projects.

ANTONIO B. WON PAT
INTERNATIONAL AIRPORT AUTHORITY, GUAM
BOARD OF DIRECTORS
EXECUTIVE SUMMARY

INVITATION FOR BID
EXTERIOR WALL PAINTING/REPAIR OF TERMINAL &
OTHER AIRPORT STRUCTURES
IFB NO. GIAA-C02-FY13
PROJECT NO. GIAA-FY13-07-1

January 30, 2014

Purpose

Board action is requested to approve the bid award of the above project under the Invitation For Bid No. GIAA-C02-FY14.

Background

The project is to provide painting/repair work inclusive of all labor, materials, supplies and equipment to painting of terminal building.

Procurement Background

The solicitation announcement was advertised through the local newspapers during the months of December 2013 & January 2014. The bid submission deadline and bid opening took place on January 17, 2014.

Thirteen (13) firms/individuals purchased bid package and ten (10) firms submitted bid proposal before the submission deadline. The firms were evaluated and nine (9) were determined to be acceptable. As required by the Procurement Rules and Regulations, the bids were publicly opened and read aloud in the presence of the bidders.

The submitted bids are presented below:

BIDDER'S NAME	AMOUNT
Eons Enterprise Corp. *	$335,677.00
Z4 Corporation	$775,531.40
Ian Corporation	$542,157.62
P&E Construction Inc.	$620,517.20
CWSI Chugach World Services Inc.	$747,548.26
Inland Builders Corp.	$752,639.90
BME & Sons Inc.	$518,449.38
J&B Modern Tech	$397,999.00

JJ Global	$1,026,000.00
ProPacific Builder Corp.	$457,888.88

*rejected for non compliance

Legal Review

Upon receipt of the required Performance and Payment Bonds, contract documents will be forwarded to legal counsel for review prior to execution and issuance of Notice to Proceed.

Financial Review

The lowest responsive, responsible total bid amount received is $397,999.00 or 53% below government estimate of $850,000.00. Funding for this project is available under the CIF.

Recommendation

Management recommends the contract award of **$397,999.00** to **J&B Modern Tech,** who has been determined to have met the standards of responsibility and responsiveness outlined in Guam Procurement Regulation.

A.B. WON PAT
INTERNATIONAL AIRPORT AUTHORITY, GUAM
ATURIDAT PUETTON BATKON AIREN GUAHAN ENTENASIONAT

P.O. Box 8770
Tamuning, GU 96931

Tel (671) 646-0300
Fax (671) 646-8823

www.guamairport.com

January 29, 2014

MEMORANDUM

TO: Charles H. Ada II, Executive Manager

FROM: Franklin P. Taitano, Supply Management Administrator
Victor J. Cruz, Engineer Supervisor

SUBJECT: Bid Evaluation and Recommendation "Invitation For Bid"
Exterior Wall Painting/Repair of Terminal & Other Airport Structures
IFB No. GIAA-C02-FY14
Project No. GIAA-FY13-07-1

Procurement Background:
The above referenced Invitation For Bid was publicly announced through the local newspaper during the months of December 2013 & January 2014. A pre-bid conference was held on January 3, 2014 at the Terminal Conference Room. The bid submission deadline and bid opening took place on January 17, 2014.

Thirteen (13) firms/individuals purchased the bid package and ten (10) firms submitted proposal before the bid submission deadline. The bid submittals were opened in the presence of the bidders, members of the public and several GIAA representatives. The bid offer was read aloud by the Supply Management Administrator and tabulated by a Procurement staff.

The results of the bid price submittals are as follows in the order they were received and opened:

BIDDER'S NAME	AMOUNT
Eons Enterprise Corp. *	$335,677.00
Z4 Corporation	$775,531.40
Ian Corporation	$542,157.62
P&E Construction Inc.	$620,517.20
CWSI Chugach World Services Inc.	$747,548.26
Inland Builders Corp.	$752,639.90
BME & Sons Inc.	$518,449.38
J&B Modern Tech	$397,999.00
JJ Global	$1,026,000.00
ProPacific Builder Corp.	$457,888.88

*rejected for non compliance

AMERICAN ASSOCIATION OF AIRPORT EXECUTIVES
AIRPORTS COUNCIL INTERNATIONAL
NASAO National Association of State Aviation Officials
TIACA THE INTERNATIONAL AIR CARGO ASSOCIATION

Bid Analysis and Evaluation:
Pursuant to Section 9 of the Instructions to Bidders, the contract is to be awarded, if it is to be awarded, as soon as possible to the lowest responsible, responsive bidder. To determine the responsibility of bidders, the bid package specified the required documents that bidders must submit with their bid packages. The attached abstract illustrates the inventory of required documents and bidders submittal.

Eons Enterprise Corp.: The firm has submitted a total bid price of **$335,677.00.** The submitted Statement of Bidders Experience form included lists of projects from 2010-2012 with no resumes. The bidder submitted a copy of their current Guam Contractors License **#1271**. The bidder did not submit required forms (1.Special Reminder to Prospective Bidders, 2.Bid Form, 3. No Resumes.)

As a result of the bidder's non-submittal of the required documents. **Eons Enterprises Corp. is deemed to be non-responsive and non- responsible bidder. Therefore, the bid is rejected.**

Z4 Corporation: The firm has submitted a total bid price of **$775,531.40.** The submitted Statement of Bidders Experience form included lists of projects from 2008-2013 with resumes. The bidder submitted a copy of their current Guam Contractors License **#CLB07-0241**. All other required documents are complete and in conformance with the Invitation For Bid.

Ian Corporation: The firm has submitted a total bid price of **$542,157.62.** The submitted Statement of Bidders Experience form included lists of projects from 2007-2013 with resumes. The bidder submitted a copy of their current Guam Contractors License **#8524**. All other required documents are complete and in conformance with the Invitation For Bid.

P&E Construction Inc.: The firm has submitted a total bid price of **$620,517.20.** The submitted Statement of Bidders Experience form included lists of projects from 2004-2014 with resumes. The bidder submitted a copy of their current Guam Contractors License **#R-0513-0116**. All other required documents are complete and in conformance with the Invitation For Bid.

CWSI Chugach World Services, Inc.: The firm has submitted a total bid price of **$747,548.26.** The submitted Statement of Bidders Experience form included lists of projects from 2010-2013 with resumes. The bidder submitted a copy of their current Guam Contractors License **#CLB11-0718**. All other required documents are complete and in conformance with the Invitation For Bid.

Inland Builders Corp.: The firm has submitted a total bid price of **$752,639.90.** The submitted Statement of Bidders Experience form included lists of projects from 2006-2013 with resumes. The bidder submitted a copy of their current Guam Contractors License **#1072**. All other required documents are complete and in conformance with the Invitation For Bid

BME & Sons Inc.: The firm has submitted a total bid price of **$518,449.38.** The submitted Statement of Bidders Experience form included lists of projects from 2009-2012 with resumes. The bidder submitted a copy of their current Guam Contractors License **#3028**. All other required documents are complete and in conformance with the Invitation For Bid

J&B Modern Tech: The firm has submitted a total bid price of **$397,999.00.** The submitted Statement of Bidders Experience form included lists of projects from 2007-2013 with resumes. The bidder submitted a copy of their current Guam Contractors License **#7487**. All other required documents are complete and in conformance with the Invitation For Bid

JJ Global: The firm has submitted a total bid price of **$1,026,000.00.** The submitted Statement of Bidders Experience form included lists of projects from 1996-2013 with no resumes. The bidder submitted a copy of their current Guam Contractors License **#7995**. All other required documents are complete and in conformance with the Invitation For Bid

ProPacific Builder Corp.: The firm has submitted a total bid price of **$457,888.88.** The submitted Statement of Bidders Experience form included lists of projects from 2006-2013 with resumes. The bidder submitted a copy of their current Guam Contractors License **#5135**. All other required documents are complete and in conformance with the Invitation For Bid.

Recommendation:
Pursuant to the guidelines in Item 9 of the Instruction to Bidders, the award of contract will be made to the **lowest responsible, responsive bidder.** J&B Modern Tech has been determined to have met the standards of responsibility and responsiveness outlined in the Guam Procurement Regulations and has deemed to be the lowest responsible, responsive bidder.

Therefore, it is recommended that **J&B Modern Tech** be awarded the contract in the amount of **$397,999.00** for this project.

Should you have any questions or concerns, please call our office at your convenience.

Victor Cruz

Franklin P. Taitano

APPROVED:

CHARLES H. ADA II
Executive Manager

attachment

cc: Admin/Proc/Eng/Expansion

MAJOR SHAREHOLDERS DISCLOSURE AFFIDAVIT

CITY OF DEDEDO)
) ss.
ISLAND OF GUAM)

A. I, the undersigned, being first duly sworn, depose and say that I am an authorized representative of the offeror and that *[please check only one]:*

[ ] The offeror is an individual or sole proprietor and owns the entire (100%) interest in the offering business.

[X] The offeror is a corporation, partnership, joint venture, or association known as *[please state name of offeror company]*, and the persons, companies, partners, or joint venturers who have held more than 10% of the shares or interest in the offering business during the 365 days immediately preceding the submission date of the proposal are as follows *[if none, please so state]:*

Name	Address	% of Interest
GENEROSO M. BANGAYAN	PO. BOX 9788 TAMUNING GUAM,96931	50%
NELIA F. BANGAYAN	PO. BOX 9788 TAMUNING, GUAM 96931	45%

B. Further, I say that the persons who have received or are entitled to receive a commission, gratuity or other compensation for procuring or assisting in obtaining business related to the bid or proposal for which this affidavit is submitted are as follows *[if none, please so state]:*

Name	Address	% of Interest
NONE	N/A	N/A

C. If the ownership of the offering business should change between the time this affidavit is made and the time an award is made or a contract is entered into, then I promise personally to update the disclosure required by 5 GCA §5233 by delivering another affidavit to the government.

Signature of one of the following:
Offeror, if the offeror is an individual: Partner, if the offeror is a partnership; Officer, if the offeror is a corporation.

Subscribed and sworn to before me this 14 day of January, 2014.

NOTARY PUBLIC
My commission expires: 2/07/2017

LIBRADO P. SALUDO
NOTARY PUBLIC
In and for Guam, U.S.A.
My Commission Expires: Feb. 07, 2017
P.O.Box 10795 Tamuning, Guam 96931

INVITATION NUMBER: GIAA-C02-FY14

PROJECT NO: GIAA-FY13-07-1

EXTERIOR WALL PAINTING/REPAIR OF TERMINAL & OTHER AIRPORT STRUCTURES

Antonio B. Won Pat

Guam International Airport Authority

BID ABSTRACT

Opening Date: 17-Jan-14

Opening Time: 2:00 P.M.

Page 1 of 1 pages

No. of invitation Issued: 13

No. of Bids Received: 10

	SUMMARY OF SCOPE OF WORK:	Special Reminder to Prospective Bidders	BID GUARANTEE Cashier's Check Letter of Credit Bid Bond	Disclosure of Major Shareholders	Non-Collusion Affidavit	Statement of Previous Contracts Subject to EEO	Certification of Non-Segregated Facilities	Designation of Sub-contractors	Statement of Experience of Bidders with Resumes	Certificate Concerning Foreign Interest	CFR 29 Part 29 Req for Solicitation	Certification Contracts, Grants, Loans, & Coop Agreem	Certification of Bidders Regarding EEO	Buy American Certificate	Standard Clause for DBE	Business or Contractors License	ADDENDUM(S) A	ADDENDUM(S) B	ADDENDUM(S) C	TOTAL BID PRICE
1	Eons Ent. Corp.	X	BB # CH1140003HPB $ 77,977.-	✓	✓	✓	✓	(A) ✓	(B) X	✓	✓	✓	✓	✓	✓	(C) ✓	✓	✓		$ 335,677.-
2	Z 4 Corporation	✓	BB # AGA 2131 B 15 %	✓	✓	✓	✓	(A) ✓	(B) ✓	✓	✓	✓	✓	✓	✓	(C) ✓	✓	✓	✓	$ 775,731.40
3	Ian Corporation	✓	BB # 011C141 15 %	✓	✓	✓	✓	(A) ✓	(B) ✓	✓	✓	✓	✓	✓	✓	(C) ✓	✓	✓	✓	$ 542,157.62
4	P & E Construction Inc.	✓	BB # AGA 21358 15 %	✓	✓	✓	✓	(A) ✓	(B) ✓	✓	✓	✓	✓	✓	✓	(C)	✓	✓	✓	$ 620,717.20
5	CWSI Chugach World Services, Inc.	✓	BB 15 %	✓	✓	✓	✓	(A) ✓	(B) ✓	✓	✓	✓	✓	✓	✓	(C) ✓	✓	✓		$ 749,748.26
6	Inland Builders Corporation	✓	BB 15 %	✓	✓	✓	✓	(A) ✓	(B) ✓	✓	✓	✓	✓	✓	✓	(C) ✓	✓	✓	✓	$ 752,639.90
7	BME & Sons Inc.	✓	BB # 153 15 %	✓	✓	✓	✓	(A) ✓	(B) ✓	✓	✓	✓	✓	✓	✓	(C) ✓	✓	✓	✓	$ 518,449.38
8	J & B Modern Tech	✓	BB # BND201297A01V 15 %	✓	✓	✓	✓	(A) ✓	(B) ✓	✓	✓	✓	✓	✓	✓	(C) ✓	✓	✓	✓	$ 397,999.-
9	JJ Global	✓	BB # 011C14 15 %	✓	✓	✓	✓	(A) ✓	(B) ✓	✓	✓	✓	✓	✓	✓	(C) ✓	✓	✓	✓	$ 1,026,000.-
10	Pro Pacific Builder Corp.	✓	CC # 1630645 $ 68,683.33	✓	✓	✓	✓	(A) ✓	(B) ✓	✓	✓	✓	✓	✓	✓	(C) ✓	✓	✓	✓	$ 457,888.88

I hereby certify that all bids received in response to this invitation were opened under my personal supervision, and that the names of all bidders have been entered hereon.

SIGNATURE

TABULATED BY: SIGNATURE

Date: 1-17-14

BASIS FOR AWARD:

- \ \ LOWEST RESPONSIVE & RESPONSIBLE BIDDER
- \ \ HIGHEST RESPONSIVE & RESPONSIBLE BIDDER
- \ \ OTHER AWARD
- \ \ TIE BID
- \ \ COMBINED TOTAL
- \ \ ITEM PER ITEM

Gov't. Est. $ 850,000.-

INVITATION NUMBER: GIAA-C02-FY14	Antonio B. Won Pat International Airport Authority, Guam NOTES/REMARKS FOR BID ABSTRACT
EXTERIOR WALL PAINTING/REPAIR OF TERMINAL & OTHER AIRPORT STRUCTURES	

Vendor No.	COMMENTS
1	(A) SUBCONTRACTORS "NONE" (B) PROJECT LIST 2010-2012, NO RESUMES (C) GCL # 1271 (D) NOTE: SPECIAL REMINDER TO PROSPECTIVE BIDDERS "NONE" BID FORM "NONE"
2	(A) SUBCONTRACTORS "NONE" (B) PROJECT LIST 2008-2013, W/RESUMES (C) GCL # CLB07-0241
3	(A) SUBCONTRACTORS "NONE" (B) PROJECT LIST 2007-2013, W/RESUMES (C) GCL # 8524
4	(A) SUBCONTRACTORS "NONE" (B) PROJECT LIST 2004-2014, W/RESUMES (C) GCL # R-053-D11b
5	(A) SUBCONTRACTORS "NONE" (B) PROJECT LIST 2010-2013, W/RESUMES (C) GCL # CLB11-0718
6	(A) SUBCONTRACTORS "NONE" (B) PROJECT LIST 2006-2013, W/RESUMES (C) GCL # 1072
7	(A) SUBCONTRACTORS "NONE" (B) PROJECT LIST 1993-2010, W/RESUMES (C) GCL # 3028
8	(A) SUBCONTRACTORS "NONE" (B) PROJECT LIST 2007-2013, W/RESUMES (C) GCL # 7487
9	(A) DESIGNATES "PAINTING DYNAMICS" FOR PAINTING WORK (B) PROJECT LIST ~~1996~~ 2013, NO RESUMES (C) GCL # 7995
10	(A) SUBCONTRACTORS "NONE" (B) PROJECT LIST 2006-2013, W/RESUMES (C) GCL # 5135

Prepared By:

SIGNATURE

J&B MODERN TECH

ACR EQUIPMENT AND SUPPLIES

P.O. BOX 9788 TAMUNING, GUAM, U.S.A. 96931

TELEPHONE : (671) 646-0588 / 646-3346 / 646-4435

FAX: (671) 646-0589

Franklin P.Taitano
A.B.Won Pat International Airport Authority
P.O.Box 8770 Tamuning,Guam 96931
Phone Number (671) 646-0300/02
Fax Number (671) 646-2048/646-8823

Dear Sir,

We are confirming our bid in the amount of **$397,999.00 for** IFB-No.GIAA-C02-FY14-Project No.GIAA-FY13-07-1 EXTERIOR WALL PAINTING/REPAIR OF TERMINAL AND OTHER AIRPORT STRUCTURES.

Ricardo G.Sison
Project Engineer
J&B Modern Tech.

Doc. No. 35GL-19-0628.*

Antonio B. WonPat
INTERNATIONAL AIRPORT AUTHORITY, GUAM
BOARD OF DIRECTORS
EXECUTIVE SUMMARY

REQUEST FOR PROPOSALS, RFP NO. GIAA-003-FY14
DESIGN SERVICES FOR GIAA TIYAN SITE
DEVELOPMENT ACCESS ROAD

January 30, 2014

Purpose

Board action is requested to approve the ranking results based on the evaluation process performed through the Request For Proposals (RFP) No. GIAA-003-FY14 for Design Services for GIAA Tiyan Site Development Access Road.

Background

The referenced RFP solicits proposals from professional firms to provide design services for the tiyan site development access road.

Procurement Background

The above referenced RFP was advertised in the local newspapers throughout the months of November & December 2013. The established deadline to submit the proposals was on December 27, 2013.

A total of twelve (12) firms showed their interest by obtaining the RFP package; however, seven (7) firms responded by submitting their proposals before the established deadline.

After receipt of all proposals, an Evaluation Committee was established to perform an independent evaluation of the proposals to determine the best qualified proposer. The proposals were evaluated based on the point system assigned for each criteria identified in the RFP package.

The Evaluation Committee has completed their evaluations and the scores sheets were gathered and tabulated by Procurement Office. As a result, the selected firms in the order of their ranking are as follows:

Doc. No. 35GL-19-0628.*

1. Proposer A
2. Proposer B
3. Proposer C
4. Proposer F
5. Proposer D
6. Proposer G
7. Proposer E

Legal Review

Upon Board approval, a standard professional services contract will be forwarded to Legal Counsel for review and approval as to form.

Financial Review

The Design Services for GIAA Tiyan Site Development Access Road Agreement funding for this project is available under the CIF.

Recommendation

Management recommends the approval of the ranking results and the contract award to **Proposer A,** as the highest ranked proposer for the Design Services for GIAA Tiyan Site Development Access Road subject to negotiations of fair and reasonable fees. And in the event that the negotiations prove unsuccessful, GIAA Management will enter negotiations with the next highest ranked proposer.

Doc. No. 35GL-19-0628.*

A.B. WON PAT
INTERNATIONAL AIRPORT AUTHORITY, GUAM
ATURIDAT PUETTON EAIKON AIREN GUAHAN ENTENASIONAT

P.O. Box 8770
Tamuning, GU 96931

Tel (671) 646-0300
Fax (671) 646-8823

www.guamairport.com

January 30, 2014

MEMORANDUM

TO: Charles H. Ada II, Executive Manager

FROM: Franklin P. Taitano, Supply Management Administrator

**SUBJECT: Evaluation and Recommendation - Request For Proposal (RFP)
Design Services for GIAA Tiyan Site Development Access Road
RFP No. GIAA-003-FY14; Project No. GIAA-FY14-01-1**

The referenced Request for Proposal (RFP) solicits interests from firms or individuals to provide professional services for the Design Services for GIAA Tiyan Site Development Access Road. The advertisement for this RFP was published in the local newspaper for the months of November & December 2013. The deadline to submit the proposals was on December 27, 2013.

Twelve (12) firms/individuals acknowledged receipt of the package and seven (7) firms submitted qualification documents before the submission deadline.

Evaluation and Selection

Pursuant to Section IX of the package, after receipt of all proposals, the GIAA Evaluation Committee conducted an independent evaluation for the purpose of selecting the most responsive and responsible offeror based on the evaluation criteria. The committee which Management established to evaluate the firms' qualifications included the following:

a. Victor Cruz, Engineering Supervisor
b. Gerard Bautista, Air Terminal Manager
c. Ike Tambora, Engineering Office
d. Patrick Duffie, Expansion Office
e. Larry Flores, Expansion Office

The committee completed their evaluation and the scores were tabulated as reflected on the attached summary worksheet. As a result of our tabulation, the firms selected in the order of their ranking are as follows:

1. Proposer A
2. Proposer B
3. Proposer C
4. Proposer F
5. Proposer D
6. Proposer G
7. Proposer E

AMERICAN ASSOCIATION OF AIRPORT EXECUTIVES
AIRPORTS COUNCIL INTERNATIONAL
NASAO National Association of State Aviation Officials
TIACA THE INTERNATIONAL AIR CARGO ASSOCIATION

Recommendation

Based on the tabulation of the proposers ranking, it is determined that **Proposer A** ranked number one and the best qualified firm to perform the required services in accordance with the criteria set forth in the RFP. Also, as a result of our review of the submitted required documents, the firm has been deemed to have met the standards of responsibility and responsiveness outlined in the Guam Procurement Regulations.

Therefore, management recommends the approval of the ranking results and the contract award to **Proposer A**, as the highest ranked proposer for the Design Services for GIAA Tiyan Site Development Access Road subject to negotiations of fair and reasonable fees. In the event that the aforementioned negotiations prove unsuccessful, the GIAA may enter negotiations with the next highest ranked proposer.

Should you have any questions or need to discuss this matter further, I am available at your request.

Franklin P. Taitano

APPROVED:

CHARLES H. ADA II
Executive Manager

Attachments

cc: Evaluation Committee
Procurement File

Antonio B. Won Pat
International Airport Authority, Guam

Evaluation Score Tally Sheet

DESIGN SERVICES FOR GIAA TIYAN SITE DEVELOPMENT ACCESS ROAD
RFP NO. GIAA-003-FY14; PROJECT NO. GIAA-14-02-5

NAME OF FIRM/PROPOSER	Evaluator 1		Evaluator 2		Evaluator 3		Evaluator 4		Evaluator 5		AVERAGE
	Score	Rank	Score	Rank	Score	Rank	Score	Rank	Score	Rank	Rank
Proposer B	87	2	85	4	87	4	79	2	91	3	2
Proposer C	85	4	83	6	82	7	83	1	94	1	3.5
Proposer F	78	6	90	1	89	2	56	6	88	4	3.5
Proposer E	79	5	82	7	83	6	65	5	87	5	7
Proposer A	90	1	84	5	91	1	77	3	93	2	1
Proposer G	77	7	88	2	85	5	71	4	82	7	6
Proposer D	86	3	87	3	88	3	53	7	86	6	5

Evaluators	
No. 1:	Victor Cruz
No. 2:	Gerard Bautista
No. 3:	Ike Tambora
No. 4:	Patrick Duffy
No. 5:	Larry Flores

PACAIR PROPERTIES

January 15, 2014

Mr. Charles H. Ada, II
Executive Manager
GUAM INTERNATIONAL AIRPORT AUTHORITY
P.O. Box 8770
Tamuning, Guam 96913

Dear Mr. Ada:

Subject: **Estoppel Certificate**

Kindly consider this letter as our request for your good office to execute the enclosed Estoppel Certificate and provide same to our Lender, First Hawaiian Bank.

The purpose of the USD $3.9 Million in additional mortgage loan is to finance the tenant improvements of the three (3) Federal Offices (Social Security Administration, U.S. Citizenship & Immigration Services and National Oceanographic Atmospheric Administration) in our Integrated Air Cargo Facility at the Guam International Airport.

Thank you in advance for your usual support on this matter.

Sincerely,

Pacair Properties, LLC

Frank P. Arriola
Manager

770 East Sunset Blvd., Ste 227, Tiyan, Barrigada, Guam 96913
Tel: (671) 642-1727 • Fax: (671) 642-0793
www.pacairproperties.com

RECORDING REQUESTED BY:)
FIRST HAWAIIAN BANK.)
AFTER RECORDATION,)
DELIVER COPIES TO:)
FIRST HAWAIIAN BANK)
400 ROUTE 8, MONGMONG,)
GUAM 96910. THE REAL)
PROPERTY AFFECTED BY)
THIS INSTRUMENT IS)
REGISTERED LAND.)
THE NAME OF THE LAST)
REGISTERED OWNER BEING:)
SEE ATTACHED EXHIBIT A;)
AND THE CERTIFICATE OF)
LAST REGISTRATION BEING:)
SEE ATTACHED EXHIBIT A.)

473718.3 (SPACE ABOVE LINE FOR RECORDER'S USE ONLY)

LESSOR'S CONSENT TO
ADDITIONAL CHARGE MORTGAGE AND
ESTOPPEL CERTIFICATE

KNOW ALL MEN BY THESE PRESENTS THAT:

WHEREAS, ANTONIO B. WON PAT INTERNATIONAL AIRPORT AUTHORITY, GUAM, whose address is 770 East Sunset Blvd., Suite 227, Tiyan, Barrigada, Guam 96913 (the "Lessor" or "GIAA"), the Lessor named in that certain First Amended and Restated Ground Lease Agreement (the "Lease") executed by the Lessor on November 13, 2008, and by PACAIR PROPERTIES, LLC, a limited liability company, duly organized, validly existing and in good standing under Guam law, (the "Lessee" or "Mortgagor") on November 14, 2008, a memorandum of which is recorded on December 9, 2008 at the Records Division, Department of Land Management, Government of Guam, under Document Number 783313;

WHEREAS, pursuant to that certain Lessor's Consent to Mortgage and Estoppel Certificate dated May 14, 2009, executed by the Lessor, recorded on May 14, 2009 at said Records Division under Document Number 790074, the Lessor consented to the mortgage of the Lessee's interest in the Lease pursuant to that certain Real Property Mortgage and Financing Statement with Power of Sale dated May 14, 2009, recorded on May 14, 2009 at said Records Division under Document Number 790070;

WHEREAS, pursuant to that certain Lessor's Consent to Mortgages and Estoppel Certificate dated May 5, 2012, executed by the Lessor, recorded on June 12, 2012 at said Records Division under Document No. 837775, the Lessor consent to two mortgages of the Lessee's interest in the Lease pursuant to (i) that certain Additional Charge Mortgage and Assignment of

Rents recorded on June 12, 2012, under Document No. 837773, and (ii) that certain Additional Charge Mortgage and Assignment of Rents recorded on June 12, 2012, under Document No. 837743; and

WHEREAS, the Lessee has requested a new loan (the "Loan") in the principal amount of $3,900,000.00 from First Hawaiian Bank, a Hawaii corporation (the "Mortgagee") and the Mortgagee has agreed to make the $3,900,000 Loan subject to among other things, the Lessee providing an additional mortgage of its interest in the Lease;

WHEREAS, pursuant to a motion which passed at the regular meeting of the Board of Lessor, duly and lawfully called, and held on January 30, 2014, at which a quorum was present and voting throughout, the Board granted consent to Lessee to additionally mortgage its interest in the Lease as collateral for the Loan;

WHEREAS, such consent was conditioned upon the review of the final loan documents by Legal Counsel to the Board, and the written Board approval of the final loan documents.

NOW, THEREFOR, the Lessor

A. **Consent.** DOES HEREBY CONSENT to an Additional Charge Mortgage and Assignment of Rent (the "Additional Charge Mortgage") of the Lease by the Lessee-Mortgagor to the Mortgagee, dated Nov 12, 2013 and recorded in said Records Division under Document Number 858382, and the Mortgagee shall be entitled to the provisions of Section 15 of the Lease. This consent is expressly conditioned upon the Additional Charge Mortgage being subject and subordinate to Lessor's bond indentures and the rights of the bond holders.

B. **Estoppel Certificate.** The Lessor hereby certifies to the Mortgagee that (1) the Lease is in full force and effect and unmodified by any instruments, except as hereinabove provided, and will not be further modified or amended without the Mortgagee's written consent, so long as the Additional Charge Mortgage remains in effect; (2) the Lessee-Mortgagor is not in default in the payment of rent under the Lease or in the performance or observance of any covenant or condition to be performed or observed by the lessee thereunder; (3) no event has occurred which authorizes, or with the lapse of time will authorize, the Lessor to terminate the Lease; (4) the execution and delivery by the Lessee-Mortgagor of the Additional Charge Mortgage will constitute neither a breach of the Lessee-Mortgagor's obligations as lessee under the Lease, nor an event of default thereunder; (5) a copy of any notice to be sent by the Lessor to the Lessee-Mortgagor pursuant to the Lease shall be sent by the Lessor to the Mortgagee; (6) the Lessee-Mortgagor has paid to the Lessor, and the Lessor holds a security deposit in the amount of Forty Three Thousand Two Hundred Dollars ($43,200,00); (7) upon the Lessor's receipt of a true copy of the Additional Charge Mortgage, the Mortgagee shall be entitled to all the benefits of the provisions set forth in the Lease, including in particular, Section Fifteen thereof.

As used herein, the terms "Lessor", "Lessee-Mortgagor", "Mortgagee" and "Mortgagee" shall mean and include the lessor, the lessee-mortgagor and the mortgagee named above and their respective heirs, executors, administrators, successors, successors in trust and assigns. Where

Doc. No. 35GL-19-0628.*

there is more than one Lessor, Lessee-Mortgagor or Mortgagee, the use of the singular shall be construed to include the plural wherever the context shall so require. The use of any gender herein shall include all genders.

IN WITNESS WHEREOF, the Lessor has executed these presents this _____ day of _____ _____, 2014.

LESSOR:

ANTONIO B. WON PAT INTERNATIONAL AIRPORT AUTHORITY GUAM

By: _____
Name:
Its:

REVIEWED AND APPROVED AS TO FORM:

By _____

GIAA Legal Counsel

Date: _____

ACKNOWLEDGEMENT

ISLAND OF GUAM)
) SS:
CITY OF _____)

ON THIS _____ day of _____, 2014, before me, a notary public in and for Guam, personally appeared _____, to me personally known, who, being by me duly sworn or affirmed, did say that such person(s) executed the foregoing instrument as the free act and deed of such person(s), and, if applicable, in the capacity shown, having been duly authorized to execute such instrument in such capacity.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year first above written.

_____
(Official signature and seal of notary)

A.B. WON PAT
INTERNATIONAL AIRPORT AUTHORITY, GUAM

Executive Manager's Report
GIAA Board of Directors Meeting
January 30, 2013

AIRLINE ISSUES

Chinese New Year Charters

Guam will receive charters from 4 Chinese cities during the Chinese New Year season:

Beijing (North China):	2 flights serviced by United, with seat capacity of 151 each
	2 flights serviced by Dynamic Airways with seat capacity of 218
Chengdu (Southwest China):	1 flight serviced by Dynamic Airways, with seat capacity of 218 on B767
Shanghai (East China):	4 flights operated by United Airlines, with a seat capacity of 153
Dalian (Northeast China):	2 flights operated by Dynamic Airways, with a seat capacity of 218

ANA will be operating a chartered cargo flight on Jan. 29, 2014 transporting equipment for the Japanese military who will be training in Andersen Air force Base from Jan. 30 and Jan. 31, 2014.

Jin Air

Jin Air has advised that they will revert back to one flight daily, with the suspension of the evening flight LJ073/LJ074 from Seoul, effective March 24, 2014. The reason provided flights were cancelled due to hotel room shortage.

Scientific Research Aircraft

Beginning January 15, through the end of February, the US National Science Foundation (NSF) and the UK Facility for Airborne Atmospheric Measurements (FAAM) will be operating their respective aircraft, the Gulfstream V and the BAE 146 to monitor tropical atmosphere and changes as a result of global warmiing. The results of this project aims to a better understand the interaction between ocean biology, atmospheric composition and climate change.

GIAA is partnering with NSF and FAAM with two days of Community Outreach presentations on February 11 and 13, and a half day Open House on February 15, 2014 at the ACI Hangar. These events are a cross-promotional opportunity for NSF and FAAM to showcase their respective Gulfstream V and BAE 146 aircraft outfitted for scientific research of the earth's atmosphere, and for GIAA to provide community exposure to the variety of airport operations that take place at the Guam International Airport. According to NSF personnel, this project alone is over $3M in costs, with 2,000 nights of hotel stay, and rental of ACI hangar space and landing and takeoff charges.

FAA ISSUES

Ron Simpson, FAA Manager out of the Honolulu District Office, met with GIAA management and staff to discuss key items that include, Tiyan Parkway, AIP Funding, RSA Compliance, Storm Water EA, License Agreement, Noise Mitigation, and the FY 2013 Single Audit. Ron Simpson was also taken on an airport tour and inspection of capital improvement projects. The next scheduled FAA visit is in April 2014 for GIAA's annual certification inspection.

Executive Manager's Report
GIAA Board of Directors Meeting
January 30, 2013

BIDS/REQUEST FOR PROPOSALS

IFB for Purchase and Delivery of ARFF Vehicles

Announced:	January 17, 2014
Pre –Bid:	January 30, 2014, 10:00am
Submission Deadline:	February 17, 2014, 2:00 pm

ANNOUNCEMENTS

- GIAA hosted a route development strategy workshop on January 28 and 29, 2014 at the Hyatt Guam. The workshop as facilitated by the Airport Authority's Air Service consultant, with the objective to identify an overall air service development strategy for GIAA and implementation plan for the remainder of 2014 and 2015. The Guam Economic Development Authority and the Guam Visitors Bureau participated in the workshop to ensure stakeholder engagement and alignment of development plans amongst the three agencies.
- The Airport and the Guam Visitors Bureau welcomed the inaugural flight of Dynamic Airways from Beijing, China on January 29, 2014 at 10:00 am. Two other inaugural greetings will be held on February 1 at 1:00am to welcome passengers from Shanghai, and February 1, 2014 at 5:00pm from Chengdu, China.
- GIAA has been invited to join in on GVB's launching of their 2020 Vision Plan scheduled for 2pm, February 4, 2014 at the Sandcastle in Tumon. All Board members are invited to attend and support the launch and press conference with will be led by Governor Eddie Baza.
- GIAA has been working with the Lt. Governor's office in the planning of "Soaring High", an Island Beautification Task Force fundraiser in collaboration with Japan Airlines scheduled for March 14, 2014. The fundraising activity consists of a lunch on the concourse and a tour of the island on board Japan Airlines aircraft.

A.B. WON PAT
INTERNATIONAL AIRPORT AUTHORITY, GUAM
ATURIDAT PUETTON BATKON AIREN GUAHAN ENTENASIONAT

P.O. Box 8770
Tamuning, GU 96931

Tel: (671) 646-0300
Fax: (671) 646-8823

www.guamairport.com

January 29, 2014

MEMORANDUM

To: Mr. Edward G. Untalan
Chairman
GIAA Board of Directors

From: Carlos Bordallo
Comptroller

Subject: **Operating Results - Revenues and Expenses as of December 31, 2013**

Attached herewith is GIAA's Operating Results Report for the month ending December 31, 2013. This report summarizes the Budgeted versus Actual Revenues and Expenses for the month and year-to-date results ended December 31, 2013.

The key operating results for 3 month(s) of FY 2014 ending December 31 2013 - (in $000's) are:

CATEGORY	YEAR-TO-DATE				FORECAST FOR FULL YEAR-FY14	
	Budget FY 14 Y-T-D	Actual FY 14 Y-T-D	% Variance Budget vs. Actual		Actual Y-T-D + Remaining FY 14 Budget	% Variance Budget vs. Estimate for Full Year
			Y-T-D Current Month	Y-T-D Last Month		
Total Signatory Revenues	$6,496.2	$6,480.5	-0.2%	-1.7%	$26,714.7	-0.1%
Total Concession Revenues	$4,464.4	$4,549.8	1.9%	1.5%	$18,056.0	0.5 %
Total PFC's	$1,550.1	$1,593.8	2.8%	-1.9%	$6,479.9	0.7%
Total Other Revenues	$3,750.3	$3,581.6	-4.5%	-6.0%	$15,046.5	-1.1%
Total Operating Revenues	$16,261.0	$16,205.7	-0.3%	-1.8%	$66,297.1	-0.1%
Total Operating Expenses	$10,124.5	$8,567.2	-15.4%	-17.6%	$38,213.2	-3.9%
Net Revenues from Operations	$6,136.5	$7,638.5	24.5%	25.1%	$28,083.9	5.7%
Non-Operating Expenses	$350.0	$0.0	-39.8.%	-80.8%	$360.7	-27.9%
Other Available Moneys/other sources of funds	$1,706.6	$1,592.9	-6.7%	-6.6%	$6,669.0	-1.7%
Net Debt Service Coverage	**1.22**	**1.67**	**37.2%**	**21.0%**	**1.44**	**7.9%**

Year-to-date Total Signatory Revenues for the month ending December 31, 2013 are below Budgeted revenues by **-.2%.** Signatory revenue estimates are based on projections submitted by Signatory airlines and adopted in the annual budget.

Year-to-date Total Concession Revenues and Passenger Facility Charges are above budget estimates by **1.9%** and **2.8%.**

Year-to date Total Other Revenues, inclusive of non-signatory and non-airline revenues, are below the budget estimate by **-4.5%.**

Year-to-date Total Operating Revenues Actual of **$16.2M** is **-.3%** below the budget estimate of **$16.3M**.

Year-to-date Total Operating Expenses are below budget by **-15.4%**. Components of this line item include a **-12.2%**decrease in Personnel Service, a**-16.0%**decrease in Contractual Services, a**-47.1%** decrease in Materials & Supplies and a **0%** decrease in Equipment/Furnishings from budgeted amounts for these respective categories.

The actual year-to-date Net Revenues from Operations of **$7.64M** reflects an increase of **24.5%** over the year-to-date budgeted amount of **$6.14M**.

Finally, our year-to-date results for Debt Service Coverage is at **1.44** versus the requirement of **1.25**.

Should you have any questions, please contact me at your convenience.

Attachments

cc: Board of Directors
Executive Manager
Deputy Executive Manager
Frank R. Santos, Expansion
Division Heads

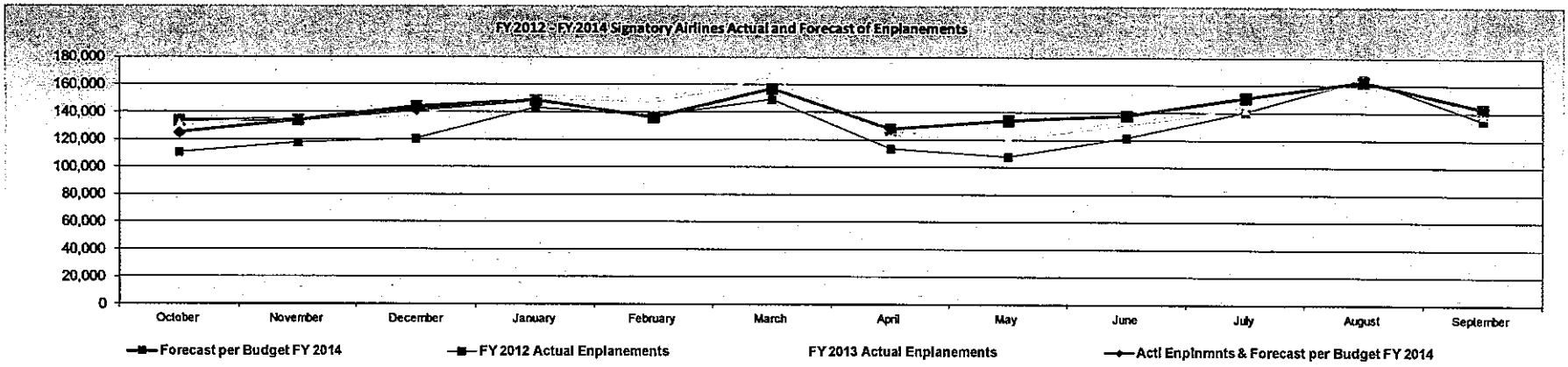
GUAM INTERNATIONAL AIRPORT AUTHORITY
KEY OPERATING RESULTS ($000's)
As of December 31, 2013

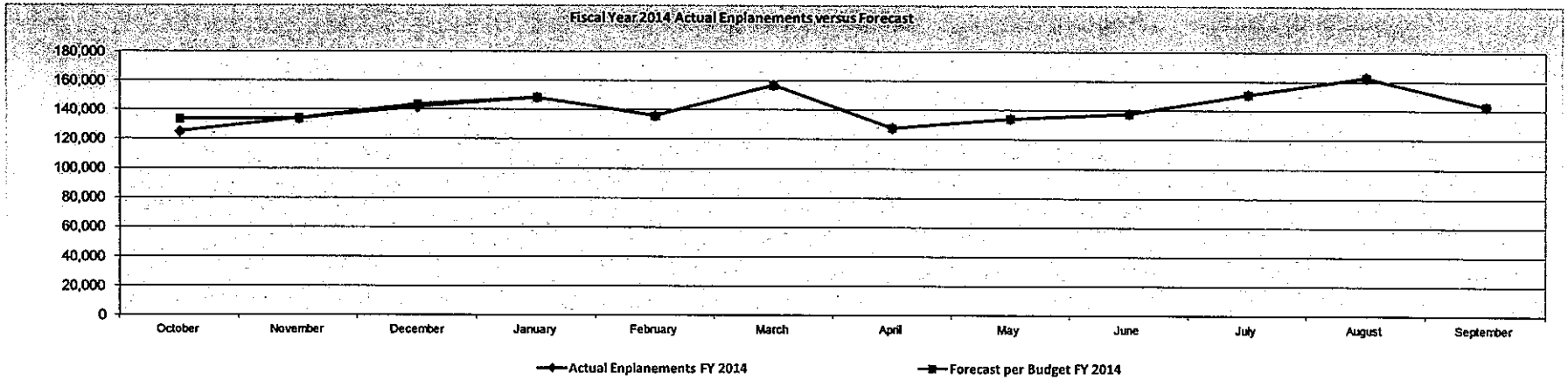
	CURRENT MONTH					YEAR - TO - DATE				FULL YEAR FORECAST	
	Actual FY2013	Budget FY2014	Actual FY2014	%Var Bud Vs Act'l	Budget Full Year	Actual FY2013	Budget FY2014	Actual FY2014	%Var Bud Vs Act'l	Actual/Est	%Var Bud Vs Act'l
I. Signatory Airline Rents & Fees											
Terminal Bldg Rentals	277.0	256.8	258.5	0.7%	3,082.1	831.0	770.5	775.5	0.6%	3,087.0	0.2%
Departure Fees	565.2	500.8	491.9	-1.8%	5,951.4	1,659.0	1,432.7	1,392.7	-2.8%	5,911.4	-0.7%
Arrival Fees	638.7	495.2	538.7	8.8%	5,908.9	1,786.1	1,413.7	1,469.9	4.0%	5,965.2	1.0%
Immigration Inspection Fees	236.1	172.8	201.6	16.7%	2,042.9	665.8	490.8	552.5	12.6%	2,104.6	3.0%
Loading Bridge Use Fees	400.5	513.5	496.0	-3.4%	6,045.5	1,132.4	1,476.2	1,365.7	-7.5%	5,935.0	-1.8%
Apron Use Fees	149.3	144.2	148.0	2.7%	1,532.7	400.2	378.0	382.4	1.2%	1,537.2	0.3%
Landing Fees	246.9	203.8	209.9	0.0%	2,167.0	661.7	534.4	541.8	1.4%	2,174.4	0.0%
Total Signatory Revenue	**2,513.7**	**2,287.0**	**2,344.8**	**2.5%**	**26,730.5**	**7,136.3**	**6,496.2**	**6,480.5**	**-0.2%**	**26,714.7**	**-0.1%**
Enplaned Signatory Pax	121,031	144,046	141,808	-1.6%	1,711,959	388,459	412,127	400,657	-2.8%	1,700,489	-0.7%
Cost per Enplaned Pax	**$20.77**	**$15.88**	**$16.53**	**4.1%**	**$15.61**	**$18.37**	**$15.76**	**$16.17**	**2.6%**	**$15.71**	**0.6%**
Revenues from Sources other than Signatory Airlines Rents & Fees											
Concession Revenues											
Gen Mdse (DFS)	649.7	1,201.2	1,236.5	2.9%	14,414.9	1,913.3	3,603.7	3,699.9	2.7%	14,511.1	0.7%
In-flight Catering	61.2	66.9	75.6	12.9%	802.1	185.7	194.9	201.2	3.2%	808.3	0.8%
Food & Beverage	75.7	72.9	76.9	5.5%	942.3	221.4	214.6	222.8	3.9%	950.6	0.9%
Rental Cars	80.5	80.3	78.2	-2.6%	970.0	235.3	240.7	229.2	-4.8%	958.5	-1.2%
Other Concession Rev	65.5	70.1	65.4	-6.7%	841.3	209.8	210.4	196.7	-6.5%	827.5	-1.6%
Total Concession Revenues	**932.6**	**1,491.5**	**1,532.6**	**2.8%**	**17,970.6**	**2,765.6**	**4,464.4**	**4,549.8**	**1.9%**	**18,056.0**	**0.5%**
Passenger Facility Charges	541.0	541.8	604.2	11.5%	6,436.1	1,505.1	1,550.1	1,593.8	2.8%	6,479.9	0.7%
Other Revenue	1,326.8	1,261.5	1,237.2	-1.9%	15,215.1	3,838.7	3,750.3	3,581.6	-4.5%	15,046.5	-1.1%
Total Operating Revenue	**5,314.0**	**5,581.8**	**5,718.8**	**2.5%**	**66,352.4**	**15,245.6**	**16,261.0**	**16,205.7**	**-0.3%**	**66,297.1**	**-0.1%**
II. Operating Expenses:											
Personnel Services	1,151.9	1,328.4	1,377.2	3.7%	17,269.0	3,517.8	4,649.4	4,081.5	-12.2%	16,701.2	-3.3%
Contractual Services	1,522.2	1,879.2	1,539.3	-18.1%	20,824.5	4,592.8	5,104.1	4,289.4	-16.0%	20,009.8	-3.9%
Materials & Supplies	83.3	184.3	87.5	-52.6%	1,499.9	119.6	371.0	196.3	-47.1%	1,325.2	-11.6%
Equipment/Furnishings	0.0	0.0	0.0	0.0%	177.0	0.0	0.0	0.0	0.0%	177.0	0.0%
Total Operating Expenses	**2,757.4**	**3,391.9**	**3,003.9**	**-11.4%**	**39,770.5**	**8,230.2**	**10,124.5**	**8,567.2**	**-15.4%**	**38,213.2**	**-3.9%**
Net income from Operations	**2,556.7**	**2,189.9**	**2,714.8**	**24.0%**	**26,581.9**	**7,015.4**	**6,136.5**	**7,638.5**	**24.5%**	**28,083.9**	**5.7%**

GUAM INTERNATION[illegible]PORT AUTHORITY
KEY OPERATING RESULTS ($000's)
As of December 31, 2013

	CURRENT MONTH					YEAR - TO - DATE				FULL YEAR FORECAST	
	Actual FY2013	Budget FY2014	Actual FY2014	%Var Bud Vs Act'l	Budget Full Year	Actual FY2013	Budget FY2014	Actual FY2014	%Var Bud Vs Act'l	Actual/Est	%Var Bud Vs Act'l
III. Other Revenues and Expenses											
Less: Non Operating Expense(Ret/DOI/OHS)	21.8	125.0	167.4	33.9%	500.0	151.9	350.0	210.7	-39.8%	360.7	-27.9%
Add: Interest on Investments	105.2	83.6	44.7	-46.6%	1,003.1	270.3	250.8	130.6	-47.9%	882.9	-12.0%
Net Revenues	2,640.1	2,148.5	2,592.1	20.6%	27,085.0	7,133.8	6,037.3	7,558.4	0.2	28,606.1	5.6%
Add: Other Sources of Funds	38.0	37.9	0.0	0.0%	454.8	117.5	113.7	0.0	0.6	341.1	-25.0%
Add: Other Available Moneys	360.7	527.3	527.3	0.0%	6,327.9	1,082.1	1,592.9	1,592.9	0.0%	6,327.9	0.0%
Net Revenues and Other Available Moneys	**3,038.8**	**2,713.7**	**3,119.4**	**14.9%**	**33,867.7**	**8,333.5**	**7,743.9**	**9,151.3**	**18.2%**	**35,275.1**	**4.2%**
Debt Service payments	1,439.1	2,109.3	1,442.8	-31.6%	25,311.4	4,324.8	6,371.6	5,487.2	-13.9%	24,427.0	-3.5%
Debt Service Coverage	**2.11**	**1.29**	**2.16**	**68.0%**	**1.34**	**1.93**	**1.22**	**1.67**	**37.2%**	**1.44**	**7.9%**
Debt Service Requirement	**1.25**	**1.25**	**1.25**		**1.25**	**1.25**	**1.25**	**1.25**		**1.25**	

Enplanements	October	November	December	January	February	March	April	May	June	July	August	September	Total
Forecast per Budget FY 2014	133,792	134,289	144,046	148,586	136,168	157,310	127,908	134,404	137,919	151,310	163,010	143,217	1,711,959
FY 2009 Actual Enplanements	96,587	102,001	100,515	123,234	114,550	123,061	99,415	98,005	84,556	111,273	119,504	108,317	1,281,018
FY 2010 Actual Enplanements	94,630	105,230	108,410	132,016	129,523	137,257	102,312	112,910	111,671	133,353	147,419	132,165	1,446,896
FY 2011 Actual Enplanements	112,043	117,861	115,206	137,595	131,263	128,645	90,184	99,827	100,434	119,730	140,999	123,086	1,416,873
FY 2012 Actual Enplanements	110,962	118,092	121,031	143,545	137,851	149,600	113,893	107,914	122,061	141,014	165,376	135,017	1,566,356
FY 2013 Actual Enplanements	131,910	135,518	138,186	150,971	148,524	164,380	124,701	121,128	132,315	142,967	165,026	138,907	1,694,533
Actl Enplnmnts & Forecast per Budget FY 2014	124,805	134,044	141,808	148,586	136,168	157,310	127,908	134,404	137,919	151,310	163,010	143,217	1,700,489
FY 2014 versus FY 2013	-5.39%	-1.09%	2.62%	-1.58%	-8.32%	-4.30%	2.57%	10.96%	4.24%	5.84%	-1.22%	3.10%	0.35%





	Actual versus Forecast												
Enplanements	October	November	December	January	February	March	April	May	June	July	August	September	Total
Actual Enplanements FY 2014	124,805	134,044	141,808	148,586	136,168	157,310	127,908	134,404	137,919	151,310	163,010	143,217	1,700,489
Forecast per Budget FY 2014	133,792	134,289	144,046	148,586	136,168	157,310	127,908	134,404	137,919	151,310	163,010	143,217	1,711,959
Actual Enplanements Over/(Under) Forecast	(8,987)	(245)	(2,238)	0	0	0	0	0	0	0	0	0	(11,470)
Cumulative Total	(8,987)	(9,232)	(11,470)	0	0	0	0	0	0	0	0	0	
	Percentage Over/(Under) Forecast												
	October	November	December	January	February	March	April	May	June	July	August	September	
% Monthly	-6.7%	-0.2%	-1.6%	0.0%	0.0%	0.0%	0.0%	0.0%	0.0%	0.0%	0.0%	0.0%	
% Cumulative Total	-6.7%	-0.2%	-1.6%	0.0%	0.0%	0.0%	0.0%	0.0%	0.0%	0.0%	0.0%	0.0%	
	Month to Month Trend												
	October	November	December	January	February	March	April	May	June	July	August	September	
Actual Enplanements	124,805	134,044	141,808	148,586	136,168	157,310	127,908	134,404	137,919	151,310	163,010	143,217	
Month to Month Increase/(Decrease)		9,239	7,764	6,778	-12,418	21,142	-29,402	6,496	3,515	13,391	11,700	-19,793	
Month to Month Increase/(Decrease) in %		7.4%	5.8%	4.8%	-8.4%	15.5%	-18.7%	5.1%	2.6%	9.7%	7.7%	-12.1%	

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RECOMMENDATION OF COUNSEL

TO: Board of Directors
ANTONIO B. WON PAT INTERNATIONAL AIRPORT AUTHORITY, GUAM

CC: Mr. Charles H. Ada II
Executive Manager
ANTONIO B. WON PAT INTERNATIONAL AIRPORT AUTHORITY, GUAM

FROM: Janalynn Cruz Damian
CALVO FISHER & JACOB LLP

DATE: January 22, 2014

SUBJECT: **Executive Session**

Pursuant to 5 G.C.A. § 8111(c)(1), I hereby recommend that the Board of Directors of GIAA conduct an Executive Session at the next regularly scheduled Board meeting to discuss pending or threatened litigation to which GIAA is or may be a party.

Doc. No. 35GL-19-0628.*

A.B. WON PAT
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MINUTES OF THE REGULAR MEETING OF THE BOARD OF DIRECTORS OF THE A.B. WON PAT INTERNATIONAL AIRPORT AUTHORITY, GUAM
Thursday, February 27, 2014, 3:00p.m.
GIAA TERMINAL CONFERENCE ROOM #3

1. CALL TO ORDER AND ATTENDANCE

The February 27, 2014 regular meeting of the Board of Directors of the A.B. Won Pat International Airport Authority, Guam ("GIAA" or the "Authority") was called to order by Chairman Untalan at 3:18 p.m. at the GIAA Terminal Conference Room #3, 355 Chalan Pasaheru, Tamuning, Guam, 96913.

Directors Present:	**Offices or positions:**
Edward G. Untalan	Chairman
Martin Gerber	
Rosalinda A. Tolan	
Lucy M. Alcorn	
Directors Absent:	
Jesus Q. Torres (Excused)	Vice Chairman
Pedro P. Ada III (Off Island)	
Gurvinder Sobti (Off Island)	
GIAA Officials:	
Charles H. Ada II	Executive Manager
Peter Roy Martinez	Deputy Executive Manager
Carlos Bordallo	Comptroller
Frank R. Santos	Business and Financial Consultant
Jean M. Arriola	Air Services Manager
Gerard Bautista	Air Terminal Manager
Antonio Taitingfong	Assistant Chief of Police
Victor Cruz	Engineer Supervisor
Edward Muna	Airport Operations Superintendent
Joseph G. Javellana	Program Coordinator IV
Joseph Calvo	Properties & Facilities Superintendent
Janalynn Cruz Damian, Esq.	GIAA Legal Counsel

The Chairman welcomed the presence of Airport tenants, stakeholders, and members of the public who are noted in a sign-in sheet made as an attachment to these minutes.

2. APPROVAL OF AGENDA

The Chairman asked if there were any changes to the agenda. On motion duly made by Director Tolan, seconded by Director Alcorn, the agenda was amended as follows: to include under New Business an item A. Approval of Interim Air Service Development Incentive.

3. APPROVAL OF MINUTES

A. January 30, 2014 Regular Meeting

The next item on the agenda was approval of the minutes of the January 30, 2014 regular meeting.

Chairman Untalan inquired with Management on the status of the Gate 21 Replacement Loading Bridge, tabled pending data to support the non-competitive proposal. Mr. Frank Santos, Business and Financial Consultant, gave a brief update to the Board regarding the Replacement Loading Bridge and informed the Board that the report at this time is not yet complete.

On motion duly made by Director Gerber, seconded by Director Alcorn, the following resolution was unanimously approved:

Resolution No. 14-31

The Board hereby approves the minutes of the January 30, 2014 regular meeting, subject to corrections.

4. CORRESPONDENCE

The next item on the agenda was Correspondence.

The first matter discussed was a letter from Senator Ben Pangelinan in reference to the Salary Increments to GIAA's Law Enforcement personnel. The Executive Manager reported to the Board that there was an initial letter sent from the Senator's office dated February 4, 2014 inquiring on the timelines of payment to Airport Police and ARFF divisions. A subsequent letter was sent dated February 24, 2014, which the Airport responded to, highlighting the complete intent of Airport Management's focus on the Airport's finances. The Executive Manager informed the Board that it was indicated in

the Airport's response to the Senator that the Salary Increments were appropriated in the FY13 budget, and that the payment will be made to both divisions by March 2014.

Director Tolan informed the Board and Management that after reviewing the initial correspondence from Senator Pangelinan she had met with Chief of Police, Robert Camacho and Fire Chief, Benny Baza. The Director expressed her disappointment with the two divisions as the funds had already been appropriated under the FY13 budget.

Chairman Untalan agreed with Director Tolan's concerns and assured Management and the employees that the Salary Increments will be released in March 2014. The Chairman commended Management on the response to the media.

5. OLD BUSINESS

The next item on the agenda was Old Business.

A. Status of Capital Improvement Projects

The first matter discussed was the Status of Capital Improvement Projects. Mr. Frank Santos presented the UDO Analysis to the Board and reported that the highlight is the demolition and remediation of the former GPD facility, listed as Miscellaneous Airport Improvements in the chart of GIAA's Program Status and UDO Analysis on Open AIP grants included as part of the Board's packet. Two (2) of the three (3) buildings are demolished, with the third set to start. The FAA has approved a $200,000.00 change order, and formal documents will be brought to the Board at a later meeting. Mr. Santos informed the Board that the reason for the change order was that after the bid opening, the facility was vandalized, and as a result spread the contamination throughout. Mr. Santos provided brief updates to the Board on other various projects including the Tiyan Parkway.

Mr. Santos announced that the bid opening for the Aircraft Rescue & Fire Fighting Vehicle has been extended to March 12, 2014 due to some concerns from FAA.

Going back to the demolition of the former GPD facility, Director Gerber inquired if there is correct signage in reference to the hazardous materials. Mr. Santos replied yes, and that the building is blocked off.

Reporting on Bond Projects, Mr. Santos informed the Board that the design contract for the International Arrivals Corridor with Building Seismic Upgrades is being prepared by Legal Counsel and GIAA has decided on a 10% effort in terms of the fee on the architectural portion, approximately $190,000.00, to be completed in sixty (60) days.

Mr. Santos provided an update on the Hold Bag Screening Relocation, stating that the 70% design has been submitted to TSA, and the completion is set for 2015. He added that all other projects are dependent on the pending IDIQ process. Documents are prepared, however are currently at the Attorney General's Office.

Mr. Santos added that to date approximately $4.2M has been expended from Bond proceeds. Discussion followed relative to the 1% Arts Program which is pending further discussion with Guam Council of the Arts & Humanities.

B. Approval of Board Resolution No. 14-30: Agreement for Legal Services

The second matter discussed was the extension of the Agreement for Legal Services with Calvo Fisher & Jacob LLP and the Agreement for Legal Services (Conflicts Counsel) with Torres Law Group. The Executive Manager informed the Board that the additional one year period for both firms would be the final one (1) year option to extend. Both contracts would be put out for bid in 2015. Discussion followed relative to the caseloads of GIAA Legal Counsel, and Conflict Counsels.

After further discussion, on motion duly made by Director Alcorn, seconded by Director Tolan, the following resolution was unanimously approved:

Resolution No. 14-30

WHEREAS, an Agreement for Legal Services was entered into on May 5, 2010, by and between the ANTONIO B. WON PAT INTERNATIONAL AIRPORT AUTHORITY, GUAM ("GIAA") and Calvo Fisher & Jacob LLP ("CFJ") (the "CFJ Agreement"); and

WHEREAS, an Agreement for Legal Services – Conflicts Counsel was entered into on May 5, 2010, by and between the ANTONIO B. WON PAT INTERNATIONAL AIRPORT AUTHORITY, GUAM ("GIAA") and Teker Torres & Teker now known as Torres Law Group ("Torres") (the "Torres Agreement"); and

WHEREAS, the CFJ Agreement provides for a term of one year commencing on March 23, 2010, with four (4) options to extend for a period of one (1) year each, not to exceed a total contract period of five (5) years with GIAA approval; and

WHEREAS, the Torres Agreement provides for a term of one (1) year commencing on March 1, 2010, with options to extend for succeeding periods of one (1) year each, not to exceed a total contract period of five (5) years with GIAA approval; and

WHEREAS, the Board of Directors has determined that GIAA continues to require the services of CFJ and that it is in the best interests of GIAA to extend the term of the CFJ

Agreement for an additional one year period commencing on March 23, 2014, under the same terms and conditions as set forth in the CFJ Agreement.

WHEREAS, the Board of Directors has determined that GIAA continues to require the services of Torres and that it is in the best interests of GIAA to extend the term of the Torres Agreement for an additional one year period commencing on March 1, 2014 under the same terms and conditions as set forth in the Torres Agreement.

NOW, THEREFORE, BE IT RESOLVED, that the Board of Directors of GIAA hereby extends the term of the CFJ Agreement for an additional one year period commencing on March 23, 2014 and expiring on March 22, 2015, under the same terms and conditions as set forth in the CFJ Agreement; and

BE IT FURTHER RESOLVED, that the Board of Directors of GIAA hereby extends the term of the Torres Agreement for an additional one year period commencing on March 1, 2014 and expiring on February 28, 2015, under the same terms and conditions as set forth in the Torres Agreement.

6. NEW BUSINESS

The next item on the agenda was New Business.

A. Approval of Interim Air Service Development Incentive

The first matter discussed was the approval of the Interim Air Service Development Incentive. The Executive Manager presented a proposal to attract new air links from unserved city destinations in the Asia-Pacific region and in collaboration with the Guam Visitors Bureau's (GVB)proposed initiatives to stimulate air service from cities in the People's Republic of China. An early initiative is to target the non-peak visitor months when the hotel room inventory is available.

The Executive Manager informed the Board of correspondence from GVB in an effort to increase flights from mainland China, tentatively scheduled for the latter part of March 2014.

Chairman Untalan inquired if the incentives would continue year round or only non-peak months. Mr. Frank Santos responded that it can continue year round. Mr. Frank Santos explained that in the past the incentive was 50% of the published rates and charges in an Airport tariff schedule, and only applied to landing fees and operational charges. He explained the five (5) components to the proposal: Destination Based, Air Carriers, Incentive Duration, Minimum Weekly Frequency, Rates and Charges Discount

and stated that cumulative percentage discount is based on the following parameters: the Basic Discount of 20%, Non-Peak Operational Schedule of 25%, and Load Factor of 85% or Greater, of 5%.

Chairman Untalan inquired if 25% is enough of an incentive to convince an airline to fly at times they normally do not. Mr. Frank Santos responded that the Board may modify the proposal to authorize Management to negotiate an incentive not to exceed 50%, to make it more attractive to airlines. Discussion followed relative to details of the plan and its benefits to the Airport. The Board then discussed different variations on incentive amounts. Mr. Santos informed the Board that Management's recommendation is to adjust the Minimum Weekly Frequency from two (2) flights per week, to one (1).

After further discussion, on motion duly made by Director Gerber, seconded by Director Alcorn, the following resolution was unanimously approved:

Resolution No. 14-32

The Board hereby approves the Interim Air Service Development Incentive to attract new air links from unserved city destinations in the Asia-Pacific region, as proposed by Management, to allow flexibility up to 75% for the first year provided there is a two (2) year contract, 50% for the second year of the contract; and 50% for a one (1) year contract; not limited to peak or non-peak months.

7. REPORT OF EXECUTIVE MANAGER

The next item on the agenda was the report of the Executive Manager. The Executive Manager reported on various matters concerning airline and charter operations to include China Airlines operating ten (10) charter flights through March.

The Executive Manager went on to report on FAA issues, adding that the internal planning for the Tri-Annual Full Scale Exercise began February 24, 2014. The exercise is required every three (3) years under FAR Part 139 for Airport certification by FAA and scheduled for May 22, 2014. The next scheduled FAA visit is April 2014 for GIAA's annual certification inspection.

GIAA Management, led by Director Martin Gerber and Deputy Executive Manager, Peter Roy Martinez will be meeting with several airlines and their network planners to discuss opportunities and prospects of serving Guam. The airline meetings which will be held as part of Routes Asia, will be in Surawak, Malaysia from March 9 to 11, 2014. The team meeting with the network planners will consist of GIAA, a GVB representative and GIAA's air service development consultants.

The Executive Manager reported that the bid opening for IFB No. GIAA-001-FY14, for the Purchase and Delivery of One (1) ARFF Vehicle, Class 5, 3,000- Gallon Capacity has been extended until March 12, 2014.

The Executive Manager announced that ARFF Platoons A and B are preparing for the island-wide 2014 Firefighter's Muster scheduled for March 15 and 16, 2014 at the Guam Greyhound. He went on to announce ARFF's fundraising activities.

GIAA has been working closely with the Lieutenant Governor's Office and Japan Airlines to benefit projects implemented by the Island Beautification Task Force. The event entitled "Soaring High" is scheduled for March 14, 2014 and features a flight around the island.

The Executive Manager announced that *Mes* Chamorro 2014 will be celebrated throughout the month of March and that the theme is "Plant the Seeds of Our Heritage Among Our Children". GIAA will host merienda's at 3:00 p.m. on March 7, 14, and 21 and the annual fiesta is scheduled for Thursday, March 27, 2014.

Chairman Untalan requested an update on the Airports' walkways. The Executive Manager informed the Board that the Deputy Executive Manager and the Air Terminal Manager will be meeting with the Manager of OTIS to address some of the concerns the Airport has with a number of discrepancies in the reports, and will be sure to provide a briefing to the Board. Discussion followed relative to future plans for the walkways.

Chairman Untalan inquired on the status of construction for the specialty retail concession. The Executive Manager responded stating that the construction is going well. The team continues to work twenty-four (24) hours, seven (7) days a week to move to the next phase involving the food court and restrooms. Chairman Untalan inquired on the aquarium. The Air Terminal Manager expressed some internal concerns regarding the aquarium and went on to inform the Board that Management holds weekly meetings with Lotte to discuss all construction aspects. The Air Terminal Manager then gave the Board a brief update relative to restroom renovation throughout the Terminal.

8. REPORT OF THE COMPTROLLER

The next item on the agenda was the report of the Comptroller. Mr. Carlos Bordallo provided a report to the Board on the revenues and expenses of the Authority as of January 31, 2014. Mr. Bordallo reported that year-to-date Total Signatory Revenues are above budgeted revenues by 1.4%, year-to-date Total Concession Revenues and Passenger Facility Charges are above budget estimates by 1.7% and 0.5%, respectively. Further, year-to-date Total Other Revenues, inclusive of non-signatory and non-airline revenues, are below the budget estimate by -5.7%. Year-to-date Total Operating

Revenues Actual of $21.94M is -0.2% below the budget estimate of $21.89M. Year-to-date Total Operating Expenses are below budget by -7.7%. The actual year-to-date Net Revenues from Operations of $9.42M reflects an increase of 11.7% over the year-to-date budgeted amount of $8.44M. The Authority's year-to-date results for Debt Service Coverage is at 1.42 versus the requirement of 1.25.

Chairman Untalan inquired on the amount of unfilled positions that are incorporated into the budgeted expenses. The Comptroller replied that he did not have that number on hand but would report back to the Board on the amount, and announced that all ARFF recruit positions had been filled.

9. EXECUTIVE SESSION

Upon written recommendation of counsel, on motion duly made by Director Tolan, seconded by Director Alcorn, at 4:33 p.m. the Board recessed regular session.

The Board convened executive session at 4:43 p.m. to discuss pending litigation. Executive Session adjourned at 5:17 p.m., at which time the Board reconvened the regular session.

10. PUBLIC COMMENTS

The next item on the agenda was Public Comments. Chairman Untalan called upon any public member wishing to make comments. There were none.

11. ADJOURNMENT

There being no further business to address before the Board, on motion duly made by Director Gerber, seconded by Director Alcorn, unanimously approved, at 5:18 p.m., the meeting was adjourned.

Dated this 2nd, day of May, 2014.

Edward G. Untalan
Chairman

Attest:

Gurvinder Sobti
Secretary

Prepared and Submitted By:

Amanda O'Brien-Rios
Corresponding Secretary

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BOARD OF DIRECTORS REGULAR MEETING

3:00 p.m., Thursday, February 27, 2014

GIAA TERMINAL CONFERENCE ROOM #3

Public Notice

First Notice:
Marianas Variety – January 20, 2014
Notice to Media – January 20, 2014

Second Notice:
Marianas Variety – January 25, 2014
Notice to Media – January 25, 2014

AGENDA

1. Call to Order and Attendance
2. Approval of Agenda
3. Approval of Minutes
   - **A.** January 30, 2014 Regular Meeting
4. Correspondence
5. Old Business
   - **A.** Status of Capital Improvement Projects
   - **B.** Approval of Board Resolution No. 14-30: Agreement for Legal Services
6. New Business
7. Report of Executive Manager
8. Report of the Comptroller
9. Executive Session
10. Public Comments
11. Adjournment

A.B. WON PAT INTERNATIONAL AIRPORT AUTHORITY, GUAM

BOARD OF DIRECTORS REGULAR MEETING

3:00 P.M., THURSDAY, FEBRUARY 27, 2014

GIAA TERMINAL CONFERENCE ROOM #3

SIGN IN SHEET

	PRINT NAME	COMPANY/AGENCY
1.	JOAQUIN M. ARRIOLA	GCAA
2.	Gerard E. Baptista	GIAA - ATM
3.	Antonio C. Taitingfong	Police
4.	VICTOR J. CRUZ	GIAA
5.	Carlos Bordallo	GIAA
6.	CHARLES H. ADA II	GIAA
7.	J.G. JAVELLANA	GIAA
8.	C. CALVO	GIAA
9.	ELERIE KOSHIBA	GIAA Mktg
10.	EMMA	GIAA OPS
11.	CHUCK SOLA	UNITED
12.		
13.		
14.		
15.		
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17.		
18.		
19.		

Port seeks dismissal of Meno adverse action appeal

By Mar-Vic Cagurangan
marvic@mvguam.com
Variety News Staff



Former Port Authority of Guam Marketing Director Bernadette Meno had appealed the port authority's adverse action terminating her job. Variety file photo

THE Port Authority of Guam is seeking the dismissal of the appeal filed by a former employee with the Civil Service Commission, arguing that the 180-day window to decide on the case has lapsed.

John R.B. Belle, counsel for the port authority, said the commission lost jurisdiction over the case filed by former Marketing Director Bernadette Meno because it failed to render a decision within the set timeframe.

Belle said 416 days have passed since Meno appealed the port authority's adverse action for her job termination.

The port authority fired Meno on Dec. 18, 2012, alleging fraud in connection with her filing of workers' compensation claims.

"Meno was provided her constitutionally guaranteed pre-termination notice of the charges and a full opportunity to respond to the charges," Belle said in the motion filed with the CSC on Feb. 10.

He said during a meeting with the port's general manager on Dec. 14, 2012, Meno had the chance to dispute the proposed adverse action before the notice of termination was issued four days later.

Meno filed her appeal with the commission on Jan. 4, 2013.

A pre-hearing conference is set for April 1. Eight nights of hearings on the merits are scheduled for May 8, 13, 15, 20, 22 and 29 and June 2.

"The first day of Meno's eight nights of hearings on the merits will occur 506 days after the appeal was filed," Belle said.

Limit

"The Guam Legislature chose to limit the post-termination administrative procedures by affording the commission 180 days to take action to reverse an adverse action," Belle said.

"The Legislature's establishing a jurisdictional timeframe of 180 days is understandable ... in light of the fact that PAG may not fill the employee's position until the appeal timeframes, or appeal, if taken has been exhausted."

The port's legal counsel said Meno failed to object to the dates set by the commission for the merit hearings.

Pending court review

The investigation into alleged "theft and corruption" started with Meno's bathroom accident in September 2011, causing her to suffer a back injury.

The investigation implicated five other employees, who also were terminated. They were Controller Jojo Guevera III; Program Coordinator Josette Javelosa; Personnel Specialist Frances Arriola; Corporate Services Manager Vivian Leon; and Personnel Services Administrator Francine Roccio.

The port's former general manager, Mary Torres, was also dismissed in what the dismissed employees described as "political retribution."

Guevara and Arriola, who also appealed the port authority's adverse action, have pending petitions before the Superior Court for a review of the 180-day jurisdictional issue.

"PAG respectfully submits that Meno's appeal should be summarily dismissed," Belle told the commission. "However, should the commission choose to defer to the Superior Court's resolution of the issue, all of Meno's hearings and related filing deadlines should be postponed until after the courts issue a final resolution of this matter."

Since the 180-day window has lapsed, Belle argued, "further delay will not prejudice Meno."

PORT OF GUAM
PORT OF GUAM
AUTHORITY OF GUAM
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Website: www.portguam.com

Eddie Baza Calvo
Governor of Guam
Ray Tenorio
Lieutenant Governor

The Port Authority of Guam Board of Directors will hold a Special Board meeting on **Wednesday, February 26, 2014 at 11:30 a.m.**, at the Board of Directors' Conference Room, Port Authority of Guam, Cabras Island, Piti. Business to be transacted include: Fiscal Year Audit 2013 and Capital Improvement: Request for Funding-Underground Power Lines. Individuals with disabilities who may need special accommodations may contact Mr. Simeon Delos Santos, ADA Coordinator at 477-5931-4, ext. 430.

A.B. WON PAT
INTERNATIONAL AIRPORT AUTHORITY, GUAM

The Honorable
EDDIE B. CALVO
Governor

The Honorable
RAY TENORIO
Lt. Governor

PUBLIC NOTICE

The Board of Directors of the A.B. Won Pat International Airport Authority, Guam (GIAA) will hold a **Regular Board Meeting** on **Thursday, February 27, 2014 at 3:00 p.m.** in GIAA Terminal Conference Room No. 3. In addition to regular matters, pursuant to 5 G.C.A. §8111(c)(2), Executive Session will be held to discuss pending litigation to which GIAA is a party . Parking is available in the Public Parking Lot.

For special accommodations, please call the Board Office at 642-4717/18.
(This ad paid for by GIAA)

Ex-cop, wife in pot growing set for trial

By Gina Tabonares-Reilly
gina@mvguam.com
Variety News Staff

FORMER police officer Roy Keith Pablo, his common-law wife, Ah Rum Kim, and brother-in-law Stephen Kim are scheduled for a Sept. 22 trial.

Superior Court Judge Alberto Lamorena scheduled the pre-trial conference for June 17.

The three are charged with manufacturing a Schedule I controlled substance with intent to deliver. They were released after posting cash bail of $10,000 each. The charges stem from allegations that the three were growing marijuana in a rented apartment in Dededo and were selling it.

Pablo was charged with manufacturing a Schedule I controlled substance as a first-degree felony, possession of a Schedule I controlled substance with intent to deliver as a first-degree felony, conspiracy to manufacture a Schedule I controlled substance as a first-degree felony, child abuse as a misdemeanor, official misconduct as a misdemeanor, and possession of more than an ounce of marijuana as a petty misdemeanor.

Ah Rum Kim was charged with manufacturing a Schedule I controlled substance as a first-degree felony, three counts of possession of a Schedule I controlled substance with intent to deliver as a first-degree felony, conspiracy to manufacture a Schedule I controlled substance as a first-degree felony, two counts of possession of a Schedule I controlled substance as a third-degree felony, child abuse as a misdemeanor, and possession of more than an ounce of marijuana as a petty misdemeanor.

Stephen Kim was charged with manufacturing a Schedule I controlled substance as a first-degree felony, possession of a Schedule I controlled substance with intent to deliver as a first-degree felony, conspiracy to manufacture a Schedule I controlled substance as a first-degree felony, and possession of more than an ounce of marijuana as a petty misdemeanor.

Pablo, who was a member of the Guam Police Department assigned to the Tumon-Tamuning police precinct, told investigators that he has been smoking marijuana since he was a high school student and smoked pot even as an active GPD officer, court documents said. He has since resigned from GPD.

Pablo reportedly admitted to cultivating marijuana plants at his Dededo residence, where he and his wife, who allegedly acted as a drug dealer, live with three minor children.

Doc. No. 35GL-19-0628

SC sets hearing on tax refund trust fund case

By Gina Tabonares-Reilly
gina@mvguam.com
Variety News Staff

Pangelinan complained that the governor has been making unlawful withdrawals from the trust fund for non-tax-refund-related purposes.

THE Supreme Court of Guam will conduct a status hearing on the petition filed by lawmakers asking for the court's judgment on Gov. Eddie Calvo's alleged unauthorized withdrawals from the income tax trust fund.

The hearing will take place tomorrow at 9:30 a.m. in the courtroom of Presiding Judge Alberto C. Lamorena III.

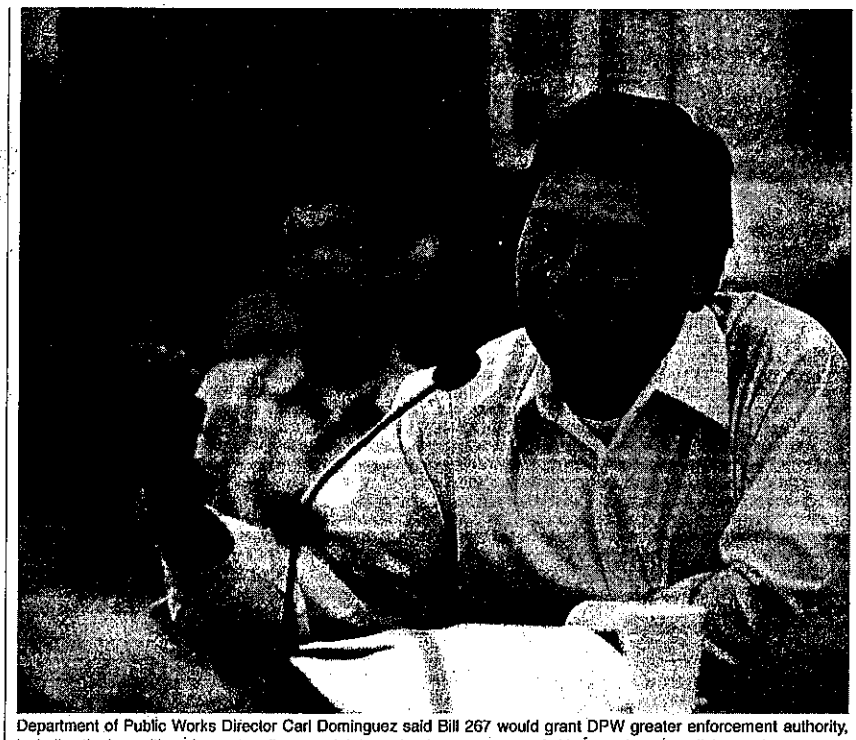
The justices normally hold hearings in the Supreme Court Appellate Courtroom but the room will not be available because there will be a Guam Bar examination the same day, according to Joshua Tenorio, Guam Judiciary director of policy, planning & community relations.

The petition, which stemmed from a legislative resolution introduced by Sen. Ben Pangelinan and all the Democratic senators, is requesting a declaratory judgment on the law mandating that funds in the income tax trust fund must remain in the fund and can only be withdrawn to pay tax refunds.

Pangelinan complained that the governor has been making unlawful withdrawals from the trust fund for non-tax-refund-related purposes, including funding for GovGuam operations.

"This declaratory judgment petition is needed given the unlawful withdrawals by the governor via his director of administration, of almost $50 million from the refund trust fund. The Democrats fought hard against the governor and his Republican senators to not only pass Resolution 312-32 but to also ensure that $120 million was set aside in the budget act this year for tax refunds," Pangelinan said.

Pangelinan earlier sent three separate letters to Attorney General Leonardo Rapadas, requesting that the AG take action against the "unlawful" withdrawal of funds by the governor from the fund. According to the senator, the Office of Public Accountability also identified such unlawful withdrawals from the fund for GovGuam operations. All together, Pangelinan claims almost $50 million that should have been held in trust for the payment of tax refunds was taken by the governor to fund operations over the past three and a half years.



Department of Public Works Director Carl Dominguez said Bill 267 would grant DPW greater enforcement authority, including the imposition of monetary fines on violators who do not vacate and either repair or demolish unsafe structures in the community. Variety file photo

DPW supports bill on building safety

By Louella Losinio
louella@mvguam.com
Variety News Staff

DURING yesterday's public hearing for Bill 267, or the Responsible Urban Renewal Act, the Department of Public Works expressed its support for the bill, saying the measure would grant them greater enforcement authority in addressing unsafe commercial and industrial structures.

Sen. Michael San Nicolas introduced the bill to address a problematic provision governing unsafe structures in the Guam Building Law.

The bill had a public hearing yesterday afternoon led by Sen. Tom Ada, the legislative public safety and infrastructure committee chairman, who also co-sponsored the bill.

In a letter to Ada, DPW Director Carl Dominguez stated: "The Department of Public Works thanks (Sen. Tom Ada) and Sen. Michael San Nicolas for introducing Bill 267-32 (COR) which grants DPW greater enforcement authority, including the imposition of monetary fines on violators who do not vacate and either repair or demolish unsafe structures in our community."

Dominguez, during the public hearing, also suggested adding a monetary disincentive provision wherein any person entering the building without permission from the DPW director shall be subject to a fine of up to $1,000 per incident.

The current law's provisions on unsafe structures allow for three options: that the structures be repaired, vacated or demolished. "This means that simply by vacating the premises, the owner is considered to have complied with the law," according to the proposed legislation.

Safety hazards

As pointed out by Bill 267, more buildings and structures, which are deemed not within safety regulations, are still standing and continue to pose safety hazards to the public.

If passed, Bill 267 would require that owners of commercial and industrial zoned properties vacate and either repair or demolish unsafe structures.

The law also would require violators to pay an annual fine equal to 20 percent of the assessed value of the subject property, which shall be prorated for any portion of a year in which the violation continues. The fine provided shall be a lien on the property if unpaid for more that 90 days.

After a review of the current building codes, San Nicolas said it became apparent that there is a need to tighten its provisions relative to unsafe structures, strengthen mandates, and empower DPW to be able to implement the law.

"There was a consensus amongst the various stakeholders that we consulted with on this bill that the current unsafe structure statute was too weak," San Nicolas said.

The senator also noted that the bill is a good step toward removing unsafe commercial and industrial structures from the community.

"These blighted commercial and industrial properties hurt surrounding property values, cause rodent and pest infestation, and hurt our tourism industry. Bill 267 is a responsible approach to improve the economic vitality of our island," he added.

Village issues

Chalan Pago-Ordot Mayor Jessy Gogue also provided testimony during the public hearing, stressing that the issue of abandoned structures is "near and dear to the hearts of many mayors."

"There are buildings in my village that have been there for 30 years and it is on a main route," he said.

In addition to commercial and industrial properties, he said unsafe residential properties needed to be addressed as well.

He also pointed out that according to current law, it is part of the mayors' responsibilities to issue citations to owners for failure to remove properties which are deemed unsafe by DPW.

"In the event that the owner does not remove the unsafe structure, the mayor or vice mayor may have the structure cleared and submit to the owner for payment," he said.

Gogue added that the attorney general and the Department of Revenue and Taxation are both critical components to the unsafe structure issue.

PUBLIC NOTICE

The Guam Council on the Arts and Humanities Agency will hold its Regular Board Meeting on Tuesday, March 4, 2014, at 3:00 pm at the CAHA Office, 1st Floor, Terlaje Professional Building in Hagatna.

Persons requiring special accommodations should contact the GCAHA Office at 300-1204-8 or fax at 300-1209.

"Paid with government funds by Guam CAHA"

The Honorable EDDIE B. CALVO Governor

The Honorable RAY TENORIO Lt. Governor

A.B. WON PAT INTERNATIONAL AIRPORT AUTHORITY, GUAM

PUBLIC NOTICE

The Board of Directors of the A.B. Won Pat International Airport Authority, Guam (GIAA) will hold a **Regular Board Meeting** on **Thursday, February 27, 2014 at 3:00 p.m.** in GIAA Terminal Conference Room No. 3. In addition to regular matters, pursuant to 5 G.C.A. §8111(c)(2), Executive Session will be held to discuss pending litigation to which GIAA is a party. Parking is available in the Public Parking Lot.

For special accommodations, please call the Board Office at 642-4717/18.

(This ad paid for by GIAA)

MINUTES OF THE REGULAR MEETING OF THE BOARD OF DIRECTORS OF THE A.B. WON PAT INTERNATIONAL AIRPORT AUTHORITY, GUAM
Thursday, January 30, 2014, 3:00p.m.
GIAA TERMINAL CONFERENCE ROOM #3

1. CALL TO ORDER AND ATTENDANCE

The January 30, 2014, regular meeting of the Board of Directors of the A.B. Won Pat International Airport Authority, Guam ("GIAA" or the "Authority") was called to order by Chairman Untalan at 3:04p.m. at the GIAA Terminal Conference Room #3, 355 Chalan Pasaheru, Tamuning, Guam, 96913.

Directors Present:	**Offices or positions:**
Edward G. Untalan	Chairman
Martin Gerber	
Rosalinda A. Tolan	
Gurvinder Sobti	
Lucy M. Alcorn	
Directors Absent:	
Jesus Q. Torres	Vice Chairman
Pedro P. Ada III (Off Island)	
GIAA Officials:	
Charles H. Ada II	Executive Manager
Peter Roy Martinez	Deputy Executive Manager
Carlos Bordallo	Comptroller
Frank R. Santos	Business and Financial Consultant
Jean M. Arriola	Air Services Manager
Gerard Bautista	Air Terminal Manager
Antonio Taitingfong	Assistant Chief of Police
Victor Cruz	Engineer Supervisor
Edward Muna	Airport Operations Superintendant
Franklin Taitano	Procurement Supervisor
Joseph G. Javellana	Program Coordinator IV
Janalynn Cruz Damian, Esq.	GIAA Legal Counsel

The Chairman welcomed the presence of Airport tenants, stakeholders, and members of the public who are noted in a sign-in sheet made as an attachment to these minutes.

2. APPROVAL OF AGENDA

The Chairman asked if there were any changes to the agenda. On motion duly made by Director Gerber, seconded by Director Sobti, the agenda was amended as follows: To include under New Business a new item C. Approval of Estoppel Certificate from PacAir Properties.

3. APPROVAL OF MINUTES

A. November 27, 2013 Regular Meeting *(Tabled)*
B. December 27, 2013 Regular Meeting
C. January 15, 2014 Special Meeting

The next item on the agenda was approval of the minutes of the November 27, 2013 regular meeting; December 27, 2013 regular meeting; and January 15, 2014 special meeting.

Chairman Untalan noted that during the January 15, 2014 special meeting the award to Proposer B for the A-E Services for the Terminal Building Structural Upgrade & Concourse Isolation Design was approved, but the identity of Proposer B was not announced. Chairman Untalan requested that the name of Proposer B be stated for the record. Mr. Franklin Taitano informed the Board that Proposer B is E&A Engineers. The Chairman also mentioned that there were questions at that meeting whether it was legally permissible to use the existing RFP to select the number two (2) highest ranked proposer to conduct peer review of the number one (1) highest ranked proposer. Management informed the Board that Legal Counsel has confirmed that all procurement issues are cleared and that Management may proceed with the selection of Proposer G as the number two (2) highest ranked proposer. Mr. Franklin Taitano informed the Board that the number two (2) highest ranked proposer is Rim Architects.

Relative to the December 27, 2013 minutes, the Chairman inquired if the appraisal of the Airport property was completed by December 30, 2013 as stated. Mr. Frank Santos replied that the appraisal is done and went on to give the Board a brief update relative to the Tiyan Parkway, stating that ten (10) days ago an offer to purchase was received from Department of Public Works (DPW) for the Airport property as a perpetual easement, not a change in title, in the amount of $3.6M.

On motion duly made by Director Gerber, seconded by Director Tolan, the minutes of the November 27, 2013 regular meeting; December 27, 2013 regular meeting; and

January 15, 2014 special meeting were unanimously approved, subject to corrections.

4. CORRESPONDENCE

No Correspondence presented.

5. OLD BUSINESS

The next item on the agenda was Old Business.

A. Approval of GIAA FY13 Financial Audit Report by Ernst & Young

The first matter discussed was the approval of GIAA's FY13 Financial Audit Report by Ernst & Young LLP (E&Y). Mr. James Whitt from E&Y provided a brief power point presentation to the Board. Mr. Whitt informed the Board that E&Y was able to give an unqualified opinion.

Following the presentation, the Chairman commended Management and staff for doing an outstanding job and stated that the results are a tremendous improvement. He added that while GIAA saw a net growth, the focus is going to be on continuing improvement in the revenue base. The Chairman asked the E&Y team if the Airport would be considered low-risk in two (2) years. Mr. Whitt replied yes.

After further discussion, on motion duly made by Director Tolan, seconded by Director Alcorn, the following resolution was unanimously approved:

Resolution No. 14-24

The Board hereby approves the GIAA FY13 Financial Audit Report as presented by Ernst & Young LLP.

Chairman Untalan noted for the record that GIAA had met with the Public Auditor during the exit interview and she had very positive things to say regarding the improvements of the Airport. The Chairman added that the Board will be working with Management to create policies and procedures. The Public Auditor also noted that the Airport is again and usually the first to release its Audit in a timely manner.

A. Status of Capital Improvement Projects

The second matter discussed was the Status of Capital Improvement Projects. Mr. Frank Santos informed the Board that three (3) schedules were included in their packets, the first being the Series 2013 Bond Capital Improvement Projects. Mr. Santos provided updates on the Bond projects, informing the Board that the projects identified with

'Pending IDIQ RFP Issuance' are projects that are not federally funded and are not of a large dollar value so they will be combined under a single RFP under an Indefinite Delivery Indefinite Quantity (IDIQ) concept, previously done by GIAA. Proceeding this way will allow the Airport to place all of these projects together and be able to conduct surveys and cost estimates and streamline engineering, design and construction management. Several firms will be selected that the Airport can contract to handle these projects concurrently. Mr. Santos informed that the Board that the IDIQ RFP will include all of the professional services. Discussion followed relative to the IDIQ RFP projects.

Mr. Santos went on to update the Board on the AIP Grants, informing the Board the ARFF Fire truck is out for bid.

Mr. Santos reported on the Capital Improvement Projects for Fiscal Year 2014, Funding Source. He explained that this is an amended project schedule including projects for FY14 only, and will be updated to include previously approved but pending projects from prior fiscal years, everything is subject to availability of funding. Discussion followed relative to projects identified, but pending availability of funding to include bathroom renovations. The Chairman requested for a Priority List to be presented to the Board.

Mr. Santos provided an update on the Terminal Fire Alarm and Fire Suppression System, stating that $2.5M has been appropriated. Director Alcorn inquired on the amount to upgrade. Mr. Santos replied that a light for light replacement would be over $400,000, to upgrade to meet the fire code is $1.8M. Mr. Santos announced that the change does not have to be approved in the budget at this time, however it will need to be approved once the bid results come back.

B. Procurement Approval for Gate 21 Replacement Loading Bridge

The Executive Manager informed the Board that Management is still in the process of acquiring the data that was requested from the Board relative to the loading bridges and requested if this item be tabled until the next meeting so that the report may be completed.

6. NEW BUSINESS

The next item on the agenda was New Business.

A. Approval of Award for Exterior Wall Painting/Repair of Terminal Building and Other Airport Structures – IFB No. GIAA-C02-F14

The first matter discussed was approval of award under the Invitation for Bids for Exterior Wall Painting/Repair of the Terminal Building and Other Airport Structures, IFB No. GIAA-C02-FY14 (the "IFB"). The Executive Manager informed the Board that the IFB solicited bids from firms to provide painting/repair work inclusive of all labor, materials, supplies and equipment for painting of terminal building. Thirteen (13) firms/individuals purchased the bid package and ten (10) firms submitted bid proposals before the submission deadline. The firms were evaluated and nine (9) were determined to be acceptable. The Manager informed the Board that the lowest responsive, responsible total bid amount received is $397,999.00, which is 53% below the government estimate of $850,000.00. Management recommends that the Board approve the contract award of $397,999.00 to J&B Modern Tech, who has been determined to have met the standards of responsibility and responsiveness outlined in the Guam Procurement Regulations.

Director Alcorn inquired on EONS Enterprise Corp.'s bid amount being lower than Management's recommendation. Ms. Janalynn Damian informed the Board that upon review of the bid submitted by EONS it was determined that the bid was non-responsive because EON's did not submit the proper bid form. Discussion followed relative to the bid amounts and the type of paint to be used and if it was outlined in the bid package, with the Executive Manager informing the Board that the bid package specified the type of paint to be used.

After further discussion, on motion duly made by Director Tolan, seconded by Director Gerber, the following resolution was unanimously approved:

Resolution No. 14-25

The Board hereby approves the contract award for Exterior Wall Painting/Repair of the Terminal Building and Other Airport Structures, IFB No. GIAA-C02-FY14 to J&B Modern Tech in the amount of $397,999.00, and disqualification of the bid submitted by EONS Enterprise Corp. for non-responsiveness.

The Chairman inquired on when the water blasting will begin. Ms. Jean Arriola informed the Board approximately one month.

B. Approval of Award for Design Services for GIAA Tiyan Site Development Access Road – RFP No. GIAA-003-FY14

The second matter discussed was approval of award under the Request for Proposal for Design Services for GIAA Tiyan Site Development Access Road, RFP No. GIAA-003-FY14 (the "RFP"). The Executive Manager informed the Board that the RFP solicited proposals from professional firms to provide design services for the Tiyan site development access road. A total of twelve (12) firms obtained the RFP packages, however seven (7) firms

responded by submitting proposals before the established deadline. After receipt of all proposals, an Evaluation Committee was established to perform an independent evaluation of the proposals to determine the best qualified proposer. The proposals were evaluated based on the point system assigned for each criteria identified in the RFP package. As a result of the evaluation committee's tabulation, the selected firms in order of their ranking are as follows:

1. Proposer A
2. Proposer B
3. Proposer C
4. Proposer F
5. Proposer D
6. Proposer G
7. Proposer E

Management recommends the approval of the ranking results and the contract award to Proposer A, as the highest ranked proposer, subject to negotiations of fair and reasonable fees. In the event that the negotiations prove unsuccessful, GIAA Management will enter negotiations with the next highest ranked proposer.

The Chairman inquired if these firms have done work with the Airport in the past. The Executive Manager replied yes. The Chairman informed the Board that he took the opportunity to come in to review the proposals prior to the meeting and noted that the same firms are continuing to show interest in the projects. He added that one of the main reasons why Mr. Frank Santos is requesting for the IDIQ RFP process next month is to avoid having to put out individual RFP's for the smaller projects; under the one (1) RFP, a number of firms will be awarded, and will be rotated. Discussion followed relative to the IDIQ project.

Relative to the Tiyan Site Development Access Road RFP, Director Gerber inquired on the location. Mr. Santos directed the Board to a map and pointed out the location. The Executive Manager informed the Board that the Access Road would provide the Airport accessibility should anything unforeseen occur on the Tiyan Parkway. The Chairman inquired on who would have access to this road. Mr. Santos replied that it would be for Airport related use and would depend on the developers and tenants.

After further discussion, on motion duly made by Director Gerber, seconded by Director Alcorn, the following resolution was unanimously approved:

Resolution No. 14-26

The Board hereby approves the ranking results and contract award to Proposer A for Design Services for GIAA Tiyan Site Development Access Road, RFP No. GIAA-003-FY14,

subject to negotiation of fair and reasonable fees and legal review. If negotiations prove unsuccessful, Management can enter into negotiations with the next highest ranked proposer.

The Executive Manager announced to the Board that Proposer 'A' is Duenas & Associates.

C. Approval of Estoppel Certificate from PacAir Properties

The third matter discussed was the approval of the Estoppel Certificate from PacAir Properties. At this time Chairman Untalan stated for the record that he would like to recuse himself from this discussion as he is employed by First Hawaiian Bank (FHB), and that FHB provided financing to PacAir Properties, and he recommended that the Board elect an Acting Chairman for this discussion as the Vice Chairman is not present.

After further discussion, on motion duly made by Director Alcorn, seconded by Director Sobti, the following resolution was unanimously approved:

Resolution No. 14-27

The Board hereby approves the nomination and election of Director Gerber to Chair the discussion relative to the approval of Estoppel Certificate from PacAir Properties.

Chairman Untalan exited the conference room.

Acting Chairman Gerber requested that Mr. Santos to provide a brief background to the Board regarding the Estoppel Certificate.

Mr. Santos referred to the current Ground Lease Agreement between GIAA and PacAir Properties of which the Air Cargo Facility is constructed upon. PacAir Properties is requesting to increase its loan amount with FHB in the amount of $3.9M in order to finance tenant improvements within the facility and FHB is requesting the Estoppel Certificate as part of the financing. The tenants that they now have are Social Security Administration, U.S. Citizenship & Immigration Services and National Oceanographic Atmospheric Administration. Mr. Santos informed the Board that that the Estoppel Certificate affirms that there is a Lease Agreement, and indicates that should PacAir Properties default on their loan with FHB that GIAA is permitting FHB to either make payments on the rent and continue as the Landlord for that building or substitute. Mr. Santos stated that Management recommends that the Board approve the Estoppel Certificate and it essentially amends the Estoppel previously authorized by the Board.

Director Tolan inquired if there were a negative impact for the Airport. Mr. Santos replied none that he is aware of. Acting Chairman Gerber inquired if this would be

subject to Conflicts Counsel review, and asked if Conflicts Counsel had reviewed the Estoppel Certificate. Mr. Santos replied that he believed that Conflicts Counsel had reviewed it and would have to sign off on page 3 of the Estoppel Certificate.

After further discussion, on motion duly made by Director Tolan, seconded by Director Sobti, the following resolution was unanimously approved:

Resolution No. 14-28

The Board hereby approves the Estoppel Certificate from PacAir Properties as presented by Management subject to review by Conflicts Counsel.

Chairman Untalan returned to the conference room.

7. REPORT OF EXECUTIVE MANAGER

The next item on the agenda was the report of the Executive Manager. The Executive Manager reported on various matters concerning airline and charter operations. He announced that beginning January 15, 2014 through the end of February, the U.S. National Science Foundation (NSF) and the U.K. Facility for Airborne Atmospheric Measurements (FAAM) will be operating at the ACI hangar to monitor tropical atmosphere and changes as a result of global warming. GIAA is partnering with NSF and FAAM with two (2) days of Community Outreach presentations on February 11 and 13, and a half day Open House on February 15, 2014 at the ACI Hangar.

Reporting on FAA issues, the Manager reported that Mr. Ron Simpson, FAA Manager out of the Honolulu District Office, met with GIAA Management and staff to discuss key items that include, Tiyan Parkway, AIP Funding, Noise Mitigation, and the FY 2013 Single Audit. The next scheduled FAA visit is in April 2014 for GIAA's annual certification inspection.

The Executive Manager reported on a number of announcements to include GIAA hosting a Route Development Strategy Workshop on January 28 and 29, 2014 at the Hyatt, Guam. The workshop was facilitated by the Authority's Air Service Consultant, with the objective to identify an overall air service development strategy for GIAA and implementation plan for the remainder of 2014 and 2015. The Guam Economic Development Authority (GEDA) and the Guam Visitors Bureau (GVB) also participated in the workshop.

GIAA has been invited to attend GVB's launching of their 2020 Vision Plan scheduled for 2:00 p.m., February 4, 2014 at the Sandcastle in Tumon. All Board members are invited to attend and support the launch, with a press conference scheduled which will be led by Governor Eddie Baza Calvo.

GIAA has been working with the Lieutenant Governor's Office on the planning of "Soaring High", an island beautification Task Force fundraiser in collaboration with Japan Airlines. The fundraiser is scheduled for March 14, 2014 and will consist of lunch on the concourse and a tour of the island on board a Japan Airlines aircraft.

The Chairman announced that he attended the Route Development Strategy Workshop and he had thought it was interesting, he inquired with Management on what was the next step, will the strategy be finalized and brought to the Board for review. The Executive Manager replied that it is in line with the release of GVB's Master Plan. Having gone through the workshop, the Manager stated now GIAA can meet with GVB and GEDA and come up with a Plan that all three (3) Boards can be presented with.

The Chairman mentioned GVB's 2020 Vision Plan, and noted the importance of the three (3) agencies working together in terms of a strategy. Discussion followed relative to GVB's 2020 Vision Plan and Marketing strategies.

8. REPORT OF THE COMPTROLLER

Before moving on with the Comptroller's report, Mr. Carlos Bordallo directed the Board to a handout of proposed amendments to the budget, he explained that the numbers in the Comptroller's report are predicated upon the proposed amendments to the budget. The Comptroller informed the Board that the amendments to the budget came about as a result of the debt service level that was finalized with the Bond issuance and went on to list the amendments, stating that the revisions are simply a shift of obligations to avoid raising the Airline rates. He added that with the new First Hawaiian Bank (FHB) loan, the Debt Service Coverage ratio moved from 1.40 to 1.34, which is still above the required 1.25.

The Chairman inquired on the calculations of the Debt Service Coverage ratio amount for FY13 reported in the Ernst & Young audit report showing over 2.00. The Comptroller replied that this report showing 1.68 is from August and was not updated. The Chairman informed the Board that the objective was to revise the budget to include the Debt Service for the Bond and the Energy Efficiency loan as the numbers were off at the time the Board last reviewed the report. He added that the adjustments to the budget are being brought to the Board so that they are aware and know what to expect by the end of the year. The Chairman asked that the Comptroller explain the Amortization of Assets. The Comptroller informed the Board that it is based on GIAA recovering costs from Capital Improvement Projects through implementing tariffs, in the interest of keeping the rates the same for the Airlines, he stated that he recommended deferring the Amortization of Assets for FY14 and instead include extension of the FHB Energy Efficiency Loan. Chairman Untalan added that in July 2014 when GIAA begins negotiations with the Airlines, GIAA would incorporate back this recovery into the FY15

budget. Discussion followed relative to enplanement costs.

After further discussion, on motion duly made by Director Gerber, seconded by Director Sobti, the following resolution was unanimously approved:

Resolution No. 14-29

The Board hereby approves the amendment to the FY14 budget as presented to defer the Amortization of Assets for FY14 for one (1) year to incorporate the Debt Service for the Energy Efficiency Loan, at which time the budget for FY15 will be adjusted to recapture the Amortization of Assets as well as continue to incorporate the Debt Service for the Energy Efficiency Loan.

The next item on the agenda was the report of the Comptroller. Mr. Bordallo provided a report to the Board on the Revenues and Expenses of the Authority as of December 31, 2013. Mr. Bordallo reported that year-to-date Total Signatory Revenues are below budgeted revenues by -0.2%, year-to-date Total Concession Revenues and Passenger Facility Charges are above budget estimates by 1.9% and 2.8%, respectively. Further, year-to-date Total Other Revenues, inclusive of non-signatory and non-airline revenues, are below the budget estimate by -4.5%. Year-to-date Total Operating Revenues Actual of $16.2M is -0.3% below the budget estimate of $16.3M. Year-to-date Total Operating Expenses are below budget by -15.4%. The actual year-to-date Net Revenues from Operations of $7.64M reflects an increase of 24.5% over the year-to-date budgeted amount of $6.14M. The Authority's year-to-date results for Debt Service Coverage is at 1.44 versus the requirement of 1.25.

Chairman Untalan inquired on the incorporation of both the Merit Bonus and Law Enforcement Pay to the FY13 budget, if those funds had been reserved. The Comptroller replied yes, out of the FY13 budget. The Chairman informed the Board that there have been discussions with Legal Counsel regarding the legality of the Merit Bonus and will be working with Management on an implementation plan.

The Chairman inquired on the cash on hand by the end of last fiscal year. The Comptroller replied the total unrestricted funds at the end of FY13 $30.1M. Discussion followed relative to cash on hand with the Comptroller informing the Board that after calculations GIAA would have 380 days worth of cash on hand should anything unforeseen happen; 280 days after removing the one (1) time obligation cost for the Merit Bonus.

9. EXECUTIVE SESSION

Upon written recommendation of counsel, on motion duly made by Director Gerber and seconded by Director Alcorn, and unanimously approved, at 4:47 p.m. the Board

recessed regular session. The Board convened executive session at 4:52 p.m. to discuss pending litigation.

Executive Session adjourned at 5:00 p.m., at which time the Board reconvened the regular session.

10. PUBLIC COMMENTS

The next item on the agenda was Public Comments. Chairman Untalan called upon any public member wishing to make comments. There were none.

11. ADJOURNMENT

There being no further business to address before the Board, on motion duly made by Director Alcorn, seconded by Director Tolan, unanimously approved, at 5:01 p.m., the meeting was adjourned.

Dated this _____, day of _____, 2014.

Attest:

Edward G. Untalan
Chairman

Gurvinder Sobti
Secretary

Prepared and Submitted By:

Amanda O'Brien-Rios
Corresponding Secretary

GIAA Program Status and UDO Analysis on Open AIP Grants

FY	Loc ID	Description	Grant #	Grant Amount	Balance as of 1/30/14	UDO	Balance as of 2/27/14	UDO	Comments
2009	GUM	Improve Airport Utility Infrastructure (Electrical System) - Phase 1	3-66-0001-65	$7,000,000	$38,983	1%	$38,983	1%	
2009	GUM	Conduct Airport Master Plan Study Update	3-66-0001-66	$700,000	$51,578	7%	$0	0%	
2009	GUM	Extend Runway 6L/24R - Phase 5	3-66-0001-67	$744,647	$0	0%	$0	0%	FCO
2009	GUM	Rehabilitate Runway 6L/24R	3-66-0001-68	$4,807,180	$0	0%	$0	0%	FCO
2009	GUM	Noise Mitigation Measures for Residences w/n 65-69 DNL - Phase 5	3-66-0001-69	$2,000,000	$265,801	13%	$101,940	5%	
2009	GUM	Extend Runway 6L/24R - Phase 7	3-66-0001-70	$3,294,390	$0	0%	$0	0%	FCO
		Amendment No. 1 to AIP 70	*3-66-0001-70*	$494,158	$0	0%	$0	0%	FCO
2009	GUM	Complete Construction of Parallel Taxiway - Phase 2	3-66-0001-71	$3,005,610	$0	0%	$0	0%	FCO
		Amendment No. 1 to AIP 71	*3-66-0001-71*	*$450,842*	$0	0%	$0	0%	FCO
			Sub Total:	**$22,496,827**	**$356,362**	**2%**	**$140,923**	**1%**	
2010	GUM	Extend Runway 6L/24R - Phase 8	3-66-0001-72	$4,000,000	$0	0%	$0	0%	FCO
		Amendment No. 1 to AIP 72	*3-66-0001-72*	*$600,000*	$0	0%	$0	0%	FCO
2010	GUM	Rehabilitate Runway 6L/24R - Phase 1 (Design only)	3-66-0001-73	$1,500,000	$119,105	8%	$119,105	8%	
2010	GUM	Install Instrument Landing System (ILS) Runway 6L - Phase 1	3-66-0001-74	$2,172,362	$0	0%	$0	0%	
		Amendment No. 1 to AIP 74	*3-66-0001-74*	$325,854	$0	0%	$0	0%	
2010	GUM	Noise Mitigation Measures for Residences w/n 65-69 DNL - Phase 6	3-66-0001-75	$2,000,000	$1,870,978	94%	$1,870,978	94%	
2010	GUM	Improve Airport Utility Infrastructure (Sewer & Storm Water Drainage) - Phase 1 (Design only)	3-66-0001-76	$1,550,000	$969,709	63%	$845,306	55%	
2010	GUM	Collect Airport Data for the Airports Geographic Information System (AGIS)	3-66-0001-77	$675,000	$0	0%	$0	0%	
2010	GUM	Install Instrument Landing System (ILS) Runway 6L - Phase 2	3-66-0001-78	$4,827,638	$0	0%	$0	0%	
2010	GUM	Conduct Environmental Assessment for Sewer and Storm water Drainage	3-66-0001-79	$700,000	$422,184	60%	$409,896	59%	
			Sub Total:	**$18,350,854**	**$3,381,976**	**18%**	**$3,245,285**	**18%**	

GIAA Program Status and UDO Analysis on Open AIP Grants

FY	Loc ID	Description	Grant #	Grant Amount	Balance as of 1/30/14	UDO	Balance as of 2/27/14	UDO	Comments
2011	GUM	Extend Runway 6L/24R - Phase 9	3-66-0001-80	$1,975,678	$0	0%	$0	0%	FCO
2011	GUM	Miscellaneous Airport Improvements - Phase 3	3-66-0001-81	$2,304,801	$2,222,129	96%	$2,127,579	92%	
2011	GUM	Miscellaneous Airport Improvements - Phase 4	3-66-0001-82	$1,400,000	$1,322,609	94%	$1,230,182	88%	
			Sub Total:	**$5,680,479**	**$3,544,738**	**62%**	**$3,357,761**	**59%**	
2012	GUM	Extend Runway 6L/24R - Phase 10	3-66-0001-83	$2,000,000	$0	0%	$0	0%	FCO
2012	GUM	Rehabilitate Runway 6L/24R - Phase 2	3-66-0001-84	$5,441,024	$4,268,244	78%	$3,623,659	67%	
			Sub Total:	**$7,441,024**	**$4,268,244**	**57%**	**$3,623,659**	**49%**	
2013	GUM	Extend Runway 06L/24R - Phase XI	3-66-0001-85	$2,005,605	$0	0%	$0	0%	
2013	GUM	Rehabilitate Runway 06/24R - Phase 3	3-66-0001-86	$1,876,981	$1,844,663	98%	$1,658,441	88%	
2013	GUM	Acquire one (1) 3,000-gallon Aircraft Rescue & Fire Fighting (ARFF) Vehicle	3-66-0001-87	$1,017,000	$1,017,000	100%	$1,017,000	100%	
2013	GUM	Update Airport Master Plan Study	3-66-0001-88	$500,000	$234,072	47%	$160,178	32%	
			Sub Total:	**$5,399,586**	**$3,095,735**	**57%**	**$2,835,619**	**53%**	
			GRAND TOTAL:	**$59,368,770**	**$14,647,055**	**25%**	**$13,203,247**	**22%**	

A.B. WON PAT INTERNATIONAL AIRPORT AUTHORITY, GUAM

SERIES 2013 BOND CAPITAL IMPROVEMENT PROJECTS

	Project Title	Total Project Cost	Federal Grants	Bond Proceeds	Balance as of 2/27/14	Purpose / Comments	Status
				PRIORITY 1			
1	International Arrivals Corridor with Building Seismic Upgrades	$53,900,000	$13,200,000	$40,699,532	53,899,532.00	Permanent solution to TSA mandate. 3rd level corridor for arrivals only with vertical circulation from gate groups. Must include seismic upgrades.	RFP to designer awarded by the Board. Contract being finalized based on 10% effort.
2	Hold Bag Screening Relocation	$26,069,263	$24,899,330	$728,319	25,627,649.46	In-line bag screening with BHS. Check in capacity restored. Reduced costs for TSA and airlines.	The 70% design submittal with the TSA for review. Contract executed with BHS manufacturer.
3	SSCP Improvements	$3,100,000		$3,100,000	3,100,000.00	Increase security screening lanes and expand queuing area.	Pending IDIQ RFP issuance.
4	FIDS Replacement	$5,000,000		$5,000,000	4,707,315.00	Replace obsolete and non-reliable system with multimedia multipurpose software/hardware.	Prioritized upgrades in progress.
5	Integrated PLB Replacement	$8,200,000	$2,000,000	$3,507,480	5,507,480.00	Replace 5 aged loading bridges and 34 power and pre-conditioned air point of use units.	Installation in progress for the 34 power and preconditioned air units. Replacement loading bridges being assessed.
6	Common Use Check-In Facilities	$2,800,000		$2,800,000	2,800,000.00	Single airline check-in program with counter modifications and expanded use of kiosks. Avoids expanded building footprint.	Common use study for airline review and comment.
7	Fuel System Improvements	$1,000,000		$1,000,000	1,000,000.00	Improve fire suppression system and connections.	Improvements being handled through fuel system operator.
8	Parking Expansion	$7,400,000		$7,310,594	7,310,593.70	Single level parking deck over commercial vehicle area to replace capacity loss from expanded access road. Improves passenger service.	Preliminary engineering in progress. Designer pending IDIQ RFP issuance.
9	Interisland Passenger Facility	$3,000,000		$3,000,000	3,000,000.00	Separate processing facility for domestic interisland operations. No CBP and minimal TSA inspections.	Planning session with CBP, TSA and Guam Customs followed by prospective users.
10	ARFF Facility Replacement	$11,600,000	$10,440,000	$754,007	11,194,007.00	Replace aged Navy structure with code compliant facility meeting FAA standards.	Preliminary engineering completed. Grant application to the FAA being prepared.
11	Cargo Apron Relocation	$7,700,000	$6,930,000	$770,000	$7,700,000.00	New cargo only apron adjacent to integrated air cargo facility. Hydrant fuel capability.	Preliminary engineering study and FAA grant application being updated.
12	Replace Terminal Seating	$3,500,000		$3,500,000	$3,500,000.00	Replace dilapidated seating and expand additional seating to other terminal areas.	Full re-upholstering of existing seating being evaluated. Architect under IDIQ RFP.
	SUB TOTALS	$133,269,263	$57,469,330	$72,169,932	$129,346,577		

				PRIORITY 2			
13	Access Control and Security Improvements	$4,000,000		$4,000,000	4,000,000.00	Replace security access control system with biometric system. Facility modifications as security solutions.	Pending IDIQ RFP issuance.
14	Terminal Flooring Replacement	$2,700,000		$2,700,000	2,700,000.00	Replace deteriorating tile surface with durable non-skid material with longer life cycle.	Pending IDIQ RFP issuance.
15	Upgrade Airport IT and FMS	$2,000,000		$1,678,148	1,678,148.42	Upgrade financial management system, add facility management GIS and improve infrastructure.	Partial upgrades completed.
16	Route 10A Landscape Component	$1,700,000		$1,700,000	1,700,000.00	Incorporate landscaping mediums consistent with DPW project to expand the Route 10A access roadways.	Pending IDIQ RFP issuance.
17	Enclose Arrival Tunnels	$1,200,000		$1,200,000	1,200,000.00	Increase arrivals lobby area through enclosing arrival tunnel with climate control. Adds commercial areas.	Pending IDIQ RFP issuance.
18	Replace Conveyance Systems	$2,600,000		$2,600,000	2,600,000.00	Replace with energy efficient equipment. Includes elevators, escalators and moving walks.	Pending IDIQ RFP issuance.
19	Strengthen and Expand Curbside Canopies	$2,800,000		$2,800,000	2,800,000.00	Expand departures curbside canopies for extended weather protection and security reinforcement.	Pending IDIQ RFP issuance.
20	1% Arts Program	$639,000		$639,000	639,000.00		For further discussion with the Guam Council of the Arts & Humanities.
21	Unencumbered Proceeds	$16,271,067		$16,271,067	16,271,067.00		
	SUB TOTALS	$33,910,067	$0	$33,588,215	33,588,215.42		
	TOTALS	**$167,179,330**	**$57,469,330**	**$105,758,148**	**$162,934,793**		$4,244,537 Expended

ANTONIO B. WON PAT INTERNATIONAL AIRPORT AUTHORITY, GUAM
BOARD OF DIRECTORS RESOLUTION NO. 14-____

RELATIVE TO THE EXTENSION OF THE AGREEMENT FOR LEGAL SERVICES WITH CALVO FISHER & JACOB LLP AND THE AGREEMENT FOR LEGAL SERVICES WITH TEKER TORRES & TEKER NOW KNOWN AS TORRES LAW GROUP

WHEREAS, an Agreement for Legal Services was entered into on May 5, 2010, by and between the ANTONIO B. WON PAT INTERNATIONAL AIRPORT AUTHORITY, GUAM ("GIAA") and Calvo Fisher & Jacob LLP ("CFJ") (the "CFJ Agreement"); and

WHEREAS, an Agreement for Legal Services – Conflicts Counsel was entered into on May 5, 2010, by and between the ANTONIO B. WON PAT INTERNATIONAL AIRPORT AUTHORITY, GUAM ("GIAA") and Teker Torres & Teker now known as Torres Law Group ("Torres") (the "Torres Agreement"); and

WHEREAS, the CFJ Agreement provides for a term of one year commencing on March 23, 2010, with four (4) options to extend for a period of one (1) year each, not to exceed a total contract period of five (5) years with GIAA approval; and

WHEREAS, the Torres Agreement provides for a term of one (1) year commencing on March 1, 2010, with options to extend for succeeding periods of one (1) year each, not to exceed a total contract period of five (5) years with GIAA approval; and

WHEREAS, the Board of Directors has determined that GIAA continues to require the services of CFJ and that it is in the best interests of GIAA to extend the term of the CFJ Agreement for an additional one year period commencing on March 23, 2014, under the same terms and conditions as set forth in the CFJ Agreement.

WHEREAS, the Board of Directors has determined that GIAA continues to require the services of Torres and that it is in the best interests of GIAA to extend the term of the Torres Agreement for an additional one year period commencing on March 1, 2014 under the same terms and conditions as set forth in the Torres Agreement.

NOW, THEREFORE, BE IT RESOLVED, that the Board of Directors of GIAA hereby extends the term of the CFJ Agreement for an additional one year period commencing on March 23, 2014 and expiring on March 22, 2015, under the same terms and conditions as set forth in the CFJ Agreement; and

BE IT FURTHER RESOLVED, that the Board of Directors of GIAA hereby extends the term of the Torres Agreement for an additional one year period commencing on March 1, 2014 and expiring on February 28, 2015, under the same terms and conditions as set forth in the Torres Agreement.

DULY AND REGULARLY ADOPTED BY THE BOARD OF DIRECTORS OF THE ANTONIO B. WON PAT INTERNATIONAL AIRPORT AUTHORITY, GUAM AT THE FEBRUARY 27, 2014 REGULAR BOARD MEETING.

EDWARD G. UNTALAN, Chairman

JESUS Q. TORRES, Vice Chairman

ROSALINDA A. TOLAN

MARTIN J. GERBER

LUCY M. ALCORN

PEDRO P. ADA III

GURVINDER SOBTI

ATTEST:

GURVINDER SOBTI, Board Secretary

A.B. WON PAT INTERNATIONAL AIRPORT AUTHORITY, GUAM (GIAA)

INTERIM AIR SERVICE DEVELOPMENT INCENTIVE

The following interim air service development incentive program is adopted by the GIAA Board of Directors to attract new air links from unserved city destinations in the Asia-Pacific region and, moreover, in collaboration with the Guam Visitors Bureau's proposed initiatives to stimulate air service from cities in the Peoples' Republic of China. An early initiative is to target the shoulder or non-peak visitor months when the hotel room inventory is available.

1. **Destination Based:** All unserved city destinations in the Asia-Pacific region for direct scheduled air service or scheduled on-demand air service to Guam.
2. **Air Carriers:** GIAA incentive open to all U.S. and foreign based airlines that possess all governmental authorizations. Tour wholesalers and agencies are ineligible to receive the GIAA incentive but may factor such incentive in their negotiations with an airline operator.
3. **Incentive Duration:** Up to a maximum of two (2) years for an unserved destination per air carrier.
4. **Minimum Weekly Frequency:** GIAA incentive applies to new air service with two (2) flights per week.
5. **Rates & Charges Discount:** The GIAA incentive applies to operational rates and charges published in the Airport Tariff Schedule in effect at the time of inaugural service and limited to the Airfield Use (Landing) Fee, Loading Bridge Use, Immigration Inspection, Arrivals and Departure Fees only.

   The cumulative percentage discount is based on the following parameters:

   A. Basic Discount - 20%
   B. Non-Peak Operational Schedule - 25%
   C. Load Factor of 85% or Greater - 5%

   For existing GIAA signatory airlines, the basic incentive discount will be negotiated.

   The incentive will be applied on a monthly basis pursuant to the airline activity report for the prior month.

A.B. WON PAT
INTERNATIONAL AIRPORT AUTHORITY, GUAM

Executive Manager's Report
GIAA Board of Directors Meeting
February 27, 2013

AIRLINE ISSUES

China Airlines
China Airlines will be operating 10 charter flights through March serving the FUK/GUM/FUK route, utilizing an A330 with a capacity of 304 pax.

FAA ISSUES

Tri-ennual Full Scale Exercise: Internal planning meetings began February 24th in preparation for the Full-Scale Exercise required every three years under FAR Part 139 for Airport certification by the FAA. The Exercise will require the participation of all responding agencies to test our response to an Airport Emergency under our Airport Emergency Plan. The Exercise is scheduled for Wednesday, May 22, 2014. This follows the next scheduled FAA visit in April 2014 for GIAA's annual certification inspection.

ROUTE DEVELOPMENT

GIAA Management will be meeting with several airlines and their network planners to discuss real opportunities and prospects of serving Guam. A business case and marketing packet is being customized for these airline meetings which will be held as part of Routes Asia, in Surawak, Malaysia from March 9 through 11, 2014. The airport team will consist of GIAA, a GVB rep and our air service development consultants when speaking to these network planners.

IFB

IFB - Purchase and Delivery of One (1) ARFF Vehicle, Class 5, 3,000-Gallon Capacity
IFB No. GIAA-001-FY14
Extended bid opening March 12, 2014

ANNOUNCEMENTS

- ARFF Platoons A and B are preparing for the Islandwide 2014 Firefighter's Muster which is scheduled for March 15 and 16 at the Guam Greyhound. Both platoons will challenge their firefighting contemporaries from the Guam Fire Department, the Navy and Air Force in strength and timed response activities. Leading up to the Muster, goodwill softball and 4-man beach volleyball games will be held from March 10 through 13th. Please support ARFF's fundraising activities for Happy Hour at Club Xscape, on Thursday, February 27 for Platoon B and Friday, February 28, 2014 for Platoon A.
- GIAA has been working very closely with the Lt. Governor's Office and Japan Airlines to benefit projects implemented by the Island Beautification Task Force. The event, entitled "Soaring High" is scheduled for March 14, 2013 from 10am to 1pm. Activities feature a flight around the island and lunch serving thereafter. All participating (flying) guests will be processed as a regular passengers, complete with check in and inspection experiences prior to the flight.
- ***Silebrasion Mes Chamorro 2014*** is being celebrated throughout the month of March. The theme is "Plant the Seeds of Our Heritage Among Our Children". GIAA is prepared to show our culture to our passengers and tenants with its 3pm Friday meriendas scheduled for March 7, 14 and 21 and the Annual

Fiesta scheduled for Thursday, March 27 at 11:00am. GIAA Marketing is also working with GVB to host cultural entertainment to complement the merienda servings and the Fiesta.

A.B. WON PAT
INTERNATIONAL AIRPORT AUTHORITY, GUAM
ATURIDAT PUETTON BATKON AIREN GUAHAN ENTENASIONAT

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www.guamairport.com

February 27, 2014

MEMORANDUM

To: Mr. Edward G. Untalan
Chairman
GIAA Board of Directors

From: Carlos Bordallo
Comptroller

Subject: **Operating Results - Revenues and Expenses as of January 31, 2014**

Attached herewith is GIAA's Operating Results Report for the month ending January 31, 2014. This report summarizes the Budgeted versus Actual Revenues and Expenses for the month and year-to-date results ended January 31, 2014.

The key operating results for 4 month(s) of FY 2014 ending January 31 2014 - (in $000's) are:

CATEGORY	YEAR-TO-DATE				FORECAST FOR FULL YEAR-FY14	
	Budget FY 14 Y-T-D	Actual FY 14 Y-T-D	% Variance Budget vs. Actual		Actual Y-T-D + Remaining FY 14 Budget	% Variance Budget vs. Estimate for Full Year
			Y-T-D Current Month	Y-T-D Last Month		
Total Signatory Revenues	$8,831.4	$8,953.7	1.4%	-0.2%	$26,852.9	.5%
Total Concession Revenues	$5,980.5	$6,084.3	1.7%	1.9%	$18,074.4	0.6 %
Total PFC's	$2,108.9	$2,118.7	.5%	2.8%	$6,445.9	0.2%
Total Other Revenues	$5,023.8	$4,737.2	-5.7%	-4.5%	$14,928.5	-1.9%
Total Operating Revenues	$21,944.5	$21,893.9	-0.2%	-0.3%	$66,301.8	-0.1%
Total Operating Expenses	$13,509.0	$12,469.6	-7.7%	-15.4%	$38,731.1	-2.6%
Net Revenues from Operations	$8,435.5	$9,424.3	11.7%	24.5%	$27,570.7	3.7%
Non-Operating Expenses	$350.0	$232.3	-33.6.%	-39.8.%	$382.3	-23.5%
Other Available Moneys/other sources of funds	$2,271.8	$2,120.2	-6.7%	-6.7%	$6,631.0	-2.2%
Net Debt Service Coverage	**1.26**	**1.51**	**19.9%**	**37.2%**	**1.42**	**6.1%**

Year-to-date Total Signatory Revenues for the month ending January 31, 2014 are above Budgeted revenues by **1.4%.** Signatory revenue estimates are based on projections submitted by Signatory airlines and adopted in the annual budget.

Year-to-date Total Concession Revenues and Passenger Facility Charges are above budget estimates by **1.7%** and **.5%.**

Year-to date Total Other Revenues, inclusive of non-signatory and non-airline revenues, are below the budget estimate by **-5.7%.**

Year-to-date Total Operating Revenues Actual of **$21.94M** is **-.2%** below the budget estimate of **$21.89M.**

Year-to-date Total Operating Expenses are below budget by **-7.7%.** Components of this line item include a **-4.1%**decrease in Personnel Service, a **-8.6%**decrease in Contractual Services, a **-35.6%** decrease in Materials & Supplies and a **100%** decrease in Equipment/Furnishings from budgeted amounts for these respective categories.

The actual year-to-date Net Revenues from Operations of **$9.42M** reflects an increase of **11.7%** over the year-to-date budgeted amount of **$8.44M.**

Finally, our year-to-date results for Debt Service Coverage is at **1.42** versus the requirement of **1.25.**

Should you have any questions, please contact me at your convenience.

Attachments

cc: Board of Directors
Executive Manager
Deputy Executive Manager
Frank R. Santos, Expansion
Division Heads

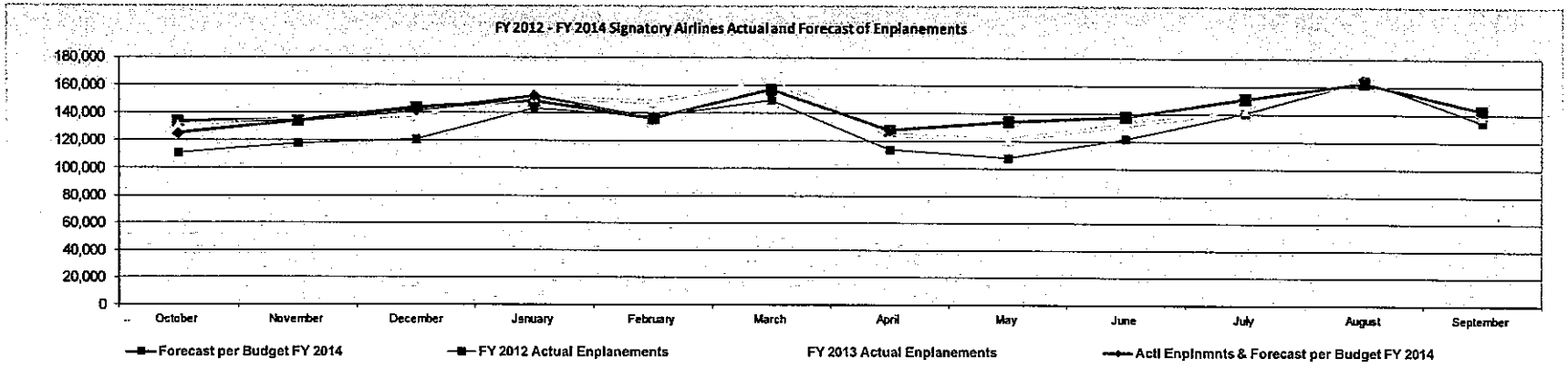
GUAM INTERNATIONAL AIRPORT AUTHORITY
KEY OPERATING RESULTS ($000's)
as of January 31, 2014

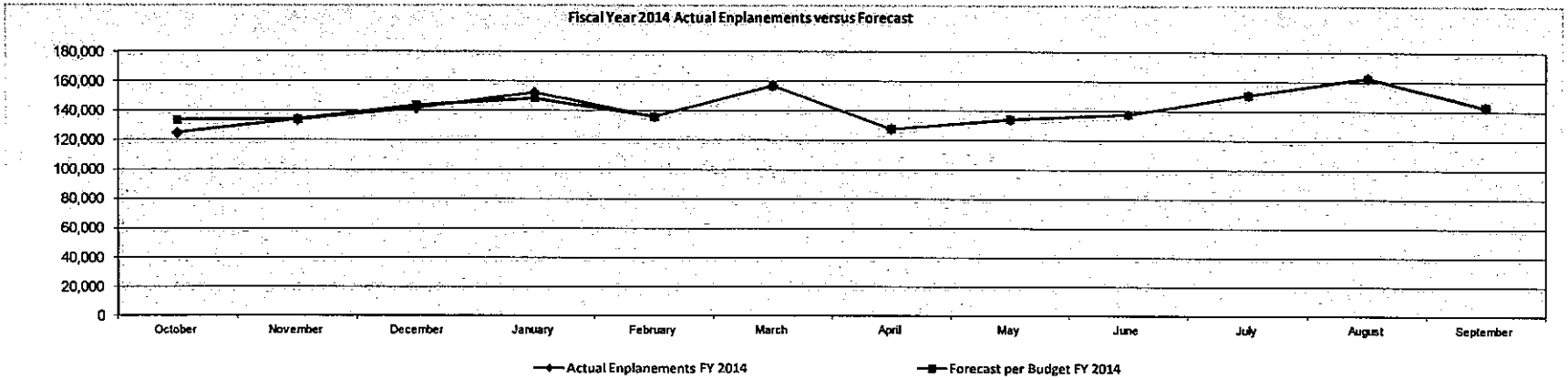
	CURRENT MONTH					YEAR - TO - DATE				FULL YEAR FORECAST	
	Actual FY2013	Budget FY2014	Actual FY2014	%Var Bud Vs Act'l	Budget Full Year	Actual FY2013	Budget FY2014	Actual FY2014	%Var Bud Vs Act'l	Actual/Est	%Var Bud Vs Act'l
I. Signatory Airline Rents & Fees											
Terminal Bldg Rentals	277.0	256.8	258.5	0.7%	3,082.1	1,108.0	1,027.4	1,034.0	0.6%	3,088.7	0.2%
Departure Fees	617.5	516.5	533.5	3.3%	5,951.4	2,276.4	1,949.2	1,926.2	-1.2%	5,928.3	-0.4%
Arrival Fees	644.8	512.1	565.3	10.4%	5,908.9	2,430.9	1,925.8	2,035.2	5.7%	6,018.3	1.9%
Immigration Inspection Fees	238.2	178.5	212.5	19.1%	2,042.9	904.0	669.2	765.0	14.3%	2,138.6	4.7%
Loading Bridge Use Fees	417.4	516.5	526.8	2.0%	6,045.5	1,549.8	1,992.7	1,892.5	-5.0%	5,945.3	-1.7%
Apron Use Fees	154.8	146.9	155.8	6.0%	1,532.7	555.0	524.9	538.2	2.5%	1,546.0	0.9%
Landing Fees	256.0	207.7	220.9	6.4%	2,167.0	917.7	742.1	762.7	2.8%	2,187.6	1.0%
Total Signatory Revenue	**2,605.6**	**2,335.1**	**2,473.3**	**5.9%**	**26,730.5**	**9,741.8**	**8,831.4**	**8,953.7**	**1.4%**	**26,852.9**	**0.5%**
Enplaned Signatory Pax	150,971	148,586	152,311	2.5%	1,711,959	539,430	560,713	552,968	-1.4%	1,704,213	-0.5%
Cost per Enplaned Pax	**$17.26**	**$15.72**	**$16.24**	**3.3%**	**$15.61**	**$18.06**	**$15.75**	**$16.19**	**2.8%**	**$15.76**	**0.9%**
Revenues from Sources other than Signatory Airlines Rents & Fees											
Concession Revenues											
Gen Mdse (DFS)	663.2	1,201.2	1,225.9	2.1%	14,414.9	2,576.5	4,805.0	4,925.8	2.5%	14,535.7	0.8%
In-flight Catering	68.1	74.9	76.6	2.3%	802.1	253.8	269.8	277.7	2.9%	810.0	1.0%
Food & Beverage	81.5	89.6	82.3	-8.2%	942.3	302.9	304.2	305.1	0.3%	943.3	0.1%
Rental Cars	80.7	80.2	84.9	5.8%	970.0	316.0	320.9	314.1	-2.1%	963.2	-0.7%
Other Concession Rev	67.0	70.1	65.0	-7.4%	841.3	276.8	280.6	261.7	-6.8%	822.4	-2.3%
Total Concession Revenues	**960.4**	**1,516.1**	**1,534.5**	**1.2%**	**17,970.6**	**3,726.0**	**5,980.5**	**6,084.3**	**1.7%**	**18,074.4**	**0.6%**
Passenger Facility Charges	748.1	558.9	524.9	-6.1%	6,436.1	2,253.2	2,108.9	2,118.7	0.5%	6,445.9	0.2%
Other Revenue	1,302.0	1,273.5	1,155.5	-9.3%	15,215.1	5,140.7	5,023.8	4,737.2	-5.7%	14,928.5	-1.9%
Total Operating Revenue	**5,616.1**	**5,683.6**	**5,688.2**	**0.1%**	**66,352.4**	**20,861.7**	**21,944.5**	**21,893.9**	**-0.2%**	**66,301.8**	**-0.1%**
II. Operating Expenses:											
Personnel Services	1,421.8	1,328.4	1,487.1	12.0%	17,269.0	4,939.6	5,977.8	5,732.0	-4.1%	17,023.3	-1.4%
Contractual Services	1,486.4	1,897.6	2,084.3	9.8%	20,824.5	6,079.3	7,001.7	6,400.5	-8.6%	20,223.3	-2.9%
Materials & Supplies	146.7	152.5	133.0	-12.8%	1,499.9	266.3	523.5	337.1	-35.6%	1,313.4	-12.4%
Equipment/Furnishings	0.0	6.0	0.0	0.0%	177.0	0.0	6.0	0.0	-100.0%	171.0	0.0%
Total Operating Expenses	**3,054.9**	**3,384.5**	**3,704.5**	**9.5%**	**39,770.5**	**11,285.1**	**13,509.0**	**12,469.6**	**-7.7%**	**38,731.1**	**-2.6%**
Net Revenues from Operations	**2,561.2**	**2,299.0**	**1,983.8**	**-13.7%**	**26,581.9**	**9,576.6**	**8,435.5**	**9,424.3**	**11.7%**	**27,570.7**	**3.7%**

GUAM INTERNATIONAL AIRPORT AUTHORITY
KEY OPERATING RESULTS ($000's)
as of January 31, 2014

	CURRENT MONTH					YEAR - TO - DATE				FULL YEAR FORECAST	
	Actual FY2013	Budget FY2014	Actual FY2014	%Var Bud Vs Act'l	Budget Full Year	Actual FY2013	Budget FY2014	Actual FY2014	%Var Bud Vs Act'l	Actual/Est	%Var Bud Vs Act'l
III. Other Revenues and Expenses											
Less: Non Operating Expense(Ret/DOI/OHS)	21.8	0.0	21.6	0.0%	500.0	173.6	350.0	232.3	-33.6%	382.3	-23.5%
Add: Interest on Investments	79.2	83.6	44.4	-46.8%	1,003.1	349.6	334.4	175.0	-47.7%	843.7	-15.9%
Net Revenues	2,618.7	2,382.6	2,006.6	-15.8%	27,085.0	9,752.5	8,419.9	9,367.0	11.2%	28,032.2	3.5%
Add: Other Sources of Funds	33.2	37.9	0.0	0.0%	454.8	150.7	151.6	0.0	-100.0%	303.2	-33.3%
Add: Other Available Moneys	360.7	527.3	527.3	0.0%	6,327.9	1,442.8	2,120.2	2,120.2	0.0%	6,327.9	0.0%
Net Revenues and Other Available Moneys	**3,012.6**	**2,947.9**	**2,533.9**	**-14.0%**	**33,867.7**	**11,346.1**	**10,691.7**	**11,487.3**	**7.4%**	**34,663.2**	**2.3%**
Debt Service payments	1,442.8	2,109.3	2,109.3	0.0%	25,311.4	5,767.6	8,480.9	7,596.5	-10.4%	24,427.0	-3.5%
Debt Service Coverage	**2.09**	**1.40**	**1.20**	**-14.0%**	**1.34**	**1.97**	**1.26**	**1.51**	**19.9%**	**1.42**	**6.1%**
Debt Service Requirement	**1.25**	**1.25**	**1.25**		**1.25**	**1.25**	**1.25**	**1.25**		**1.25**	

Enplanements	October	November	December	January	February	March	April	May	June	July	August	September	Total
Forecast per Budget FY 2014	133,792	134,289	144,046	148,586	136,168	157,310	127,908	134,404	137,919	151,310	163,010	143,217	1,711,959
FY 2009 Actual Enplanements	96,587	102,001	100,515	123,234	114,550	123,061	99,415	98,005	84,556	111,273	119,504	108,317	1,281,018
FY 2010 Actual Enplanements	94,630	105,230	108,410	132,016	129,523	137,257	102,312	112,910	111,671	133,353	147,419	132,165	1,446,896
FY 2011 Actual Enplanements	112,043	117,861	115,206	137,595	131,263	128,645	90,184	99,827	100,434	119,730	140,999	123,086	1,416,873
FY 2012 Actual Enplanements	110,962	118,092	121,031	143,545	137,851	149,600	113,893	107,914	122,061	141,014	165,376	135,017	1,566,356
FY 2013 Actual Enplanements	131,910	135,518	138,186	150,971	148,524	164,380	124,701	121,128	132,315	142,967	165,026	138,907	1,694,533
Actl Enplnmnts & Forecast per Budget FY 2014	124,805	134,044	141,808	152,311	136,168	157,310	127,908	134,404	137,919	151,310	163,010	143,217	1,704,213
FY 2014 versus FY 2013	-5.39%	-1.09%	2.62%	0.89%	-8.32%	-4.30%	2.57%	10.96%	4.24%	5.84%	-1.22%	3.10%	0.57%





	Actual versus Forecast												
Enplanements	October	November	December	January	February	March	April	May	June	July	August	September	Total
Actual Enplanements FY 2014	124,805	134,044	141,808	152,311	136,168	157,310	127,908	134,404	137,919	151,310	163,010	143,217	1,704,213
Forecast per Budget FY 2014	133,792	134,289	144,046	148,586	136,168	157,310	127,908	134,404	137,919	151,310	163,010	143,217	1,711,959
Actual Enplanements Over/(Under) Forecast	(8,987)	(245)	(2,238)	3,725	0	0	0	0	0	0	0	0	(7,745)
Cumulative Total	(8,987)	(9,232)	(11,470)	(7,745)	0	0	0	0	0	0	0	0	
	Percentage Over/(Under) Forecast												
	October	November	December	January	February	March	April	May	June	July	August	September	
% Monthly	-6.7%	-0.2%	-1.6%	2.5%	0.0%	0.0%	0.0%	0.0%	0.0%	0.0%	0.0%	0.0%	
% Cumulative Total	-6.7%	-3.4%	-2.8%	-1.4%	0.0%	0.0%	0.0%	0.0%	0.0%	0.0%	0.0%	0.0%	
	Month to Month Trend												
	October	November	December	January	February	March	April	May	June	July	August	September	
Actual Enplanements	124,805	134,044	141,808	152,311	0	0	0	0	0	0	0	0	
Month to Month Increase/(Decrease)		9,239	7,764	10,503	0	0	0	0	0	0	0	0	
Month to Month Increase/(Decrease) in %		7.4%	5.8%	7.4%	0.0%	0.0%	0.0%	0.0%	0.0%	0.0%	0.0%	0.0%	

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RECOMMENDATION OF COUNSEL

TO: Board of Directors
ANTONIO B. WON PAT INTERNATIONAL AIRPORT AUTHORITY, GUAM

CC: Mr. Charles H. Ada II
Executive Manager
ANTONIO B. WON PAT INTERNATIONAL AIRPORT AUTHORITY, GUAM

FROM: Janalynn Cruz Damian
CALVO FISHER & JACOB LLP

DATE: February 18, 2014

SUBJECT: **Executive Session**

Pursuant to 5 G.C.A. § 8111(c)(1), I hereby recommend that the Board of Directors of GIAA conduct an Executive Session at the next regularly scheduled Board meeting to discuss pending or threatened litigation to which GIAA is or may be a party.

A.B. WON PAT
INTERNATIONAL AIRPORT AUTHORITY, GUAM
ATURIDAT PUETTON BATKON AIREN GUAHAN ENTENASIONAT

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BOARD OF DIRECTORS REGULAR MEETING

3:00 p.m., Thursday, April 24, 2014
GIAA TERMINAL CONFERENCE ROOM #3

Public Notice
First Notice:
Marianas Variety – April 17, 2014
Notice to Media – April 17, 2014

Second Notice:
Marianas Variety – April 22, 2014
Notice to Media – April 23, 2014

AGENDA

1. Call to Order and Attendance
2. Approval of Agenda
3. Approval of Minutes
   - **A.** February 27, 2014 Regular Meeting
4. Correspondence
5. Old Business
   - **A.** Status of Capital Improvement Projects
   - **B.** Signage Policy – Non-Commercial
6. New Business
   - **A.** Approval of Award for Purchase & Delivery of One(1) Aircraft Rescue Fire Fighting (ARFF) Vehicle Class Five (5)- 3,000 Gallon Capacity - IFB No. GIAA-001-FY14
   - **B.** Approval of Award for Security Access Control System (SACS) Management & Infrastructure Support Services - RFP No. GIAA-005-FY14
   - **C.** Approval of Award for Paging System Management & Infrastructure Support Services - RFP No. GIAA-006-FY14
7. Report of Executive Manager
8. Report of the Comptroller
9. Executive Session
10. Public Comments
11. Adjournment

AMERICAN ASSOCIATION OF AIRPORT EXECUTIVES
AAAE
ACI AIRPORTS COUNCIL INTERNATIONAL
NASAO National Association of State Aviation Officials
TIACA THE INTERNATIONAL AIR CARGO ASSOCIATION

Doc. No. 35G[illegible]628.*

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MINUTES OF THE REGULAR MEETING OF THE BOARD OF DIRECTORS OF THE A.B. WON PAT INTERNATIONAL AIRPORT AUTHORITY, GUAM
Thursday, April 24, 2014, 3:00 p.m.
GIAA TERMINAL CONFERENCE ROOM #3

1. CALL TO ORDER AND ATTENDANCE

The April 24, 2014 regular meeting of the Board of Directors of the A.B. Won Pat International Airport Authority, Guam ("GIAA" or the "Authority") was called to order by Chairman Untalan at 3:04 p.m. at the GIAA Terminal Conference Room #3, 355 Chalan Pasaheru, Tamuning, Guam, 96913.

Directors Present:	**Offices or positions:**
Edward G. Untalan	Chairman
Jesus Q. Torres	Vice Chairman
Martin Gerber	
Rosalinda A. Tolan	
Pedro P. Ada III	
Gurvinder Sobti	

Directors Absent:
Lucy M. Alcorn (Off-Island)

GIAA Officials:	
Charles H. Ada II	Executive Manager
Peter Roy Martinez	Deputy Executive Manager
Carlos Bordallo	Comptroller
Frank R. Santos	Business and Financial Consultant
Jean M. Arriola	Air Services Manager
Gerard Bautista	Air Terminal Manager
Benny Baza	Fire Chief
Victor Cruz	Engineer Supervisor
Edward Muna	Airport Operations Superintendent
Franklin Taitano	Procurement Supervisor
Joseph G. Javellana	Program Coordinator IV
Janalynn Cruz Damian, Esq.	GIAA Legal Counsel

The Chairman welcomed the presence of Airport tenants, stakeholders, and members of the public who are noted in a sign-in sheet made as an attachment to these minutes.

2. APPROVAL OF AGENDA

The Chairman asked if there were any changes to the agenda. No changes were requested. On motion duly made by Vice Chairman Torres, seconded by Director Ada, the agenda as presented was unanimously approved.

3. APPROVAL OF MINUTES

A. February 27, 2014 Regular Meeting

The next item on the agenda was approval of the minutes of the February 27, 2014 regular meeting. Discussion was held on corrections to the minutes.

On motion duly made by Director Ada, seconded by Vice Chairman Torres, the following resolution was unanimously approved:

Resolution No. 14-33

The Board hereby approves the minutes of the February 27, 2014 regular meeting, subject to corrections.

4. CORRESPONDENCE

The next item on the agenda was Correspondence.

The Executive Manager informed the Board that there was nothing to report at this time.

5. OLD BUSINESS

The next item on the agenda was Old Business.

A. Status of Capital Improvement Projects

The first matter discussed was the Status of Capital Improvement Projects. Mr. Frank Santos, Business and Financial Consultant, presented three (3) schedules to the Board for review. First, he provided brief updates relative to the Undistributed Obligations (UDO) analysis, consisting of grants from 2009 - 2013. Mr. Santos informed the Board that of the $59.3M in grants there is $10.9M remaining. Since the last Board meeting the Airport has expended $3M toward the Runway 6L/24R Rehabilitation project. Mr. Santos added that this year the Authority anticipates a minimum of $4.5M in grants

strictly for the Runway 6L/24R Rehabilitation project. Discussion followed relative to anticipated grants.

Mr. Santos reported on Bond Capital Improvement Projects, informing the Board that the focus currently is on two (2) major projects, the first being the International Arrivals Corridor with Building Seismic Upgrades. The Airport is in the midst of finalizing the previously awarded contract, based on a 10% design effort. The architect will be meeting with the Airport, and federal agencies involved to determine cost estimates, which will give the Airport a better understanding of how to proceed with other projects. Mr. Santos went on to brief the Board on the second major project, the Hold Bag Screening Relocation, stating that 100% of the design submittal is with TSA for review, and the manufacturing of the baggage system is anticipated to begin late May. The bid documents for the construction portion of the project is expected to be completed mid May.

Mr. Santos referred to the third schedule, the Capital Improvement Fund projects, which are projects funded internally pending net revenue. Mr. Santos announced that there are two (2) projects that will be added to the schedule provided, which will be presented to the Board for approval at the next Board meeting; the Terminal Roof Replacement and the Arrivals Enhancements. Arrivals Enhancements involves improvements to both USCBP and Guam Customs areas, and the Arrivals Lobby. Mr. Santos informed the Board of issues relative to the Customs areas and updated the Board on the USCBP's Global Entry Program. Discussion followed relative to the funding for the three schedules.

Mr. Santos gave the Board a brief update relative to the walkways, informing the Board that the procurement for Gate 21 Replacement Loading Bridge was previously approved by the Board however for the additional bridges, Management would like to present a more cost effective plan to the Board at a later date.

Chairman Untalan requested an update relative to the concession renovations. Mr. Gerard Bautista, Air Terminal Manager, provided updates and informed the Board that the renovations are moving forward.

Director Gerber inquired on the moving walkways, and expressed his disappointment with the number of walkways that are not running. Mr. Bautista announced that 80% of the walkways are running, a number of them are shut down manually at certain times to save power consumption and are supposed to be turned back on prior to a flight arrival. Director Gerber suggested that there be a sign that displays that the walkway is out of order if it is not working, and someone needs to be kept accountable for the walkways not being turned on when needed. Director Gerber announced that he would like to see an improvement, and offered to assist with the issue and report back to the Board at

the next Board meeting. Mr. Bautista explained the ongoing staffing difficulties with Otis, the contractor and informed the Board that the contract with the company will expire September 30, 2014. Discussion followed relative to possible remedies to the moving walkways.

B. Signage Policy - Non-Commercial

The first matter discussed was the Signage Policy - Non-Commercial. The Executive Manager first thanked Director Tolan for her assistance with the draft policy and noted that the item had been tabled a number of times. Director Tolan announced that the policy applies specifically to non-profit organizations and that her only request was for the policy to include that all non-profit organizations would not be charged for advertisement.

Chairman Untalan asked for Management to explain the policy so that the Board may better understand as he noticed inconsistencies within the policy. The Executive Manager provided details relative to the areas the signage would be displayed, stating that Management's focus is on signage that is electronic, is not permanent, and to be displayed on existing digital equipment owned and operated by the Airport. Discussion followed relative to the original request from the Guam Lions Club to donate a Welcome to Guam sign to the Authority, which Director Tolan stated the policy does not address.

Mr. Frank Santos announced to the Board that item number six (6) on the policy relative to signage advertising services that are in direct competition with the Airport's business objectives, either needs to be amended or deleted, leaving the option to approve or not to the Authority.

Discussion followed regarding banners and permanent structures. Ms. Jean Arriola, Air Services Manager, added to the discussion stating that in the near future new digital screens would replace the current old technology in the Customs Inspection Hall allowing for commercial advertising and also welcome messages for events that are taking place on Guam to be displayed. As for immediate signage, commercial advertising and messages from non-profit organizations may be displayed in the welcome center in the arrivals area.

Director Gerber inquired on organizations competing with the Airport's brand. Ms. Jean Arriola responded that she did not foresee that being an issue.

Director Tolan reiterated her request for the policy to include that all non-profit organizations would not be charged for advertisement. Ms. Jean Arriola informed the Board that the intent is not to charge non-profit organizations, however Management is requesting that the policy be flexible enough to recover costs should an organization's

request be unreasonable. Director Tolan expressed her sympathy for non-profit organizations, stating that the funds to pay the Airport for advertisement would be from fundraising efforts, and that it is a very trivial amount for the Airport. Discussion followed relative to the policy being amended to include the official language on displays. The Chairman requested for Director Tolan to work with Management to amend the policy as discussed.

After further discussion, on motion duly made by Director Ada, seconded by Director Sobti, the following resolution was unanimously approved:

Resolution No. 14-34

The Board hereby approves the draft Signage Policy - Non-Commercial as presented during the meeting subject to corrections: item number six (6) to be deleted; add language giving the Executive Manager the discretion to recover any out of pocket costs, but not charge a fee; and the displayed language to be in English or Chamorro only.

6. NEW BUSINESS

The next item on the agenda was New Business.

A. Approval of Award for Purchase & Delivery of One (1) Aircraft Rescue Fire Fighting (ARFF) Vehicle Class Five (5) - 3,000 Gallon Capacity - IFB No. GIAA-001-FY14

The first matter discussed was the approval of award under the Invitation for Bid for Purchase & Delivery of One (1) Aircraft Rescue Fire Fighting (ARFF) Vehicle Class Five (5) - 3,000 Gallon Capacity, IFB No. GIAA-001-FY14 (the "IFB"). The Executive Manager informed the Board that the IFB solicited bids from firms for the purchase and delivery of one (1) aircraft rescue fire fighting vehicle class five(5), 3,000 gallon capacity to be used for the air rescue fire fighter facility. Three (3) firms/individuals purchased the bid package and two (2) firms submitted bid proposals before the submission deadline. The two (2) firms were evaluated and determined to be responsive. The Executive Manager informed the Board that the lowest responsive, responsible total bid amount received is $891,996.00, submitted by Morrico Equipment LLC. Funding for this bid is available under the Federal Aviation Administration (FAA) Grant Program. Management recommends that the Board approve the contract award of $891,996.00 to Morrico Equipment LLC, who has been determined to have met the standards of responsibility and responsiveness outlined in the Guam Procurement Regulations.

After further discussion, on motion duly made by Director Ada, seconded by Director Sobti, the following resolution was unanimously approved:

Resolution No. 14-35

The Board hereby approves the contract award for Purchase & Delivery of One (1) Aircraft Rescue Fire Fighting (ARFF) Vehicle Class Five (5) - 3,000 Gallon Capacity, IFB No. GIAA-001-FY14 to Morrico Equipment LLC in the amount of $891,996.00.

B. Approval of Award for Security Access Control System (SACS) Management & Infrastructure Support Services - RFP No. GIAA-005-FY14

The second matter discussed was the approval of award under the Request for Proposal for Security Access Control System (SACS) Management & Infrastructure Support Services, RFP No. GIAA-005-FY14 (the "SACS RFP"). The Executive Manager informed the Board that the SACS RFP solicited proposals from professional firms to assist GIAA in the management and infrastructure support services to its SACS. The contract term is for a period of three (3) years, with two (2) annual renewal options, not to exceed a total term of five (5) years. A total of seven (7) firms showed their interest by obtaining the SACS RFP package; however, three (3) firms responded by submitting their proposals before the established deadline. After receipt of all proposals, an Evaluation Committee was established to perform an independent evaluation of the proposals to determine the best qualified proposer. The proposals were evaluated based on the point system assigned for each criteria identified in the SACS RFP package. As a result of the evaluation committee's tabulation, the selected firms in order of their ranking are as follows:

1. Proposer B
2. Proposer C
3. Proposer A

Management recommends the approval of the ranking results and the contract award to Proposer B, as the highest ranked proposer, subject to negotiations of fair and reasonable fees. In the event that the negotiations prove unsuccessful, GIAA Management will enter into negotiations with the next highest ranked proposer.

After further discussion, on motion duly made by Director Ada, seconded by Director Gerber, the following resolution was unanimously approved:

Resolution No. 14-36

The Board hereby approves the ranking results and contract award to Proposer B for Security Access Control System (SACS) Management & Infrastructure Support Services, RFP No. GIAA-005-FY14, subject to negotiation of fair and reasonable fees, and legal counsel review. If negotiations prove unsuccessful, Management can enter into negotiations with the next highest ranked proposer.

The Executive Manager announced to the Board that Proposer 'B' is Secure Safe Solutions.

C. Approval of Award for Paging System Management & Infrastructure Support Services - RFP No. GIAA-006-FY14

The third matter discussed was the approval of award under the Request for Proposal for Paging System Management & Infrastructure Support Services, RFP No. GIAA-006-FY14 (the "Paging System RFP"). The Executive Manager informed the Board that the Paging System RFP solicited proposals from professional firms to assist GIAA in the management and infrastructure support services to its Paging System. The contract term is for a period of three (3) years, with two (2) annual renewal options, not to exceed a total term of five (5) years. A total of seven (7) firms showed their interest by obtaining the Paging System RFP package; however, three (3) firms responded by submitting their proposals before the established deadline. After receipt of all proposals, an Evaluation Committee was established to perform an independent evaluation of the proposals to determine the best qualified proposer. The proposals were evaluated based on the point system assigned for each criteria identified in the Paging System RFP package. As a result of the evaluation committee's tabulation, the selected firms in order of their ranking are as follows:

1. Proposer B
2. Proposer A
3. Proposer C

Management recommends the approval of the ranking results and the contract award to Proposer B, as the highest ranked proposer, subject to negotiations of fair and reasonable fees. In the event that the negotiations prove unsuccessful, GIAA Management will enter into negotiations with the next highest ranked proposer.

After further discussion, on motion duly made by Director Ada, seconded by Vice Chairman Torres, the following resolution was unanimously approved:

Resolution No. 14-37

The Board hereby approves the ranking results and contract award to Proposer B for Paging System Management & Infrastructure Support Services, RFP No. GIAA-006-FY14, subject to negotiation of fair and reasonable fees, and legal review. If negotiations prove unsuccessful, Management can enter into negotiations with the next highest ranked proposer.

The Executive Manager announced to the Board that Proposer 'B' is Secure Safe Solutions.

7. REPORT OF EXECUTIVE MANAGER

The next item on the agenda was the report of the Executive Manager. The Executive Manager reported on various matters concerning airline and charter operations to include Oren Air planning for three (3) additional regularly scheduled charters to add to their Khabarovsk and Vladivostok routes.

The Executive Manager announced that a GIAA delegation travelled to Korea from April 7 to 10, 2014 to pursue discussions with carriers for new and more frequent services between Korea and Guam. With continuous discussions, it is anticipated that an announcement or update will be made of successful negotiations in the future.

On FAA issues, the Executive Manager reported that as required by FAR Part 139, the Triennial Disaster Drill Exercise will be executed, and is scheduled for May 22, 2014 with participation from local and federal agencies such as Guam Fire Department, Guam Police Department, Guam Customs & Quarantine, and U.S. Customs & Border Protection.

More flights to and from the Philippines may soon be available on Guam following an upgrade in the country's safety rating from the Federal Aviation Administration (FAA) to Category I. The Republic of the Philippines received an upgraded safety rating because it complies with international safety standards set by the International Civil Aviation Organization (ICAO). Since the country has been given a "Category 1" rating, the Republic of the Philippines' air carriers can add flights and service to the United States and carry the code of U.S. carriers. The new rating is based on a March 2014 FAA review of the Civil Aviation Authority of the Philippines. Cebu Pacific is just one example of airlines interested in Guam. The new rating also opens up opportunities for other airlines, including existing partners like Philippine Airlines, to increase their service and frequency of flights.

The Executive Manager announced that the USCBP Guam office has scheduled the ribbon cutting of the Global Entry Program office to take place at the A.B. Won Pat International Airport on May 14, 2014. Eligible travelers will be able to apply for this program that allows expedited clearance for pre-approved, low-risk travelers upon arrival into the United States

The installation of the new Flight Information Display (FIDS) monitors is ongoing. The system is able to display in multiple languages and other electronic signage and graphics. The new FIDS are installed in a number of locations within the Terminal.

Relative to Procurement, the Executive Manager announced that the submission deadline for the Demolition and Remediation of Various Airport Facilities – Phase 2 IFB is May 8, 2014.

Reporting on other announcements, the Executive Manager announced that the Airport is a sponsor of the Guam Micronesia Island Fair scheduled for April 25 through 27, 2014. The annual event features cultural dance, art and wear from all over Micronesia and the Marianas.

The Tiyan Parkway Groundbreaking occurred on April 8, 2014. The Governor, DPW, GIAA and the Contractors all took part in this historic event, signifying the start of Phase one (1) of the Tiyan Parkway.

The Executive Manager congratulated Director Rosalinda A. Tolan and Director Gurvinder "Bic" Sobti, on their reappointment, confirmation and swearing in by the Governor of Guam to serve another term as a Board Director for GIAA. Their confirmation hearing was held on March 27, and both were confirmed on April 15. The swearing in ceremony took place on Wednesday, April 24, at 10:00 a.m. at the Governor's Chambers, Adelup.

On April 22, 2014, Mr. Alan Searle provided a review of the Unified Pay Scale, explaining the employee compensation and benefits study and plan to Management and Board members.

Director Tolan at this time thanked the Board, Management and employees that attended the confirmation hearing as well as the swearing in ceremony, that the moral support was greatly appreciated.

Chairman Untalan congratulated Marketing on a great Citizen Centric Report.

8. REPORT OF THE COMPTROLLER

The next item on the agenda was the report of the Comptroller. Mr. Carlos Bordallo Comptroller, provided a report to the Board on the revenues and expenses of the Authority as of March 31, 2014. Mr. Bordallo reported that year-to-date Total Signatory Revenues are above budgeted revenues by 3.3%, year-to-date Total Concession Revenues and Passenger Facility Charges are above budget estimates by 1.5% and 0.5%, respectively. Further, year-to-date Total Other Revenues, inclusive of non-signatory and non-airline revenues, are above the budget estimate by 0.3%. Year-to-date Total Operating Revenues Actual of $33.92M is 1.8% above the budget estimate of $33.30M. Year-to-date Total Operating Expenses are below budget by -8.8%. The actual year-to-date Net Revenues from Operations of $15.53M reflects an increase of 18.1% over the year-to-date budgeted amount of $13.15M. The Authority's year-to-date results for Debt Service Coverage is at 1.48 versus the requirement of 1.25.

Brief discussion followed relative to net income from Operations.

9. EXECUTIVE SESSION

On motion duly made by Director Gerber, seconded by Director Sobti, at 4:31 p.m. the Board recessed regular session.

Upon written recommendation of counsel, the Board convened executive session at 4:40 p.m. to discuss pending litigation. On motion duly made by Director Tolan, seconded by Vice Chairman Torres, executive session adjourned at 4:56 p.m., at which time the Board reconvened the regular session.

10. PUBLIC COMMENTS

The next item on the agenda was Public Comments. Chairman Untalan called upon any public member wishing to make comments. There were none.

11. ADJOURNMENT

There being no further business to address before the Board, on motion duly made by Director Ada, seconded by Vice Chairman Torres, at 4:57 p.m., the meeting was adjourned.

Dated this 5th, day of June, 2014.

Attest:

Edward G. Untalan
Chairman

Gurvinder Sobti
Secretary

Prepared and Submitted By:

Amanda O'Brien-Rios
Corresponding Secretary

A.B. WON PAT INTERNATIONAL AIRPORT AUTHORITY, GUAM

BOARD OF DIRECTORS REGULAR MEETING

3:00 P.M., THURSDAY, APRIL 24, 2014

GIAA TERMINAL CONFERENCE ROOM #3

SIGN IN SHEET

	PRINT NAME	COMPANY/AGENCY
1.	CHARLES H. ADAIR	GIAA
2.	VICTOR V. CRUZ	GIAA
3.	Susan Fryer	Lotte
4.	Carlos Borello	GIAA
5.	Jean Arriola	"
6.	NICK MANLEY	HDR
7.	Kevin Cunningham	Secure Safe Solutions
8.	Joshua Blas	Secure Safe Solutions.
9.	Jerick Cruz	Secure Safe
10.	FRANK P. TAITANO	GIAA
11.	Gerard BAUTISTA	ATM
12.	JOSEPH L. CALVO	P/F
13.	J.G. TAKELANA	GIAA
14.	BENNY BAZA	AREE
15.	Martha Neel	united
16.		
17.		
18.		
19.		

A.B. WON PAT
INTERNATIONAL AIRPORT AUTHORITY, GUAM
ATURIDAT PUETTON BATKON AIREN GUAHAN ENTENASIONAT

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Tamuning, GU 96931

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MINUTES OF THE REGULAR MEETING OF THE BOARD OF DIRECTORS OF THE A.B. WON PAT INTERNATIONAL AIRPORT AUTHORITY, GUAM
Thursday, May 29, 2014, 3:00p.m.
GIAA TERMINAL CONFERENCE ROOM #3

1. CALL TO ORDER AND ATTENDANCE

The May 29, 2014 regular meeting of the Board of Directors of the A.B. Won Pat International Airport Authority, Guam ("GIAA" or the "Authority") was called to order by Chairman Untalan at 3:06 p.m. at the GIAA Terminal Conference Room #3, 355 Chalan Pasaheru, Tamuning, Guam, 96913.

Directors Present:	**Offices or positions:**
Edward G. Untalan	Chairman
Lucy M. Alcorn	
Rosalinda A. Tolan	
Gurvinder Sobti	
Directors Absent:	
Jesus Q. Torres (Excused)	Vice Chairman
Martin Gerber (Off-Island)	
GIAA Officials:	
Charles H. Ada II	Executive Manager
Ann Bautista	Acting Assistant Comptroller
Frank R. Santos	Business and Financial Consultant
Jean M. Arriola	Air Services Manager
Gerard Bautista	Air Terminal Manager
Benny Baza	Fire Chief
Victor Cruz	Engineer Supervisor
Ed Muna	Airport Operations Superintendent
Franklin Taitano	Procurement Supervisor
Joseph G. Javellana	Program Coordinator IV
Janalynn Cruz Damian, Esq.	GIAA Legal Counsel

The Chairman welcomed the presence of Airport tenants, stakeholders, and members of the public who are noted in a sign-in sheet made as an attachment to these minutes.

At this time Chairman Untalan announced that Director Sonny Ada regrettably will not be renewing his term with the Airport due to personal reasons. The Chairman stated that it is a great loss to the GIAA Board of Directors, however with the remaining Directors carrying the load the Board will certainly be able to proceed.

2. APPROVAL OF AGENDA

The Chairman asked if there were any changes to the agenda. No changes were requested. On motion duly made by Director Tolan, seconded by Director Sobti, the agenda as presented was unanimously approved.

3. APPROVAL OF MINUTES

A. April 24, 2014 Regular Meeting

The next item on the agenda was approval of the minutes of the April 24, 2014 regular meeting. Director Tolan requested that the minutes state that she had thanked Management and employees for attending both the swearing in ceremony and the confirmation hearing.

Chairman Untalan requested for clarification relative to the 10% effort as stated in the minutes for the International Arrivals Corridor project. Mr. Frank R. Santos, Business and Financial Consultant, responded stating that it is a 10% design effort.

On motion duly made by Director Tolan, seconded by Director Alcorn, the following resolution was unanimously approved:

Resolution No. 14-38

The Board hereby approves the minutes of the April 24, 2014 regular meeting, subject to corrections.

4. CORRESPONDENCE

The next item on the agenda was Correspondence.

The first matter discussed was email correspondence from Senator Michael San Nicolas to the Executive Manager in reference to a scheduled legislative roundtable discussion relative to the Airport's ground transportation operations. The Executive Manager informed the Board that Management reviewed the current policies which are in need of being updated. With regard to the Airport's current operating standards, the Airport has three (3) vendors at this time as opposed to one (1) when the policies were written. The Executive Manager announced that the roundtable discussion is scheduled for June

4, 2014 at 2:00 p.m., and added that hopefully Management could provide the Board with a draft update before that date. The Executive Manager went on to inform the Board that the FAA has been briefed on the matter and is quite concerned. He added that Management is committed to sharing the draft plan with the FAA, and all communications and any decisions on the matter moving forward with the Board.

The Chairman announced that he would like to attend the roundtable discussion. The Chairman noted that the perception is the Airport is constantly making a lot of money, however, for the last five (5) years it has been the grants that have helped the Airport's assets grow. With the grants slowly decreasing, the effort now needs to be focused on the development of real property and the five (5) year limitation is a hindrance. Discussion ensued relative to the scheduled roundtable discussion.

5. OLD BUSINESS

The next item on the agenda was Old Business.

A. Status of Capital Improvement Projects

The first matter discussed was the Status of Capital Improvement Projects. Mr. Frank Santos presented three (3) schedules to the Board for review. Mr. Santos informed the Board that based on the passenger count from two (2) years ago, GIAA is limited to receive an amount of $4.5M in "entitlements". The discretionary money will be directed to two (2) projects, the Instrument Landing System ("ILS"), and Rehabilitate Runway 6L/24R. Mr. Santos went on to provide updates relative to the Undistributed Obligations (UDO)Analysis.

Moving on to the second schedule, the Bond Projects, Mr. Santos announced that majority of these projects are pending the Indefinite Delivery Indefinite Quantity ("IDIQ") RFQ solicitation. Mr. Santos announced that twenty-one (21) firms have submitted proposals and hopefully by the next Board meeting all of the evaluations should be completed. Discussion followed relative to the RFQ and who is to oversee the project.

Mr. Santos provided updates to the Board to include the draft for the 10% design effort for the International Arrivals Corridor. The Airport will do an advance review and present it to the Board at the next meeting. The next largest project is the Hold Bag Screening Relocation. The notice to proceed has been issued and is scheduled to be completed by April 2015. Discussion ensued relative to the timeline.

Reporting on the Passenger Loading Bridges, Mr. Santos announced the seventeen (17) pre-conditioned air units and the seventeen (17) ground power units that have been

installed and operating since May 27, 2014, the warranty began the day after. All the units previously leased for over $300,000.00 per year may be returned back to the owner. Director Sobti inquired on how long the units had been leased. Mr. Frank Santos responded two (2) years.

Mr. Santos added that in regard to the Bond Projects, Management had contemplated replacing five (5) loading bridges, however, that option is being revisited and Management would like to proceed with a plan to refurbish fifteen (15) loading bridges, excluding Gate 18 which was already refurbished, and Gate 21, which procurement is a tabled item from the January 15, 2014 special meeting. The procurement for Gate 21 is recommended for a sole source procurement with JBT AeroTech Jetway Systems, the manufacturer of the existing passenger loading bridges. Mr. Santos noted the concerns raised in the January special meeting with regard to the replacement of Gate 21 being sole sourced. With the fact that Management was planning to purchase more, Management agreed with the concerns raised. Since that time Management has determined that the life span of the remaining bridges may be increased by five (5) to ten (10) years based on a refurbishment program as opposed to full replacement.

Director Alcorn inquired on the cost of full replacement. Mr. Santos responded, stating that based on the quote for Gate 21, full replacement would cost the Airport $855,495.00. Director Sobti inquired on the cost to refurbish and the life span after refurbishment. Mr. Santos replied the that the cost is approximately $200,000.00 each, and with regard to life span, the older bridges would last possibly five (5) to ten (10) years, the newer bridges ten (10) years. Discussion followed relative to the process of refurbishing the bridges, with Mr. Gerard Bautista, Air Terminal Manager, informing the Board that refurbishing one bridge would take six (6) to seven (7) months.

Mr. Santos explained that Managements' recommendation is to refurbish fifteen (15) passenger loading bridges, which can be done through the current contract with JBT AeroTech. However, Management is requesting authorization to proceed with the procurement of Gate 21 replacement as that bridge had previously been worked on to try to extend the life span to three (3) years, but had died out before the three (3) years, and is now inoperable for safety reasons.

Chairman Untalan inquired on who will conduct the refurbishment. Mr. Santos responded, stating that the current contractor, JBT AeroTech, would conduct the refurbishment, however, it would be the local maintenance team. The Chairman inquired on the warranty, if any, associated with refurbishing. Mr. Santos stated that it depends. In terms of corrosion control, there would be no warranty, however, there would be a warranty for parts ordered. Brief discussion ensued relative to assessments.

The Chairman inquired on the amount appropriated for the loading bridges. Mr. Santos informed the Board $8.2M was appropriated from Bond monies of which $5.4M is left.

Director Alcorn inquired on the life span of a brand new loading bridge. Mr. Gerard Bautista responded that the life span goes up to over ten (10) years based on the elements, and explained the comparison between Guam and Hawaii.

Director Tolan inquired on the time line on the replacement of Gate 21. Mr. Santos replied six (6) to nine (9) months.

Discussion followed relative to the funding for the refurbishment, with Mr. Santos stating that Managements' intent is not to exceed the budget, to secure a savings in which all the bridges would receive a benefit of a face lift or increase the operational capacity, and use the savings to cover a potential shortfall with the International Arrivals Corridor project.

After further discussion, on motion duly made by Director Alcorn, seconded by Director Tolan, the following resolution was unanimously approved:

Resolution No. 14-39

The Board hereby approves Management's recommendation to proceed with the sole source procurement of the Replacement Passenger Loading Bridge for Gate 21 with JBT AeroTech Jetway Systems, subject to legal counsel review.

Mr. Santos went on to present the last schedule, the Capital Improvement Projects. Mr. Santos announced that Management has added two (2) projects to the listing for the Board to consider. The first project, Replace Terminal Roofing System in the amount of $1.6M. Mr. Santos informed the Board that the Airport has been experiencing prevalent leakage throughout the Terminal and the intent is to replace the entire roofing system.

The second project, Improve Arrival and Inspection Facilities in the amount of $2.5M, to enhance passenger facilitation through improvements to Customs and Border Protection ("CBP") area, Customs and Quarantine ("CQA") area of baggage claim, and the Arrivals Lobby. Mr. Santos expressed the urgency in enhancing the CBP area as customers are experiencing a longer processing time. Discussion followed relative to CBP's personnel issues, and informed the Board of the Automated Passport Control kiosks to be included in the enhancements, allowing U.S. citizens who are members of the Global Entry program and non U.S. citizens who are members of ESTA to shorten their wait time in the CBP area. Mr. Santos informed the Board that with GIAA's size and number of passengers, the minimum number of kiosks required is twenty (20), and based on the only two (2) manufacturers' estimates in the United States, with the ESTA technology the cost will be approximately $1.1M for the twenty (20) kiosks.

Management will prepare the specifications and do the studies before coming back to the Board for approval. The authorization from the Board would be just to establish the two (2) projects as part of the Capital Improvement Projects.

The Chairman inquired on which of the projects on the list were active and the funding amount for the two (2) projects. Mr. Santos responded stating that all of the projects listed are active, and went on to explain the funding process for this list. Discussion followed relative to funding and timelines, with Mr. Santos informing the Board that by the next Board meeting he will provide an updated list of balances along with a list of prioritized active projects.

Director Tolan requested an update for the bathroom renovations. Mr. Gerard Bautista gave a brief update as requested. Chairman Untalan further requested for a list of the funds available.

After further discussion, on motion duly made by Director Sobti, seconded by Director Tolan, the following resolution was unanimously approved:

Resolution No. 14-40

The Board hereby approves Management's recommendation to include two (2) projects to the Capital Improvement Projects listing- (1) Replace Terminal Roofing System in the amount of $1.6M, and (2) Improve Arrival and Inspection Facilities in the amount of $2.5M, both subject to funding availability.

6. NEW BUSINESS

The next item on the agenda was New Business.

A. Approval of Award - IFB No. GIAA-C01-FY14, Demolition and Remediation of Various Airport Facilities - Phase II

The first matter discussed was the approval of award under the Invitation for Bid for Demolition and Remediation of Various Airport Facilities - Phase II, IFB No. GIAA-C01-FY14 (the "IFB"). The Executive Manager informed the Board that the IFB solicited bids from firms to provide construction work inclusive of all labor, materials, supplies and equipment to demolish buildings. The project also includes remediation of lead and asbestos materials prior to the demolition work. Fourteen (14) firms/individuals purchased the bid packages and five (5) firms submitted bid proposals before the submission deadline. The firms were evaluated and all five (5) were determined to be responsible and responsive. The Executive Manager informed the Board that the lowest responsive, responsible total bid amount received is $363,205.90 or 58% below the government estimate of $873,256.00, submitted by Ian Corporation. Funding for this bid

is available under AIP Grant Nos. 3-66-0001-81 and 82. Management recommends that the Board approve the contract award of $363,205.90 to Ian Corporation, who has been determined to have met the standards of responsibility and responsiveness outlined in the Guam Procurement Regulations, subject to review by legal counsel.

The Executive Manager informed the Board that Ian Corporation is the current vendor for the Demolition of the former GPD building, Phase I which is approximately 80% complete. The Executive Manager also added that FAA's Mr. Ron Simpson was very impressed during his visit to Guam with the current vendor and their demolition work with the former GPD building.

After further discussion, on motion duly made by Director Sobti, seconded by Director Alcorn, the following resolution was unanimously approved:

Resolution No. 14-41

The Board hereby approves the contract award for Demolition and Remediation of Various Airport Facilities - Phase II, IFB No. GIAA-C01-FY14 to Ian Corporation in the amount of $363,205.90, subject to review by legal counsel.

7. REPORT OF EXECUTIVE MANAGER

The next item on the agenda was the report of the Executive Manager.

The Executive Manager reported on various matters concerning airline and charter operations to include the meeting with Dynamic Air on April 28, 2014, where plans were finalized to operate non-stop regular flights between Guam and Beijing every five days beginning June 21, 2014. Dynamic Air's inaugural flight landed on Guam on January 29, with more than 200 people on board.

Philippine Airlines will be increasing operations from Manila to Guam beginning October 26, 2014, from five flights to seven flights weekly. This increases seat capacity by 300 weekly, and adds 29% more seat capacity annually, from 39,000 to 54,600 seats.

The Executive Manager reported that the FAA's Ron Simpson inspected Guam's facilities, toured capital improvement projects, and was fully briefed on significant Airport issues from May 19 to 21, 2014.GIAA and the FAA executed the "Land Use Change Authorization" for approximately 15.24 acres of property. The Authorization will permit GIAA to grant the Government of Guam a right-of-way easement for the construction of Phase I, Tiyan Parkway.

GIAA's Triennial Drill Exercise was held on May 22, 2014. GIAA fared well in the exercise with extensive participation from local and federal agencies that included the Guam Fire

Department, Guam Police Department, Public Health & Social Services, Guam Memorial Hospital, Office of Homeland Security, Navy and Andersen Fire Departments, Naval Hospital, Transportation Security Administration, Guam Customs & Quarantine, and U.S. Customs & Border Protection as well as United Airlines, who played the role of the distressed airline. The Executive Manager reported on a mishap that transpired during the exercise, which is under investigation.

On financial issues, GIAA's Fiscal Year 2015 Financial Budget is in development and will be presented to the Airlines no later than July 1, 2014.

A legislative roundtable discussion will convene on Wednesday, June 4, 2014, at 2:00 p.m. The Committee on Aviation, Ground Transportation, Regulatory Concerns, and Future Generations, will be inviting representatives from the Airport, as well as the various taxi and tour bus service providers, to discuss Passenger Arrival Transportation Services at the Airport.

Relative to Procurement, the Executive Manager announced that the submission deadline for the Insurance Consulting Services RFP was May 20, 2014; and the submission deadline for A/E and Surveying Services - Indefinite Delivery Indefinite Quantity RFQ was May 28, 2014.

The Executive Manager announced that a joint press conference was held on Friday, May 9, 2014 at the Governor's Office, with GIAA and GVB to announce China charters to be operated by Dynamic Air beginning June 2014.

A ribbon cutting ceremony for the USCBP Global Entry Program Office was held at the Airport on May 14, 2014. The first enrollee processed by the Guam office was Governor Eddie Baza Calvo.

The Executive Manager thanked all GIAA employees for their monetary donations and personal participation at the Relay for Life held Friday, May 23 2014 and recognized this year's coordinator, Ms. Lynette Okada-Muna, for her hard work and generosity.

Director Tolan requested for an update relative to Cebu Pacific. The Executive Manager gave a brief update.

Chairman Untalan inquired on the condition of the vehicles involved in the Triennial Drill Exercise incident. The Executive Manager responded stating that all vehicles are insured. The fire truck is useable however the K-9 unit vehicle is inoperative. Discussion followed relative to the incident with the Chairman stating that it was fortunate no one was injured and expressed the importance of the Exercise.

8. REPORT OF THE COMPTROLLER

The next item on the agenda was the report of the Comptroller. Ms. Ann Bautista, Acting Assistant Comptroller, provided a report to the Board on the revenues and expenses of the Authority as of April 30, 2014. Ms. Bautista reported that year-to-date Total Signatory Revenues are above budgeted revenues by 2.4%, year-to-date Total Concession Revenues and Passenger Facility Charges are above budget estimates by 1.3% and 2.7%, respectively. Further, year-to-date Total Other Revenues, inclusive of non-signatory and non-airline revenues, are above the budget estimate by 3.2%. Year-to-date Total Operating Revenues Actual of $39.4M is 2.3% above the budget estimate of $36.5M. Year-to-date Total Operating Expenses are below budget by -8.1%. The actual year-to-date Net Revenues from Operations of $17.9M reflects an increase of 18.5% over the year-to-date budgeted amount of $15.1M. The Authority's year-to-date results for Debt Service Coverage is at 1.48 versus the requirement of 1.25.

Discussion followed relative to account receivables and net assets due to grants. The Chairman noted the importance of Division Heads attending Board meetings.

9. EXECUTIVE SESSION

Legal counsel announced that there will be no Executive Session.

10. PUBLIC COMMENTS

The next item on the agenda was Public Comments. Chairman Untalan called upon any public member wishing to make comments. There were none.

For the Board's information, Director Tolan announced that she had attended the Airport's general employee meeting held on April 30, 2014 and informed the Board that she had advised all Division Heads to attend Board meetings so they are kept abreast of current issues at the Airport and are able to inform their employees of any pertinent information. The Director also added that she informed employees if they have any concerns to first speak with their immediate supervisor, if still not satisfied, speak with Management or the Board.

11. ADJOURNMENT

There being no further business to address before the Board, on motion duly made by Director Alcorn, seconded by Director Sobti, at 4:43p.m., the meeting was adjourned.

Dated this 3rd, day of July, 2014.

Attest:

Edward G. Untalan
Chairman

Gurvinder Sobti
Secretary

Prepared and Submitted By:

Amanda O'Brien-Rios
Corresponding Secretary

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BOARD OF DIRECTORS REGULAR MEETING

3:00 p.m., Thursday, May 29, 2014

GIAA TERMINAL CONFERENCE ROOM #3

Public Notice

First Notice:
Marianas Variety – May 22, 2014
Notice to Media – May 22, 2014

Second Notice:
Marianas Variety – May 27, 2014
Notice to Media – May 27, 2014

AGENDA

1. Call to Order and Attendance
2. Approval of Agenda
3. Approval of Minutes
   - **A.** April 24, 2014 Regular Meeting
4. Correspondence
5. Old Business
   - **A.** Status of Capital Improvement Projects
6. New Business
   - **A.** Approval of Award - IFB No. GIAA-C01-FY14, Demolition and Remediation of Various Airport Facilities - Phase II
7. Report of Executive Manager
8. Report of the Comptroller
9. Executive Session
10. Public Comments
11. Adjournment

A.B. WON PAT INTERNATIONAL AIRPORT AUTHORITY, GUAM

A.B. WON PAT INTERNATIONAL AIRPORT AUTHORITY, GUAM
BOARD OF DIRECTORS REGULAR MEETING
3:00 P.M., THURSDAY, MAY 29, 2014
GIAA TERMINAL CONFERENCE ROOM #3

SIGN IN SHEET

	PRINT NAME	COMPANY/AGENCY
1.	JM Aman	GIAA
2.	Gerard Bautista	GIAA ATM
3.	ANN BAUTISTA	GIAA
4.	SUSAN FRYER	LOTTE
5.	JERMAINE ALERTA	LEGISLATURE
6.	BENNY BAZA	ARFF
7.	DAVID CERDA	ARFF
8.	J. G. JAVELLANA	GIAA
9.	VICTOR J. CRUZ	GIAA
10.	Tammy Castro	United
11.	Elfri Koshiba	Mkt-GIAA
12.	FRANK P. TAITANO	GIAA
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Thais to ponder election under martial law as way out of crisis

BANGKOK (Reuters) – Thailand's Election Commission was due to consider on Wednesday the caretaker government's proposal for an Aug. 3 election, as doubts grew that polls could be held smoothly despite the imposition of martial law to calm street violence.

Army chief Gen. Prayuth Chan-ocha denied Tuesday's declaration of martial law amounted to a military coup, saying he had acted to restore order and build investor confidence. The caretaker government says it is still in charge.

Both pro- and anti-government protesters remain out in force but the army has confined them to their separate protest sites and there were no reports of trouble overnight.

Twenty-eight people have been killed and 700 injured since the latest chapter in a near-decade-long power struggle between former Prime Minister Thaksin Shinawatra and the royalist establishment flared up late last year.

The turmoil has brought the country to the brink of recession and even raised fears of civil war.

The anti-government protesters remain implacably opposed to an election for now. They want a "neutral" prime minister installed to oversee electoral reforms aimed at ending the influence of former telecommunications tycoon Thaksin.

The government, on the other hand, sees a general election that it would likely win, given Thaksin's enduring support among the rural and urban poor, as the best way forward.

Acting Prime Minister Niwatthamrong Boonsongphaisan, a minister in the government of Thaksin's sister, Yingluck Shinawatra, who took over when she was forced to step down as prime minister by a court two weeks ago, proposed on Tuesday that an election should be held on August 3.

Thaksin's "red shirt" activists have warned of trouble if the caretaker government is ousted and replaced with a "neutral" prime minister.

Somchai Srisutthiyakorn, a member of the Election Commission, said all sides had to consider the proposal.

"The situation has changed now. We have martial law, therefore the Election Commission, the army and the government should talk first," Somchai told Reuters. "I can't say yet whether an August 3 election will happen."

Red shirt warning

Anti-government protesters disrupted a Feb. 2 election that Thaksin's loyalists looked set to win. It was later declared void.

Thaksin's "red shirt" activists have warned of trouble if the caretaker government is ousted and replaced with a "neutral" prime minister but some analysts saw that as likely despite the threat of a backlash.

"With martial law in place, we believe violence could be contained," Pimpaka Nichgaroon, head of research at Thanachart Securities, wrote in a note.

Pimpaka said the main question was whether an interim government came about through a coup or through a resolution by the upper house Senate, Thailand's only functioning legislature.

"Any kind of interim government would be a better scenario for Thailand than the current political deadlock with a non-functional caretaker government."

The army has ordered 14 satellite TV channels, both pro- and anti-government, to stop broadcasting and it has warned against the spread of inflammatory material on social media.

Human rights groups have said the declaration of martial law was akin to a coup.

2 bomb blasts in Nigeria kill at least 118

JOS, Nigeria (AP) – Two car bombs exploded at a bustling bus terminal and market in Nigeria's central city of Jos on Tuesday, killing at least 118 people, wounding dozens and leaving bloodied bodies amid the flaming debris.

There was no immediate claim of responsibility for the twin car bombs. But they bore the hallmarks of Boko Haram, the Islamic extremist group that abducted nearly 300 schoolgirls last month and has repeatedly targeted bus stations and other locations where large numbers of people gather in its campaign to impose Islamic law on Nigeria.

The second blast came half an hour after the first, killing some of the rescue workers who had rushed to the scene, which was obscured by billows of black smoke.

"It's horrifying, terrible," said Mark Lipdo of the Stefanos Foundation, a Christian charity based in Jos, who described the sickening smell of burning human flesh.

A woman's body, her legs blown off, lay on the edge of an inferno consuming other bodies. In the middle if the flames, an arm reached up. Another woman, unconscious and wrapped in a brightly colored cloth, was being carried away in a wheelbarrow on a road strewn with glass shards.

Dozens of bodies and body parts were covered in grain that had been loaded in the second car bomb, witnesses said. A Terminus Market official said he helped remove 50 casualties, most of them dead. He spoke on condition of anonymity because he is not allowed to give information to reporters.



Smoke rises after a bomb blast at a bus terminal in Jos, Nigeria, on May 20. Two explosions ripped through a bustling bus terminal and market frequented by thousands of people in Nigeria's central city of Jos on Tuesday afternoon, and police said there are an unknown number of casualties. AP

At least 118 people were killed and dozens wounded in the bombings, which ignited fires that were still burning eight hours later, according to Nigeria's National Emergency Management Agency.

President Goodluck Jonathan indicated he blamed Boko Haram for Tuesday's bombings, extending sympathies to affected families in a statement and assuring "all Nigerians that the government remains fully committed to winning the war against terror."

The Honorable
EDDIE B. CALVO
Governor

The Honorable
RAY TENORIO
Lt. Governor

A.B. WON PAT
INTERNATIONAL AIRPORT AUTHORITY, GUAM

PUBLIC NOTICE

The Board of Directors of the A.B. Won Pat International Airport Authority, Guam (GIAA) will convene its **Regular Board meeting** on **Thursday, May 29, 2014 at 3:00 p.m.** in Terminal Conference Room No. 3. In addition to regular matters, pursuant to 5 G.C.A. §8111(c)(2), Executive Session will be held to discuss pending litigation to which GIAA is a party. Parking is available in the Public Parking Lot.

For special accommodations or agenda items, please call the Board Office at 642-4717/18.

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GFT names members of its negotiating team

By Louella Losinio
louella@mvguam.com
Variety News Staff

THE collective bargaining process between the Guam Department of Education and the Guam Federation of Teachers moved a step forward after the union submitted the list of names of its negotiating team to the Guam Education Board.

In a letter addressed to Jose Cruz, GEB chairman, Timothy Fedenko, GFT president, said the following comprise the union's negotiating team:

▶Sanjay Sharma, John F. Kennedy High School;

▶Audrey Perez, Simon Sanchez High School;

▶Doris Terlaje, Oceanview Middle School;

▶Stephen Willman, Simon Sanchez High School, and;

▶Josephine Cruz, Captain H.B. Price Elementary School.

Fedenko heads the team as chief negotiator.

Last April, the GFT asked its members to provide input on the negotiations, after stalled CBA processes progressed with assurances from the board that it is ready to proceed with negotiations.

The GFT has praised the newly found collaboration with GDOE and said the collective voices of union members were heard and proved to be successful.

The last teacher-negotiated collective bargaining agreement with GFT expired in November 2011.

GDOE

Guam Department of Education Superintendent Jon Fernandez has already revealed the preliminary list of names for the department's collective bargaining team.

The list includes Fernandez as chief negotiator and spokesman, and the following as the members of the department's negotiating team:

▶Janice Chargualaf, principal of Adacao Elementary School;

▶Sophia Duenas, principal of Untalan Middle School;

▶Jim Reyes, principal of George Washington High School;

▶Erica Cruz, GDOE deputy superintendent; and

▶Rob Malay, GDOE deputy superintendent.

Fernandez also proposed a list of alternates which include the following:

▶Geraldine Quejado, Machanao Elementary School;

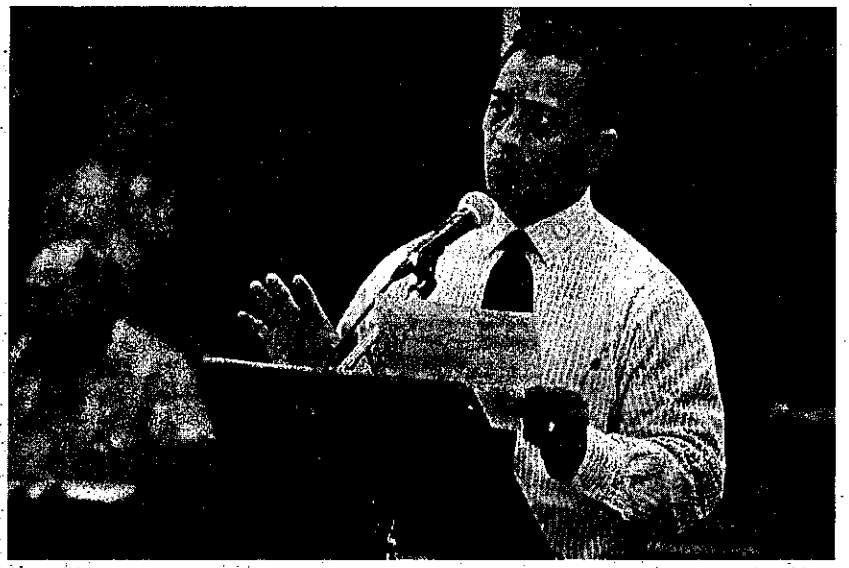
▶James Petite, Agueda Johnston Middle School;

▶Carla Masnayon, principal of Simon Sanchez High School;

▶Joe Sanchez, deputy superintendent; and

▶Yolanda Gabriel, assistant superintendent for SPED.

Fernandez, in a letter to the education board, said he is asking to lead the negotiations on behalf of GDOE with a team representing experience in the elementary, middle and high school levels as well as in the department's central office.



Sen. Frank Aguon Jr. said that although the rebalancing of the armed forces continues to polarize the community, there is a common ground within which a compromise and an agreement can be reached. Variety file photo

Aguon urges compromise on DSEIS

By Louella Losinio
louella@mvguam.com
Variety News Staff

SEN. Frank Aguon Jr., chairman of the legislature's military buildup committee, has urged the opposing parties on the 2014 draft supplemental environmental impact statement to work out a compromise.

While not taking a side on the issue himself, Aguon said that although the rebalancing of the armed forces continues to polarize the community, there is a common ground within which a compromise and an agreement can be reached.

"That common ground is the overall progress and sustainability of our island's future," Aguon said.

He added that with progress there is always a cost to pay and Guam must be willing to allow progress to present itself through opportunities.

"We cannot deny the fact that the people of Guam are in need of opportunities; however we must be stewards of our own destiny and seize any opportunity to potentially contribute to the total social, economic and physical transformation of our island's future," the senator said.

Aguon said he remains confident that the Calvo administration, Guam Delegate Madeleine Z. Bordallo and his colleagues in the legislature will continue to engage in the planning of the buildup as island leaders consider the concerns that have been voiced during the recent public hearings.

"As elected officials, it is our responsibility to the people of Guam to ensure the decisions we make are based on the will of the people; and we must always choose to compromise rather than be compromised. On one hand, we must continue working together in the interest of progress. On the other, we must not be compromised – forced into either supporting measures that we would normally oppose or failing to do what we promised," Aguon said. "If you want something, I want something different, we talk it over; we come to an arrangement; we compromise. We must understand that these compromises, should they occur, will be difficult and potentially reputation-damaging in the short term, but they may be a necessary step in order to achieve a common future for our people."

Aguon has also requested the agency heads of the committee he has oversight over to provide comments on the DSEIS before the June 17 deadline.

Cancer survivors conference next week

(DPHSS) – The Department of Public Health and Social Services' Guam Comprehensive Cancer Control Program, in partnership with the Guam Comprehensive Cancer Control Coalition, is hosting the "Celebrate Life!" Cancer Survivors Conference next week.

The conference will be held on June 7, from 8 a.m. to 1 p.m. at the Chamorro Ballroom at the Pacific Star Resort & Spa.

Conference organizers said the event is free and open to all cancer survivors, caregivers and family members who might be interested in topic areas covering survivorship and quality of life.

Participants will have a chance to learn more about topics such as innovations and challenges in cancer; self care; and intimacy and communication.

Guam sees an average of 144 cancer deaths a year, an alarming number for a very small population, according to local cancer care providers.

Cancer has been identified as the second leading cause of death on the island.

Guam, however, does not have updated cancer statistics. The most recent statistics provided by the local and U.S. governments were based on figures from 2003 to 2007.

According to a Department of Public Health and Social Services 2011 report, "Every year approximately 316 people were told by their doctor they had cancer, and 144 died. That's one person every two to three

"Comparing the five-year period 1998 to 2002 with 2003 to 2007, cancer deaths increased 10 percent, and new cancer cases diagnosed increased 19 percent. From 2003 to 2007, 1,580 Guam residents were diagnosed with cancer, and 720 died of this disease," the department said.

According to the Centers for Disease Control and Prevention's National Center for Health Statistics, the Guam cancer death ratio is 133.6 per population of 100,000 based on the 2010 census.

For more information or to register for the conference, contact Jenny De Leon at 735-0673 or via email at jenny.deleon@dphss.guam.gov. Deadline to register is on or before June 3.

GWiB PUBLIC NOTICE

The Guam Workforce Investment Board's Regular Monthly Meeting is scheduled for **Thursday, May 29, 2014 at 4:00 p.m. at AHRD's Conference Room, 710 West Marine Corps Drive, Suite 301, Bell Tower Plaza in Hagåtña.**

For more information or for individuals needing special accommodations, please contact Joleen Santos or Marie Martin at 475-7074/7044 or email joleen.santos@dol.guam.gov

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The Honorable EDDIE B. CALVO Governor

The Honorable RAY TENORIO Lt. Governor

A.B. WON PAT INTERNATIONAL AIRPORT AUTHORITY, GUAM

PUBLIC NOTICE

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Doc No. 35GL-19-0628

GIAA Program Status and UDO Analysis on Open AIP Grants

FY	Loc ID	Description	Grant #	Grant Amount	Balance as of 4/24/14	UDO	Balance as of 5/29/14	UDO	Comments
2009	GUM	Improve Airport Utility Infrastructure (Electrical System) - Phase 1	3-66-0001-65	$7,000,000	$0	0%	$0	0%	FCO
2009	GUM	Conduct Airport Master Plan Study Update	3-66-0001-66	$700,000	$0	0%	$0	0%	FCO
2009	GUM	Extend Runway 6L/24R - Phase 5	3-66-0001-67	$744,647	$0	0%	$0	0%	FCO
2009	GUM	Rehabilitate Runway 6L/24R	3-66-0001-68	$4,807,180	$0	0%	$0	0%	FCO
2009	GUM	Noise Mitigation Measures for Residences w/n 65-69 DNL - Phase 5	3-66-0001-69	$2,000,000	$0	0%	$0	0%	FCO
2009	GUM	Extend Runway 6L/24R - Phase 7	3-66-0001-70	$3,294,390	$0	0%	$0	0%	FCO
		Amendment No. 1 to AIP 70	*3-66-0001-70*	$494,158	$0	0%	$0	0%	FCO
2009	GUM	Complete Construction of Parallel Taxiway - Phase 2	3-66-0001-71	$3,005,610	$0	0%	$0	0%	FCO
		Amendment No. 1 to AIP 71	*3-66-0001-71*	*$450,842*	$0	0%	$0	0%	FCO
			Sub Total:	**$22,496,827**	**$0**	**0%**	**$0**	**0%**	
2010	GUM	Extend Runway 6L/24R - Phase 8	3-66-0001-72	$4,000,000	$0	0%	$0	0%	FCO
		Amendment No. 1 to AIP 72	*3-66-0001-72*	*$600,000*	$0	0%	$0	0%	FCO
2010	GUM	Rehabilitate Runway 6L/24R - Phase 1 (Design only)	3-66-0001-73	$1,500,000	$119,105	8%	$94,445	6%	
2010	GUM	Install Instrument Landing System (ILS) Runway 6L - Phase 1	3-66-0001-74	$2,172,362	$0	0%	$0	0%	FCO
		Amendment No. 1 to AIP 74	*3-66-0001-74*	$325,854	$0	0%	$0	0%	
2010	GUM	Noise Mitigation Measures for Residences w/n 65-69 DNL - Phase 6	3-66-0001-75	$2,000,000	$1,617,567	81%	$1,431,071	72%	
2010	GUM	Improve Airport Utility Infrastructure (Sewer & Storm Water Drainage) - Phase 1 (Design only)	3-66-0001-76	$1,550,000	$656,389	42%	$656,389	42%	

GIAA Program Status and UDO Analysis on Open AIP Grants

FY	Loc ID	Description	Grant #	Grant Amount	Balance as of 4/24/14	UDO	Balance as of 5/29/14	UDO	Comments
2010	GUM	Collect Airport Data for the Airports Geographic Information System (AGIS)	3-66-0001-77	$675,000	$0	0%	$0	0%	FCO
2010	GUM	Install Instrument Landing System (ILS) Runway 6L - Phase 2	3-66-0001-78	$4,827,638	$0	0%	$0	0%	FCO
2010	GUM	Conduct Environmental Assessment for Sewer and Storm water Drainage	3-66-0001-79	$700,000	$409,896	59%	$409,896	59%	Majority to be de-obligated
			Sub Total:	**$18,350,854**	**$2,802,957**	**15%**	**$2,591,801**	**14%**	
2011	GUM	Extend Runway 6L/24R - Phase 9	3-66-0001-80	$1,975,678	$0	0%	$0	0%	FCO
2011	GUM	Miscellaneous Airport Improvements - Phase 3	3-66-0001-81	$2,304,801	$1,831,348	79%	$1,831,348	79%	
2011	GUM	Miscellaneous Airport Improvements - Phase 4	3-66-0001-82	$1,400,000	$948,763	68%	$948,763	68%	
			Sub Total:	**$5,680,479**	**$2,780,111**	**49%**	**$2,780,111**	**49%**	
2012	GUM	Extend Runway 6L/24R - Phase 10	3-66-0001-83	$2,000,000	$0	0%	$0	0%	FCO
2012	GUM	Rehabilitate Runway 6L/24R - Phase 2	3-66-0001-84	$5,441,024	$2,608,908	48%	$2,232,849	41%	
			Sub Total:	**$7,441,024**	**$2,608,908**	**35%**	**$2,232,849**	**30%**	
2013	GUM	Extend Runway 06L/24R - Phase XI	3-66-0001-85	$2,005,605	$0	0%	$0	0%	FCO
2013	GUM	Rehabilitate Runway 06/24R - Phase 3	3-66-0001-86	$1,876,981	$1,595,879	85%	$1,582,576	84%	
2013	GUM	Acquire one (1) 3,000-gallon Aircraft Rescue & Fire Fighting (ARFF) Vehicle	3-66-0001-87	$1,017,000	$1,011,597	99%	$1,011,597	99%	
2013	GUM	Update Airport Master Plan Study	3-66-0001-88	$500,000	$155,129	31%	$134,879	27%	
			Sub Total:	**$5,399,586**	**$2,762,605**	**51%**	**$2,729,052**	**51%**	
			GRAND TOTAL:	**$59,368,770**	**$10,954,581**	**18%**	**$10,333,813**	**17%**	

A.B. WON PAT INTERNATIONAL AIRPORT AUTHORITY, GUAM

SERIES 2013 BOND CAPITAL IMPROVEMENT PROJECTS

	Project Title	Total Project Cost	Federal Grants	Bond Proceeds	Balance as of 5/29/14	Purpose / Comments	Status
	PRIORITY 1						
1	International Arrivals Corridor with Building Seismic Upgrades	$53,900,000	$13,200,000	$40,641,260	53,841,260.00	Permanent solution to TSA mandate. 3rd level corridor for arrivals only with vertical circulation from gate groups. Must include seismic upgrades.	10% concept design in progress. Reviews in June 2014
2	Hold Bag Screening Relocation	$26,069,263	$24,899,330	$691,059	25,590,389.46	In-line bag screening with BHS. Check in capacity restored. Reduced costs for TSA and airlines.	NTP Issued on May 27, 2014
3	SSCP Improvements	$3,100,000		$3,100,000	3,100,000.00	Increase security screening lanes and expand queuing area.	Pending IDIQ RFQ receipt
4	FIDS Replacement	$5,000,000		$4,707,315	4,707,315.00	Replace obsolete and non-reliable system with multimedia multipurpose software/hardware.	Prioritized upgrades in progress.
5	Integrated PLB Replacement	$8,200,000	$2,000,000	$3,476,635	5,476,635.00	Replace 5 aged loading bridges and 34 power and pre-conditioned air point of use units.	34 power and preconditioned air units - installation complete. Replacement loading bridges being assessed.
6	Common Use Check-In Facilities	$2,800,000		$2,800,000	2,800,000.00	Single airline check-in program with counter modifications and expanded use of kiosks. Avoids expanded building footprint.	Common use study for airline review and comment.
7	Fuel System Improvements	$1,000,000		$1,000,000	1,000,000.00	Improve fire suppression system and connections.	Improvements being handled through fuel system operator.
8	Parking Expansion	$7,400,000		$7,047,614	7,047,614.25	Single level parking deck over commercial vehicle area to replace capacity loss from expanded access road. Improves passenger service.	Preliminary engineering in progress. Designer pending IDIQ RFQ receipt
9	Interisland Passenger Facility	$3,000,000		$3,000,000	3,000,000.00	Separate processing facility for domestic interisland operations. No CBP and minimal TSA inspections.	Planning session with CBP, TSA and Guam Customs followed by prospective users.
10	ARFF Facility Replacement	$11,600,000	$10,440,000	$754,007	11,194,007.00	Replace aged Navy structure with code compliant facility meeting FAA standards.	Preliminary engineering completed. Grant application to the FAA being prepared.
11	Cargo Apron Relocation	$7,700,000	$6,930,000	$639,043	$7,569,043.00	New cargo only apron adjacent to integrated air cargo facility. Hydrant fuel capability.	Preliminary engineering study and FAA grant application being updated.
12	Replace Terminal Seating	$3,500,000		$3,500,000	$3,500,000.00	Replace dilapidated seating and expand additional seating to other terminal areas.	Full re-upholstering of existing seating being evaluated. Architect under IDIQ RFQ.
	SUB TOTALS	$133,269,263	$57,469,330	$71,356,934	$128,826,264		

5/29/2014

				PRIORITY 2			
13	Access Control and Security Improvements	$4,000,000		$4,000,000	4,000,000.00	Replace security access control system with biometric system. Facility modifications as security solutions.	Pending IDIQ RFQ receipt
14	Terminal Flooring Replacement	$2,700,000		$2,700,000	2,700,000.00	Replace deteriorating tile surface with durable non-skid material with longer life cycle.	Pending IDIQ RFQ receipt
15	Upgrade Airport IT and FMS	$2,000,000		$1,673,882.96	1,673,882.96	Upgrade financial management system, add facility management GIS and improve infrastructure.	Partial upgrades completed.
16	Route 10A Landscape Component	$1,700,000		$1,700,000	1,700,000.00	Incorporate landscaping mediums consistent with DPW project to expand the Route 10A access roadways.	Pending IDIQ RFQ receipt
17	Enclose Arrival Tunnels	$1,200,000		$1,200,000	1,200,000.00	Increase arrivals lobby area through enclosing arrival tunnel with climate control. Adds commercial areas.	Pending IDIQ RFQ receipt
18	Replace Conveyance Systems	$2,600,000		$2,600,000	2,600,000.00	Replace with energy efficient equipment. Includes elevators, escalators and moving walks.	Pending IDIQ RFQ receipt
19	Strengthen and Expand Curbside Canopies	$2,800,000		$2,800,000	2,800,000.00	Expand departures curbside canopies for extended weather protection and security reinforcement.	Pending IDIQ RFQ receipt
20	1% Arts Program	$639,000		$639,000	639,000.00		For further discussion with the Guam Council of the Arts & Humanities.
21	Unencumbered Proceeds	$16,271,067		$16,271,067	16,271,067.00		
	SUB TOTALS	$33,910,067	$0	$33,583,950	33,583,949.96		
	TOTALS	**$167,179,330**	**$57,469,330**	**$104,940,884**	**$162,410,214**		$4,244,537 Expended

5/29/2014

A.B. WON PAT INTERNATIONAL AIRPORT AUTHORITY, GUAM
CAPITAL IMPROVEMENT PROJECTS FOR FISCAL YEARS THROUGH 2014
CAPITAL IMPROVEMENT FUND

	PROJECT NAME	BUDGET	CIF	FEDERAL	BALANCE AS OF 1/30/14	DESCRIPTION AND NEED
1	Facilities Fire Alarm/Suppression System Replacement	2,700,000	2,700,000	-		Upgrade & improve fire alarm system for airport facilities
2	Upgrades to Public Restrooms - Phase 5A	600,000	600,000			Continue upgrades & improvements to airport facilities on phased-in basis
3	Maintenance Equipment	312,000	219,000			Utility vehicles & boom lifts
4	Airport Facilities Upgrades, Phased	600,000	600,000			Continue upgrades & improvements to airport facilities on phase-in basis
5	Sustainable Airport Management	300,000	300,000			Implement green initiatives for efficiency & environmental sustainability
6	Noise Mitigation Program 65 DNL & Higher - Phase 5	4,328,264	328,264	4,000,000		Implementation of findings under the Part 150 Noise Study (multi-year)
7	Maintenance Equipment	562,000	562,000			Airfield maintenance equipment & boom lifts
8	Airport Facilities Upgrades, Phased	2,300,000	2,300,000			Continue upgrades & improvements to airport facilities including restrooms
9	Vehicular Re-fleeting Program - Ph 2	650,000	650,000			Continue program to replace airport vehicular fleet for security, safety & support functions with emphasis on fuel efficiency

A.B. WON PAT INTERNATIONAL AIRPORT AUTHORITY, GUAM
CAPITAL IMPROVEMENT PROJECTS FOR FISCAL YEARS THROUGH 2014
CAPITAL IMPROVEMENT FUND

	PROJECT NAME	BUDGET	CIF	FEDERAL	BALANCE AS OF 1/30/14	DESCRIPTION AND NEED
10	Extend Runway 6L/24R Completion on Part B	2,228,450	222,845	2,005,605		
11	Rehabilitate Runway 6L/24R, Completion	4,500,000	450,000	4,050,000		Install new overlay on runway and shoulders, RWY 24L PAPI, Central Ave. closure
12	Acquire ARFF Truck/RIV - Pkg 2	1,390,000	139,000	1,251,000		Replacement of second ARFF truck and Rapid Intervention Vehicle
13	Painting & Exterior Surface Improvements to Terminal & Other Facilities		1,250,000			Repainting and surface improvements to key airport facilities after 10 years.
14	Upgrades to VQ-1 Hanger	500,000	500,000			Replace hangar door and upgrade roof and floor systems
15	Airfield Support Vehicles & Equipment	400,000	400,000			Maintenance of ramp lights, electrical and airfield lighting
16	Improve GSE & Technology Buildings	500,000	500,000			Improve roof systems and overhangs
17	Replace Terminal Roofing System	1,600,000	1,600,000			Mitigate prevalent leakage with roof replacement and crack repairs.
18	Improve Arrival and Inspection Facilities	2,500,000	2,500,000			Enhance passenger facilitation through improvements to CBP, CQA and public areas. Includes Automated Passport Control kiosks.
	Totals:	**$ 26,170,714**	**$ 16,021,109**	**$ 11,306,605**		

Note: All projects are subject to funding availability and FAA issuance of grant agreements. Excludes bond financed projects.

ANTONIO B. WON PAT
INTERNATIONAL AIRPORT AUTHORITY, GUAM
BOARD OF DIRECTORS
EXECUTIVE SUMMARY

INVITATION FOR BID
DEMOLITION AND REMEDIATION OF VARIOUS AIRPORT FACILITIES
PHASE II
IFB NO. GIAA-C01-FY14
PROJECT NO. GIAA-FY12-01-5; AIP NO. 3-66-0001-81 & 82

May 29, 2014

Purpose

Board action is requested to approve the bid award of the above project under the Invitation For Bid No. GIAA-C01-FY14.

Background

The project is to provide construction work inclusive of all labor, materials, supplies and equipment to demolish Buildings in Airport Facility. The project also includes remediation of lead and asbestos materials prior to the demolition work. The scope of work of the project is comprised mainly of demolition and remediation work of the Old Air Cargo Building.

Procurement Background

The solicitation announcement was advertised through the local newspapers during the months of March & April 2014. The bid submission deadline and bid opening took place on May 15, 2014.

Fourteen (14) firms/individuals purchased bid package and five (5) firms submitted bids before the submission deadline. The firms were evaluated and all five (5) were determined to be acceptable. As required by the Procurement Rules and Regulations, the bids were publicly opened and read aloud in the presence of the bidders.

The submitted bids are presented below:

BIDDER'S NAME	AMOUNT
Primo's Heavy Equipment Rental	$590,000.00
Ian Corporation	$363,205.90
Maeda Pacific Corporation	$584,000.00
Korando Corporation	$386,000.00
Sumitomo Mitsui Corporation	$912,000.00

Legal Review

Upon receipt of the required Performance and Payment Bonds, contract documents will be forwarded to legal counsel for review prior to execution and issuance of Notice to Proceed.

Financial Review

The lowest responsive, responsible total bid amount received is $363,205.90 or 58% below government estimate of $873,256.00. Funding for this project is available under the AIP grant no. 3-66-0001-81 & 82.

Recommendation

Management recommends the contract award of **$363,205.90** to **Ian Corporation,** who has been determined to have met the standards of responsibility and responsiveness outlined in Guam Procurement Regulation.

A.B. WON PAT
INTERNATIONAL AIRPORT AUTHORITY, GUAM
ATURIDAT PUETTON BATKON AIREN GUAHAN ENTENASIONAT

P.O. Box 8770
Tamuning, GU 96931

Tel: (671) 646-0300
Fax: (671) 646-8823

www.guamairport.com

May 20, 2014

MEMORANDUM

TO: Charles H. Ada II, Executive Manager

FROM: Franklin P. Taitano, Supply Management Administrator
Victor J. Cruz, Chief Engineer

**SUBJECT: Bid Evaluation and Recommendation "Invitation For Bid"
For Demolition and Remediation of Various Airport Facilities-Phase II
IFB No. GIAA-C01-FY14
Project No. GIAA-FY12-01-5; AIP No. 3-66-0001-81 & 82**

Procurement Background:
The above referenced Invitation For Bid was publicly announced through the local newspaper during the months of March & April 2014. A pre-bid conference was held on March 25, 2014 at the Terminal Conference Room. The bid submission deadline and bid opening took place on May 15, 2014.

Fourteen (14) firms/individuals purchased the bid package and five (5) firms submitted bids before the bid submission deadline. The bid submittals were opened in the presence of the bidders, members of the public and several GlAA representatives. The bid offer was read aloud by the Supply Management Administrator and tabulated by a Procurement staff.

The results of the bid price submittals are as follows in the order they were received and opened:

BIDDER'S NAME	AMOUNT
Primo's Heavy Equipment Rental	$590,000.00
Ian Corporation	$363,205.90
Maeda Pacific Corporation	$584,000.00
Korando Corporation	$386,000.00
Sumitomo Mitsui Corporation	$912,000.00

Bid Analysis and Evaluation:
Pursuant to Section 9 of the Instructions to Bidders, the contract is to be awarded, if it is to be awarded, as soon as possible to the lowest responsible, responsive bidder. To determine the responsibility of bidders, the bid package specified the required documents that bidders must submit with their bid packages. The attached abstract illustrates the inventory of required documents and bidders submittal.

Primo's Heavy Equipment Rental: The firm has submitted a total bid price of **$590,000.00.** The submitted Statement of Bidders Experience form included lists of projects from 2009-2014 with resumes. The bidder submitted a copy of their current Guam Contractors License **#7314, #7940**. All other required documents are complete and in conformance with the Invitation For Bid.

Ian Corporation: The firm has submitted a total bid price of **$363,205.90.** The submitted Statement of Bidders Experience form included lists of projects from 2009-2013 with resumes. The bidder submitted a copy of their current Guam Contractors License **#8524, #7940**. All other required documents are complete and in conformance with the Invitation For Bid.

Maeda Pacific Corp.: The firm has submitted a total bid price of **$584,000.00.** The submitted Statement of Bidders Experience form included lists of projects from 2010-2013 with resumes. The bidder submitted a copy of their current Guam Contractors License **#1009, #7940**. All other required documents are complete and in conformance with the Invitation For Bid.

Korando Corporation: The firm has submitted a total bid price of **$386,000.00.** The submitted Statement of Bidders Experience form included lists of projects from 2009-2011 with resumes. The bidder submitted a copy of their current Guam Contractors License **#5172, #7940**. All other required documents are complete and in conformance with the Invitation For Bid.

Sumitomo Mitsui Corporation: The firm has submitted a total bid price of **$912,000.00.** The submitted Statement of Bidders Experience form included lists of projects from 2009-2013 with resumes. The bidder submitted a copy of their current Guam Contractors License **#1522, 7940**. All other required documents are complete and in conformance with the Invitation For Bid

Recommendation:
Pursuant to the guidelines in Item 9 of the Instruction to Bidders, the award of contract will be made to the **lowest responsible, responsive bidder.** Ian Corporation has been determined to have met the standards of responsibility and responsiveness outlined in the Guam Procurement Regulations and has deemed to be the lowest responsible, responsive bidder.

Therefore, it is recommended that **Ian Corporation** be awarded the contract in the amount of **$363,205.90** for this project.

Should you have any questions or concerns, please call our office at your convenience.

Victor Cruz

Franklin P. Taitano

APPROVED:

CHARLES H. ADA II
Executive Manager

attachment

cc: Admin/Proc/Eng/Expansion

AFFIDAVIT DISCLOSING OWNERSHIP and COMMISSIONS

CITY OF _____)
) ss.
ISLAND OF GUAM)

A. I, the undersigned, being first duly sworn, depose and say that I am an authorized representative of the offeror and that *[please check only one]:*

[] The offeror is an individual or sole proprietor and owns the entire (100%) interest in the offering business.

[X] The offeror is a corporation, partnership, joint venture, or association known as *[please state name of offeror company],* and the persons, companies, partners, or joint venturers who have held more than 10% of the shares or interest in the offering business during the 365 days immediately preceding the submission date of the proposal are as follows *[if none, please so state]:*

Name	Address	% of Interest
Ian J. Chong	)183 Adacao Ave	96.0%
President	)Barrigada, Guam	
IAN CORPORATION	)96921	

B. Further, I say that the persons who have received or are entitled to receive a commission, gratuity or other compensation for procuring or assisting in obtaining business related to the bid or proposal for which this affidavit is submitted are as follows *[if none, please so state]:*

Name	Address	% of Interest
NONE		

C. If the ownership of the offering business should change between the time this affidavit is made and the time an award is made or a contract is entered into, then I promise personally to update the disclosure required by 5 GCA §5233 by delivering another affidavit to the government.

[SIGNATURE PAGE FOLLOWS]

Signature of one of the following:
Offeror, if the offeror is an individual;
Partner, if the offeror is a partnership;
Officer, if the offeror is a corporation.

Subscribed and sworn to before me this
14th day of May, 2014

NOTARY PUBLIC
My commission expires: Dec. 20, 2014

BARBARA C. SALAS
NOTARY PUBLIC
In and for Guam, U.S.A.
My Commission Expires: Dec. 20, 2014
P.O. Box 20162 GMF Barrigada, Guam 96921

[SIGNATURE PAGE FOR AFFIDAVIT DISCLOSING OWNERSHIP AND COMMISSIONS]

THIS AFFIDAVIT MUST BE COMPLETED AND RETURNED IN THE ENVELOPE CONTAINING THE BID

INVITATION NUMBER: GIAA-C01-FY14

PROJECT NO: GIAA-FY12-01-5; AIP No. 3-66-0001-81 & 82

DEMOLITION AND REMEDIATION OF VARIOUS AIRPORT FACILITIES - PHASE 2

Antonio B. Won Pat

Guam International Airport Authority

BID ABSTRACT

Opening Date: 15-May-14

Opening Time: 2:00 P.M.

Page 1 of 1 pages

No. of Invitation Issued: 14

No. of Bids Received: 5

	SUMMARY OF SCOPE OF WORK:	Special Reminder to Prospective Bidders	BID GUARANTEE Cashier's Check Letter of Credit Bid Bond	Disclosure of Major Shareholders	Non-Collusion Affidavit	Statement of Previous Contracts Subject to EEO	Certification of Non-Segregated Facilities	Designation of Sub-contractors	Statement of Experience of Bidders with Resumes	Certificate Concerning Foreign Interest	CFR 49 Part 29 Req for Solicitation	Certification Contracts, Grants, Loans, & Coop Agrmnt	Certification of Bidders Regarding EEO	Buy American Certificate	Standard Clause for DBE	Business or Contractors License	ADDENDUM(S) A B C D E F	TOTAL BID PRICE
1	Primo's Heavy Equipment Rental	✓	BB CKE 1460294PB $88,500.00	✓	✓	✓	✓	(A) ✓	(B) ✓	✓		✓		✓	✓	(C) ✓	✓ ✓ ✓ ✓ ✓ ✓	$90,000.00
2	IAN CORPORATION	✓	BB 0415142 $68,000.00	✓	✓	✓	✓	(A) ✓	(B) ✓	✓		✓		✓	✓	(C) ✓	✓ ✓ ✓ ✓ ✓ ✓	$363,205.90
3	MARIANA PACIFIC CORPORATION	✓	BB 0417204 15%	✓	✓	✓	✓	(A) ✓	(B) ✓	✓	N/A	✓	N/A	✓	✓	(C) ✓	✓ ✓ ✓ ✓ ✓ ✓	$584,000.00
4	KORANDO CORPORATION	✓	BB 0415141 $60,000	✓	✓	✓	✓	(A) ✓	(B) ✓	✓		✓		✓	✓	(C) ✓	✓ ✓ ✓ ✓ ✓ ✓	$386,000.00
5	SUMITOMO MITSUI CORPORATION	✓	BB CS013 15%	✓	✓	✓	✓	(A) ✓	(B) ✓	✓		✓		✓	✓	(C) ✓	✓ ✓ ✓ ✓ ✓ ✓	$912,000.00
6																		
7																		
8																		
9																		
10																		

I hereby certify that all bids received in response to this invitation were opened under my personal supervision, and that the names of all bidders have been entered hereon.

SIGNATURE

TABULATED BY: [signature]
SIGNATURE

Date: 5/15/14

BASIS FOR AWARD:

- \ \ LOWEST RESPONSIVE & RESPONSIBLE BIDDER
- \ \ HIGHEST RESPONSIVE & RESPONSIBLE BIDDER
- \ \ OTHER AWARD
- \ \ TIE BID
- \ \ COMBINDED TOTAL
- \ \ ITEM PER ITEM

INVITATION NUMBER: GIAA-C01-FY14	Antonio B. Won Pat
PROJECT NO: GIAA-FY12-01-5; AIP No. 3-66-0001-81 & 82	International Airport Authority, Guam
DEMOLITION AND REMEDIATION OF VARIOUS AIRPORT FACILITIES - PHASE 2	NOTES/REMARKS FOR BID ABSTRACT

Vendor No.	COMMENTS
1	(A) DESIGNATES "FENCE MASTERS" FOR FENCING/"NEXUS" FOR LEAD/ASBESTOS ABATEMENT (B) PROJ LIST 2009 - 2014 W/ RESUMES (C) GCL #7314, #7940 FOR REQUIRED C-11 & C-68.
2	(A) DESIGNATES "NEXUS" FOR ASBESTOS & LBP ABATEMENT/"CALIFORNIA PACIFIC TECH SERVICES" FOR FIBER OPTIC CABLES (B) PROJ LIST 2009 - 2013 W/ RESUMES (C) GCL #8524, #7940 FOR REQUIRED C-11 & C-68.
3	(A) DESIGNATES "NEXUS" FOR ENVIRONMENTAL (B) PROJ LIST 2010 - 2013 W/ RESUMES (C) GCL #1009, #7940 FOR REQUIRED C-11 & C-68.
4	(A) DESIGNATES "NEXUS" FOR ENVIRONMENTAL (B) PROJ LIST 2009 - 2011 W/ RESUMES (C) GCL #5172, #7940 FOR REQUIRED C-11 & C-68.
5	(A) DESIGNATES "NEXUS" & "MEDI'S INC." FOR ASBESTOS & ABATEMENT/"JMC EQUIP" FOR CIVIL, FIBER OPTIC (B) PROJ LIST 2009 - 2013 W/ RESUMES (C) GCL #1522, #7940 FOR REQUIRED C-11 & C-68.
6	
7	
8	
9	
10	

Prepared By:

SIGNATURE

A.B. WON PAT
INTERNATIONAL AIRPORT AUTHORITY, GUAM

Executive Manager's Report
GIAA Board of Directors Meeting
May 29, 2014

AIRLINE ISSUES

Dynamic Air
GIAA met with Dynamic Air on April 28, 2014, where they finalized their plans to operate non-stop regular flights between Guam and Beijing every five days beginning June 21, 2014. Dynamic Airways will service the charters with a 767-200 ER aircraft with a capacity of 235 passengers. With 39 round trips scheduled, total charter seat capacity supplied for China to Guam by Dynamic Air is 9,165 seats. Earlier this year, Dynamic Airways brought 872 visitors from China over four charter flights for the Chinese New Year. Dynamic's inaugural flight landed on Guam on January 29, with more than 200 people on board.

Philippine Airlines
Beginning October 26, 2014, Philippine Airlines will be increasing operations on **Manila–Guam**, from five flights to seven flights weekly, utilizing Airbus 320 aircraft. This increases seat capacity by 300 weekly, and adds 29% more seat capacity annually, from 39,000 to 54,600 seats.

China Airlines
China Airlines will operate eight additional flights on the **Taipei–Guam** route, utilizing its Boeing 737-800 aircraft. The flights will operate every four days, beginning June 27 and ending July 25, 2014. This will add 1,264 seats from Taipei during this one-month charter period.

EVA AIR
From July 2, 2014 to August 5, 2014, EVA Air will increase their **Taipei–Guam** service from two to five weekly, utilizing A330-200 with 380-pax capacity. This increases capacity by 1,140 seats weekly, and 4,560 seats annually from this four-week period.

In addition, EVA Air will operate **Narita/Guam** scheduled charter operations every four days, from August 1, 2014 through August 20, 2014 utilizing an Airbus A321 with 184-pax capacity. This increases seat capacity from Narita to Guam by 5,488 annually from these additional 12 charter operations.

Extra Russian Sections
Oren Air is planning for three additional regularly scheduled charters, to add to their Khabarovsk and Vladivostok routes. Utilizing a B737 with a capacity of 155 passengers, Oren Air will increase its seat capacity from all Russian origins by 465 to a total 775 seats weekly. The new cities Oren Air will service include:

- Petropavlosk-Kamchatsky (PKC)
- Yuzino-Sakhalinsk (UUS)
- Blagoveschensk (BQS)

United Airlines
United Airlines (UA) announced on May 28, 2014 that it will begin regular service from Shanghai to Guam in October 2014, as soon as it receives government approval. Flights depart Guam on Tuesday and Saturday evenings, and will arrive on Guam early the next morning. UA will utilize a B737 with a capacity of 155 passengers.

Executive Manager's Report
GIAA Board of Directors Meeting
May 29, 2014

FAA Certification

FAA's Ronnie Simpson inspected Guam facilities, toured capital improvement projects, and was fully briefed on significant Airport issues. GIAA and FAA executed the "Land Use Change Authorization" for approximately 15.24 acres of property. The Authorization will permit GIAA to grant GovGuam a right-of-way easement for the construction of Phase I, Tiyan Parkway. GIAA will receive fair market value compensation.

GIAA's Triennial Drill Exercise was held on May 22, 2014. GIAA fared well in the exercise with extensive participation from local and federal agencies that include the Guam Fire Department, Guam Police Department, Public Health & Social Services, Guam Memorial Hospital, Office of Homeland Security, Navy and Andersen Fire Departments, Naval Hospital, Transportation Security Administration, Guam Customs & Quarantine, and U.S. Customs & Border Protection as well as United Airlines players playing the role of distressed airline.

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FINANCIAL ISSUES

GIAA's Fiscal Year **2015 Financial Budget** is in development and will be presented to the Airlines no later than July 1, 2014.

Legislative Roundtable

A legislative roundtable discussion will convene on Wednesday, June 2, 2014, beginning at 2:00 p.m. The Committee on Aviation, Ground Transportation, Regulatory Concerns, and Future Generations, will be inviting representatives from the Airport, as well as the various taxi and tour bus service providers, to discuss Passenger Arrival Transportation Services at the A.B. Won Pat International Airport Authority, Guam.

Commercial Lot Improvement/E-BUS SYSTEM

A new E-Bus System will be implemented on June 1, 2014. This new system introduces efficiency to the exit and recording of vehicle operations in the commercial parking lot and eliminates the manual entry of Tour Bus Passenger Vouchers. It also automates passenger counts and vehicle exit data, making the system all electronic.
GIAA will issue and assign a customized magnetic swipe card similar to a credit card, programmed with company and vehicle information, to each decaled tour bus/van and hotel shuttle. Upon exiting the Commercial Parking Lot, each driver will present the card to the parking attendee who will be equipped with a handheld terminal. The handheld device will be used to electronically record the exit time, number of passengers on board, company information, and produce a printed receipt that will be given to the operator. All data recorded from the handheld terminals are imported directly to GIAA's AS400 server. The system will record necessary data for processing of invoices to tour bus companies, and will also accessible online for review for operators to track their vehicle operations and passenger counts. A meeting to present the E-Bus system to all Tour Bus/Tour Van Hotel Permittees was held Wednesday and Thursday, May 14 & 15, 2014 at 10:00 a.m. at the GIAA Conference Rooms.

PROCUREMENT

RFP Insurance Consulting Services

Announced:	April 30, 2014
Submission Deadline:	May 20, 2014, 4pm

Executive Manager's Report
GIAA Board of Directors Meeting
May 29, 2014

RFQ A, E and Surveying Services - Indefinite Delivery Indefinite Quantity

Announced:	April 30, 2014
Submission Deadline:	May 28, 2014

Announcements

- A joint press conference was held on Friday, May 9, 2014 at the Governor's Office, with GIAA and GVB to announce China charters to be operated by Dynamic Airways beginning June 2014. Media were also briefed on the joint collaborative efforts of GIAA and GVB to provide incentives for increased and new services.
- A ribbon cutting ceremony for the USCBP Global Entry Program Office was held here at the A.B. Won Pat International Airport was on May 14, 2014. The first enrollee processed by the Guam office was Governor Eddie B. Calvo. His Global Entry Clearance allows for expedited clearance for pre-approved, low-risk travelers upon arrival in the United States. The second enrollee followed the ribbon cutting ceremony, with his interview being conducted mere minutes after the ceremony ended. Guam's office is one of 44 airports with a Global Entry Program Office, and one of 10 outside of the mainland U.S.A.
- On behalf of the management team, I thank all GIAA employees for their monetary donations and personal participation at the Relay for Life held Friday, May 23 2014. I was extremely proud to see great Airport representation (employees with airport banners & flags) join other organizations island wide continue the ***"fight with cancer to the end***". Kudos to this year's coordinator, Mrs. Lynette Okada-Muna, for her hard work and generosity. Despite a family loss, she worked throughout the evening ensuring the airport was represented. Mrs. Okada-Muna strategically placed our organization at what seemed to be the rear of the GovGuam staging, but turned out being that the Airport was the first agency leading the entire GovGuam entry, along with Lt. Governor Tenorio. BIBA AIRPORT! BIBA GUAM!!

A.B. WON PAT
INTERNATIONAL AIRPORT AUTHORITY, GUAM
ATURIDAT PUETTON BATKON AIREN GUAHAN ENTENASIONAT

P.O. Box 8770
Tamuning, GU 96931

Tel: (671) 646-0300
Fax: (671) 646-8823

www.guamairport.com

May 22, 2014

MEMORANDUM

To: Mr. Edward G. Untalan
Chairman
GIAA Board of Directors

From: Carlos Bordallo
Comptroller

Subject: **Operating Results - Revenues and Expenses as of April 30, 2014**

Attached herewith is GIAA's Operating Results Report for the month ending April 30, 2014. This report summarizes the Budgeted versus Actual Revenues and Expenses for the month and year-to-date results ended April 30, 2014.

The key operating results for 7 month(s) of FY 2014 ending April 30, 2014 - (in $000's) are:

CATEGORY	YEAR-TO-DATE				FORECAST FOR FULL YEAR-FY14	
	Budget FY 14 Y-T-D	Actual FY 14 Y-T-D	% Variance Budget vs. Actual		Actual Y-T-D + Remaining FY 14 Budget	% Variance Budget vs. Estimate for Full Year
			Y-T-D Current Month	Y-T-D Last Month		
Total Signatory Revenues	$15,465.4	$15,831.3	2.4%	3.3%	$27,096.4	1.4%
Total Concession Revenues	$10,475.3	$10,616.5	1.3%	1.5%	$18,111.8	0.8 %
Total PFC's	$3,692.8	$3,793.5	2.7%	0.5%	$6,536.8	1.6%
Total Other Revenues	$8,901.9	$9,189.5	3.2%	0.3%	$15,502.7	1.9%
Total Operating Revenues	$36,535.4	$39,430.7	2.3%	1.8%	$67,247.7	1.3%
Total Operating Expenses	$23,409.6	$21,504.0	-8.1%	-8.8%	$38,163.3	-4.0%
Net Revenues from Operations	$15,125.8	$17,926.7	18.5%	18.1%	$29,084.4	9.4%
Non-Operating Expenses	$500.0	$232.3	-53..5%	-53..5%	$232.3	-53.5%
Other Available Moneys/other sources of funds	$3,956.6	$3,880.2	-1.9%	-6.7%	$6,706.3	-1.1%
Net Debt Service Coverage	**1.30**	**1.57**	**21.0%**	**22.5%**	**1.48**	**10.8%**

Year-to-date Total Signatory Revenues for the month ending April 30, 2014 are above Budgeted revenues by **2.4%.** Signatory revenue estimates are based on projections submitted by Signatory airlines and adopted in the annual budget.

Year-to-date Total Concession Revenues and Passenger Facility Charges are above budget estimates by **1.3%** and **2.7%.**

Year-to date Total Other Revenues, inclusive of non-signatory and non-airline revenues, are above the budget estimate by **3.2%.**

Year-to-date Total Operating Revenues Actual of **$39.4M** is **2.3%** above the budget estimate of **$36.5M**.

Year-to-date Total Operating Expenses are below budget by **-8.1 %**. Components of this line item include a **-2.4%** decrease in Personnel Service, a **-9.6%**decrease in Contractual Services, a **-33.3%** decrease in Materials & Supplies and a **-100%** decrease in Equipment/Furnishings from budgeted amounts for these respective categories.

The actual year-to-date Net Revenues from Operations of **$17.9M** reflects an increase of **18.5%** over the year-to-date budgeted amount of **$15.1M**.

Finally, our year-to-date results for Debt Service Coverage is at **1.48** versus the requirement of **1.25**.

Should you have any questions, please contact me at your convenience.

Attachments

cc: Board of Directors
Executive Manager
Deputy Executive Manager
Frank R. Santos, Expansion
Division Heads

GUAM INTERNATIONAL AIRPORT AUTHORITY
KEY OPERATING RESULTS ($000's)
as of April 30, 2014

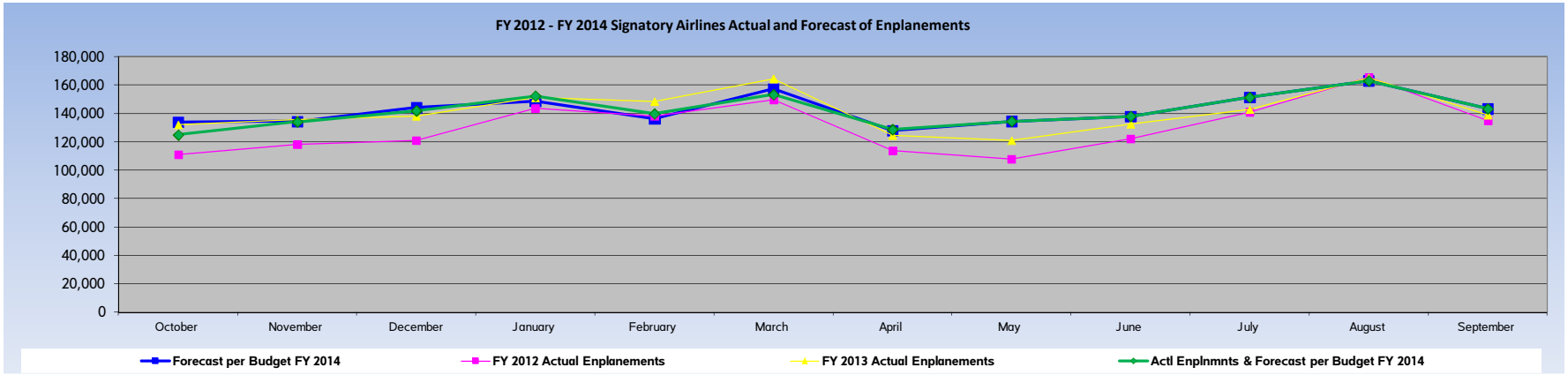
	CURRENT MONTH					YEAR - TO - DATE				FULL YEAR FORECAST	
	Actual FY2013	Budget FY2014	Actual FY2014	%Var Bud Vs Act'l	Budget Full Year	Actual FY2013	Budget FY2014	Actual FY2014	%Var Bud Vs Act'l	Actual/Est	%Var Bud Vs Act'l
I. Signatory Airline Rents & Fees											
Terminal Bldg Rentals	244.9	256.8	258.5	0.7%	3,082.1	1,910.6	1,797.9	1,809.6	0.6%	3,093.8	0.4%
Departure Fees	447.0	444.7	447.6	0.7%	5,951.4	4,003.2	3,414.1	3,426.1	0.4%	5,963.4	0.2%
Arrival Fees	380.8	441.4	443.4	0.5%	5,908.9	4,193.7	3,387.4	3,589.4	6.0%	6,111.0	3.4%
Immigration Inspection Fees	180.6	154.8	166.6	7.6%	2,042.9	1,602.3	1,164.7	1,362.3	17.0%	2,240.5	9.7%
Loading Bridge Use Fees	288.1	481.3	427.8	-11.1%	6,045.5	2,674.9	3,490.8	3,341.0	-4.3%	5,895.6	-2.5%
Apron Use Fees	162.9	123.9	117.3	-5.4%	1,532.7	1,020.0	915.8	941.4	2.8%	1,558.4	1.7%
Landing Fees	223.6	175.2	166.3	-5.1%	2,167.0	1,641.0	1,294.7	1,361.5	5.2%	2,233.8	3.1%
Total Signatory Revenue	**1,927.9**	**2,078.1**	**2,027.6**	**-2.4%**	**26,730.5**	**17,045.7**	**15,465.4**	**15,831.3**	**2.4%**	**27,096.4**	**1.4%**
Enplaned Signatory Pax	113,893	127,908	128,621	0.6%	1,711,959	966,227	982,099	974,543	-0.8%	1,704,402	-0.4%
Cost per Enplaned Pax	**$16.93**	**$16.25**	**$15.76**	**-3.0%**	**$15.61**	**$17.64**	**$15.75**	**$16.24**	**3.2%**	**$15.90**	**1.8%**
Revenues from Sources other than Signatory Airlines Rents & Fees											
Concession Revenues											
Gen Mdse (DFS)	502.3	1,201.2	1,224.9	2.0%	14,414.9	4,204.0	8,408.7	8,603.5	2.3%	14,609.7	1.4%
In-flight Catering	55.5	60.9	65.9	8.3%	802.1	466.0	467.6	502.5	7.5%	836.9	4.3%
Food & Beverage	70.4	69.7	73.0	4.7%	942.3	529.8	543.3	539.8	-0.6%	938.9	-0.4%
Rental Cars	78.4	81.1	82.2	1.5%	970.0	550.4	564.7	565.8	0.2%	971.1	0.1%
Other Concession Rev	63.2	70.1	44.4	-36.7%	841.3	485.6	491.0	405.0	-17.5%	755.2	-10.2%
Total Concession Revenues	**769.8**	**1,483.1**	**1,490.6**	**0.5%**	**17,970.6**	**6,235.8**	**10,475.3**	**10,616.5**	**1.3%**	**18,111.8**	**0.8%**
Passenger Facility Charges	403.4	480.9	561.6	16.8%	6,436.1	3,791.5	3,692.8	3,793.5	2.7%	6,536.8	1.6%
Other Revenue	1,321.4	1,190.6	1,443.3	21.2%	15,215.1	9,229.8	8,901.9	9,189.5	3.2%	15,502.7	1.9%
Total Operating Revenue	**4,422.6**	**5,232.7**	**5,523.0**	**5.5%**	**66,352.4**	**36,302.8**	**38,535.4**	**39,430.7**	**2.3%**	**67,247.7**	**1.3%**
II. Operating Expenses:											
Personnel Services	1,104.2	1,328.4	1,198.2	-9.8%	17,269.0	8,385.5	9,962.9	9,722.8	-2.4%	17,327.3	0.3%
Contractual Services	1,493.9	1,781.3	**1,540.8**	-13.5%	20,824.5	10,906.4	12,330.9	**11,152.3**	**-9.6%**	**19,646.0**	**-5.7%**
Materials & Supplies	95.6	145.0	123.1	-15.1%	1,499.9	528.9	938.8	628.9	-33.0%	1,190.0	-20.7%
Equipment/Furnishings	0.0	0.0	0.0	0.0%	177.0	0.0	177.0	0.0	-100.0%	0.0	-100.0%
Total Operating Expenses	**2,693.7**	**3,254.7**	**2,862.2**	**-12.1%**	**39,770.5**	**19,820.8**	**23,409.6**	**21,504.0**	**-8.1%**	**38,163.3**	**-4.0%**
Net income from Operations	**1,728.9**	**1,978.0**	**2,660.8**	**34.5%**	**26,581.9**	**16,482.0**	**15,125.8**	**17,926.7**	**18.5%**	**29,084.4**	**9.4%**

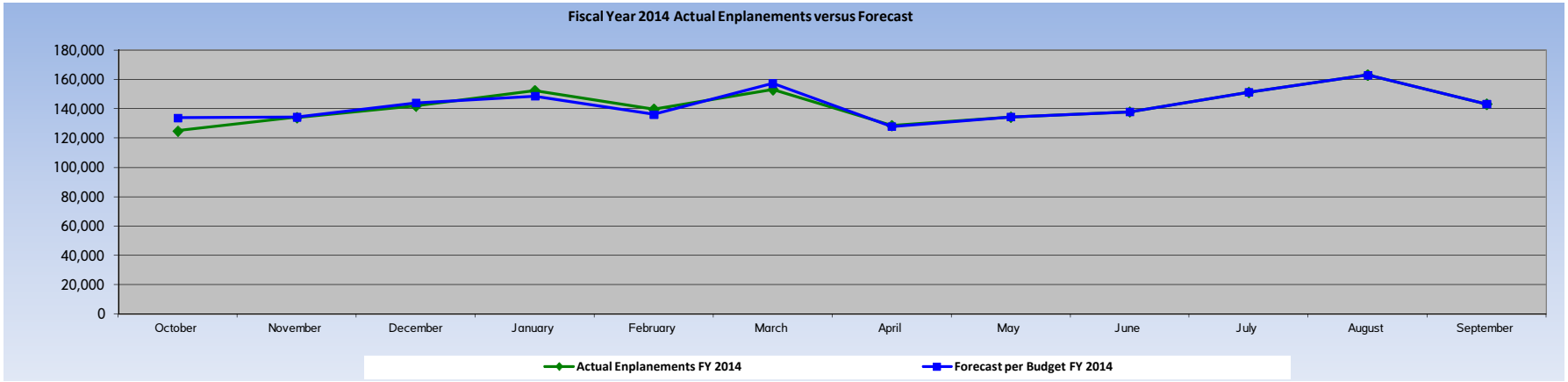
GUAM INTERNATIONAL AIRPORT AUTHORITY
KEY OPERATING RESULTS ($000's)
as of April 30, 2014

	CURRENT MONTH					YEAR - TO - DATE				FULL YEAR FORECAST	
	Actual FY2013	Budget FY2014	Actual FY2014	%Var Bud Vs Act'l	Budget Full Year	Actual FY2013	Budget FY2014	Actual FY2014	%Var Bud Vs Act'l	Actual/Est	%Var Bud Vs Act'l
III. Other Revenues and Expenses											
Less: Non Operating Expense(Ret/DOI/OHS)	21.8	0.0	0.0	0.0%	500.0	239.0	500.0	232.3	-53.5%	232.3	-53.5%
Add: Interest on Investments	82.5	83.6	43.6	-47.8%	1,003.1	598.2	585.2	304.3	-48.0%	722.3	-28.0%
Net Revenues	1,789.6	2,061.6	2,704.4	31.2%	27,085.0	16,841.2	15,211.0	17,998.7	18.3%	29,574.4	9.2%
Add: Other Sources of Funds	14.4	37.9	14.9	-60.7%	454.8	241.0	265.3	188.9	-28.8%	378.4	-16.8%
Add: Other Available Moneys	360.7	527.3	527.3	0.0%	6,327.9	2,525.0	3,691.3	3,691.3	0.0%	6,327.9	0.0%
Net Revenues and Other Available Moneys	**2,164.7**	**2,626.8**	**3,246.6**	**23.6%**	**33,867.7**	**19,607.1**	**19,167.5**	**21,878.8**	**14.1%**	**36,280.6**	**7.1%**
Debt Service payments	1,439.1	2,109.3	2,109.3	0.0%	25,311.4	10,085.0	14,765.0	13,924.4	-5.7%	24,470.8	-3.3%
Debt Service Coverage	**1.50**	**1.25**	**1.54**	**23.6%**	**1.34**	**1.94**	**1.30**	**1.57**	**21.0%**	**1.48**	**10.8%**
Debt Service Requirement	**1.25**	**1.25**	**1.25**		**1.25**	**1.25**	**1.25**	**1.25**		**1.25**	

SUMMARY SIGNATORY AIRLINES

Enplanements	October	November	December	January	February	March	April	May	June	July	August	September	Total
Forecast per Budget FY 2014	133,792	134,289	144,046	148,586	136,168	157,310	127,908	134,404	137,919	151,310	163,010	143,217	1,711,959
FY 2009 Actual Enplanements	96,587	102,001	100,515	123,234	114,550	123,061	99,415	98,005	84,556	111,273	119,504	108,317	1,281,018
FY 2010 Actual Enplanements	94,630	105,230	108,410	132,016	129,523	137,257	102,312	112,910	111,671	133,353	147,419	132,165	1,446,896
FY 2011 Actual Enplanements	112,043	117,861	115,206	137,595	131,263	128,645	90,184	99,827	100,434	119,730	140,999	123,086	1,416,873
FY 2012 Actual Enplanements	110,962	118,092	121,031	143,545	137,851	149,600	113,893	107,914	122,061	141,014	165,376	135,017	1,566,356
FY 2013 Actual Enplanements	131,910	135,518	138,186	150,971	148,524	164,380	124,701	120,751	132,315	142,773	165,026	138,907	1,693,962
Actl Enplnmnts & Forecast per Budget FY 2014	124,805	134,044	141,808	152,311	139,712	153,242	128,621	134,404	137,919	151,310	163,010	143,217	1,704,402
FY 2014 versus FY 2013	-5.39%	-1.09%	2.62%	0.89%	-5.93%	-6.78%	3.14%	11.31%	4.24%	5.98%	-1.22%	3.10%	0.62%





	Actual versus Forecast												
Enplanements	October	November	December	January	February	March	April	May	June	July	August	September	Total
Actual Enplanements FY 2014	124,805	134,044	141,808	152,311	139,712	153,242	128,621	134,404	137,919	151,310	163,010	143,217	1,704,402
Forecast per Budget FY 2014	133,792	134,289	144,046	148,586	136,168	157,310	127,908	134,404	137,919	151,310	163,010	143,217	1,711,959
Actual Enplanements Over/(Under) Forecast	(8,987)	(245)	(2,238)	3,725	3,544	(4,068)	713	0	0	0	0	0	(7,556)
Cumulative Total	(8,987)	(9,232)	(11,470)	(7,745)	(4,202)	(8,269)	(7,556)	0	0	0	0	0	
	Percentage Over/(Under) Forecast												
	October	November	December	January	February	March	April	May	June	July	August	September	
% Monthly	-6.7%	-0.2%	-1.6%	2.5%	2.6%	-2.6%	0.6%	0.0%	0.0%	0.0%	0.0%	0.0%	
% Cumulative Total	-6.7%	-3.4%	-2.8%	-1.4%	0.8%	-2.9%	2.3%	0.0%	0.0%	0.0%	0.0%	0.0%	
	Month to Month Trend												
	October	November	December	January	February	March	April	May	June	July	August	September	
Actual Enplanements	124,805	134,044	141,808	152,311	139,712	153,242	128,621	0	0	0	0	0	
Month to Month Increase/(Decrease)		9,239	7,764	10,503	-12,599	13,530	-24,621	0	0	0	0	0	
Month to Month Increase/(Decrease) in %		7.4%	5.8%	7.4%	-8.3%	9.7%	-16.1%	0.0%	0.0%	0.0%	0.0%	0.0%	

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RECOMMENDATION OF COUNSEL

TO: Board of Directors
ANTONIO B. WON PAT INTERNATIONAL AIRPORT AUTHORITY, GUAM

CC: Mr. Charles H. Ada II
Executive Manager
ANTONIO B. WON PAT INTERNATIONAL AIRPORT AUTHORITY, GUAM

FROM: Janalynn Cruz Damian
CALVO FISHER & JACOB LLP

DATE: May 20, 2014

SUBJECT: **Executive Session**

Pursuant to 5 G.C.A. § 8111(c)(1), I hereby recommend that the Board of Directors of GIAA conduct an Executive Session at the next regularly scheduled Board meeting to discuss pending or threatened litigation to which GIAA is or may be a party.

A.B. WON PAT
INTERNATIONAL AIRPORT AUTHORITY, GUAM
ATURIDAT PUETTON BATKON AIREN GUAHAN ENTENASIONAT

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MINUTES OF THE REGULAR MEETING OF THE BOARD OF DIRECTORS OF THE A.B. WON PAT INTERNATIONAL AIRPORT AUTHORITY, GUAM
Thursday, June 26, 2014, 3:00 p.m.
GIAA TERMINAL CONFERENCE ROOM #3

1. CALL TO ORDER AND ATTENDANCE

The June 26, 2014 regular meeting of the Board of Directors of the A.B. Won Pat International Airport Authority, Guam ("GIAA" or the "Authority") was called to order by Chairman Untalan at 3:10 p.m. at the GIAA Terminal Conference Room #3, 355 Chalan Pasaheru, Tamuning, Guam, 96913.

Directors Present:	**Offices or positions:**
Edward G. Untalan	Chairman
Martin Gerber	
Rosalinda A. Tolan	
Gurvinder Sobti	
Directors Absent:	
Jesus Q. Torres	Vice Chairman
Lucy M. Alcorn (Excused)	
GIAA Officials:	
Charles H. Ada II	Executive Manager
Carlos P. Bordallo	Acting Assistant Comptroller
Frank R. Santos	Business and Financial Consultant
Jean M. Arriola	Air Services Manager
Gerard Bautista	Air Terminal Manager
Benny Baza	Fire Chief
Victor Cruz	Engineer Supervisor
Ed Muna	Airport Operations Superintendent
Joseph G. Javellana	Program Coordinator IV
Janalynn Cruz Damian, Esq.	GIAA Legal Counsel

The Chairman welcomed the presence of Airport tenants, stakeholders, and members of the public who are noted in a sign-in sheet made as an attachment to these minutes.

2. APPROVAL OF AGENDA

The Chairman asked if there were any changes to the agenda. No changes were requested. On motion duly made by Director Tolan, seconded by Director Sobti, the agenda as presented was unanimously approved.

3. APPROVAL OF MINUTES

A. May 29, 2014 Regular Meeting

The next item on the agenda was approval of the minutes of the May 29, 2014 regular meeting.

On motion duly made by Director Tolan, seconded by Director Sobti, the following resolution was unanimously approved:

Resolution No. 14-43

The Board hereby approves the minutes of the May 29, 2014 regular meeting, subject to corrections.

4. CORRESPONDENCE

The next item on the agenda was Correspondence.

The first matter discussed was a letter addressed to the Executive Manager from Richards & Associates. The law firm, which is based in Florida and represents Star Marianas Air, Inc., was inquiring on operations out of the small commuter terminal. The Executive Manager informed the Board that the FAA is aware of the inquiry, and that talks with the FAA concerning the inquiry is anticipated.

5. OLD BUSINESS

The next item on the agenda was Old Business.

A. Status of Capital Improvement Projects

The first matter discussed was the Status of Capital Improvement Projects. Mr. Frank Santos, Business and Financial Consultant, presented three (3) schedules to the Board for review. The first schedule presented was the UDO (Undistributed Obligations Analysis). Mr. Santos provided updates relative to ongoing FAA projects, to include the procurement of the ARFF fire fighting truck, the contract has been executed and GIAA is currently waiting for the notice to proceed from the FAA. The expected time span will

be one (1) year for production and delivery. Mr. Santos announced that GIAA had been given a green rating from the FAA for moving quickly with 2013 grants. Mr. Santos announced that all grants are moving forward, the only grant that GIAA will request an extension for will be the Noise Mitigation Measures, which is a grant from 2010. The reason for the extension is that GIAA will be able to do sound insulation on approximately ten (10) to fifteen (15) additional homes. Discussion followed relative to the Noise Mitigation project.

Reporting on Bond projects, Mr. Santos provided an update on the International Arrivals Corridor project, stating that a workable concept by E&A and Gensler has been reviewed and will be formally presented to the Board and stakeholders in mid-July, at which time the cost estimate will be provided. Mr. Santos went on to provide an update to the Board on the Hold Bag Screening Relocation project.

Mr. Santos went on to inform the Board of Management's request to consider a transfer of $2M from the Unencumbered Proceeds to BAR Insurance/Soft Costs, which is for Builders All Risk insurance and Administrative Costs. Discussion followed relative to insurance.

Chairman Untalan inquired on the Arts Program. Mr. Santos offered a brief update.

Discussion referred back to the Builders All Risk insurance, with Director Gerber expressing his concern with transferring money from the Unencumbered Proceeds. Mr. Santos reassured the Board, stating that the $2M is an allowance, and not a true cost. Director Gerber inquired if this decision needed to be made today, and requested that the Board spend a little more time deciding.

Mr. Santos announced that there are no changes with the balances for the Capital Improvement Fund schedule as it is yet to be updated. Mr. Carlos Bordallo, Comptroller, added that it is near completion. Chairman Untalan inquired that with the amount of the projects on the table currently, and the fact that the balances are not available, who will be accounting for all of the monies. Mr. Santos replied that with the Bond monies as well as the federal projects there are no issues, the FAA grants are coming in based on a draw down to the FAA. Chairman Untalan stated that there is constant reporting or requesting for a draw down, and asked why it is so difficult for the capital improvement fund to be accounted for. Mr. Bordallo replied that it would be completed. The Chairman expressed the importance of the Board knowing what the balances are. Discussion followed relative to projects on the Capital Improvement Fund schedule.

B. Approval of Board Resolution No. 14-42: Authorizing Signatories on GIAA's Bank Accounts

The second matter discussed was the authorization of signatories on GIAA's Bank accounts. Ms. Jean Arriola, Air Services Manager, informed the Board that the resolution basically is a correction to include Chairman Untalan as a signatory, and went on to inform the Board of the other significant changes.

After further discussion, on motion duly made by Director Gerber, seconded by Director Sobti, the following resolution was unanimously approved:

Resolution No. 14-42

WHEREAS, the ANTONIO B. WON PAT INTERNATIONAL AIRPORT AUTHORITY, GUAM ("GIAA" or the "Authority")has several bank accounts and desires to designate the individuals authorized to execute checks, drafts, or other orders for and on behalf of GIAA.

NOW, THEREFORE, BE IT RESOLVED, that the Board of Directors of GIAA hereby designates two of the following individuals together to execute checks, drafts, or other orders for and on behalf of GIAA:

1. Charles H. Ada II; Executive Manager
2. Pedro R. Martinez, Deputy Executive Manager
3. Edward G. Untalan, Chairman of the Board
4. Jean M. Arriola, Airport Services Manager
5. Carlos B. Bordallo, Comptroller; and
6. Antoniette L. Bautista, General Accounting Supervisor
7. Barbara Limtiaco, General Accounting Supervisor

BE IT RESOLVED FURTHER, that one of the two signatories must include any one of the following: the Chairman, the Executive Manager, the Deputy Executive Manager; or the Comptroller.

BE IT RESOLVED FURTHER, that the authority of the above-designated individuals to execute checks, drafts, or other orders for and on behalf of GIAA shall be limited only to authorized expenditures of GIAA and as is consistent with the execution of their respective duties, statutory or otherwise, as officers or directors of GIAA.

BE IT RESOLVED FURTHER, that the designation of the above-named individuals supersedes all prior designations by the Board of Directors of GIAA on file at all banking institutions at which GIAA maintains its accounts.

6. NEW BUSINESS

The next item on the agenda was New Business.

A. Approval of Award - RFQ No. GIAA-001-FY14, Architectural/Engineering & Surveying Services Indefinite Delivery Indefinite Quantity Contract

The first matter discussed was the approval of award under the Request for Qualifications for Architectural/Engineering & Surveying Services Indefinite Delivery Indefinite Quantity Contract, RFQ No. GIAA-001-FY14 (the "RFQ"). The Executive Manager informed the Board that the RFQ solicited proposals from professional firms to provide architectural, engineering and surveying services for the terminal building and airport properties. A total of twenty-five (25) firms showed their interest by obtaining the RFQ package; however, twenty-two (22) firms responded by submitting their proposals before the established deadline. After receipt of all proposals, an Evaluation Committee was established to perform an independent evaluation of the proposals to determine the best qualified proposer. The proposals were evaluated based on the point system assigned for each criteria identified in the RFQ package. As a result of the evaluation committee's tabulation, the selected firms in order of their ranking are as follows:

1. Proposer U
2. Proposer H
3. Proposer T
4. Proposer C
5. Proposer K
6. Proposer J
7. Proposer S
8. Proposer L
9. Proposer M
10. Proposer B
11. Proposer A
12. Proposer G
13. Proposer N
14. Proposer O
15. Proposer E
16. Proposer R
17. Proposer D
18. Proposer Q
19. Proposer F
20. Proposer V
21. Proposer I
22. Proposer P

Management recommends the approval of the ranking results and the contract award to all Proposers for the Architectural/Engineering & Surveying Services Indefinite

Delivery Indefinite Quantity Contact subject to negotiations of fair and reasonable fees, on a per project and per service basis.

The Chairman inquired on the firm's specialties. Mr. Santos informed the Board that the Airport has previously contracted eighteen (18) of the twenty-two (22) firms directly. In terms of the disciplines, of the twenty two (22) firms, five (5) are strictly architects; five (5) are civil engineers; two (2) are electrical engineers; one (1) mechanical engineer; and one (1) firm is a land surveyor; nine (9) of the firms are multi-disciplined. All firms are licensed for civil, structural and construction management. Mr. Santos informed the Board that currently there are approximately twenty three (23) projects.

The Executive Manager added that with the number of projects on the books for this fiscal year, the RFQ will allow the Airport to simultaneously engage as many projects as possible without disrupting operations or customer service.

Chairman Untalan inquired on some of the projects which the firms will be working on. The Executive Manager responded stating that the escalators would be one of the immediate projects, another will be the project in regard to the small commuter terminal. Mr. Santos added that the RFQ contained a list of projects and it is not limited to the twenty three (23) projects; although Management's intent is to focus on the projects listed, which does not include FAA projects.

Director Gerber inquired on the firms with the same disciplines, and how will the Airport insure all firms are treated fairly. Mr. Santos responded, stating that the evaluation will dictate where each firm ranks, and assured the Board that all firms will be used. Director Gerber inquired if the FAA approves the RFQ. Mr. Santos replied that the previous Indefinite Delivery Indefinite Quantity included FAA projects, for this instance GIAA decided to remove those projects as the FAA requires an RFP as opposed to an RFQ. Discussion followed relative to disciplines and their ranking.

Chairman Untalan inquired if the RFQ had been reviewed by legal counsel. Mr. Santos responded confirming that legal counsel has reviewed all documents.

After further discussion, on motion duly made by Director Gerber, seconded by Director Tolan, the following resolution was unanimously approved:

Resolution No. 14-44

The Board hereby approves the ranking results and contract award to all Proposers for Architectural/Engineering & Surveying Services Indefinite Delivery Indefinite Quantity Contract, RFQ No. GIAA-001-FY14, subject to negotiation of fair and reasonable fees, on a per project and per service basis; and legal counsel review.

The Executive Manager announced to the Board the names of the proposers are as follows:

1. Proposer U - TRMA
2. Proposer H - SSFM
3. Proposer T - Duenas Camacho & Associates
4. Proposer C - N.C. Macario & Associates
5. Proposer K - E&A Engineers
6. Proposer J - Rim Architects
7. Proposer S - EMCE
8. Proposer L - EMPSCO
9. Proposer M - GMP
10. Proposer B - Coffman
11. Proposer A - WM Engineering
12. Proposer G - E.M. Chen & Associates
13. Proposer N - GHD
14. Proposer O - Architects Laguana, LLC
15. Proposer E - Architects Enrico Cristobal
16. Proposer R - J.T. Lizama & Associates
17. Proposer D - TG Engineers
18. Proposer Q - Lyon
19. Proposer F - Engineering Partners
20. Proposer V - Coeval Design
21. Proposer I - Serisola & Associates
22. Proposer P - 6GV Corporation

Discussion followed relative to the timeframe the projects will begin.

B. Approval of FAA Grant Agreement ($2,950,939.00) AIP Project No. 3-66-0001-089-2014 - Rehabilitate Runway 06/24R - Phase IV

C. Approval of FAA Grant Agreement ($1,556,987.00) AIP Project No. 3-66-0001-090-2014 - Install Instrument Landing System (ILS) Runway 06L - Phase III

The second matter discussed was FAA Grant Agreement, AIP Project No. 3-66-0001-089-2014, Rehabilitate Runway 06/24R, Phase IV, in the amount of $2,950,939.00. The Executive Manager informed the Board that this was an entitlement grant from the FAA. The total cost of the project is $15.9M, GIAA has received approximately $8M to date in addition to the $2,950,939.00. The Airport is currently starting the process of phases II and III. The project is expected to be completed by December 2015.

The third matter discussed was FAA Grant Agreement, AIP Project No. 3-66-0001-090-2014, Install Instrument Landing System (ILS) Runway 06L - Phase III, in the amount of $1,556,987.00. The Executive Manager informed the Board that this is also an entitlement grant from the FAA. The total cost of the project is $9.5M, GIAA has received approximately $7.7M to date. The Executive Manager reported that the project is complete but GIAA cannot activate the system until the runway rehabilitation project is complete.

After further discussion, on motion duly made by Director Tolan, seconded by Director Sobti, the following resolution was unanimously approved:

Resolution No. 14-45

The Board hereby approves FAA Grant Agreement, AIP Project No. 3-66-0001-089-2014, Rehabilitate Runway 06/24R, Phase IV in the amount of $2,950,939.00; and FAA Grant Agreement, AIP Project No. 3-66-0001-090-2014, Install Instrument Landing System (ILS) Runway 06L - Phase III in the amount of $1,556,987.00.

Mr. Santos informed the Board of an important note regarding the grants, stating that the grants are normally at a 90% FAA and 10% sponsor, however AIP Project No. 3-66-0001-089-2014, the first $2M will be at 100%, anything above $2M will be 90% FAA and 10% sponsor.

7. REPORT OF EXECUTIVE MANAGER

The next item on the agenda was the report of the Executive Manager.

The Executive Manager reported on various matters concerning airline and charter operations to include Dynamic Air operating its first of 39 round trip scheduled charters from Beijing to Guam and arrived on Saturday, June 21, 2014 at 10:50 a.m. United Airlines applied to the USDOT on May 28, 2014 for the authority to begin nonstop service between Guam and Shanghai, China.

GIAA participated in GHS/OCD's "Typhoon Pakyo Exercise", which simulated response and actions taken by all agencies in a pre-set scenario. The exercise is a seven day functional exercise that began June 19 and ran through June 25, 2014.

The Executive Manager reported that GIAA's Fiscal Year 2015 Financial Budget has been compiled. The preliminary budget will be distributed for signatory airline review, and discussion will be scheduled in late July or early August 2014.

Relative to Procurement, the Executive Manager announced that the submission deadline for the Purchase and Delivery of Police Package Motorcycles IFB is July 2, 2014;

and the submission deadline for the Purchase and Delivery of Crew/King Cab Vehicles IFB is June 27, 2014.

The Executive Manager announced that the 1st Cycle of ARFF Fire recruits graduated on June 20, 2014, at 9:00a.m. in a ceremony at the Sheraton Laguna Guam Resort. Governor Eddie Baza Calvo and Lieutenant Governor Ray Tenorio presented the Graduation Address to GIAA's fifteen (15) new fire fighters, with Judge Maria Cenzon administering the Fire Fighter's Oath. The first inspection was made of the new members of units A & B, and orders were given to the successful graduates. Chairman Untalan congratulated Fire Chief Benny Baza, stating that it's a great accomplishment.

8. REPORT OF THE COMPTROLLER

The next item on the agenda was the report of the Comptroller.

Mr. Carlos Bordallo, Comptroller, provided a report to the Board on the revenues and expenses of the Authority as of May 31, 2014. Mr. Bordalllo reported that year-to-date Total Signatory Revenues are above budgeted revenues by 1.1%, year-to-date Total Concession Revenues and Passenger Facility Charges are above budget estimates by 1.2% and 1.2%, respectively. Further, year-to-date Total Other Revenues, inclusive of non-signatory and non-airline revenues, are above the budget estimate by 4.7%. Year-to-date Total Operating Revenues Actual of $44.7M is 1.9% above the budget estimate of $43.9M. Year-to-date Total Operating Expenses are below budget by -10.6%. The actual year-to-date Net Revenues from Operations of $20.4M reflects an increase of 22.6% over the year-to-date budgeted amount of $16.6M. The Authority's year-to-date results for Debt Service Coverage is at 1.53 versus the requirement of 1.25.

Discussion followed relative to revenue from charter flights and account receivables.

Director Gerber inquired on power consumption. Mr. Santos provided the Board with a brief update relative to the Airport's power and water consumption, with discussion following relative to solar panels.

Chairman Untalan inquired on the FY2015 Budget. The Comptroller replied that the budget is required to be submitted to the Signatory Airlines by July 1, 2014. He added that tomorrow he should have some preliminary numbers. The Chairman inquired if the fifteen (15) new fire fighters were incorporated into the budget. The Comptroller replied yes.

Director Tolan inquired on GIAA's Police Division requesting for additional manpower. The Executive Manager responded that there were a number of positions that were announced and evaluated, therefore included in the budget.

9. EXECUTIVE SESSION

On motion duly made by Director Tolan, seconded by Director Gerber, at 4:35 p.m. the Board recessed regular session.

Upon written recommendation of counsel, the Board convened executive session at 4:44 p.m. to discuss pending litigation. On motion duly made by Director Tolan, seconded by Director Sobti, executive session adjourned at 5:03 p.m., at which time the Board reconvened the regular session.

10. PUBLIC COMMENTS

The next item on the agenda was Public Comments. Chairman Untalan called upon any public member wishing to make comments. There were none.

For the Board's information, Director Tolan provided the Board with a brief update relative to the finalization of the Signage Policy which was approved at the April 24, 2014 Board meeting, stating that there still are a number of minor details to be discussed.

11. ADJOURNMENT

There being no further business to address before the Board, on motion duly made by Director Tolan, seconded by Director Gerber, at 5:04 p.m., the meeting was adjourned.

Dated this 6th, day of August, 2014.

Attest:

Edward G. Untalan
Chairman

Gurvinder Sobti
Secretary

Prepared and Submitted By:

Amanda O'Brien-Rios
Corresponding Secretary

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BOARD OF DIRECTORS REGULAR MEETING

3:00 p.m., Thursday, June 26, 2014
GIAA TERMINAL CONFERENCE ROOM #3

Public Notice
First Notice:
Marianas Variety – June 19, 2014
Notice to Media – June 19, 2014

Second Notice:
Marianas Variety – June 24, 2014
Notice to Media – June 24, 2014

AGENDA

1. Call to Order and Attendance
2. Approval of Agenda
3. Approval of Minutes
   - **A.** May 29, 2014 Regular Meeting
4. Correspondence
5. Old Business
   - **A.** Status of Capital Improvement Projects
   - **B.** Approval of Board Resolution No. 14-42: Authorizing Signatories on GIAA's Bank Accounts
6. New Business
   - **A.** Approval of Award - RFQ No. GIAA-001-FY14, Architectural/Engineering & Surveying Services Indefinite Delivery Indefinite Quantity Contract
   - **B.** Approval of FAA Grant Agreement ($2,950,939.00) AIP Project No. 3-66-0001-089-2014 - Rehabilitate Runway 06L/24R - Phase IV
   - **C.** Approval of FAA Grant Agreement ($1,556,987.00) AIP Project No. 3-66-0001-090-2014 - Install Instrument Landing System (ILS) Runway 06L - Phase III
7. Report of Executive Manager
8. Report of the Comptroller
9. Executive Session
10. Public Comments
11. Adjournment

AMERICAN ASSOCIATION OF AIRPORT EXECUTIVES
AIRPORTS COUNCIL INTERNATIONAL
NASAO National Association of State Aviation Officials
TIACA THE INTERNATIONAL AIR CARGO ASSOCIATION

A.B. WON PAT INTERNATIONAL AIRPORT AUTHORITY, GUAM
BOARD OF DIRECTORS REGULAR MEETING
3:00 P.M., THURSDAY, JUNE 26, 2014
GIAA TERMINAL CONFERENCE ROOM #3

SIGN IN SHEET

	PRINT NAME	COMPANY/AGENCY
1.	JM Arriola	GIAA
2.	FRANK SANTOS	GIAA EPC
3.	FE SINEN	DENNYS
4.	J. CAZO	GIAA
5.	VICTOR J. CRUZ	GIAA
6.	J. L. JAVELANA	GIAA
7.	CHRIS ADA	GVA
8.	BENNY BAZA	AAFE
9.	EDWARD MUÑA	GIAA
10.	Annmarie Munn	AM HS.
11.	Jackson Tai	EVA
12.		
13.		
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UK says cyber-spies monitor Facebook use

LONDON (AP) –The U.K.'s electronic spy agency is legally allowed to track the online activities of millions of Britons who use U.S.-based platforms such as Facebook, Twitter and Google, Britain's top counter-terrorism official has said.

In a witness statement made public Tuesday, Office for Security and Counterterrorism chief Charles Farr said data sent on those services is classed as "external" rather than "internal" communications because the companies' servers are based outside Britain.

Amnesty International said that amounted to "industrial-scale intrusion," but Farr said this did not amount to mass surveillance because the vast majority of messages intercepted in this way are not read.

The distinction between external and internal interactions is significant because Britain's electronic intelligence agency, GCHQ, has broad powers to intercept communications outside the country, but needs a warrant and suspicion of wrongdoing to monitor domestic Internet traffic.

A broad definition of what constitutes "external" communications expands the amount of data GCHQ can scoop up to include the daily activities of millions of British Internet users.

In the first public explanation of the rules used by Britain's cyber-spies, Farr said emails sent between two people in Britain would usually be classed as internal even if they traveled by route outside the country. But Facebook and Twitter posts or searches on Google or YouTube that went to data centers outside the British Isles would fall under the external category.

Farr said data scooped up in this way "cannot be read, looked at or listened to" except in strictly limited circumstances. Rules exist to limit the way harvested data can be searched and how long it can be retained, but the full details of the regulations have never been made public.

"It is important to note the significant distinction between the act of interception itself, and a person actually reading, looking at or listening to intercepted material," Farr wrote.

Britain's Home Office confirmed the document was genuine. It was written in response to a legal action by civil liberties groups including Amnesty, Liberty, Privacy International and the American Civil Liberties Union, who are seeking to curb cyber-spying, and was published by the groups.

James Welch, legal director of Liberty, said Farr's document revealed that Britain's intelligence agencies "are operating in a legal and ethical vacuum."

"If there was any remaining doubt that our snooping laws need a radical overhaul there can be no longer," he said.

Simon McKay, a criminal lawyer and author of a leading textbook on covert policing, said Farr's statement provided a "lifting of the veil of secrecy" on spying.

"The statement admits GCHQ are routinely intercepting communications from what are commonly known as social networking sites," McKay said. "The suggestion that they do not monitor them is a little harder to swallow."

Britain's Home Office, which is responsible for security and counterterrorism, said it could not comment on an ongoing legal challenge.

The rights groups launched their legal action after leaks about cyber-snooping from former U.S. National Security Agency contractor Edward Snowden. He revealed details of a program called PRISM, which gives the NSA access to Internet companies' customer data, and a British operation, TEMPORA, that allows GCHQ to harvest data from undersea cables.

66 missing as migrants' boat sinks in Malaysia

KUALA LUMPUR, Malaysia (AP) – A wooden boat carrying 97 Indonesian migrants capsized and sank after leaving Malaysia's west coast, and rescuers scrambled to save 66 people still missing, Malaysia's maritime agency said Wednesday.

The boat sank shortly after midnight about 2 nautical miles (3.7 kilometers) from shore on the outskirts of Kuala Lumpur while trying to leave Malaysia illegally, said the agency's official, who declined to be named because he was not authorized to speak to the media.

He said that the Indonesians, including women and children, were believed to be heading home ahead of the start of the holy Muslim month of Ramadan.

Thirty-one people have been rescued so far, the official said. A ship and several boats were searching for survivors and a helicopter will soon be dispatched, he said.

No reason was immediately given for the accident.

Tens of thousands of Indonesians work illegally in plantations and other industries in Malaysia. They sometimes risk dangerous boat journeys to return home.

US seizes Benghazi suspect in deadly Libya attack

WASHINGTON (AP) – U.S. special forces seized a "key leader" of the deadly Benghazi, Libya, attack and he is on his way to face trial in the U.S. for the fiery assault that killed the U.S. ambassador and three other Americans, the Obama administration announced Tuesday. It was the first breakthrough in the sudden overseas violence in 2012 that has become a festering political sore at home.

President Barack Obama said the capture on Sunday of Ahmed Abu Khattala sends a clear message to the world that "when Americans are attacked, no matter how long it takes, we will find those responsible and we will bring them to justice."

As recently as last August, though, Abu Khattala told The Associated Press that he was not in hiding nor had he been questioned by Libyan authorities about the attack at the diplomatic compound. He denied involvement and said that he had abandoned the militia. Administration officials said Tuesday that despite his media interviews, he "evaded capture" until the weekend when military special forces, including members of the Army's elite Delta Force, nabbed him.

Whatever the path to his capture, he was headed for the United States to face what Obama called "the full weight of the American justice system." Obama called the Libyan an "alleged key leader" of the attack.

U.S. officials said Abu Khattala was being held on the Navy amphibious transport dock ship USS New York, which was in the Mediterranean Sea.



AP

President Barack Obama speaks about the capture of Libyan militant suspected of killing Americans in Benghazi, during his visit to TechShop in Pittsburgh, Pa., Tuesday, June 17.

Explosion hits World Cup viewing area in NE Nigeria

DAMATURU (Reuters) – An explosion tore through a venue in the northeast Nigerian town of Damaturu where fans had gathered to watch a World Cup soccer match on Tuesday, a police official said, declining to give further details.

Such assaults on the often-ramshackle television viewing centres have raised fears militant groups will target supporters gathering to cheer on the global soccer contests.

Several pickup trucks carrying bodies arrived at the nearby General Sani Abacha Specialist Hospital, a hospital source said, adding: "There are also many casualties in the emergency room."

It was not immediately clear if anyone had been killed, or how many people had been injured. A Reuters witness near the scene heard a loud boom, and some residents said they also heard a second explosion.

Police Commissioner Marcus Danladi confirmed the explosion, adding that police were still trying to gather information.

Damaturu is the capital of Yobe state, an area that has been devastated by attacks from militant Islamist group Boko Haram, which in April abducted more than 200 girls from a school in neighbouring Borno state.

The Nigerian government has advised residents to avoid gathering in public to watch the World Cup, concerned about possible attacks.

Earlier this month, a bomb blast targeting another informal venue in northeast Nigeria where soccer fans had gathered killed at least 14 people and wounded 12.

Such assaults on the often-ramshackle television viewing centres have raised fears militant groups will target supporters gathering to cheer on the global soccer contests.

Many fans in soccer-mad Africa rely on informal venues – often open-sided structures with televisions set up in shops and side streets – to watch live coverage of the sport.

Boko Haram – whose name roughly translates as "Western education is sinful" – has declared war on all signs of what it sees as corrupting Western influence.

The group has killed thousands since 2009 in its push to carve out an Islamic state in Nigeria's restive north.

괌한국부인회
The Korean Women's Association of Guam
P.O. BOX 9252 TAMUNING 96931 GUAM, USA

	Income	Expenses	Net Amount
Cash Balance 01 Jan. 2013			$1,345.00
Income Fundraising Activities	$99,165.00	$95,795.00	$3,370.00
Christmas Gala Fundraising			
Sandcastle			
Miscellaneous other Expenses		$ 2,641.39	
with Receipts			
Cash Balance 31 Dec. 2013			**$2,073.61**

Certifieid true and correct by: **Young K. Yi, *KWAG President***

The Honorable
EDDIE B. CALVO
Governor

The Honorable
RAY TENORIO
Lt. Governor

A.B. WON PAT
INTERNATIONAL AIRPORT AUTHORITY, GUAM

PUBLIC NOTICE

The Board of Directors of the A.B. Won Pat International Airport Authority, Guam (GIAA) will convene its **Regular Board meeting** on **Thursday, June 26, 2014 at 3:00 p.m.** in Terminal Conference Room No. 3. In addition to regular matters, pursuant to 5 G.C.A. §8111(c)(2), Executive Session will be held to discuss pending litigation to which GIAA is a party. Parking is available in the Public Parking Lot.

For special accommodations or agenda items, please call the Board Office at 642-4717/18.
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Doc. No. 35Gl-19-0628.*



Matt Weiss / Variety

The Korean-based Lotte Hotels & Resorts Co. took over the Aurora Resort & Spa. Lotte Hotel Guam is set to open soon.

Lotte Hotel Guam to open June 30

By Jasmine Stole
jasmine@mvguam.com
Variety News Staff

LOTTE Hotel Guam will open its doors next Monday, according to a statement from the hotel.

Representatives from the company were unavailable for comment yesterday, but the hotel company published the news online on June 19. The hotel had been expected to open last month, according to Variety files.

The Korean-based Lotte Hotels & Resorts Co. took over the Aurora Resort & Spa after it was shut down last summer.

The company calls its Guam hotel a 5-star hotel with prime beachfront property. It is located beside Hotel Nikko Guam in Tumon. The hotel has 18 stories, 222 guest rooms, and a multi-purpose banquet hall which can accommodate up to 350 guests, in addition to a conference room and three seminar rooms.

Lotte Hotel Guam will also offer a buffet restaurant called La Sienne, named after the river in France, as well as a bar and bakery.

An outdoor pool, a kids' room and a 24-hour fitness center are also located within the hotel property.

Lotte Hotel Guam is the first of the hotel chain properties to open on U.S. soil. The company also has hotels in Japan, Uzbekistan, Vietnam, Russia and Korea. Lotte Hotel has leased the property it sits on in Tumon from Aurora Resort for 20 years, Variety files state.

Lotte Hotels & Resorts is the hospitality branch of the Lotte Group which is the parent company of Lotte DFS. Lotte DFS is the new operator of retail concessions in the A.B. Won Pat International Airport.



Fishermen's group submits alternative fishing rights bill

By Louella Losinio
louella@mvguam.com
Variety News Staff

AFTER expressing displeasure at the stalled implementation of guidelines for the Indigenous Fishing Rights Act, the Guam Organization of Saltwater Anglers submitted an alternative bill to fast-track the process.

Sen. Rory Respicio, chairman of the human and natural resources committee, recently convened a status hearing on the proposed rules and regulations during which the organization proposed the alternative measure.

During the public hearing, GOSA President Tom Camacho submitted the draft bill called the Guam Fisheries Act of 2014 to the legislative committee. He said the measure was put together in 2010 by organizations such as the Guam Fishermen's Cooperative, Marianas Underwater Fishing Federation and GOSA.

> *"Part of the reason why this bill came to light is that we were looking at opportunities to allow access to safe fishing areas."*
> **– Tom Camacho, GOSA president**

"All of the members came to the table and said, 'you know we have to do something about this because the Department of Agriculture is running rampant.' There is no direction. We need to put a council together to guide them, to show them where they should be going," he said.

He said the bill provided an opportunity for the fishing community to get back to the table.

"Part of the reason why this bill came to light is that we were looking at opportunities to allow access to safe fishing areas," he said.

After the legislature passed P.L. 29-127 in December 2008, the department was supposed to develop and submit the rules and regulations, in accordance with the Administrative Adjudication Act, to the legislature 90 days after enactment.

Still waiting

But since then, the legislature is still waiting for the Department of Agriculture to submit the draft rules and regulations for the implementation of the legislation.

The latest status revealed that the department has not touched the 21st version of the proposed procedures since 2012.

P.L. 29-127 also mandates that the department obtain advice and input at all stages of development of the rules from an Indigenous Native Resources Task Force comprised of 10 representatives from Chamorro grassroots organizations.

Although a task force was initially convened for the development of the rules and regulations, the department has yet to discuss the current draft of the rules and regulations with the group.

Respicio asked if the marine resource management council proposed by the bill can be the one to develop the rules and regulations for the law.

Camacho said: "I can guarantee that if you look at its composition, it allows the indigenous grassroots to come to the table. It allows the fishing organizations to come to the table. It allows the governor to appoint. It allows more people that will be invited in a public forum to make these discussions. We are not government employees so we are not afraid."

Respicio assured the group that he will go over the bill as well as the alternate project – the culturally managed areas – proposed by the Department of Agriculture.

The Honorable
EDDIE B. CALVO
Governor

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MINUTES OF THE REGULAR MEETING OF THE BOARD OF DIRECTORS OF THE A.B. WON PAT INTERNATIONAL AIRPORT AUTHORITY, GUAM
Thursday, May 29, 2014, 3:00p.m.
GIAA TERMINAL CONFERENCE ROOM #3

1. CALL TO ORDER AND ATTENDANCE

The May 29, 2014 regular meeting of the Board of Directors of the A.B. Won Pat International Airport Authority, Guam ("GIAA" or the "Authority") was called to order by Chairman Untalan at 3:06 p.m. at the GIAA Terminal Conference Room #3, 355 Chalan Pasaheru, Tamuning, Guam, 96913.

Directors Present:	**Offices or positions:**
Edward G. Untalan	Chairman
Lucy M. Alcorn	
Rosalinda A. Tolan	
Gurvinder Sobti	
Directors Absent:	
Jesus Q. Torres (Excused)	Vice Chairman
Martin Gerber (Off-Island)	
GIAA Officials:	
Charles H. Ada II	Executive Manager
Ann Bautista	Acting Assistant Comptroller
Frank R. Santos	Business and Financial Consultant
Jean M. Arriola	Air Services Manager
Gerard Bautista	Air Terminal Manager
Benny Baza	Fire Chief
Victor Cruz	Engineer Supervisor
Ed Muna	Airport Operations Superintendent
Franklin Taitano	Procurement Supervisor
Joseph G. Javellana	Program Coordinator IV
Janalynn Cruz Damian, Esq.	GIAA Legal Counsel

The Chairman welcomed the presence of Airport tenants, stakeholders, and members of the public who are noted in a sign-in sheet made as an attachment to these minutes.

At this time Chairman Untalan announced that Director Sonny Ada regrettably will not be renewing his term with the Airport due to personal reasons. The Chairman stated that it is a great loss to the GIAA Board of Directors, however with the remaining Directors carrying the load the Board will certainly be able to proceed.

2. APPROVAL OF AGENDA

The Chairman asked if there were any changes to the agenda. No changes were requested. On motion duly made by Director Tolan, seconded by Director Sobti, the agenda as presented was unanimously approved.

3. APPROVAL OF MINUTES

A. April 24, 2014 Regular Meeting

The next item on the agenda was approval of the minutes of the April 24, 2014regular meeting. Director Tolan requested that the minutes state that she had thanked Management and employees for attending both the swearing in ceremony and the confirmation hearing.

Chairman Untalan requested for clarification relative to the 10% effort as stated in the minutes for the International Arrivals Corridor project. Mr. Frank R. Santos, Business and Financial Consultant, responded stating that it is a 10% design effort.

On motion duly made by Director Tolan, seconded by Director Alcorn, the following resolution was unanimously approved:

Resolution No. 14-38

The Board hereby approves the minutes of the April 24, 2014 regular meeting, subject to corrections.

4. CORRESPONDENCE

The next item on the agenda was Correspondence.

The first matter discussed was email correspondence from Senator Michael San Nicolas to the Executive Manager in reference to a scheduled legislative roundtable discussion relative to the Airport's ground transportation operations. The Executive Manager informed the Board that Management reviewed the current policies which are in need of being updated. With regard to the Airport's current operating standards, the Airport has three (3) vendors at this time as opposed to one (1) when the policies were written. The Executive Manager announced that the roundtable discussion is scheduled for June

4, 2014 at 2:00 p.m., and added that hopefully Management could provide the Board with a draft update before that date. The Executive Manager went on to inform the Board that the FAA has been briefed on the matter and is quite concerned. He added that Management is committed to sharing the draft plan with the FAA, and all communications and any decisionson the matter moving forward with the Board.

The Chairman announced that he would like to attend the roundtable discussion. The Chairman noted that the perception is the Airport is constantly making a lot of money, however,for the last five (5) years it has been the grants that have helped the Airport's assets grow. With the grants slowly decreasing, the effort now needs to be focused on the development of real property and the five (5) year limitation is a hindrance. Discussion ensued relative to the scheduled roundtable discussion.

5. OLD BUSINESS

The next item on the agenda was Old Business.

A. Status of Capital Improvement Projects

The first matter discussed was theStatus of Capital Improvement Projects. Mr. Frank Santos presented three (3) schedules to the Board for review. Mr. Santos informed the Board that based on the passenger count from two (2) years ago, GIAA is limited to receive an amount of $4.5M in "entitlements". The discretionary money will be directed to two (2) projects, the Instrument Landing System ("ILS"), and Rehabilitate Runway 6L/24R. Mr. Santos went on to provide updates relative to the Undistributed Obligations (UDO)Analysis.

Moving on to the second schedule, the Bond Projects, Mr. Santos announced that majority of these projects are pending theIndefinite Delivery Indefinite Quantity ("IDIQ") RFQ solicitation. Mr. Santos announced that twenty-one (21) firms have submitted proposals and hopefully by the next Board meeting all of the evaluations should be completed. Discussion followed relative to the RFQ and who is to oversee the project.

Mr. Santos provided updates to the Board to include the draft for the 10% design effort for the International Arrivals Corridor. The Airport will do an advance review and present it to the Board at the next meeting. The next largest project is the Hold Bag Screening Relocation. The notice to proceed has been issued and is scheduled to be completed by April 2015. Discussion ensued relative to the timeline.

Reporting on the Passenger Loading Bridges, Mr. Santos announced the seventeen (17) pre-conditioned air units and the seventeen (17) ground power units that have been installed and operating since May 27, 2014, the warranty began the day after. All the

units previously leased for over $300,000.00 per year may be returned back to the owner. Director Sobti inquired on how long the units had been leased. Mr. Frank Santos responded two (2) years.

Mr. Santos added that in regard to the Bond Projects, Management had contemplated replacing five (5) loading bridges, however, that option is being revisited and Management would like to proceed with a plan to refurbish fifteen (15) loading bridges, excluding Gate 18 which was already refurbished, and Gate 21, which procurement is a tabled item from the January 15, 2014 special meeting. The procurement for Gate 21 is recommended for a sole source procurement with JBT AeroTech Jetway Systems, the manufacturer of the existing passenger loading bridges. Mr. Santos noted the concerns raised in the January special meeting with regard to the replacement of Gate 21 being sole sourced.With the fact that Management was planning to purchase more, Management agreed with the concerns raised. Since that time Management has determined that the life span of the remaining bridges may be increased by five (5) to ten (10) years based on a refurbishment program as opposed to full replacement.

Director Alcorn inquired on the cost of full replacement. Mr. Santos responded, stating that based on the quote for Gate 21, full replacement would cost the Airport $855,495.00. Director Sobti inquired on the cost to refurbish and the life span after refurbishment. Mr. Santos replied the that the cost is approximately $200,000.00 each, and with regard to life span, the older bridges would last possibly five (5) to ten (10) years, the newer bridges ten (10) years. Discussion followed relative to the process of refurbishing the bridges, with Mr. Gerard Bautista, Air Terminal Manager,informing the Board that refurbishing one bridge would take six (6) to seven (7) months.

Mr. Santos explained that Managements' recommendation is to refurbish fifteen (15) passenger loading bridges, which can be done through the current contract with JBT AeroTech. However, Management is requesting authorization to proceed with the procurement of Gate 21 replacement as that bridge had previously been worked on to try to extend the life span to three (3) years, but had died out before the three (3) years, and is now inoperable for safety reasons.

Chairman Untalan inquired on who will conduct the refurbishment. Mr. Santos responded, stating that the current contractor, JBT AeroTech, would conduct the refurbishment,however, it would be the local maintenance team. The Chairman inquired on the warranty, if any, associated with refurbishing. Mr. Santos stated that it depends. In terms of corrosion control,there would be no warranty, however, there would be a warranty for parts ordered. Brief discussion ensued relative to assessments.

The Chairman inquired on the amount appropriated for the loading bridges. Mr. Santos informed the Board $8.2M was appropriated from Bond monies of which $5.4M is left.

Director Alcorn inquired on the life span of a brand new loading bridge. Mr. Gerard Bautista responded that the life span goes up to over ten (10) years based on the elements, and explained the comparison between Guam and Hawaii.

Director Tolan inquired on the time line on the replacement of Gate 21. Mr. Santos replied six (6) to nine (9) months.

Discussion followed relative to the funding for the refurbishment, with Mr. Santos stating that Managements' intent is not to exceed the budget, to secure a savings in which all the bridges would receive a benefit of a face lift or increase the operational capacity, and use the savings to cover a potential shortfall with the International Arrivals Corridor project.

After further discussion, on motion duly made by Director Alcorn, seconded by Director Tolan, the following resolution was unanimously approved:

Resolution No. 14-39

The Board hereby approves Management's recommendation to proceed with the sole source procurement of the Replacement Passenger Loading Bridge for Gate 21 with JBT AeroTech Jetway Systems, subject to legal counsel review.

Mr. Santos went on to present the last schedule, the Capital Improvement Projects. Mr. Santos announced that Management has added two (2) projects to the listing for the Board to consider. The first project, Replace Terminal Roofing System in the amount of $1.6M. Mr. Santos informed the Board that the Airport has been experiencing prevalent leakage throughout the Terminal and the intent is to replace the entire roofing system.

The second project, Improve Arrival and Inspection Facilities in the amount of $2.5M, to enhance passenger facilitation through improvements to Customs and Border Protection ("CBP") area, Customs and Quarantine ("CQA") area of baggage claim, and the Arrivals Lobby. Mr. Santos expressed the urgency in enhancingthe CBP area as customers are experiencing a longer processing time. Discussion followed relative to CBP's personnel issues, and informed the Board of the Automated Passport Control kiosks to be included in the enhancements, allowing U.S. citizens who are members of the Global Entry program and non U.S. citizens who are members of ESTA to shorten their wait time in the CBP area. Mr. Santos informed the Board that with GIAA's size and number of passengers, the minimum number of kiosks required is twenty (20), and based on the only two (2) manufacturers' estimates in the United States, with the ESTA technology the cost will be approximately $1.1M for the twenty (20) kiosks. Management will prepare the specifications and do the studies before coming back to the Board for approval. The authorization from the Board would be just to establish the two (2) projects as part of the Capital Improvement Projects.

The Chairman inquired on which of the projects on the list were active and the funding amount for the two (2) projects. Mr. Santos responded stating that all of the projects listed are active, and went on to explain the funding process for this list. Discussion followed relative to funding and timelines, with Mr. Santos informing the Board that by the next Board meeting he will provide an updated list of balances along with a list of prioritized active projects.

Director Tolan requested an update for the bathroom renovations. Mr. Gerard Bautista gave a brief update as requested.Chairman Untalan further requested for a list of the funds available.

After further discussion, on motion duly made by Director Sobti, seconded by Director Tolan, the following resolution was unanimously approved:

Resolution No. 14-40

The Board hereby approves Management's recommendation to include two (2) projects to the Capital Improvement Projects listing- (1) Replace Terminal Roofing System in the amount of $1.6M, and (2) Improve Arrival and Inspection Facilities in the amount of $2.5M, both subject to funding availability.

6. NEW BUSINESS

The next item on the agenda was New Business.

A. Approval of Award - IFB No. GIAA-C01-FY14, Demolition and Remediation of Various Airport Facilities - Phase II

The first matter discussed was the approval of award under the Invitation for Bid for Demolition and Remediation of Various Airport Facilities - Phase II, IFB No. GIAA-C01-FY14 (the "IFB"). The Executive Manager informed the Board that the IFB solicited bids from firms to provide construction work inclusive of all labor, materials, supplies and equipment to demolish buildings. The project also includes remediation of lead and asbestos materials prior to the demolition work. Fourteen (14) firms/individuals purchased the bid packages and five (5) firms submitted bid proposals before the submission deadline. The firms were evaluated and all five (5) were determined to be responsible and responsive. The Executive Manager informed the Board that the lowest responsive, responsible total bid amount received is $363,205.90 or 58% below the government estimate of $873,256.00, submitted by Ian Corporation. Funding for this bid is available under AIP Grant Nos. 3-66-0001-81 and 82. Management recommends that the Board approve the contract award of $363,205.90 to Ian Corporation, who has been determined to have met the standards of responsibility and responsiveness outlined in the Guam Procurement Regulations, subject to review by legal counsel.

The Executive Manager informed the Board that Ian Corporation is the current vendor for the Demolition of the former GPD building, Phase I which is approximately 80% complete. The Executive Manager also added that FAA's Mr. Ron Simpson was very impressed during his visit to Guam with the current vendor and their demolition work with the former GPD building.

After further discussion, on motion duly made by Director Sobti, seconded by Director Alcorn, the following resolution was unanimously approved:

Resolution No. 14-41

The Board hereby approves the contract award for Demolition and Remediation of Various Airport Facilities - Phase II, IFB No. GIAA-C01-FY14 to Ian Corporation in the amount of $363,205.90, subject to review by legal counsel.

7. REPORT OF EXECUTIVE MANAGER

The next item on the agenda was the report of the Executive Manager.

The Executive Manager reported on various matters concerning airline and charter operations to include the meeting with Dynamic Air on April 28, 2014, where plans were finalized to operate non-stop regular flights between Guam and Beijing every five days beginning June 21, 2014. Dynamic Air's inaugural flight landed on Guam on January 29, with more than 200 people on board.

Philippine Airlines will be increasing operations from Manila to Guam beginning October 26, 2014, from five flights to seven flights weekly. This increases seat capacity by 300 weekly, and adds 29% more seat capacity annually, from 39,000 to 54,600 seats.

The Executive Manager reported that the FAA's Ron Simpson inspected Guam's facilities, toured capital improvement projects, and was fully briefed on significant Airport issues from May 19 to 21, 2014.GIAA and the FAA executed the "Land Use Change Authorization" for approximately 15.24 acres of property. The Authorization will permit GIAA to grant the Government of Guam a right-of-way easement for the construction of Phase I, Tiyan Parkway.

GIAA's Triennial Drill Exercise was held on May 22, 2014. GIAA fared well in the exercise with extensive participation from local and federal agencies that included the Guam Fire Department, Guam Police Department, Public Health & Social Services, Guam Memorial Hospital, Office of Homeland Security, Navy and Andersen Fire Departments, Naval Hospital, Transportation Security Administration, Guam Customs & Quarantine, and U.S. Customs & Border Protection as well as United Airlines, who played the role of the

distressed airline. The Executive Manager reported on a mishap that transpired during the exercise, which is under investigation.

On financial issues, GIAA's Fiscal Year 2015 Financial Budget is in development and will be presented to the Airlines no later than July 1, 2014.

A legislative roundtable discussion will convene on Wednesday, June 4, 2014, at 2:00 p.m. The Committee on Aviation, Ground Transportation, Regulatory Concerns, and Future Generations, will be inviting representatives from the Airport, as well as the various taxi and tour bus service providers, to discuss Passenger Arrival Transportation Services at the Airport.

Relative to Procurement, the Executive Manager announced that the submission deadline for the Insurance Consulting Services RFP was May 20, 2014; and the submission deadline for A/E and Surveying Services - Indefinite Delivery Indefinite Quantity RFQ was May 28, 2014.

The Executive Manager announced that a joint press conference was held on Friday, May 9, 2014 at the Governor's Office, with GIAA and GVB to announce China charters to be operated by Dynamic Air beginning June 2014.

A ribbon cutting ceremony for the USCBP Global Entry Program Office was held at the Airport on May 14, 2014. The first enrollee processed by the Guam office was Governor Eddie Baza Calvo.

The Executive Manager thanked all GIAA employees for their monetary donations and personal participation at the Relay for Life held Friday, May 23 2014 and recognizedthis year's coordinator, Ms. Lynette Okada-Muna, for her hard work and generosity.

Director Tolan requested for an update relative to Cebu Pacific. The Executive Manager gave a brief update.

Chairman Untalan inquired on the condition of the vehicles involved in the Triennial Drill Exercise incident. The Executive Manager responded stating that all vehicles are insured.The fire truck is useable however the K-9 unit vehicle is inoperative. Discussion followed relative to the incident with the Chairman stating that it was fortunate no one was injured and expressed the importance of the Exercise.

8. REPORT OF THE COMPTROLLER

The next item on the agenda was the report of the Comptroller. Ms. Ann Bautista, Acting Assistant Comptroller,provided a report to the Board on the revenues and

expenses of the Authority as of April 30, 2014. Ms. Bautista reported that year-to-date Total Signatory Revenues are above budgeted revenues by 2.4%, year-to-date Total Concession Revenues and Passenger Facility Charges are above budget estimates by 1.3% and 2.7%, respectively. Further, year-to-date Total Other Revenues, inclusive of non-signatory and non-airline revenues, are above the budget estimate by 3.2%. Year-to-date Total Operating Revenues Actual of $39.4M is 2.3% above the budget estimate of $36.5M. Year-to-date Total Operating Expenses are below budget by -8.1%. The actual year-to-date Net Revenues from Operations of $17.9M reflects an increase of 18.5% over the year-to-date budgeted amount of $15.1M. The Authority's year-to-date results for Debt Service Coverage is at 1.48 versus the requirement of 1.25.

Discussion followed relative to account receivables and net assets due to grants. The Chairman noted the importance of Division Heads attending Board meetings.

9. EXECUTIVE SESSION

Legal counsel announced that there will be no Executive Session.

10. PUBLIC COMMENTS

The next item on the agenda was Public Comments. Chairman Untalancalled upon any public member wishing to make comments. There were none.

For the Board's information, Director Tolan announced that she had attended the Airport's general employee meeting held on April 30, 2014 and informed the Board that she had advised all Division Heads to attend Board meetings so they are kept abreastofcurrent issues at the Airport and are able to inform their employees of any pertinent information. The Director also added that she informed employees if they have any concerns to first speak with their immediate supervisor, if still not satisfied, speak with Management or the Board.

11. ADJOURNMENT

There being no further business to address before the Board, on motion duly made by Director Alcorn, seconded by Director Sobti, at 4:43p.m., the meeting was adjourned.

Dated this _____, day of _____, 2014.

Attest:

Edward G. Untalan Chairman	Gurvinder Sobti Secretary

Prepared and Submitted By:

Amanda O'Brien-Rios
Corresponding Secretary

GIAA Program Status and UDO Analysis on Open AIP Grants

FY	Loc ID	Description	Grant #	Grant Amount	Balance as of 5/29/14	UDO	Balance as of 6/26/14	UDO	Comments
2010	GUM	Extend Runway 6L/24R - Phase 8	3-66-0001-72	$4,000,000	$0	0%	$0	0%	FCO
		Amendment No. 1 to AIP 72	*3-66-0001-72*	*$600,000*	$0	0%	$0	0%	FCO
2010	GUM	Rehabilitate Runway 6L/24R - Phase 1 (Design only)	3-66-0001-73	$1,500,000	$94,445	6%	$94,445	6%	
2010	GUM	Install Instrument Landing System (ILS) Runway 6L - Phase 1	3-66-0001-74	$2,172,362	$0	0%	$0	0%	FCO
		Amendment No. 1 to AIP 74	*3-66-0001-74*	$325,854	$0	0%	$0	0%	
2010	GUM	Noise Mitigation Measures for Residences w/n 65-69 DNL - Phase 6	3-66-0001-75	$2,000,000	$1,431,071	72%	$1,431,071	72%	
2010	GUM	Improve Airport Utility Infrastructure (Sewer & Storm Water Drainage) - Phase 1 (Design only)	3-66-0001-76	$1,550,000	$656,389	42%	$656,389	42%	
2010	GUM	Collect Airport Data for the Airports Geographic Information System (AGIS)	3-66-0001-77	$675,000	$0	0%	$0	0%	FCO
2010	GUM	Install Instrument Landing System (ILS) Runway 6L - Phase 2	3-66-0001-78	$4,827,638	$0	0%	$0	0%	FCO
2010	GUM	Conduct Environmental Assessment for Sewer and Storm water Drainage	3-66-0001-79	$700,000	$409,896	59%	$389,719	56%	Majority to be de-obligated
			Sub Total:	**$18,350,854**	**$2,591,801**	**14%**	**$2,571,624**	**14%**	
2011	GUM	Extend Runway 6L/24R - Phase 9	3-66-0001-80	$1,975,678	$0	0%	$0	0%	FCO
2011	GUM	Miscellaneous Airport Improvements - Phase 3	3-66-0001-81	$2,304,801	$1,831,348	79%	$1,720,836	75%	
2011	GUM	Miscellaneous Airport Improvements - Phase 4	3-66-0001-82	$1,400,000	$948,763	68%	$843,776	60%	
			Sub Total:	**$5,680,479**	**$2,780,111**	**49%**	**$2,564,612**	**45%**	
2012	GUM	Extend Runway 6L/24R - Phase 10	3-66-0001-83	$2,000,000	$0	0%	$0	0%	FCO
2012	GUM	Rehabilitate Runway 6L/24R - Phase 2	3-66-0001-84	$5,441,024	$2,232,849	41%	$2,033,049	37%	
			Sub Total:	**$7,441,024**	**$2,232,849**	**30%**	**$2,033,049**	**27%**	

UDO 6-26-14

GIAA Program Status and UDO Analysis on Open AIP Grants

FY	Loc ID	Description	Grant #	Grant Amount	Balance as of 5/29/14	UDO	Balance as of 6/26/14	UDO	Comments
2013	GUM	Extend Runway 06L/24R - Phase XI	3-66-0001-85	$2,005,605	$0	0%	$0	0%	FCO
2013	GUM	Rehabilitate Runway 06/24R - Phase 3	3-66-0001-86	$1,876,981	$1,582,576	84%	$1,582,576	84%	
2013	GUM	Acquire one (1) 3,000-gallon Aircraft Rescue & Fire Fighting (ARFF) Vehicle	3-66-0001-87	$1,017,000	$1,011,597	99%	$1,006,305	99%	
2013	GUM	Update Airport Master Plan Study	3-66-0001-88	$500,000	$134,879	27%	$134,879	27%	
			Sub Total:	**$5,399,586**	**$2,729,052**	**51%**	**$2,723,760**	**50%**	
2014	GUM	Rehabilitate Runway 06L/24R - Phase IV	3-66-0001-89	$2,950,939	-	-	$2,950,939	100%	
2014	GUM	Install Instrument Landing System (ILS) Runway 06L - Phase III	3-66-0001-90	$1,556,987	-	-	$1,556,987	100%	
			Sub Total:	**$4,507,926**	**-**	**-**	**$4,507,926**		
			GRAND TOTAL:	**$41,379,869**	**$10,333,813**	**25%**	**$14,400,971**	**35%**	

UDO 6-26-14

A.B. WON PAT INTERNATIONAL AIRPORT AUTHORITY, GUAM

SERIES 2013 BOND CAPITAL IMPROVEMENT PROJECTS

	Project Title	Total Project Cost	Federal Grants	Bond Proceeds	Balance as of 6/26/14	Purpose / Comments	Status
	PRIORITY 1						
1	International Arrivals Corridor with Building Seismic Upgrades	$53,900,000	$13,200,000	$40,577,495	53,777,494.87	Permanent solution to TSA mandate. 3rd level corridor for arrivals only with vertical circulation from gate groups. Must include seismic upgrades.	10% concepts revised. Presentations in July 2014.
2	Hold Bag Screening Relocation	$26,069,263	$24,899,330	$533,786	25,433,116.44	In-line bag screening with BHS. Check in capacity restored. Reduced costs for TSA and airlines.	Project Kick-off June 26, 2014.
3	SSCP Improvements	$3,100,000		$3,100,000	3,100,000.00	Increase security screening lanes and expand queuing area.	Pending IDIQ RFQ award.
4	FIDS Replacement	$5,000,000		$4,701,822	4,701,821.87	Replace obsolete and non-reliable system with multimedia multipurpose software/hardware.	Prioritized upgrades in progress.
5	Integrated PLB Replacement	$8,200,000	$2,000,000	$3,471,142	5,471,141.87	Replace 1 loading bridge and 34 power and pre-conditioned air point of use units. Other budget for refurbishment.	34 power and preconditioned air units - installation complete. Replacement loading bridge being ordered.
6	Common Use Check-In Facilities	$2,800,000		$2,800,000	2,800,000.00	Single airline check-in program with counter modifications and expanded use of kiosks. Avoids expanded building footprint.	Common use study for airline review and comment.
7	Fuel System Improvements	$1,000,000		$1,000,000	1,000,000.00	Improve fire suppression system and connections.	Improvements being handled through fuel system operator.
8	Parking Expansion	$7,400,000		$7,042,121	7,042,121.13	Single level parking deck over commercial vehicle area to replace capacity loss from expanded access road. Improves passenger service.	Preliminary engineering in progress. Designer pending IDIQ RFQ award.
9	Interisland Passenger Facility	$3,000,000		$3,000,000	3,000,000.00	Separate processing facility for domestic interisland operations. No CBP and minimal TSA inspections.	Planning session with CBP, TSA and Guam Customs followed by prospective users.
10	ARFF Facility Replacement	$11,600,000	$10,440,000	$748,514	11,188,513.88	Replace aged Navy structure with code compliant facility meeting FAA standards.	Preliminary engineering completed. Grant application to the FAA being prepared.
11	Cargo Apron Relocation	$7,700,000	$6,930,000	$633,550	$7,563,549.88	New cargo only apron adjacent to integrated air cargo facility. Hydrant fuel capability.	Preliminary engineering study and FAA grant application being updated.
12	Replace Terminal Seating	$3,500,000		$3,500,000	$3,500,000.00	Replace dilapidated seating and expand additional seating to other terminal areas.	Full re-upholstering of existing seating being evaluated. Architect under IDIQ RFQ for award.
	SUB TOTALS	$133,269,263	$57,469,330	$71,108,430	$128,577,760		

5/25/2014

A.B. WON PAT INTERNATIONAL AIRPORT AUTHORITY, GUAM

SERIES 2013 BOND CAPITAL IMPROVEMENT PROJECTS

	Project Title	Total Project Cost	Federal Grants	Bond Proceeds	Balance as of 6/26/14	Purpose / Comments	Status
				PRIORITY 2			
13	Access Control and Security Improvements	$4,000,000		$3,994,507	3,994,506.88	Replace security access control system with biometric system. Facility modifications as security solutions.	Pending IDIQ RFQ award
14	Terminal Flooring Replacement	$2,700,000		$2,700,000	2,700,000.00	Replace deteriorating tile surface with durable non-skid material with longer life cycle.	Pending IDIQ RFQ award
15	Upgrade Airport IT and FMS	$2,000,000		$1,668,389.84	1,668,389.84	Upgrade financial management system, add facility management GIS and improve infrastructure.	Partial upgrades completed.
16	Route 10A Landscape Component	$1,700,000		$1,700,000	1,700,000.00	Incorporate landscaping mediums consistent with DPW project to expand the Route 10A access roadways.	Pending IDIQ RFQ award
17	Enclose Arrival Tunnels	$1,200,000		$1,200,000	1,200,000.00	Increase arrivals lobby area through enclosing arrival tunnel with climate control. Adds commercial areas.	Pending IDIQ RFQ award
18	Replace Conveyance Systems	$2,600,000		$2,600,000	2,600,000.00	Replace with energy efficient equipment. Includes elevators, escalators and moving walks.	Pending IDIQ RFQ award
19	Strengthen and Expand Curbside Canopies	$2,800,000		$2,800,000	2,800,000.00	Expand departures curbside canopies for extended weather protection and security reinforcement.	Pending IDIQ RFQ award
20	Bar Insurance/Soft Costs	$2,000,000		$2,000,000	2,000,000.00	For Builders All Risk insurance and Administrative Costs.	
21	1% Arts Program	$639,000		$639,000	639,000.00		For further discussion with the Guam Council of the Arts & Humanities.
22	Unencumbered Proceeds	$14,271,067		$14,271,067	14,271,067.00		
	SUB TOTALS	$33,910,067	$0	$33,572,964	33,572,963.72		
	TOTALS	$167,179,330	$57,469,330	$104,681,394	$162,150,724		$5,028,606

6/26/2014

A.B. WON PAT INTERNATIONAL AIRPORT AUTHORITY, GUAM
CAPITAL IMPROVEMENT PROJECTS FOR FISCAL YEARS THROUGH 2014
CAPITAL IMPROVEMENT FUND

	PROJECT NAME	BUDGET	CIF	FEDERAL	BALANCE AS OF 1/30/14	DESCRIPTION AND NEED
1	Facilities Fire Alarm/Suppression System Replacement	2,700,000	2,700,000	-		Upgrade & improve fire alarm system for airport facilities
2	Upgrades to Public Restrooms - Phase 5A	600,000	600,000			Continue upgrades & improvements to airport facilities on phased-in basis
3	Sustainable Airport Management	300,000	300,000			Implement green initiatives for efficiency & environmental sustainability
4	Noise Mitigation Program 65 DNL & Higher - Phase 5	4,328,264	328,264	4,000,000		Implementation of findings under the Part 150 Noise Study (multi-year)
5	Maintenance Equipment	562,000	562,000			Airfield maintenance equipment & boom lifts
6	Airport Facilities Upgrades, Phased	2,300,000	2,300,000			Continue upgrades & improvements to airport facilities including restrooms
7	Vehicular Re-fleeting Program - Ph 2	650,000	650,000			Continue program to replace airport vehicular fleet for security, safety & support functions with emphasis on fuel efficiency
8	Extend Runway 6L/24R Completion on Part B	2,228,450	222,845	2,005,605		

A.B. WON PAT INTERNATIONAL AIRPORT AUTHORITY, GUAM
CAPITAL IMPROVEMENT PROJECTS FOR FISCAL YEARS THROUGH 2014
CAPITAL IMPROVEMENT FUND

	PROJECT NAME	BUDGET	CIF	FEDERAL	BALANCE AS OF 1/30/14	DESCRIPTION AND NEED
9	Rehabilitate Runway 6L/24R, Completion	4,500,000	450,000	4,050,000		Install new overlay on runway and shoulders, RWY 24L PAPI, Central Ave. closure
10	Acquire ARFF Truck/RIV - Pkg 2	1,390,000	139,000	1,251,000		Replacement of second ARFF truck and Rapid Intervention Vehicle
11	Painting & Exterior Surface Improvements to Terminal & Other Facilities		1,250,000			Repainting and surface improvements to key airport facilities after 10 years.
12	Upgrades to VQ-1 Hanger	500,000	500,000			Replace hangar door and upgrade roof and floor systems
13	Airfield Support Vehicles & Equipment	400,000	400,000			Maintenance of ramp lights, electrical and airfield lighting
14	Improve GSE & Technology Buildings	500,000	500,000			Improve roof systems and overhangs
15	Replace Terminal Roofing System	1,600,000	1,600,000			Mitigate prevalent leakage with roof replacement and crack repairs.
16	Improve Arrival and Inspection Facilities	2,500,000	2,500,000			Enhance passenger facilitation through improvements to CBP, CQA and public areas. Includes Automated Passport Control kiosks.
	Totals:	**$ 25,258,714**	**$ 15,202,109**	**$ 11,306,605**		

Note: All projects are subject to funding availability and FAA issuance of grant agreements. Excludes bond financed projects.

ANTONIO B. WON PAT INTERNATIONAL AIRPORT AUTHORITY, GUAM
BOARD OF DIRECTORS RESOLUTION NO. 14-42

RELATIVE TO AUTHORIZING SIGNATORIES
ON GIAA'S BANK ACCOUNTS

WHEREAS, the ANTONIO B. WON PAT INTERNATIONAL AIRPORT AUTHORITY, GUAM ("GIAA" or the "Authority") has several bank accounts and desires to designate the individuals authorized to execute checks, drafts, or other orders for and on behalf of GIAA.

NOW, THEREFORE, BE IT RESOLVED, that the Board of Directors of GIAA hereby designates two of the following individuals together to execute checks, drafts, or other orders for and on behalf of GIAA:

1. Charles H. Ada II; Executive Manager
2. Pedro R. Martinez, Deputy Executive Manager;
3. Edward G. Untalan, Chairman of the Board;
4. Jean M. Arriola, Airport Services Manager
5. Carlos B. Bordallo, Comptroller; and
6. Antoniette L. Bautista, General Accounting Supervisor
7. Barbara Limtiaco, General Accounting Supervisor

BE IT RESOLVED FURTHER, that one of the two signatories must include any one of the following: the Chairman, the Executive Manager, the Deputy Executive Manager; or the Comptroller.

BE IT RESOLVED FURTHER, that the authority of the above-designated individuals to execute checks, drafts, or other orders for and on behalf of GIAA shall be limited only to authorized expenditures of GIAA and as is consistent with the execution of their respective duties, statutory or otherwise, as officers or directors of GIAA.

BE IT RESOLVED FURTHER, that the designation of the above-named individuals supersedes all prior designations by the Board of Directors of GIAA on file at all banking institutions at which GIAA maintains its accounts.

DULY AND REGULARLY ADOPTED BY THE BOARD OF DIRECTORS OF THE ANTONIO B. WON PAT INTERNATIONAL AIRPORT AUTHORITY, GUAM AT THE JUNE 26, 2014 REGULAR BOARD MEETING.

_____ _____

EDWARD G. UNTALAN, Chairman **MARTIN J. GERBER**

ROSALINDA A. TOLAN

GURVINDER SOBTI

ATTEST:

GURVINDER SOBTI, Secretary

Antonio B. WonPat
INTERNATIONAL AIRPORT AUTHORITY, GUAM
BOARD OF DIRECTORS
EXECUTIVE SUMMARY

REQUEST FOR QUALIFICATIONS, RFQ NO. RFQ-001-FY14
ARCHITECTURAL/ENGINEERING & SURVEYING SERVICES
INDEFINITE DELIVERY INDEFINITE QUANTITY CONTRACT

June 26, 2014

Purpose

Board action is requested to approve the ranking results based on the evaluation process performed through the Request For Qualifications (RFQ) No. RFQ-001-FY14 for A/E & Surveying Services Indefinite Delivery Indefinite Quantity Contract.

Background

The referenced RFQ solicits proposals from professional firms to provide architectural and engineering & surveying services for the terminal building and airport properties.

Procurement Background

The above referenced RFQ was advertised in the local newspapers throughout the months of April & May 2014. The established deadline to submit the proposals was on May 28, 2014.

A total of twenty five (25) firms showed their interest by obtaining the RFQ package; however, twenty two (22) firms responded by submitting their proposals before the established deadline.

After receipt of all proposals, an Evaluation Committee was established to perform an independent evaluation of the proposals to determine the best qualified proposer. The proposals were evaluated based on the point system assigned for each criteria identified in the RFQ package.

The Evaluation Committee has completed their evaluations and the scores sheets were gathered and tabulated by Procurement Office. As a result, the selected firms in the order of their ranking are as follows:

1. Proposer U
2. Proposer H
3. Proposer T
4. Proposer C
5. Proposer K
6. Proposer J
7. Proposer S
8. Proposer L
9. Proposer M
10. Proposer B
11. Proposer A
12. Proposer G
13. Proposer N
14. Proposer O
15. Proposer E
16. Proposer R
17. Proposer D
18. Proposer Q
19. Proposer F
20. Proposer V
21. Proposer I
22. Proposer P

Legal Review

Upon Board approval, a standard professional services contract will be forwarded to Legal Counsel for review and approval as to form.

Financial Review

The A/E & Surveying Services Indefinite Delivery Indefinite Quantity Contract Agreement funding for this project is available under the CIF and the 2013 bon proceeds.

Recommendation

Management recommends the approval of the ranking results and the contract award to all **Proposers** for the A/E & Surveying Services Indefinite Delivery Indefinite Quantity Contract subject to negotiations of fair and reasonable fees, on a per project and per service basis.

A.B. WON PAT
INTERNATIONAL AIRPORT AUTHORITY, GUAM
ATURIDAT PUETTON BATKON AIREN GUAHAN ENTENASIONAT

P.O. Box 8770
Tamuning, GU 96931

Tel (671) 646-0300
Fax (671) 646-8823

www.guamairport.com

June 23, 2014

MEMORANDUM

TO: Charles H. Ada II, Executive Manager

FROM: Jose Onedera, Buyer Supervisor I

SUBJECT: Evaluation and Recommendation - Request For Qualifications (RFQ)
Architectural/Engineering & Surveying Services
Indefinite Delivery Indefinite Quantity Contract
RFQ No. RFQ-001-FY14

The referenced Request for Qualifications (RFQ) solicits interests from firms or individuals to provide professional services for the Architectural/Engineering & Surveying Services Indefinite Delivery Indefinite Quantity Contract. The advertisement for this RFQ was published in the local newspaper for the months of April & May 2014. The deadline to submit the proposals was on May 28, 2014.

Twenty Five (25) firms/individuals acknowledged receipt of the package and twenty two (22) firms submitted qualification documents before the submission deadline.

Evaluation and Selection

Pursuant to Section IX of the package, after receipt of all proposals, the GIAA Evaluation Committee conducted an independent evaluation for the purpose of selecting responsive and responsible offers based on the evaluation criteria. The committee which Management established to evaluate the firms' qualifications included the following:

a. Victor Cruz, Engineering Supervisor
b. Jean M. Arriola, Airport Services Manager
c. Frank Santos, Expansion Office
d. Larry Flores, Expansion Office

The committee completed their evaluation and the scores were tabulated as reflected on the attached summary worksheet. As a result of our tabulation, the firms selected in the order of their ranking are as follows:

1. Proposer U
2. Proposer H
3. Proposer T
4. Proposer C
5. Proposer K
6. Proposer J
7. Proposer S
8. Proposer L

9. Proposer M
10. Proposer B
11. Proposer A
12. Proposer G
13. Proposer N
14. Proposer O
15. Proposer E
16. Proposer R
17. Proposer D
18. Proposer Q
19. Proposer F
20. Proposer V
21. Proposer I
22. Proposer P

Recommendation

As a result of our review of the submitted required documents, all firms have been deemed to have met the standards of responsibility and responsiveness outlined in the Guam Procurement Regulations. Based on the RFP, the selection of the offerors shall be no less than 6 firms. The approval of the ranking results and the contract award to all 22 Firms is recommended, subject to negotiations of fair and reasonable fees on a per project and per service basis.

Should you have any questions or need to discuss this matter further, I am available at your request.

for **Jose Onedera**

APPROVED:

CHARLES H. ADA II
Executive Manager

Attachments

cc: Evaluation Committee
Procurement File

Antonio B. Won Pat
International Airport Authority, Guam

Evaluation Score Tally Sheet

A/E & SURVEYING SERVICES INDEFINITE DELIVERY INDEFINITE QUANTITY CONTRACT
RFQ NO. RFQ-001-FY14

NAME OF FIRM/PROPOSER	Evaluator 1		Evaluator 2		Evaluator 3		Evaluator 4		AVERAGE
	Score	Rank	Score	Rank	Score	Rank	Score	Rank	Rank
Proposer H	94	3.5	93	6.5	92	1.5	91	4	2
Proposer P	67	22	80	22	52	22	68	22	22
Proposer C	94	3.5	93	6.5	92	1.5	84	9	4
Proposer G	86	17	91	12.5	90	7.5	83	10	12
Proposer I	75	21	89	17.5	80	21	77	15	21
Proposer L	92	7.5	93	6.5	90	7.5	80	13	8
Proposer R	84	19	90	15.5	82	19	92	2.5	16
Proposer J	93	6	94	3.5	89	10.5	81	12	6
Proposer B	92	7.5	89	17.5	89	10.5	86	7	10
Proposer F	80	20	89	17.5	83	18	78	14	19
Proposer K	96	1.5	94	3.5	91	5.5	76	16	5
Proposer M	92	7.5	92	9.5	84	15.5	92	2.5	9
Proposer T	96	1.5	92	9.5	92	1.5	90	5	3
Proposer D	92	7.5	89	17.5	86	13.5	73	19	17
Proposer Q	87	16	92	9.5	84	15.5	69	21	18
Proposer V	85	18	88	21	81	20	82	11	20
Proposer E	88	14.5	91	12.5	86	13.5	85	8	15
Proposer O	88	14.5	91	12.5	84	15.5	87	6	14
Proposer N	92	7.5	90	15.5	90	7.5	75	17	13
Proposer U	94	3.5	94	3.5	91	5.5	93	1	1
Proposer A	91	12.5	95	1.5	89	10.5	71	20	11
Proposer S	91	12.5	95	1.5	92	1.5	74	18	7

Evaluators
No. 1: Jean M. Arriola
No. 2: Frank Santos
No. 3: Victor Cruz
No. 4: Larry Flores

A.B. WON PAT
INTERNATIONAL AIRPORT AUTHORITY, GUAM

MAJOR SHAREHOLDERS DISCLOSURE AFFIDAVIT

STATE OF HAWAII)
) s.s.
CITY & COUNTY OF HONOLULU)

I, the undersigned, Michael P. Matsumoto, being first duly sworn,
(A partner or officer of company of, etc.)
deposes and says:

1. That the persons who have held more than ten percent (10%) of the company's shares during the past twelve months are as follows:

Name	Address	Percentage of Shares Held	Date Shares Held
Michael P. Matsumoto	333 Kupu Place, Hono, HI 96817	24.96%	
Lee T. Takushi	5332 Poola St, Hono, HI 96821	24.96%	
Corey Matsuoka	2737 Dow St, Hono, HI 96817	10.40%	
		Total Number of Shares	69,600

2. Persons who have received or are entitled to receive a commission, gratuity or other compensation for procuring or assisting in obtaining business related to the proposal for which this Affidavit is submitted are as follows:

Name	Address	Amount of Gratuity or Other Compensation
none		

Further, affiant sayeth naught.

Date: 5/7/14

Signature of individual if bidder is a sole proprietorship; Partner, if the bidder is a partnership; Officer, if the bidder is a corporation.

Subscribed and sworn to before me this 7th day of May, 20 14.

Notary Public, State of Hawaii
Elizabeth I. Chikamori
My commission expires: 6/4/2016

ELIZABETH I. CHIKAMORI NOTARY 2000-245 PUBLIC STATE OF HAWAII

NOTARY CERTIFICATE (Hawaii Administrative Rules §5-11-8)
Document Identification or Description: Major Shareholder Affidavit for GIAA RFQ No. RFQ-001-FY14
Doc. Date: 5/7/14 No. of Pages: 1 Jurisdiction: First Circuit
Signature of Notary — Date of Certificate: 5/7/14
Elizabeth I. Chikamori
Printed Name of Notary

ELIZABETH I. CHIKAMORI NOTARY 2000-245 PUBLIC STATE OF HAWAII

THIS AFFIDAVIT MUST COMPLETED AND RETURNED IN THE ENVELOPE CONTAINING THE PROPOSAL

Doc. No. 35GL-19-0628 *

A.B. WON PAT
INTERNATIONAL AIRPORT AUTHORITY, GUAM

MAJOR SHAREHOLDERS DISCLOSURE AFFIDAVIT

TERRITORY OF GUAM)
) ss:
HAGÅTÑA, GUAM)

I, the undersigned, being first duly sworn,
(A partner or officer of company of, etc.)
deposes and says:

1. That the persons who have held more than ten percent (10%) of the company's shares during the past twelve months are as follows:

Name	Address	Percentage of Shares Held	Date Shares Held
GENERALISMO A. VILLAFLORES	139 P.G. Benavente St Dededo GU 96929	98%	8/03/11

9,800 shares
Total Number of Shares

2. Persons who have received or are entitled to receive a commission, gratuity or other compensation for procuring or assisting in obtaining business related to the proposal for which this Affidavit is submitted are as follows:

Name	Address	Amount of Gratuity or Other Compensation

Further, affiant sayeth naught.

Date: 5/15/14

Signature of individual if bidder is a sole proprietorship; Partner, if the bidder is a partnership; Officer, if the bidder is a corporation.

Subscribed and sworn to before me this 15th day of May 2014.

AE-HEE RHEE
NOTARY PUBLIC
In and for Guam, U.S.A.
My Commission Expires: Jan. 03, 2015
1270 N. Marine Drive #101, Tamuning, Guam 96913

By:
Notary Public
In and for the Territory of Guam
My commission expires 01/03/2015

THIS AFFIDAVIT MUST BE COMPLETED AND RETURNED IN THE ENVELOPE CONTAINING THE PROPOSAL.

Doc. No. 35GL-19-0628.*

A.B. WON PAT
INTERNATIONAL AIRPORT AUTHORITY, GUAM

MAJOR SHAREHOLDERS DISCLOSURE AFFIDAVIT

TERRITORY OF GUAM)
) ss:
HAGÅTÑA, GUAM)

Maria Cristina Esponilla
I, the undersigned, being first duly sworn,
(A partner or officer of company of, etc.)
deposes and says:

1. That the persons who have held more than ten percent (10%) of the company's shares during the past twelve months are as follows:

Name	Address	Percentage of Shares Held	Date Shares Held
Nemencio C. Macario	270 Guerrero Dr. Tamuning, Guam 96913	90%	

Total Numbers of Shares 90%

2. Persons who have received or are entitled to receive a commission, gratuity or other compensation for procuring or assisting in obtaining business related to the proposal for which this Affidavit is submitted are as follows:

Name	Address	Amount of Gratuity or Other Compensation
N/A		

Further, affiant sayeth naught.

Date: May 13, 2014

Signature of individual if bidder is a sole proprietorship; Partner, if the bidder is a partnership; Officer, if the bidder is a corporation.

Subscribed and sworn to before me this 13th day of May 2014

MANDI DANYLLE MUNOZ
NOTARY PUBLIC
In and for Guam, U.S.A.
My Commission Expires: April 02, 2016
P.O. Box 20701 Barrigada, Guam 96921

By: Maria Cristina Esponilla
Notary Public
In and for the Territory of Guam
My commission expires 04/02/2016

THIS AFFIDAVIT MUST BE COMPLETED AND RETURNED IN THE ENVELOPE CONTAINING THE PROPOSAL.

Doc. No. 35GL-19-0628.*

A.B. WON PAT
INTERNATIONAL AIRPORT AUTHORITY, GUAM

MAJOR SHAREHOLDERS DISCLOSURE AFFIDAVIT

TERRITORY OF GUAM)
) ss:
HAGÅTÑA, GUAM)

I, the undersigned, being first duly sworn,
(A partner or officer of company of, etc.)
deposes and says:

1. That the persons who have held more than ten percent (10%) of the company's shares during the past twelve months are as follows:

Name	Address	Percentage of Shares Held	Date Shares Held
Endymion M. Chen	Barrigada, Guam	70%	4/29/11
Alan C. Chen	Barrigada, Guam	20%	4/29/11

Total Number of Shares

2. Persons who have received or are entitled to receive a commission, gratuity or other compensation for procuring or assisting in obtaining business related to the proposal for which this Affidavit is submitted are as follows:

Name	Address	Amount of Gratuity or Other Compensation

Further, affiant sayeth naught.

Date:

Signature of individual if bidder is a sole proprietorship; Partner, if the bidder is a partnership; Officer, if the bidder is a corporation.

Subscribed and sworn to before me this 2nd day of May 2014

Y'BUENA A.B. QUINATA
NOTARY PUBLIC
In and for Guam, U.S.A.
My Commission Expires: Apr. 05, 2015
310 W. Route 8 Ste. 107 Barrigada, GU 96913

By:
Notary Public
In and for the Territory of Guam
My commission expires 04/05/2015

THIS AFFIDAVIT MUST BE COMPLETED AND RETURNED IN THE ENVELOPE CONTAINING THE PROPOSAL.

MAJOR SHAREHOLDERS DISCLOSURE AFFIDAVIT

TERRITORY OF GUAM)
)ss.
HAGÅTÑA, GUAM)

I, the undersigned, SANTIAGO S. SERISOLA, being first
(a partner or officer of the company of, etc.)
duly sworn, deposes and says:

1. That the persons who have held more than ten percent (10%) of the company's shares during the past twelve months are as follows:

Name	Address	Percentage of Shares Held	Date Shares Held
Santiago S. Serisola	175 Ababang Loop, Yigo, Guam	70	Aug. 24, 1998
Sedrick S. Serisola	P.O. BOx 24248, GMF, Guam	20	Aug. 24, 1998
Elisea S. Serisola	175 Ababang Loop, Yigo, Guam	10	Aug. 24, 1998
	Total number of Shares	20,000	

2. Persons who have received or are entitled to receive a commission, gratuity or other compensation for procuring or assisting in obtaining business related to the bid for which this Affidavit is submitted are as follows:

Name	Address	Amount of Commission Gratuity or other Compensation
N/A	N/A	N/A

Further, affiant sayeth naught.

Date: May 08, 2014

Signature of individual if bidder is a sole proprietorship; Partner, if the bidder is a partnership; Officer, if the bidder is a corporation.

Subscribed and sworn to before me this 8th day of May, 2014.

Notary Public
In and for the Territory of Guam
My commission expires January 9, 2016.

JACQUELINE M. CALVO
NOTARY PUBLIC
In and for Guam, U.S.A.
My Commission Expires: JAN. 09, 2016
Ste. 102 Bank Pacific Bldg.
166 W. Marine Corps Dr., Dededo, GU 96929

A.B. WON PAT
INTERNATIONAL AIRPORT AUTHORITY, GUAM

MAJOR SHAREHOLDERS DISCLOSURE AFFIDAVIT

TERRITORY OF GUAM)
) ss:
HAGÅTÑA, GUAM)

I, the undersigned, Carlito P. Acabado, being first duly sworn,
(A partner or officer of company of, etc.)

deposes and says:

1. That the persons who have held more than ten percent (10%) of the company=s shares during the past twelve months are as follows:

Name	Address	Percentage of Shares Held	Date Shares Held
Carlito P. Acabado	P.O. Box 3163, Hagatna, GU 96932	49%	9/1991
Gil V. Evangelista	749 N. Featherwood, Diamon Bar, CA 91765	49%	9/1991
	Total Number of Shares	98%	

2. Persons who have received or are entitled to receive a commission, gratuity or other compensation for procuring or assisting in obtaining business related to the proposal for which this Affidavit is submitted are as follows:

Name	Address	Amount of Gratuity or Other Compensation

Further, affiant sayeth naught.

Date: 5/19/14

Signature of individual if bidder is a sole proprietorship; Partner, if the bidder is a partnership; Officer, if the bidder is a corporation.

Subscribed and sworn to before me this 19 day of May 2014.

By:
Notary Public
In and for the Territory of Guam
My commission expires

ELIZABETH JEAN S. SANTOS
NOTARY PUBLIC
In and for Guam, U.S.A.
My Commission Expires: February 16, 2016
535 Chalan Pale Ramon Haya Yigo, Guam 96929

THIS AFFIDAVIT MUST BE COMPLETED AND RETURNED IN THE ENVELOPE CONTAINING THE PROPOSAL.

A.B. WON PAT
INTERNATIONAL AIRPORT AUTHORITY, GUAM

MAJOR SHAREHOLDERS DISCLOSURE AFFIDAVIT

TERRITORY OF GUAM)
) ss:
HAGÅTÑA, GUAM)

I, the undersigned, being first duly sworn,
(A partner or officer of company of, etc.)
deposes and says:

1. That the persons who have held more than ten percent (10%) of the company's shares during the past twelve months are as follows:

Name	Address	Percentage of Shares Held	Date Shares Held
Petronilo Q. Villaluz	P.O. Box 3928, Agana, GU	51%	March 30, 1987
Ernesto A. Capulong, Jr.	P.O. Box 8643, Tamuning, GU	24 1/2%	March 30, 1987
Reynaldo M.C. Arce	30 Antonio St., Dededo, GU	24 1/2%	March 30, 1987
		Total Number of Shares	100%

2. Persons who have received or are entitled to receive a commission, gratuity or other compensation for procuring or assisting in obtaining business related to the proposal for which this Affidavit is submitted are as follows:

Name	Address	Amount of Gratuity or Other Compensation

Further, affiant sayeth naught.

Date: 05 May 2014

Signature of individual if bidder is a sole proprietorship; Partner, if the bidder is a partnership; Officer, if the bidder is a corporation.

Subscribed and sworn to before me this day of .

AE-HEE RHEE
NOTARY PUBLIC
In and for Guam, U.S.A.
My Commission Expires: Jan. 03, 2015
1270 N. Marine Drive #101, Tamuning, Guam 96913

By: REYNALDO MC ARCE
Notary Public
In and for the Territory of Guam
My commission expires 01/03/2015

THIS AFFIDAVIT MUST BE COMPLETED AND RETURNED IN THE ENVELOPE CONTAINING THE PROPOSAL.

A.B. WON PAT
INTERNATIONAL AIRPORT AUTHORITY, GUAM

MAJOR SHAREHOLDERS DISCLOSURE AFFIDAVIT

TERRITORY OF GUAM)
) ss:
HAGÅTÑA, GUAM)

I, the undersigned, Timothy L. Armour, Managing Principal , being first duly sworn,
(A partner or officer of company of, etc.)
deposes and says:

1. That the persons who have held more than ten percent (10%) of the companyes shares during the past twelve months are as follows:

Name	Address	Percentage of Shares Held	Date Shares Held
Larry S. Cash	Anchorage, Alaska	45.17%	12/31/2008
David L. McVeigh	Anchorage, Alaska	10.08%	12/31/2008
		Total Number of Shares	55.25 %

2. Persons who have received or are entitled to receive a commission, gratuity or other compensation for procuring or assisting in obtaining business related to the proposal for which this Affidavit is submitted are as follows:

Name	Address	Amount of Gratuity or Other Compensation
Not Applicable		

Further, affiant sayeth naught.

Date: 5/27/14

Signature of individual if bidder is a sole proprietorship; Partner, if the bidder is a partnership; Officer, if the bidder is a corporation.

Subscribed and sworn to before me this 27th day of May, 2014.

SHELLEE SY JAVIER
NOTARY PUBLIC
In and for Guam, U.S.A.
My Commission Expires: Dec. 07, 2017

By: Shellee Sy Javier
Notary Public
In and for the Territory of Guam
My commission expires Dec. 07, 2017

THIS AFFIDAVIT MUST BE COMPLETED AND RETURNED IN THE ENVELOPE CONTAINING THE PROPOSAL.

A.B. WON PAT
INTERNATIONAL AIRPORT AUTHORITY, GUAM

MAJOR SHAREHOLDERS DISCLOSURE AFFIDAVIT

TERRITORY OF GUAM)
) ss:
HAGÅTÑA, GUAM)

I, the undersigned, being first duly sworn,
(A partner or officer of company of, etc.)
deposes and says:

1. That the persons who have held more than ten percent (10%) of the company's shares during the past twelve months are as follows:

Name	Address	Percentage of Shares Held	Date Shares Held
Wagdy A. Guirguis	733 Bishop St. #2900 Honolulu, HI 96813	45%	8/2009
Peter B. Melnyk	733 Bishop St. #2900 Honolulu, Hawaii 96813	45%	8/2009

2. Persons who have received or are entitled to receive a commission, gratuity or other compensation for procuring or assisting in obtaining business related to the proposal for which this Affidavit is submitted are as follows:

Name	Address	Amount of Gratuity or Other Compensation
None		

Further, affiant sayeth naught.

Date: 5/22/14

Signature of individual if bidder is a sole proprietorship; Partner, if the bidder is a partnership; Officer, if the bidder is a corporation.

Subscribed and sworn to before me this day of .

By:
Notary Public
In and for the Territory of Guam
My commission expires 7/2/16

THIS AFFIDAVIT MUST BE COMPLETED AND RETURNED IN THE ENVELOPE CONTAINING THE PROPOSAL.

Street Add: 355 Chalan Pasaheru, Tamuning, GU 96911 Mailing Add: P.O. Box 8770, Tamuning, GU 96931 Tel (671) 646-0300 Fax (671) 646-8823 www.airport.guam.net

Form MSD A-1

MARISOL G. TOBIAS
NOTARY PUBLIC
In and for Guam, U.S.A.
My Commission Expires: July 02, 2016
645 Rte. 1 S. Marine Corps Dr.
Tamuning, Guam 96913

A.B. WON PAT
INTERNATIONAL AIRPORT AUTHORITY, GUAM

MAJOR SHAREHOLDERS DISCLOSURE AFFIDAVIT

TERRITORY OF GUAM)
) SS.
HAGÅTÑA, GUAM)

I, the undersigned, Andrew T. Laguaña being first duly sworn,

(A partner or officer of company of, etc.)

deposes and says:

1. That the persons who have held more than ten percent (10%) of the company's shares during the past twelve months are as follows:

Name	Address	Percentage of Shares Held	Date Shares Held
Andrew T. Laguaña	162 W. Santa Barbara Ave. Dededo, GU 96929	51%	3/16/2009
JoAnn S. Laguaña	162 W. Santa Barbara Ave. Dededo, GU 96929	49%	3/16/2009

Total Number of Shares: N/A

2. Persons who have received or are entitled to receive a commission, gratuity or other compensation for procuring or assisting in obtaining business related to the proposal for which this Affidavit is submitted are as follows:

Name	Address	Amount of Gratuity or Other Compensation
(NONE)	(NONE)	(NONE)

Further, affiant sayeth naught.
Date: 5/28/2014

Signature of individual if bidder is a sole proprietorship; Partner, if the bidder is a partnership; Officer, if the bidder is a corporation.

Subscribed and sworn to before me this 28th day of May, 2014.

JENNIE G. DOMAOAL
NOTARY PUBLIC
In and for Guam, U.S.A.
My Commission Expires: October 02, 2014
111 Chalan Santo Papa Hagatna, GU 96910

Notary Public
In and for the Territory of Guam
My commission expires _____

THIS AFFIDAVIT MUST BE COMPLETED AND RETURNED IN THE ENVELOPE CONTAINING THE PROPOSAL.

A.B. WON PAT
INTERNATIONAL AIRPORT AUTHORITY, GUAM

MAJOR SHAREHOLDERS DISCLOSURE AFFIDAVIT

TERRITORY OF GUAM)
) ss:
HAGÅTÑA, GUAM)

I, the undersigned, being first duly sworn, JESS T. LIZAMA, PRESIDENT OF JESS T. LIZAMA & ASSOCIATES, INC.
(A partner or officer of company of, etc.)

deposes and says:

1. That the persons who have held more than ten percent (10%) of the company's shares during the past twelve months are as follows:

Name	Address	Percentage of Shares Held	Date Shares Held
Jesus T. Lizama	PO Box EK, Hagatna, GU 96932	49%	9/24/04
Victoria L.G. Lizama	PO Box EK, Hagatna, GU 96932	49%	9/24/04
		Total Number of Shares	98%

2. Persons who have received or are entitled to receive a commission, gratuity or other compensation for procuring or assisting in obtaining business related to the proposal for which this Affidavit is submitted are as follows:

Name	Address	Amount of Gratuity or Other Compensation
NONE		

Further, affiant sayeth naught.

Date: 5/23/2014

JESUS T. LIZAMA
Signature of individual if bidder is a sole proprietorship; Partner, if the bidder is a partnership; Officer, if the bidder is a corporation.

Subscribed and sworn to before me this 23rd day of May, 2014

By: JESUS T. LIZAMA
Notary Public
In and for the Territory of Guam
My commission expires 2/1/2015

SHEILA MARIE S. MANALOTO
NOTARY PUBLIC
In and for Guam, U.S.A.
My Commission Expires: Mar. 01, 2015
P.O. Box 11594 Yigo, Guam 96929

THIS AFFIDAVIT MUST BE COMPLETED AND RETURNED IN THE ENVELOPE CONTAINING THE PROPOSAL.

A.B. WON PAT
INTERNATIONAL AIRPORT AUTHORITY, GUAM

MAJOR SHAREHOLDERS DISCLOSURE AFFIDAVIT

TERRITORY OF GUAM)
) ss:
HAGÅTÑA, GUAM)

I, the undersigned, Ascencio R. Vicente being first duly sworn,
(A partner or officer of company of, etc.)
deposes and says:

1. That the persons who have held more than ten percent (10%) of the company's shares during the past twelve months are as follows:

Name	Address	Percentage of Shares Held	Date Shares Held
Ascencio R. Vicente	406 Jones Court Tamuning, GU 96913	99.75	1996-present
Leticia C. Vicente	406 Jones Court Tamuning, GU 96913	0.125	1996-present
Marianne C. Vicente	7820 Eastwood Rd., Colorado Springs Colorado 80919	0.125	1999-present
		Total Number of Shares	100

2. Persons who have received or are entitled to receive a commission, gratuity or other compensation for procuring or assisting in obtaining business related to the proposal for which this Affidavit is submitted are as follows:

Name	Address	Amount of Gratuity or Other Compensation
Dr. Judith Guthertz	Mangilao, Guam	TBD

Further, affiant sayeth naught.

Date: 05-21-2014

Signature of individual if bidder is a sole proprietorship; Partner, if the bidder is a partnership; Officer, if the bidder is a corporation.

Subscribed and sworn to before me this day of. May 20th, 2014

By:
Notary Public
In and for the Territory of Guam
My commission expires 06/13/15

THIS AFFIDAVIT MUST BE COMPLETED AND RETURNED IN THE ENVELOPE CONTAINING THE PROPOSAL.

JEANNETTE NICOLE ESPIRITU
NOTARY PUBLIC
In and for Guam, U.S.A.
My Commission Expires: June 13, 2015
645 Rte. 1 South Marine Corps Drive
Tamuning, Guam 96931

A.B. WON PAT
INTERNATIONAL AIRPORT AUTHORITY, GUAM

MAJOR SHAREHOLDERS DISCLOSURE AFFIDAVIT

TERRITORY OF GUAM)
) ss:
HAGÅTÑA, GUAM)

I, the undersigned, being first duly sworn, Officer of company
(A partner or officer of company of, etc.)
deposes and says:

1. That the persons who have held more than ten percent (10%) of the company's shares during the past twelve months are as follows:

Name	Address	Percentage of Shares Held	Date Shares Held
Coffman Engineers,	414 West Soledad Ave., Ste 903, Hagatna, GU 96910	33.4	5/28/2014
Setiadi Architects,	357 Rte 8, Mongmong-Toto-Maite, GU 96910	33.3	5/28/2014
AmOrient Engineering,	414 West Soledad Ave., Ste 906, Hagatna, GU 96910	33.3	5/28/2014

Total Number of Shares 100

2. Persons who have received or are entitled to receive a commission, gratuity or other compensation for procuring or assisting in obtaining business related to the proposal for which this Affidavit is submitted are as follows:

Name	Address	Amount of Gratuity or Other Compensation
N/A		

Further, affiant sayeth naught.

Date: May 28, 2014

Signature of individual if bidder is a sole proprietorship; Partner, if the bidder is a partnership; Officer, if the bidder is a corporation.

Subscribed and sworn to before me this day of . 28 May 2014

MARIA ROWENA RIVERA
NOTARY PUBLIC
In and for Guam, U.S.A.
My Commission Expires: July 02, 2016
P.O. Box 25561 Barrigada, Guam 96921

By:
Notary Public
In and for the Territory of Guam
My commission expires 07/02/16

THIS AFFIDAVIT MUST BE COMPLETED AND RETURNED IN THE ENVELOPE CONTAINING THE PROPOSAL.

A.B. WON PAT
INTERNATIONAL AIRPORT AUTHORITY, GUAM

MAJOR SHAREHOLDERS DISCLOSURE AFFIDAVIT

TERRITORY OF GUAM)
) ss:
HAGÅTÑA, GUAM)

I, the undersigned, John P. Duenas, being first duly sworn,
(A partner or officer of company of, etc.)
deposes and says:

1. That the persons who have held more than ten percent (10%) of the company=s shares during the past twelve months are as follows:

Name	Address	Percentage of Shares Held	Date Shares Held
John P. Duenas	238 E Marine Corps Dr. Ste. 201 Hagatna, GU 96910	79%	5/27/2014
	Total Number of Shares		79%

2. Persons who have received or are entitled to receive a commission, gratuity or other compensation for procuring or assisting in obtaining business related to the proposal for which this Affidavit is submitted are as follows:

Name	Address	Amount of Gratuity or Other Compensation
N/A	N/A	N/A

Further, affiant sayeth naught.

Date: 5/28/14

Signature of individual if bidder is a sole proprietorship; Partner, if the bidder is a partnership; Officer, if the bidder is a corporation.

Subscribed and sworn to before me this day of . May 28, 2014

ANN MARIE D. CRUZ
NOTARY PUBLIC
In and for Guam, U.S.A.
My Commission Expires: **Aug. 04, 2016**
P.O. Box 8354, Tamuning, Guam 96931

By:
Notary Public
In and for ~~the Territory of~~ Guam USA
My commission expires 8.4.2016

THIS AFFIDAVIT MUST BE COMPLETED AND RETURNED IN THE ENVELOPE CONTAINING THE PROPOSAL.

A.B. WON PAT
INTERNATIONAL AIRPORT AUTHORITY, GUAM

MAJOR SHAREHOLDERS DISCLOSURE AFFIDAVIT

TERRITORY OF GUAM)
) ss:
HAGÅTÑA, GUAM)

I, the undersigned, being first duly sworn,
(A partner or officer of company of, etc.)
deposes and says:

1. That the persons who have held more than ten percent (10%) of the company's shares during the past twelve months are as follows:

Michael W. Makio	Agana Heights, Guam	283 shares
H. Mark Ruth	Agana Heights, Guam	10 shares
Melet Santos	Barrigada, Guam	156 shares
Chona Cabedo	Dededo, Guam	10 shares
Richard Cody	Saipan	10 shares

2. Persons who have received or are entitled to receive a commission, gratuity or other compensation for procuring or assisting in obtaining business related to the proposal for which this Affidavit is submitted are as follows:

Name	Address	Amount of Gratuity or Other Compensation

Further, affiant sayeth naught.

Date: 5/22/2014

Signature of individual if bidder is a sole proprietorship; Partner, if the bidder is a partnership; Officer, if the bidder is a corporation.

Subscribed and sworn to before me this day of . May 22, 2014.

CHONA E. CABEDO
NOTARY PUBLIC
In and for Guam, U.S.A.
My Commission Expires: **JAN. 12, 2018**
P.O. Box EA Hagatna, GU 96932

By:
Notary Public
In and for the Territory of Guam
My commission expires

THIS AFFIDAVIT MUST BE COMPLETED AND RETURNED IN THE ENVELOPE CONTAINING THE PROPOSAL.

A.B. WON PAT
INTERNATIONAL AIRPORT AUTHORITY, GUAM

MAJOR SHAREHOLDERS DISCLOSURE AFFIDAVIT

TERRITORY OF GUAM)
) ss:
HAGÅTÑA, GUAM)

A bidder intends to participate in bid schedule for GIAA RFQ No. RFQ 001-FY14 on May 28, 2014

I, the undersigned, being first duly sworn,
(A partner or officer of company of, etc.)
deposes and says:

1. That the persons who have held more than ten percent (10%) of the company's shares during the past twelve months are as follows:

Name	Address	Percentage of Shares Held	Date Shares Held
Amor A. Pakingan	158 Jackson Street Barrigada, GU 96913	55%	2/20/2014
Francisco Z. Diamzon	~~383 Apusento Garden~~ Chalan Pago, GU 96913	20%	2/20/2014
Ponce Herradura	158 Jackson Street Barrigada, GU 96913	25%	~~2/20/2014~~

Total Number of Shares

2. Persons who have received or are entitled to receive a commission, gratuity or other compensation for procuring or assisting in obtaining business related to the proposal for which this Affidavit is submitted are as follows:

Name	Address	Amount of Gratuity or Other Compensation
N/A	N/A	N/A

Further, affiant sayeth naught.

FRANCISCO Z. DIAMZON

Date:

Signature of individual if bidder is a sole proprietorship; Partner, if the bidder is a partnership; Officer, if the bidder is a corporation.

Subscribed and sworn to before me this day of .

AE-HEE RHEE
NOTARY PUBLIC
In and for Guam, U.S.A.
My Commission Expires: Jan. 03, 2015
1270 N. Marine Drive #101, Tamuning, Guam 96913

By:
Notary Public
In and for the Territory of Guam
My commission expires 01/03/2015

THIS AFFIDAVIT MUST BE COMPLETED AND RETURNED IN THE ENVELOPE CONTAINING THE PROPOSAL.

A.B. WON PAT
INTERNATIONAL AIRPORT AUTHORITY, GUAM

MAJOR SHAREHOLDERS DISCLOSURE AFFIDAVIT

TERRITORY OF GUAM)
) ss:
HAGÅTÑA, GUAM)

I, Alex F. Andres, the undersigned, being first duly sworn,
(An officer of EMCE Consulting Engineers)
deposes and says:

1. That the persons who have held more than ten percent (10%) of the company's shares during the past twelve months are as follows:

Name	Address	Percentage of Shares Held	Date Shares Held
Victorio Reyes, Jr.	P.O. Box 8888 Tamuning, GU 96931	70.5	1/1981
Alex F. Andres	P.O. Box 8888 Tamuning, GU 96931	20	1/2004

Total Number of Shares: 100

2. Persons who have received or are entitled to receive a commission, gratuity or other compensation for procuring or assisting in obtaining business related to the proposal for which this Affidavit is submitted are as follows:

Name	Address	Amount of Gratuity or Other Compensation
NONE		

Further, affiant sayeth naught.

Date: 5/28/2014

Alex F. Andres
Signature of individual if bidder is a sole proprietorship; Partner, if the bidder is a partnership; Officer, if the bidder is a corporation.

Subscribed and sworn to before me this 28th day of May, 2014.

MARIA PAZ G. SAMPANG
NOTARY PUBLIC
In and for Guam, USA
My Commission Expires: September 09, 2017
184 Apacha Lane, Yigo, Guam 96929

By:
Notary Public MPG Sampang
In and for the Territory of Guam
My commission expires Sept. 9, 2017

THIS AFFIDAVIT MUST BE COMPLETED AND RETURNED IN THE ENVELOPE CONTAINING THE PROPOSAL.

MAJOR SHAREHOLDERS DISCLOSURE AFFIDAVIT

TERRITORY OF GUAM)
) ss:
HAGÂTÑA, GUAM)

I, the undersigned, **Ronald G. Gonzales, P.E., CFM, RME, Executive Vice President of LYON Associates, Inc.**, being first duly sworn, deposes and says:

1. That the persons who have held more than ten percent (10%) of the company's shares during the past twelve months are as follows:

Name	Address	Percentage of Shares Held	Date Shares Held
Frank E. Lyon, Jr.	21 Kaiholu Place, Kailua, Hawaii 96734	51%	Oct 1996
Frank James Lyon	21 Kaiholu Place, Kailua, Hawaii 96734	49%	Sep 2011
		Total Number of Shares	5,000

2. Persons who have received or are entitled to receive a commission, gratuity or other compensation for procuring or assisting in obtaining business related to the proposal for which this Affidavit is submitted are as follows:

Name	Address	Amount of Gratuity or Other Compensation

NOT APPLICABLE

Further, affiant sayeth naught.

Date: 05/12/14

Ronald G. Gonzales P.E., CFM, RME
Executive Vice President
LYON Associates, Inc.

Subscribed and sworn to before me this 12th day of May 2014.

ROXANNE L. HOCOG
NOTARY PUBLIC
In and for Guam, U.S.A.
My Commission Expires: Apr. 04, 2015
P.O. Box 8016 Tamuning, Guam 96931

By:
Notary Public
In and for the Territory of Guam
My commission expires April 04, 2015

THIS AFFIDAVIT MUST BE COMPLETED AND RETURNED IN THE ENVELOPE CONTAINING THE PROPOSAL

ARCHITECT ENRICO A. CRISTOBAL **AIA**
339 CHALAN SAN ANTONIO, STE.200, TAMUNING, GUAM 96913
t 671-649-4499 671-649-4498 • EACARCHITECT@GMAIL.COM
ARCHITECTURE • PLANNING • INTERIORS

MAJOR SHAREHOLDERS DISCLOSURE AFFIDAVIT

City of Hagåtña)
) ss:
Territory of Guam)

I, **ENRICO A. CRISTOBAL**, the undersigned, being first duly sworn, the sole proprietor of the firm Architect Enrico A. Cristobal, AIA, depose and say:

1. That the persons who have held more than ten percent (10%) of the company's shares during the past twelve months are as follows:

Name & Address	% of Shares Held	Date Shares Held
a. Enrico A. Cristobal 220 Carmen Memorial Drive, Tamuning	100%	May 2009

2. Persons who have received or are entitled to receive a commission, gratuity or other compensation for procuring or assisting in obtaining business related to the proposal for which this affidavit is submitted are as follows:

Name & Address	Amount of Gratuity or Other Compensation
a. None Applicable	

Further, affiant sayeth not.

Dated this 27th day of May, 2014.

Architect Enrico A. Cristobal, AIA

By: _____
Enrico A. Cristobal
Principal

Subscribed and sworn to before me this 27th day of May, 2014.

MICHICO JEAN BLAS LUJAN
NOTARY PUBLIC
In and for Guam, U.S.A.
My Commission Expires: Apr. 04, 2015
105 Tun Joe Domingo Ct.
Mangilao, Guam 96913

_____
NOTARY PUBLIC
My commission expires: April 04, 2015

Doc. No. 35GL-19-0628.*

A.B. WON PAT
INTERNATIONAL AIRPORT AUTHORITY, GUAM

MAJOR SHAREHOLDERS DISCLOSURE AFFIDAVIT

TERRITORY OF GUAM)
) ss:
HAGÅTÑA, GUAM)

I, the undersigned, being first duly sworn,
(A partner or officer of company of, etc.)
deposes and says:

1. That the persons who have held more than ten percent (10%) of the company's shares during the past twelve months are as follows:

Name	Address	Percentage of Shares Held	Date Shares Held
Tor Gudmundsen	PO Box 4565 Hagatna, GU 96932	100%	September 2000
	Total Number of Shares	100%	

2. Persons who have received or are entitled to receive a commission, gratuity or other compensation for procuring or assisting in obtaining business related to the proposal for which this Affidavit is submitted are as follows:

Name	Address	Amount of Gratuity or Other Compensation

Further, affiant sayeth naught.

Date:

Signature of individual if bidder is a sole proprietorship; Partner, if the bidder is a partnership; Officer, if the bidder is a corporation.

Subscribed and sworn to before me this day of .

By:
Notary Public Katherine A. Ho
In and for the Territory of Guam
My commission expires Nov. 23, 2015

KATHERINE A. HO NOTARY PUBLIC

THIS AFFIDAVIT MUST BE COMPLETED AND RETURNED IN THE ENVELOPE CONTAINING THE PROPOSAL.

Street Add: 355 Chalan Pasahetu, Tamuning, GU 96931 Mailing Add: P.O. Box 8770, Tamuning, GU 96931 Tel:(671) 646-0300 FAX(671) 646-8823 www.airport.guam.net

Form MSDA-1

KATHERINE A. HO
NOTARY PUBLIC
No. 11-0119P
In and for Guam, U.S.A.
P.O. Box 23981 GMF Barrigada, GU 96921
My Commission Expires: Nov. 23, 2015

A.B. WON PAT
INTERNATIONAL AIRPORT AUTHORITY, GUAM

MAJOR SHAREHOLDERS DISCLOSURE AFFIDAVIT

TERRITORY OF GUAM)
) SS:
HAGÅTÑA, GUAM)

I, the undersigned, William G. Miller, Jr., being first duly sworn, deposes and says:

1. That the persons who have held more than ten percent (10%) of the company's shares during the past twelve months are as follows:

Name	Address	Percentage of Shares Held	Date Shares Held
William G. Miller, Jr.	156 Apra Vista Ct., Santa Rita, GU 96915	80%	05/11/01
Marlon P. Notarte	196 Atdigun St., Mangilao, GU 96923	10%	05/11/01
Rowena C. Honculada	379 Lemon China St., Dededo, GU 96929	10%	05/11/01

Total Number of Shares: 3

2. Persons who have received or are entitled to receive a commission, gratuity or other compensation for procuring or assisting in obtaining business related to the proposal for which this Affidavit is submitted are as follows:

Name	Address	Amount of Gratuity or Other Compensation
N/A		

Further, affiant sayeth naught.

Date: 5/28/14

Signature of individual if bidder is a sole proprietorship; Partner, if the bidder is a partnership; Officer, if the bidder is a corporation.

Subscribed and sworn to before me this 28th day of MAY.

NAOMI D. CASTRO-MUNA
NOTARY PUBLIC
In and for Guam, U.S.A.
My Commission Expires: Nov. 10, 2016
139 Cushing Way Tumon, Guam 96913

By:

Notary Public:
In and for the Territory of Guam
My commission expires: Nov. 10, 2016

THIS AFFIDAVIT MUST BE COMPLETED AND RETURNED IN THE ENVELOPE CONTAINING THE PROPOSAL.

A.B. WON PAT
INTERNATIONAL AIRPORT AUTHORITY, GUAM

MAJOR SHAREHOLDERS DISCLOSURE AFFIDAVIT

TERRITORY OF GUAM)
) ss:
HAGÅTÑA, GUAM)

I, the undersigned, being first duly sworn,
(A partner or officer of company of, etc.)
deposes and says:

1. That the persons who have held more than ten percent (10%) of the company's shares during the past twelve months are as follows:

Name	Address	Percentage of Shares Held	Date Shares Held
Not Applicable. No one has held 10% of the company's share during the past twelve months or ever preceding the submission of the bid.			

Total Number of Shares

2. Persons who have received or are entitled to receive a commission, gratuity or other compensation for procuring or assisting in obtaining business related to the proposal for which this Affidavit is submitted are as follows:

Name	Address	Amount of Gratuity or Other Compensation
None.		

Further, affiant sayeth naught.

Date: 5-13-14

Paul K. Baron
Signature of individual if bidder is a sole proprietorship. Partner, if the bidder is a partnership; Officer, if the bidder is a corporation.

Subscribed and sworn to before me this 13th day of May 2014

MANDI DANYLLE MUNOZ
NOTARY PUBLIC
In and for Guam, U.S.A.
My Commission Expires: April 02, 2016
P.O. Box 20701 Barrigada, Guam 96921

By: Paul K. Baron
Notary Public
In and for the Territory of Guam
My commission expires 04/02/2016

THIS AFFIDAVIT MUST BE COMPLETED AND RETURNED IN THE ENVELOPE CONTAINING THE PROPOSAL.

A.B. WON PAT
INTERNATIONAL AIRPORT AUTHORITY, GUAM
JUN 24 2014
TIME: 1220 PM.
REC'D BY: AG

U.S Department
of Transportation
**Federal Aviation
Administration**

Western-Pacific Region
Airports District Office

300 Ala Moana Blvd., Rm. 7-128
Honolulu, HI 96850
Mail: Box 50244
Honolulu, HI 96850-0001
Telephone: (808) 541-1232
Facsimile: (808) 541-3566

June 16, 2014

Mr. Charles H. Ada II
Executive Manager
A. B. Won Pat Guam International
Airport Authority
P. O. Box 8770
Tamuning, GU 96931

Dear Mr. Ada:

We are enclosing two copies of the Grant Offer for Airport Improvement Program (AIP) Project No. 3-66-0001-089-2014 at Guam International Airport in Agana, Guam. This letter outlines expectations for success. Please read the conditions and assurances carefully.

To properly enter into this agreement, you must do the following:

- The official of the Sponsor authorized to accept the enclosed Grant Offer shall accept by signing said offer and inserting the date in the space provided under the "Acceptance" section. The Sponsor's attorney shall certify that the acceptance complies with all applicable laws and constitutes a legal and binding obligation of the Sponsor by executing the "Certificate of Sponsor's Attorney" section. The date of said certificate shall be the same as, or later than the date of acceptance. The grant execution, along with your attorney's certification, must be completed by July 10, 2014, in order for the grant to be valid.
- When the document is fully executed, certified, attested and appropriate seals are impressed, please return one (1) originally signed and dated copy of the executed Grant Agreement to this office. Retain the remaining copy for your files.

Subject to the requirements in 49 CFR 18.21, each payment request for reimbursement under this grant must be made electronically via the Delphi eInvoicing System.

Please note Grant Condition No. 4 requires you to complete the project without undue delay. We will be paying close attention to your progress to ensure proper stewardship of these Federal funds. **You are required to submit a payment request for reimbursement for allowable incurred project expenses every 30 days.**

Should you fail to make draws on a regular basis, your grant may be placed in "inactive" status which will impact future grant offers.

Until the grant is completed and closed, you are responsible for submitting formal reports as follows:

- A signed/dated SF-270 (non-construction projects) or SF-271 or equivalent (construction projects) and SF-425 annually, due 90 days after the end of each federal fiscal year in which this grant is open (due December 31 of each year this grant is open); and
- Quarterly Progress Reports due every quarter.

Once the project(s) is completed and all costs are determined, we ask that you close the project without delay and submit, as a minimum, the following:

- Sponsor Certification for Project Final Acceptance; and
- Summary of all change orders and summary of all testing; and
- Final SF-270 or SF-271 (or equivalent) and SF-425.

Steve Wong, (808) 541-1225, is the assigned program manager for this grant and is readily available to assist you and your designated representative with the requirements stated herein. We sincerely value your cooperation in these efforts and look forward to working with you to complete this important project.

Sincerely,

Steven Y. Wong
Acting Manager, Airports District Office

Enclosure

U.S. Department
of Transportation
Federal Aviation
Administration

GRANT AGREEMENT

PART I – OFFER

June 12, 2014
Date of Offer
Guam International
(herein called the "Airport")
3-66-0001-089-2014
Grant No
855035531
DUNS No

TO: **The A. B. Won Pat Guam International Airport Authority**
(herein called the "Sponsor")
FROM: **The United States of America** (acting through the Federal Aviation Administration, herein called the "FAA")

WHEREAS, the Sponsor has submitted to the FAA a Project Application dated February 18, 2010, for a grant of Federal funds for a project at or associated with the Guam International Airport, which is included as part of this Grant Agreement; and

WHEREAS, the FAA has approved a project for the Guam International Airport (herein called the "Project") consisting of the following:

Rehabilitate Runway 06L/24R – Phase IV

which is more fully described in the Project Application.

NOW THEREFORE, according to the applicable provisions of the former Federal Aviation Act of 1958, as amended and recodified, 49 U.S.C. 40101, et seq., and the former Airport and Airway Improvement Act of 1982 (AAIA), as amended and recodified, 49 U.S.C. 47101, et seq., (herein the AAIA grant statute is referred to as "the Act"), the representations contained in the Project Application, and in consideration of (a) the Sponsor's adoption and ratification of the Grant Assurances dated March 2014, and the Sponsor's acceptance of this Offer, and (b) the benefits to accrue to the United States and the public from the accomplishment of the Project and compliance with the Grant Assurances and conditions as herein provided,

THE FEDERAL AVIATION ADMINISTRATION, FOR AND ON BEHALF OF THE UNITED STATES, HEREBY OFFERS AND AGREES to pay, as the United States' share of the allowable costs incurred in accomplishing the Project, 100 percent of the first $2,000,000.00 of the allowable project costs incurred accomplishing the Project, and 90 percent of allowable costs thereafter.

This Offer is made on and **SUBJECT TO THE FOLLOWING TERMS AND CONDITIONS**:

CONDITIONS

1. **Maximum Obligation.** The maximum obligation of the United States payable under this Offer is $2,950,939.00. For the purposes of any future grant amendments which may increase the foregoing maximum obligation of the United States under the provisions of 49 U.S.C. 47108(b), the following amounts are being specified for this purpose:

   $ 0.00 for planning

   $ 2,950,939.00 for airport development or noise program implementation

2. **Ineligible or Unallowable Costs.** The Sponsor must not include any costs in the project that the FAA has determined to be ineligible or unallowable.

3. **Determining the Final Federal Share of Costs.** The United States' share of allowable project costs will be made in accordance with the regulations, policies and procedures of the Secretary. Final determination of the United States' share will be based upon the final audit of the total amount of allowable project costs and settlement will be made for any upward or downward adjustments to the Federal share of costs.

4. **Completing the Project Without Delay and in Conformance with Regulations.** The Sponsor must carry out and complete the project without undue delays and in accordance with this agreement, and the regulations, policies and procedures of the Secretary. The Sponsor also agrees to comply with the assurances which are part of this agreement.

5. **Amendments or Withdrawals before Grant Acceptance.** The FAA reserves the right to amend or withdraw this offer at any time prior to its acceptance by the Sponsor.

6. **Office Expiration Date.** This offer will expire and the United States will not be obligated to pay any part of the costs of the project unless this offer has been accepted by the Sponsor on or before July 10, 2014, or such subsequent date as may be prescribed in writing by the FAA.

7. **Improper Use of Federal Funds.** The Sponsor must take all steps, including litigation if necessary, to recover Federal funds spent fraudulently, wastefully, or in violation of Federal antitrust statutes, or misused in any other manner in any project upon which Federal funds have been expended. For the purposes of this grant agreement, the term "Federal funds" means funds however used or dispersed by the Sponsor that were originally paid pursuant to this or any other Federal grant agreement. The Sponsor must obtain the approval of the Secretary as to any determination of the amount of the Federal share of such funds. The Sponsor must return the recovered Federal share, including funds recovered by settlement, order, or judgment, to the Secretary. The Sponsor must furnish to the Secretary, upon request, all documents and records pertaining to the determination of the amount of the Federal share or to any settlement, litigation, negotiation, or other efforts taken to recover such funds. All settlements or other final positions of the Sponsor, in court or otherwise, involving the recovery of such Federal share require advance approval by the Secretary.

8. **United States Not Liable for Damage or Injury.** The United States is not responsible or liable for damage to property or injury to persons which may arise from, or be incident to, compliance with this grant agreement.

9. **System for Award Management (SAM) Registration And Universal Identifier.**

   A. Requirement for System for Award Management (SAM): Unless the Sponsor is exempted from this requirement under 2 CFR 25.110, the Sponsor must maintain the currency of its information in the SAM until the Sponsor submits the final financial report required under this grant, or receives the final payment, whichever is later. This requires that the Sponsor review and update the information at least annually after the initial registration and more frequently if required by changes in information or another award term. Additional information about registration procedures may be found at the SAM website (currently at http://www.sam.gov).

   B. Requirement for Data Universal Numbering System (DUNS) Numbers

      1. The Sponsor must notify potential subrecipients that it cannot receive a contract unless it has provided its DUNS number to the Sponsor. A subrecipient means a consultant, contractor, or other entity that enters into an agreement with the Sponsor to provide services or other work to further this project, and is accountable to the Sponsor for the use of the Federal funds provided by the agreement, which may be provided through any legal agreement, including a contract.

2. The Sponsor may not make an award to a subrecipient unless the subrecipient has provided its DUNS number to the Sponsor.
3. Data Universal Numbering System: DUNS number means the nine-digit number established and assigned by Dun and Bradstreet, Inc. (D & B) to uniquely identify business entities. A DUNS number may be obtained from D & B by telephone (currently 866–492–0280) or the Internet (currently at http://fedgov.dnb.com/webform).

10. **Electronic Grant Payment(s):** Unless otherwise directed by the FAA, the Sponsor must make each payment request under this agreement electronically via the Delphi eInvoicing System for Department of Transportation (DOT) Financial Assistance Awardees.
11. **Informal Letter Amendment of AIP Projects:** If, during the life of the project, the FAA determines that the maximum grant obligation of the United States exceeds the expected needs of the Sponsor by $25,000.00 or five percent (5%), whichever is greater, the FAA can issue a letter to the Sponsor unilaterally reducing the maximum obligation. The FAA can also issue a letter to the Sponsor increasing the maximum obligation if there is an overrun in the total actual eligible and allowable project costs to cover the amount of the overrun provided it will not exceed the statutory limitations for grant amendments. If the FAA determines that a change in the grant description is advantageous and in the best interests of the United States, the FAA can issue a letter to the Sponsor amending the grant description. By issuing an Informal Letter Amendment, the FAA has changed the grant amount or grant description to the amount or description in the letter.
12. **Air and Water Quality:** The Sponsor is required to comply with all applicable air and water quality standards for all projects in this grant. If the Sponsor fails to comply with this requirement, the FAA may suspend, cancel, or terminate this grant.
13. **Financial Reporting and Payment Requirements.** The Sponsor will comply with all federal financial reporting requirements and payment requirements, including submittal of timely and accurate reports.
14. **Buy American.** Unless otherwise approved in advance by the FAA, the Sponsor will not acquire or permit any contractor or subcontractor to acquire any steel or manufactured products produced outside the United States to be used for any project for which funds are provided under this grant. The Sponsor will include a provision implementing Buy American in every contract.
15. **Maximum Obligation Increase For Primary Airports.** In accordance with 49 U.S.C. 47108(b), as amended, the maximum obligation of the United States, as stated in Condition No. 1 of this Grant Offer:
    A. may not be increased for a planning project;
    B. may be increased by not more than 15 percent for development projects;
    C. may be increased by not more than 15 percent for land projects.
16. **Audits for Public Sponsors.** The Sponsor must provide for a Single Audit in accordance with 2 CFR Part 200. The Sponsor must submit the Single Audit reporting package to the Federal Audit Clearinghouse on the Federal Audit Clearinghouse's Internet Data Entry System at http://harvester.census.gov/facweb/. The Sponsor must also provide one copy of the completed 2 CFR Part 200 audit to the Airports District Office.
17. **Suspension or Debarment.** The Sponsor must inform the FAA when the Sponsor suspends or debars a contractor, person, or entity.
18. **Ban on Texting When Driving.**
    A. In accordance with Executive Order 13513, Federal Leadership on Reducing Text Messaging While Driving, October 1, 2009, and DOT Order 3902.10, Text Messaging While Driving, December 30, 2009, The Sponsor is encouraged to:
        1. Adopt and enforce workplace safety policies to decrease crashes caused by distracted drivers including policies to ban text messaging while driving when performing and work for, or on behalf of, the Federal government, including work relating to a grant or subgrant.
        2. Conduct workplace safety initiatives in a manner commensurate with the size of the business, such as:
            a. Establishment of new rules and programs or re-evaluation of existing programs to prohibit text messaging while driving; and

b. Education, awareness, and other outreach to employees about the safety risks associated with texting while driving.

B. The Sponsor must insert the substance of this clause on banning texting when driving in all subgrants, contracts and subcontracts.

19. **Trafficking in Persons.**

A. Prohibitions: The prohibitions against trafficking in persons (Prohibitions) that apply to any entity other than a State, local government, Indian tribe, or foreign public entity. This includes private Sponsors, public Sponsor employees, subrecipients of private or public Sponsors (private entity) are:

1. Engaging in severe forms of trafficking in persons during the period of time that the agreement is in effect;
2. Procuring a commercial sex act during the period of time that the agreement is in effect; or
3. Using forced labor in the performance of the agreement, including subcontracts or subagreements under the agreement.

B. In addition to all other remedies for noncompliance that are available to the FAA, Section 106(g) of the Trafficking Victims Protection Act of 2000 (TVPA), as amended (22 U.S.C. 7104(g)), allows the FAA to unilaterally terminate this agreement, without penalty, if a private entity –

1. Is determined to have violated the Prohibitions; or
2. Has an employee who the FAA determines has violated the Prohibitions through conduct that is either –
   a. Associated with performance under this agreement; or
   b. Imputed to the Sponsor or subrecipient using 2 CFR Part 180, "OMB Guidelines to Agencies on Governmentwide Debarment and Suspension (Nonprocurement)," as implemented by the FAA at CFR Part 29.

The Sponsor's acceptance of this Offer and ratification and adoption of the Project Application incorporated herein shall be evidenced by execution of this instrument by the Sponsor, as hereinafter provided, and this Offer and Acceptance shall comprise a Grant Agreement, as provided by the Act, constituting the contractual obligations and rights of the United States and the Sponsor with respect to the accomplishment of the Project and compliance with the assurances and conditions as provided herein. Such Grant Agreement shall become effective upon the Sponsor's acceptance of this Offer.

SPECIAL CONDITIONS

1. **Projects Which Contain Paving Work in Excess of $250,000.** The Sponsor agrees to:

a. Furnish a construction management program to the FAA prior to the start of construction which details the measures and procedures to be used to comply with the quality control provisions of the construction contract, including, but not limited to, all quality control provisions and tests required by the Federal specifications. The program must include as a minimum:

(1) The name of the person representing the Sponsor who has overall responsibility for contract administration for the project and the authority to take necessary actions to comply with the contract.

(2) Names of testing laboratories and consulting engineer firms with quality control responsibilities on the project, together with a description of the services to be provided.

(3) Procedures for determining that the testing laboratories meet the requirements of the American Society of Testing and Materials standards on laboratory evaluation referenced in the contract specifications (D 3666, C 1077).

(4) Qualifications of engineering supervision and construction inspection personnel.

(5) A listing of all tests required by the contract specifications, including the type and frequency of tests to be taken, the method of sampling, the applicable test standard, and the acceptance criteria or tolerances permitted for each type of test.

(6) Procedures for ensuring that the tests are taken in accordance with the program, that they are documented daily, and that the proper corrective actions, where necessary, are undertaken.

b. Submit at completion of the project, a final test and quality control report documenting the results of all tests performed, highlighting those tests that failed or that did not meet the applicable test standard. The report must include the pay reductions applied and the reasons for accepting any out-of-tolerance material. An interim test and quality control report shall be submitted, if requested by the FAA.

c. Failure to provide a complete report as described in paragraph b, or failure to perform such tests, will, absent any compelling justification, result in a reduction in Federal participation for costs incurred in connection with construction of the applicable pavement. Such reduction will be at the discretion of the FAA and will be based on the type or types of required tests not performed or not documented and will be commensurate with the proportion of applicable pavement with respect to the total pavement constructed under the grant agreement.

d. The FAA, at its discretion, reserves the right to conduct independent tests and to reduce grant payments accordingly if such independent tests determine that sponsor test results are inaccurate.

2. **Pavement Maintenance Management Program.** The Sponsor agrees that it will implement an effective airport pavement maintenance management program as required by Grant Assurance Pavement Preventive Management. The Sponsor agrees that it will use the program for the useful life of any pavement constructed, reconstructed, or repaired with federal financial assistance at the airport. The Sponsor further agrees that the program will:

a. follow FAA Advisory Circular 150/5380-6, "Guidelines and Procedures for Maintenance of Airport Pavements," for specific guidelines and procedures for maintaining airport pavements, establishing an effective maintenance program, specific types of distress and its probable cause, inspection guidelines, and recommended methods of repair;

b. detail the procedures to be followed to assure that proper pavement maintenance, both preventive and repair, is performed;

c. include a Pavement Inventory, Inspection Schedule, Record Keeping, Information Retrieval, and Reference, meeting the following requirements:

1) Pavement Inventory. The following must be depicted in an appropriate form and level of detail:
   a) location of all runways, taxiways, and aprons;
   b) dimensions;
   c) type of pavement, and;
   d) year of construction or most recent major rehabilitation.

2) Inspection Schedule.
   a) Detailed Inspection. A detailed inspection must be performed at least once a year. If a history of recorded pavement deterioration is available, i.e., Pavement Condition Index (PCI) survey as set forth in the Advisory Circular 150/5380-6, the frequency of inspections may be extended to three years.
   b) Drive-By Inspection. A drive-by inspection must be performed a minimum of once per month to detect unexpected changes in the pavement condition. For drive-by inspections, the date of inspection and any maintenance performed must be recorded.

d. Record Keeping. Complete information on the findings of all detailed inspections and on the maintenance performed must be recorded and kept on file for a minimum of five years. The types of distress, their locations, and and remedial action, scheduled or performed, must be documented. The minimum information is:

1) Inspection date;
2) Location

3) Distress types; and
4) Maintenance scheduled or performed.

e. Information Retrieval System. The Sponsor must be able to retrieve the information and records produced by the pavement survey to provide a report to the FAA as may be required.

3. To ensure the safety and security of the airport, it is understood and agreed that the sponsor will develop a plan and schedule to close the existing Central Avenue connection to Route 8 that is acceptable to the (FAA) Administrator. The schedule shall be to close existing Central Avenue connection to Route 8 immediately upon the completion of the Runway 6L extension project, if not sooner.

UNITED STATES OF AMERICA
FEDERAL AVIATION ADMINISTRATION

(Signature)

Ronnie V. Simpson

(Typed Name)

Manager, Honolulu Airports District Office

(Title)

PART II - ACCEPTANCE

The Sponsor does hereby ratify and adopt all assurances, statements, representations, warranties, covenants, and agreements contained in the Project Application and incorporated materials referred to in the foregoing Offer and does hereby accept this Offer and by such acceptance agrees to comply with all of the terms and conditions in this Offer and in the Project Application. I declare under penalty of perjury that the foregoing is true and correct. [1]

Executed this _____day of _____, _____.

A. B. Won Pat Guam International Airport Authority

(Name of Sponsor)

(SEAL)

(Signature of Sponsor's Designated Official Representative)

By: _____

(Typed Name of Sponsor's Designated Official Representative)

Title: _____

(Typed Title of Sponsor's Designated Official Representative)

Attest: _____

CERTIFICATE OF SPONSOR'S ATTORNEY

I, _____ , acting as Attorney for the Sponsor do hereby certify:

That in my opinion the Sponsor is empowered to enter into the foregoing Grant Agreement under the laws of the Territory of Guam. Further, I have examined the foregoing Grant Agreement and the actions taken by said Sponsor and Sponsor's official representative has been duly authorized and that the execution thereof is in all respects due and proper and in accordance with the laws of the said State and the Act. In addition, for grants involving projects to be carried out on property not owned by the Sponsor, there are no legal impediments that will prevent full performance by the Sponsor. Further, it is my opinion that the said Grant Agreement constitutes a legal and binding obligation of the Sponsor in accordance with the terms thereof.

Dated at _____this _____day of _____, _____.

By _____

(Signature of Sponsor's Attorney)

[1] Knowingly and willfully providing false information to the Federal government is a violation of 18 U.S.C. Section 1001 (False Statements) and could subject you to fines, imprisonment, or both.

FAA
Airports

ASSURANCES

Airport Sponsors

A. General.

1. These assurances shall be complied with in the performance of grant agreements for airport development, airport planning, and noise compatibility program grants for airport sponsors.
2. These assurances are required to be submitted as part of the project application by sponsors requesting funds under the provisions of Title 49, U.S.C., subtitle VII, as amended. As used herein, the term "public agency sponsor" means a public agency with control of a public-use airport; the term "private sponsor" means a private owner of a public-use airport; and the term "sponsor" includes both public agency sponsors and private sponsors.
3. Upon acceptance of this grant offer by the sponsor, these assurances are incorporated in and become part of this grant agreement.

B. Duration and Applicability.

1. **Airport development or Noise Compatibility Program Projects Undertaken by a Public Agency Sponsor.**

   The terms, conditions and assurances of this grant agreement shall remain in full force and effect throughout the useful life of the facilities developed or equipment acquired for an airport development or noise compatibility program project, or throughout the useful life of the project items installed within a facility under a noise compatibility program project, but in any event not to exceed twenty (20) years from the date of acceptance of a grant offer of Federal funds for the project. However, there shall be no limit on the duration of the assurances regarding Exclusive Rights and Airport Revenue so long as the airport is used as an airport. There shall be no limit on the duration of the terms, conditions, and assurances with respect to real property acquired with federal funds. Furthermore, the duration of the Civil Rights assurance shall be specified in the assurances.

2. **Airport Development or Noise Compatibility Projects Undertaken by a Private Sponsor.**

   The preceding paragraph 1 also applies to a private sponsor except that the useful life of project items installed within a facility or the useful life of the facilities developed or equipment acquired under an airport development or noise compatibility program project shall be no less than ten (10) years from the date of acceptance of Federal aid for the project.

3. **Airport Planning Undertaken by a Sponsor.**

Unless otherwise specified in this grant agreement, only Assurances 1, 2, 3, 5, 6, 13, 18, 25, 30, 32, 33, and 34 in Section C apply to planning projects. The terms, conditions, and assurances of this grant agreement shall remain in full force and effect during the life of the project; there shall be no limit on the duration of the assurances regarding Airport Revenue so long as the airport is used as an airport.

C. Sponsor Certification.

The sponsor hereby assures and certifies, with respect to this grant that:

1. **General Federal Requirements.**

It will comply with all applicable Federal laws, regulations, executive orders, policies, guidelines, and requirements as they relate to the application, acceptance and use of Federal funds for this project including but not limited to the following:

Federal Legislation

a. Title 49, U.S.C., subtitle VII, as amended.
b. Davis-Bacon Act - 40 U.S.C. 276(a), et seq.[1]
c. Federal Fair Labor Standards Act - 29 U.S.C. 201, et seq.
d. Hatch Act – 5 U.S.C. 1501, et seq.[2]
e. Uniform Relocation Assistance and Real Property Acquisition Policies Act of 1970 Title 42 U.S.C. 4601, et seq.[1 2]
f. National Historic Preservation Act of 1966 - Section 106 - 16 U.S.C. 470(f).[1]
g. Archeological and Historic Preservation Act of 1974 - 16 U.S.C. 469 through 469c.[1]
h. Native Americans Grave Repatriation Act - 25 U.S.C. Section 3001, et seq.
i. Clean Air Act, P.L. 90-148, as amended.
j. Coastal Zone Management Act, P.L. 93-205, as amended.
k. Flood Disaster Protection Act of 1973 - Section 102(a) - 42 U.S.C. 4012a.[1]
l. Title 49, U.S.C., Section 303, (formerly known as Section 4(f))
m. Rehabilitation Act of 1973 - 29 U.S.C. 794.
n. Title VI of the Civil Rights Act of 1964 (42 U.S.C. § 2000d et seq., 78 stat. 252) (prohibits discrimination on the basis of race, color, national origin);
o. Americans with Disabilities Act of 1990, as amended, (42 U.S.C. § 12101 et seq.), prohibits discrimination on the basis of disability).
p. Age Discrimination Act of 1975 - 42 U.S.C. 6101, et seq.
q. American Indian Religious Freedom Act, P.L. 95-341, as amended.
r. Architectural Barriers Act of 1968 -42 U.S.C. 4151, et seq.[1]
s. Power plant and Industrial Fuel Use Act of 1978 - Section 403- 2 U.S.C. 8373.[1]
t. Contract Work Hours and Safety Standards Act - 40 U.S.C. 327, et seq.[1]
u. Copeland Anti-kickback Act - 18 U.S.C. 874.1
v. National Environmental Policy Act of 1969 - 42 U.S.C. 4321, et seq.[1]
w. Wild and Scenic Rivers Act, P.L. 90-542, as amended.
x. Single Audit Act of 1984 - 31 U.S.C. 7501, et seq.[2]
y. Drug-Free Workplace Act of 1988 - 41 U.S.C. 702 through 706.

z. The Federal Funding Accountability and Transparency Act of 2006, as amended (Pub. L. 109-282, as amended by section 6202 of Pub. L. 110-252).

Executive Orders

a. Executive Order 11246 - Equal Employment Opportunity[1]
b. Executive Order 11990 - Protection of Wetlands
c. Executive Order 11998 – Flood Plain Management
d. Executive Order 12372 - Intergovernmental Review of Federal Programs
e. Executive Order 12699 - Seismic Safety of Federal and Federally Assisted New Building Construction[1]
f. Executive Order 12898 - Environmental Justice

Federal Regulations

a. 2 CFR Part 180 - OMB Guidelines to Agencies on Governmentwide Debarment and Suspension (Nonprocurement).
b. 2 CFR Part 200; Uniform Administrative Requirements, Cost Principles, and Audit Requirements for Federal Awards. [OMB Circular A-87 Cost Principles Applicable to Grants and Contracts with State and Local Governments, and OMB Circular A-133 - Audits of States, Local Governments, and Non-Profit Organizations].[4, 5, 6]
c. 2 CFR Part 1200 – Nonprocurement Suspension and Debarment
d. 14 CFR Part 13 - Investigative and Enforcement Procedures14 CFR Part 16 - Rules of Practice For Federally Assisted Airport Enforcement Proceedings.
e. 14 CFR Part 150 - Airport noise compatibility planning.
f. 28 CFR Part 35- Discrimination on the Basis of Disability in State and Local Government Services.
g. 28 CFR § 50.3 - U.S. Department of Justice Guidelines for Enforcement of Title VI of the Civil Rights Act of 1964.
h. 29 CFR Part 1 - Procedures for predetermination of wage rates.[1]
i. 29 CFR Part 3 - Contractors and subcontractors on public building or public work financed in whole or part by loans or grants from the United States.[1]
j. 29 CFR Part 5 - Labor standards provisions applicable to contracts covering federally financed and assisted construction (also labor standards provisions applicable to non-construction contracts subject to the Contract Work Hours and Safety Standards Act).[1]
k. 41 CFR Part 60 - Office of Federal Contract Compliance Programs, Equal Employment Opportunity, Department of Labor (Federal and federally assisted contracting requirements).[1]
l. 49 CFR Part 18 - Uniform administrative requirements for grants and cooperative agreements to state and local governments.[3]
m. 49 CFR Part 20 - New restrictions on lobbying.
n. 49 CFR Part 21 – Nondiscrimination in federally-assisted programs of the Department of Transportation - effectuation of Title VI of the Civil Rights Act of 1964.
o. 49 CFR Part 23 - Participation by Disadvantage Business Enterprise in Airport Concessions.

p. 49 CFR Part 24 – Uniform Relocation Assistance and Real Property Acquisition for Federal and Federally Assisted Programs.[1,2]
q. 49 CFR Part 26 – Participation by Disadvantaged Business Enterprises in Department of Transportation Programs.
r. 49 CFR Part 27 – Nondiscrimination on the Basis of Handicap in Programs and Activities Receiving or Benefiting from Federal Financial Assistance.[1]
s. 49 CFR Part 28 – Enforcement of Nondiscrimination on the Basis of Handicap in Programs or Activities conducted by the Department of Transportation.
t. 49 CFR Part 30 - Denial of public works contracts to suppliers of goods and services of countries that deny procurement market access to U.S. contractors.
u. 49 CFR Part 32 – Governmentwide Requirements for Drug-Free Workplace (Financial Assistance)
v. 49 CFR Part 37 – Transportation Services for Individuals with Disabilities (ADA).
w. 49 CFR Part 41 - Seismic safety of Federal and federally assisted or regulated new building construction.

Specific Assurances

Specific assurances required to be included in grant agreements by any of the above laws, regulations or circulars are incorporated by reference in this grant agreement.

Footnotes to Assurance C.1.

[1] These laws do not apply to airport planning sponsors.

[2] These laws do not apply to private sponsors.

[3] 49 CFR Part 18 and 2 CFR Part 200 contain requirements for State and Local Governments receiving Federal assistance. Any requirement levied upon State and Local Governments by this regulation and circular shall also be applicable to private sponsors receiving Federal assistance under Title 49, United States Code.

[4] On December 26, 2013 at 78 FR 78590, the Office of Management and Budget (OMB) issued the Uniform Administrative Requirements, Cost Principles, and Audit Requirements for Federal Awards in 2 CFR Part 200. 2 CFR Part 200 replaces and combines the former Uniform Administrative Requirements for Grants (OMB Circular A-102 and Circular A-110 or 2 CFR Part 215 or Circular) as well as the Cost Principles (Circulars A-21 or 2 CFR part 220; Circular A-87 or 2 CFR part 225; and A-122, 2 CFR part 230). Additionally it replaces Circular A-133 guidance on the Single Annual Audit. In accordance with 2 CFR section 200.110, the standards set forth in Part 200 which affect administration of Federal awards issued by Federal agencies become effective once implemented by Federal agencies or when any future amendment to this Part becomes final. Federal agencies, including the Department of Transportation, must implement the policies and procedures applicable to Federal awards by promulgating a regulation to be effective by December 26, 2014 unless different provisions are required by statute or approved by OMB.

[5] Cost principles established in 2 CFR part 200 subpart E must be used as guidelines for determining the eligibility of specific types of expenses.

[6] Audit requirements established in 2 CFR part 200 subpart F are the guidelines for audits.

2. **Responsibility and Authority of the Sponsor.**

   a. Public Agency Sponsor:

   It has legal authority to apply for this grant, and to finance and carry out the proposed project; that a resolution, motion or similar action has been duly adopted or passed as an official act of the applicant's governing body authorizing the filing of the application, including all understandings and assurances contained therein, and directing and authorizing the person identified as the official representative of the applicant to act in connection with the application and to provide such additional information as may be required.

   b. Private Sponsor:

   It has legal authority to apply for this grant and to finance and carry out the proposed project and comply with all terms, conditions, and assurances of this grant agreement. It shall designate an official representative and shall in writing direct and authorize that person to file this application, including all understandings and assurances contained therein; to act in connection with this application; and to provide such additional information as may be required.

3. **Sponsor Fund Availability.**

   It has sufficient funds available for that portion of the project costs which are not to be paid by the United States. It has sufficient funds available to assure operation and maintenance of items funded under this grant agreement which it will own or control.

4. **Good Title.**

   a. It, a public agency or the Federal government, holds good title, satisfactory to the Secretary, to the landing area of the airport or site thereof, or will give assurance satisfactory to the Secretary that good title will be acquired.

   b. For noise compatibility program projects to be carried out on the property of the sponsor, it holds good title satisfactory to the Secretary to that portion of the property upon which Federal funds will be expended or will give assurance to the Secretary that good title will be obtained.

5. **Preserving Rights and Powers.**

   a. It will not take or permit any action which would operate to deprive it of any of the rights and powers necessary to perform any or all of the terms, conditions, and assurances in this grant agreement without the written approval of the Secretary, and will act promptly to acquire, extinguish or modify any outstanding rights or claims of right of others which would interfere with such performance by the sponsor. This shall be done in a manner acceptable to the Secretary.

b. It will not sell, lease, encumber, or otherwise transfer or dispose of any part of its title or other interests in the property shown on Exhibit A to this application or, for a noise compatibility program project, that portion of the property upon which Federal funds have been expended, for the duration of the terms, conditions, and assurances in this grant agreement without approval by the Secretary. If the transferee is found by the Secretary to be eligible under Title 49, United States Code, to assume the obligations of this grant agreement and to have the power, authority, and financial resources to carry out all such obligations, the sponsor shall insert in the contract or document transferring or disposing of the sponsor's interest, and make binding upon the transferee all of the terms, conditions, and assurances contained in this grant agreement.

c. For all noise compatibility program projects which are to be carried out by another unit of local government or are on property owned by a unit of local government other than the sponsor, it will enter into an agreement with that government. Except as otherwise specified by the Secretary, that agreement shall obligate that government to the same terms, conditions, and assurances that would be applicable to it if it applied directly to the FAA for a grant to undertake the noise compatibility program project. That agreement and changes thereto must be satisfactory to the Secretary. It will take steps to enforce this agreement against the local government if there is substantial non-compliance with the terms of the agreement.

d. For noise compatibility program projects to be carried out on privately owned property, it will enter into an agreement with the owner of that property which includes provisions specified by the Secretary. It will take steps to enforce this agreement against the property owner whenever there is substantial non-compliance with the terms of the agreement.

e. If the sponsor is a private sponsor, it will take steps satisfactory to the Secretary to ensure that the airport will continue to function as a public-use airport in accordance with these assurances for the duration of these assurances.

f. If an arrangement is made for management and operation of the airport by any agency or person other than the sponsor or an employee of the sponsor, the sponsor will reserve sufficient rights and authority to insure that the airport will be operated and maintained in accordance Title 49, United States Code, the regulations and the terms, conditions and assurances in this grant agreement and shall insure that such arrangement also requires compliance therewith.

g. Sponsors of commercial service airports will not permit or enter into any arrangement that results in permission for the owner or tenant of a property used as a residence, or zoned for residential use, to taxi an aircraft between that property and any location on airport. Sponsors of general aviation airports entering into any arrangement that results in permission for the owner of residential real property adjacent to or near the airport must comply with the requirements of Sec. 136 of Public Law 112-95 and the sponsor assurances.

6. **Consistency with Local Plans.**

   The project is reasonably consistent with plans (existing at the time of submission of this application) of public agencies that are authorized by the State in which the project is located to plan for the development of the area surrounding the airport.

7. **Consideration of Local Interest.**

   It has given fair consideration to the interest of communities in or near where the project may be located.

8. **Consultation with Users.**

   In making a decision to undertake any airport development project under Title 49, United States Code, it has undertaken reasonable consultations with affected parties using the airport at which project is proposed.

9. **Public Hearings.**

   In projects involving the location of an airport, an airport runway, or a major runway extension, it has afforded the opportunity for public hearings for the purpose of considering the economic, social, and environmental effects of the airport or runway location and its consistency with goals and objectives of such planning as has been carried out by the community and it shall, when requested by the Secretary, submit a copy of the transcript of such hearings to the Secretary. Further, for such projects, it has on its management board either voting representation from the communities where the project is located or has advised the communities that they have the right to petition the Secretary concerning a proposed project.

10. **Metropolitan Planning Organization.**

    In projects involving the location of an airport, an airport runway, or a major runway extension at a medium or large hub airport, the sponsor has made available to and has provided upon request to the metropolitan planning organization in the area in which the airport is located, if any, a copy of the proposed amendment to the airport layout plan to depict the project and a copy of any airport master plan in which the project is described or depicted.

11. **Pavement Preventive Maintenance.**

    With respect to a project approved after January 1, 1995, for the replacement or reconstruction of pavement at the airport, it assures or certifies that it has implemented an effective airport pavement maintenance-management program and it assures that it will use such program for the useful life of any pavement constructed, reconstructed or repaired with Federal financial assistance at the airport. It will provide such reports on pavement condition and pavement management programs as the Secretary determines may be useful.

12. **Terminal Development Prerequisites.**

    For projects which include terminal development at a public use airport, as defined in Title 49, it has, on the date of submittal of the project grant application, all the safety equipment required for certification of such airport under section 44706 of Title 49, United States Code, and all the security equipment required by rule or regulation, and

has provided for access to the passenger enplaning and deplaning area of such airport to passengers enplaning and deplaning from aircraft other than air carrier aircraft.

13. **Accounting System, Audit, and Record Keeping Requirements.**

    a. It shall keep all project accounts and records which fully disclose the amount and disposition by the recipient of the proceeds of this grant, the total cost of the project in connection with which this grant is given or used, and the amount or nature of that portion of the cost of the project supplied by other sources, and such other financial records pertinent to the project. The accounts and records shall be kept in accordance with an accounting system that will facilitate an effective audit in accordance with the Single Audit Act of 1984.

    b. It shall make available to the Secretary and the Comptroller General of the United States, or any of their duly authorized representatives, for the purpose of audit and examination, any books, documents, papers, and records of the recipient that are pertinent to this grant. The Secretary may require that an appropriate audit be conducted by a recipient. In any case in which an independent audit is made of the accounts of a sponsor relating to the disposition of the proceeds of a grant or relating to the project in connection with which this grant was given or used, it shall file a certified copy of such audit with the Comptroller General of the United States not later than six (6) months following the close of the fiscal year for which the audit was made.

14. **Minimum Wage Rates.**

    It shall include, in all contracts in excess of $2,000 for work on any projects funded under this grant agreement which involve labor, provisions establishing minimum rates of wages, to be predetermined by the Secretary of Labor, in accordance with the Davis-Bacon Act, as amended (40 U.S.C. 276a-276a-5), which contractors shall pay to skilled and unskilled labor, and such minimum rates shall be stated in the invitation for bids and shall be included in proposals or bids for the work.

15. **Veteran's Preference.**

    It shall include in all contracts for work on any project funded under this grant agreement which involve labor, such provisions as are necessary to insure that, in the employment of labor (except in executive, administrative, and supervisory positions), preference shall be given to Vietnam era veterans, Persian Gulf veterans, Afghanistan-Iraq war veterans, disabled veterans, and small business concerns owned and controlled by disabled veterans as defined in Section 47112 of Title 49, United States Code. However, this preference shall apply only where the individuals are available and qualified to perform the work to which the employment relates.

16. **Conformity to Plans and Specifications.**

    It will execute the project subject to plans, specifications, and schedules approved by the Secretary. Such plans, specifications, and schedules shall be submitted to the Secretary prior to commencement of site preparation, construction, or other performance under this grant agreement, and, upon approval of the Secretary, shall be incorporated into this grant agreement. Any modification to the approved plans,

specifications, and schedules shall also be subject to approval of the Secretary, and incorporated into this grant agreement.

17. **Construction Inspection and Approval.**

It will provide and maintain competent technical supervision at the construction site throughout the project to assure that the work conforms to the plans, specifications, and schedules approved by the Secretary for the project. It shall subject the construction work on any project contained in an approved project application to inspection and approval by the Secretary and such work shall be in accordance with regulations and procedures prescribed by the Secretary. Such regulations and procedures shall require such cost and progress reporting by the sponsor or sponsors of such project as the Secretary shall deem necessary.

18. **Planning Projects.**

In carrying out planning projects:

a. It will execute the project in accordance with the approved program narrative contained in the project application or with the modifications similarly approved.

b. It will furnish the Secretary with such periodic reports as required pertaining to the planning project and planning work activities.

c. It will include in all published material prepared in connection with the planning project a notice that the material was prepared under a grant provided by the United States.

d. It will make such material available for examination by the public, and agrees that no material prepared with funds under this project shall be subject to copyright in the United States or any other country.

e. It will give the Secretary unrestricted authority to publish, disclose, distribute, and otherwise use any of the material prepared in connection with this grant.

f. It will grant the Secretary the right to disapprove the sponsor's employment of specific consultants and their subcontractors to do all or any part of this project as well as the right to disapprove the proposed scope and cost of professional services.

g. It will grant the Secretary the right to disapprove the use of the sponsor's employees to do all or any part of the project.

h. It understands and agrees that the Secretary's approval of this project grant or the Secretary's approval of any planning material developed as part of this grant does not constitute or imply any assurance or commitment on the part of the Secretary to approve any pending or future application for a Federal airport grant.

19. **Operation and Maintenance.**

a. The airport and all facilities which are necessary to serve the aeronautical users of the airport, other than facilities owned or controlled by the United States, shall be operated at all times in a safe and serviceable condition and in accordance with the minimum standards as may be required or prescribed by applicable Federal,

state and local agencies for maintenance and operation. It will not cause or permit any activity or action thereon which would interfere with its use for airport purposes. It will suitably operate and maintain the airport and all facilities thereon or connected therewith, with due regard to climatic and flood conditions. Any proposal to temporarily close the airport for non-aeronautical purposes must first be approved by the Secretary. In furtherance of this assurance, the sponsor will have in effect arrangements for-

1) Operating the airport's aeronautical facilities whenever required;

2) Promptly marking and lighting hazards resulting from airport conditions, including temporary conditions; and

3) Promptly notifying airmen of any condition affecting aeronautical use of the airport. Nothing contained herein shall be construed to require that the airport be operated for aeronautical use during temporary periods when snow, flood or other climatic conditions interfere with such operation and maintenance. Further, nothing herein shall be construed as requiring the maintenance, repair, restoration, or replacement of any structure or facility which is substantially damaged or destroyed due to an act of God or other condition or circumstance beyond the control of the sponsor.

b. It will suitably operate and maintain noise compatibility program items that it owns or controls upon which Federal funds have been expended.

20. **Hazard Removal and Mitigation.**

It will take appropriate action to assure that such terminal airspace as is required to protect instrument and visual operations to the airport (including established minimum flight altitudes) will be adequately cleared and protected by removing, lowering, relocating, marking, or lighting or otherwise mitigating existing airport hazards and by preventing the establishment or creation of future airport hazards.

21. **Compatible Land Use.**

It will take appropriate action, to the extent reasonable, including the adoption of zoning laws, to restrict the use of land adjacent to or in the immediate vicinity of the airport to activities and purposes compatible with normal airport operations, including landing and takeoff of aircraft. In addition, if the project is for noise compatibility program implementation, it will not cause or permit any change in land use, within its jurisdiction, that will reduce its compatibility, with respect to the airport, of the noise compatibility program measures upon which Federal funds have been expended.

22. **Economic Nondiscrimination.**

a. It will make the airport available as an airport for public use on reasonable terms and without unjust discrimination to all types, kinds and classes of aeronautical activities, including commercial aeronautical activities offering services to the public at the airport.

b. In any agreement, contract, lease, or other arrangement under which a right or privilege at the airport is granted to any person, firm, or corporation to conduct or

to engage in any aeronautical activity for furnishing services to the public at the airport, the sponsor will insert and enforce provisions requiring the contractor to-

1) furnish said services on a reasonable, and not unjustly discriminatory, basis to all users thereof, and

2) charge reasonable, and not unjustly discriminatory, prices for each unit or service, provided that the contractor may be allowed to make reasonable and nondiscriminatory discounts, rebates, or other similar types of price reductions to volume purchasers.

c. Each fixed-based operator at the airport shall be subject to the same rates, fees, rentals, and other charges as are uniformly applicable to all other fixed-based operators making the same or similar uses of such airport and utilizing the same or similar facilities.

d. Each air carrier using such airport shall have the right to service itself or to use any fixed-based operator that is authorized or permitted by the airport to serve any air carrier at such airport.

e. Each air carrier using such airport (whether as a tenant, non-tenant, or subtenant of another air carrier tenant) shall be subject to such nondiscriminatory and substantially comparable rules, regulations, conditions, rates, fees, rentals, and other charges with respect to facilities directly and substantially related to providing air transportation as are applicable to all such air carriers which make similar use of such airport and utilize similar facilities, subject to reasonable classifications such as tenants or non-tenants and signatory carriers and non-signatory carriers. Classification or status as tenant or signatory shall not be unreasonably withheld by any airport provided an air carrier assumes obligations substantially similar to those already imposed on air carriers in such classification or status.

f. It will not exercise or grant any right or privilege which operates to prevent any person, firm, or corporation operating aircraft on the airport from performing any services on its own aircraft with its own employees [including, but not limited to maintenance, repair, and fueling] that it may choose to perform.

g. In the event the sponsor itself exercises any of the rights and privileges referred to in this assurance, the services involved will be provided on the same conditions as would apply to the furnishing of such services by commercial aeronautical service providers authorized by the sponsor under these provisions.

h. The sponsor may establish such reasonable, and not unjustly discriminatory, conditions to be met by all users of the airport as may be necessary for the safe and efficient operation of the airport.

i. The sponsor may prohibit or limit any given type, kind or class of aeronautical use of the airport if such action is necessary for the safe operation of the airport or necessary to serve the civil aviation needs of the public.

23. **Exclusive Rights.**

It will permit no exclusive right for the use of the airport by any person providing, or intending to provide, aeronautical services to the public. For purposes of this paragraph, the providing of the services at an airport by a single fixed-based operator shall not be construed as an exclusive right if both of the following apply:

a. It would be unreasonably costly, burdensome, or impractical for more than one fixed-based operator to provide such services, and

b. If allowing more than one fixed-based operator to provide such services would require the reduction of space leased pursuant to an existing agreement between such single fixed-based operator and such airport. It further agrees that it will not, either directly or indirectly, grant or permit any person, firm, or corporation, the exclusive right at the airport to conduct any aeronautical activities, including, but not limited to charter flights, pilot training, aircraft rental and sightseeing, aerial photography, crop dusting, aerial advertising and surveying, air carrier operations, aircraft sales and services, sale of aviation petroleum products whether or not conducted in conjunction with other aeronautical activity, repair and maintenance of aircraft, sale of aircraft parts, and any other activities which because of their direct relationship to the operation of aircraft can be regarded as an aeronautical activity, and that it will terminate any exclusive right to conduct an aeronautical activity now existing at such an airport before the grant of any assistance under Title 49, United States Code.

24. **Fee and Rental Structure.**

It will maintain a fee and rental structure for the facilities and services at the airport which will make the airport as self-sustaining as possible under the circumstances existing at the particular airport, taking into account such factors as the volume of traffic and economy of collection. No part of the Federal share of an airport development, airport planning or noise compatibility project for which a grant is made under Title 49, United States Code, the Airport and Airway Improvement Act of 1982, the Federal Airport Act or the Airport and Airway Development Act of 1970 shall be included in the rate basis in establishing fees, rates, and charges for users of that airport.

25. **Airport Revenues.**

a. All revenues generated by the airport and any local taxes on aviation fuel established after December 30, 1987, will be expended by it for the capital or operating costs of the airport; the local airport system; or other local facilities which are owned or operated by the owner or operator of the airport and which are directly and substantially related to the actual air transportation of passengers or property; or for noise mitigation purposes on or off the airport. The following exceptions apply to this paragraph:

1) If covenants or assurances in debt obligations issued before September 3, 1982, by the owner or operator of the airport, or provisions enacted before September 3, 1982, in governing statutes controlling the owner or operator's financing, provide for the use of the revenues from any of the airport owner or

operator's facilities, including the airport, to support not only the airport but also the airport owner or operator's general debt obligations or other facilities, then this limitation on the use of all revenues generated by the airport (and, in the case of a public airport, local taxes on aviation fuel) shall not apply.

2) If the Secretary approves the sale of a privately owned airport to a public sponsor and provides funding for any portion of the public sponsor's acquisition of land, this limitation on the use of all revenues generated by the sale shall not apply to certain proceeds from the sale. This is conditioned on repayment to the Secretary by the private owner of an amount equal to the remaining unamortized portion (amortized over a 20-year period) of any airport improvement grant made to the private owner for any purpose other than land acquisition on or after October 1, 1996, plus an amount equal to the federal share of the current fair market value of any land acquired with an airport improvement grant made to that airport on or after October 1, 1996.

3) Certain revenue derived from or generated by mineral extraction, production, lease, or other means at a general aviation airport (as defined at Section 47102 of title 49 United States Code), if the FAA determines the airport sponsor meets the requirements set forth in Sec. 813 of Public Law 112-95.

b. As part of the annual audit required under the Single Audit Act of 1984, the sponsor will direct that the audit will review, and the resulting audit report will provide an opinion concerning, the use of airport revenue and taxes in paragraph (a), and indicating whether funds paid or transferred to the owner or operator are paid or transferred in a manner consistent with Title 49, United States Code and any other applicable provision of law, including any regulation promulgated by the Secretary or Administrator.

c. Any civil penalties or other sanctions will be imposed for violation of this assurance in accordance with the provisions of Section 47107 of Title 49, United States Code.

26. **Reports and Inspections.**

It will:

a. submit to the Secretary such annual or special financial and operations reports as the Secretary may reasonably request and make such reports available to the public; make available to the public at reasonable times and places a report of the airport budget in a format prescribed by the Secretary;

b. for airport development projects, make the airport and all airport records and documents affecting the airport, including deeds, leases, operation and use agreements, regulations and other instruments, available for inspection by any duly authorized agent of the Secretary upon reasonable request;

c. for noise compatibility program projects, make records and documents relating to the project and continued compliance with the terms, conditions, and assurances of this grant agreement including deeds, leases, agreements, regulations, and other instruments, available for inspection by any duly authorized agent of the Secretary upon reasonable request; and

d. in a format and time prescribed by the Secretary, provide to the Secretary and make available to the public following each of its fiscal years, an annual report listing in detail:

1) all amounts paid by the airport to any other unit of government and the purposes for which each such payment was made; and

2) all services and property provided by the airport to other units of government and the amount of compensation received for provision of each such service and property.

27. **Use by Government Aircraft.**

It will make available all of the facilities of the airport developed with Federal financial assistance and all those usable for landing and takeoff of aircraft to the United States for use by Government aircraft in common with other aircraft at all times without charge, except, if the use by Government aircraft is substantial, charge may be made for a reasonable share, proportional to such use, for the cost of operating and maintaining the facilities used. Unless otherwise determined by the Secretary, or otherwise agreed to by the sponsor and the using agency, substantial use of an airport by Government aircraft will be considered to exist when operations of such aircraft are in excess of those which, in the opinion of the Secretary, would unduly interfere with use of the landing areas by other authorized aircraft, or during any calendar month that –

a. Five (5) or more Government aircraft are regularly based at the airport or on land adjacent thereto; or

b. The total number of movements (counting each landing as a movement) of Government aircraft is 300 or more, or the gross accumulative weight of Government aircraft using the airport (the total movement of Government aircraft multiplied by gross weights of such aircraft) is in excess of five million pounds.

28. **Land for Federal Facilities.**

It will furnish without cost to the Federal Government for use in connection with any air traffic control or air navigation activities, or weather-reporting and communication activities related to air traffic control, any areas of land or water, or estate therein, or rights in buildings of the sponsor as the Secretary considers necessary or desirable for construction, operation, and maintenance at Federal expense of space or facilities for such purposes. Such areas or any portion thereof will be made available as provided herein within four months after receipt of a written request from the Secretary.

29. **Airport Layout Plan.**

a. It will keep up to date at all times an airport layout plan of the airport showing

1) boundaries of the airport and all proposed additions thereto, together with the boundaries of all offsite areas owned or controlled by the sponsor for airport purposes and proposed additions thereto;

2) the location and nature of all existing and proposed airport facilities and structures (such as runways, taxiways, aprons, terminal buildings, hangars and

roads), including all proposed extensions and reductions of existing airport facilities;

3) the location of all existing and proposed nonaviation areas and of all existing improvements thereon; and

4) all proposed and existing access points used to taxi aircraft across the airport's property boundary. Such airport layout plans and each amendment, revision, or modification thereof, shall be subject to the approval of the Secretary which approval shall be evidenced by the signature of a duly authorized representative of the Secretary on the face of the airport layout plan. The sponsor will not make or permit any changes or alterations in the airport or any of its facilities which are not in conformity with the airport layout plan as approved by the Secretary and which might, in the opinion of the Secretary, adversely affect the safety, utility or efficiency of the airport.

b. If a change or alteration in the airport or the facilities is made which the Secretary determines adversely affects the safety, utility, or efficiency of any federally owned, leased, or funded property on or off the airport and which is not in conformity with the airport layout plan as approved by the Secretary, the owner or operator will, if requested, by the Secretary (1) eliminate such adverse effect in a manner approved by the Secretary; or (2) bear all costs of relocating such property (or replacement thereof) to a site acceptable to the Secretary and all costs of restoring such property (or replacement thereof) to the level of safety, utility, efficiency, and cost of operation existing before the unapproved change in the airport or its facilities except in the case of a relocation or replacement of an existing airport facility due to a change in the Secretary's design standards beyond the control of the airport sponsor.

30. **Civil Rights.**

It will promptly take any measures necessary to ensure that no person in the United States shall, on the grounds of race, creed, color, national origin, sex, age, or disability be excluded from participation in, be denied the benefits of, or be otherwise subjected to discrimination in any activity conducted with, or benefiting from, funds received from this grant.

a. Using the definitions of activity, facility and program as found and defined in §§ 21.23 (b) and 21.23 (e) of 49 CFR § 21, the sponsor will facilitate all programs, operate all facilities, or conduct all programs in compliance with all non-discrimination requirements imposed by, or pursuant to these assurances.

b. Applicability

1) Programs and Activities. If the sponsor has received a grant (or other federal assistance) for any of the sponsor's program or activities, these requirements extend to all of the sponsor's programs and activities.

2) Facilities. Where it receives a grant or other federal financial assistance to construct, expand, renovate, remodel, alter or acquire a facility, or part of a facility, the assurance extends to the entire facility and facilities operated in connection therewith.

3) Real Property. Where the sponsor receives a grant or other Federal financial assistance in the form of, or for the acquisition of real property or an interest in real property, the assurance will extend to rights to space on, over, or under such property.

c. Duration.

The sponsor agrees that it is obligated to this assurance for the period during which Federal financial assistance is extended to the program, except where the Federal financial assistance is to provide, or is in the form of, personal property, or real property, or interest therein, or structures or improvements thereon, in which case the assurance obligates the sponsor, or any transferee for the longer of the following periods:

1) So long as the airport is used as an airport, or for another purpose involving the provision of similar services or benefits; or

2) So long as the sponsor retains ownership or possession of the property.

d. Required Solicitation Language. It will include the following notification in all solicitations for bids, Requests For Proposals for work, or material under this grant agreement and in all proposals for agreements, including airport concessions, regardless of funding source:

"The **(Name of Sponsor)**, in accordance with the provisions of Title VI of the Civil Rights Act of 1964 (78 Stat. 252, 42 U.S.C. §§ 2000d to 2000d-4) and the Regulations, hereby notifies all bidders that it will affirmatively ensure that any contract entered into pursuant to this advertisement, disadvantaged business enterprises and airport concession disadvantaged business enterprises will be afforded full and fair opportunity to submit bids in response to this invitation and will not be discriminated against on the grounds of race, color, or national origin in consideration for an award."

e. Required Contract Provisions.

1) It will insert the non-discrimination contract clauses requiring compliance with the acts and regulations relative to non-discrimination in Federally-assisted programs of the DOT, and incorporating the acts and regulations into the contracts by reference in every contract or agreement subject to the non-discrimination in Federally-assisted programs of the DOT acts and regulations.

2) It will include a list of the pertinent non-discrimination authorities in every contract that is subject to the non-discrimination acts and regulations.

3) It will insert non-discrimination contract clauses as a covenant running with the land, in any deed from the United States effecting or recording a transfer of real property, structures, use, or improvements thereon or interest therein to a sponsor.

4) It will insert non-discrimination contract clauses prohibiting discrimination on the basis of race, color, national origin, creed, sex, age, or handicap as a

covenant running with the land, in any future deeds, leases, license, permits, or similar instruments entered into by the sponsor with other parties:

a) For the subsequent transfer of real property acquired or improved under the applicable activity, project, or program; and

b) For the construction or use of, or access to, space on, over, or under real property acquired or improved under the applicable activity, project, or program.

f. It will provide for such methods of administration for the program as are found by the Secretary to give reasonable guarantee that it, other recipients, sub-recipients, sub-grantees, contractors, subcontractors, consultants, transferees, successors in interest, and other participants of Federal financial assistance under such program will comply with all requirements imposed or pursuant to the acts, the regulations, and this assurance.

g. It agrees that the United States has a right to seek judicial enforcement with regard to any matter arising under the acts, the regulations, and this assurance.

31. **Disposal of Land.**

a. For land purchased under a grant for airport noise compatibility purposes, including land serving as a noise buffer, it will dispose of the land, when the land is no longer needed for such purposes, at fair market value, at the earliest practicable time. That portion of the proceeds of such disposition which is proportionate to the United States' share of acquisition of such land will be, at the discretion of the Secretary, (1) reinvested in another project at the airport, or (2) transferred to another eligible airport as prescribed by the Secretary. The Secretary shall give preference to the following, in descending order, (1) reinvestment in an approved noise compatibility project, (2) reinvestment in an approved project that is eligible for grant funding under Section 47117(e) of title 49 United States Code, (3) reinvestment in an approved airport development project that is eligible for grant funding under Sections 47114, 47115, or 47117 of title 49 United States Code, (4) transferred to an eligible sponsor of another public airport to be reinvested in an approved noise compatibility project at that airport, and (5) paid to the Secretary for deposit in the Airport and Airway Trust Fund. If land acquired under a grant for noise compatibility purposes is leased at fair market value and consistent with noise buffering purposes, the lease will not be considered a disposal of the land. Revenues derived from such a lease may be used for an approved airport development project that would otherwise be eligible for grant funding or any permitted use of airport revenue.

b. For land purchased under a grant for airport development purposes (other than noise compatibility), it will, when the land is no longer needed for airport purposes, dispose of such land at fair market value or make available to the Secretary an amount equal to the United States' proportionate share of the fair market value of the land. That portion of the proceeds of such disposition which is proportionate to the United States' share of the cost of acquisition of such land will, (1) upon application to the Secretary, be reinvested or transferred to another

eligible airport as prescribed by the Secretary. The Secretary shall give preference to the following,.in descending order: (1) reinvestment in an approved noise compatibility project, (2) reinvestment in an approved project that is eligible for grant funding under Section 47117(e) of title 49 United States Code, (3) reinvestment in an approved airport development project that is eligible for grant funding under Sections 47114, 47115, or 47117 of title 49 United States Code, (4) transferred to an eligible sponsor of another public airport to be reinvested in an approved noise compatibility project at that airport, and (5) paid to the Secretary for deposit in the Airport and Airway Trust Fund.

c. Land shall be considered to be needed for airport purposes under this assurance if (1) it may be needed for aeronautical purposes (including runway protection zones) or serve as noise buffer land, and (2) the revenue from interim uses of such land contributes to the financial self-sufficiency of the airport. Further, land purchased with a grant received by an airport operator or owner before December 31, 1987, will be considered to be needed for airport purposes if the Secretary or Federal agency making such grant before December 31, 1987, was notified by the operator or owner of the uses of such land, did not object to such use, and the land continues to be used for that purpose, such use having commenced no later than December 15, 1989.

d. Disposition of such land under (a) (b) or (c) will be subject to the retention or reservation of any interest or right therein necessary to ensure that such land will only be used for purposes which are compatible with noise levels associated with operation of the airport.

32. **Engineering and Design Services.**

It will award each contract, or sub-contract for program management, construction management, planning studies, feasibility studies, architectural services, preliminary engineering, design, engineering, surveying, mapping or related services with respect to the project in the same manner as a contract for architectural and engineering services is negotiated under Title IX of the Federal Property and Administrative Services Act of 1949 or an equivalent qualifications-based requirement prescribed for or by the sponsor of the airport.

33. **Foreign Market Restrictions.**

It will not allow funds provided under this grant to be used to fund any project which uses any product or service of a foreign country during the period in which such foreign country is listed by the United States Trade Representative as denying fair and equitable market opportunities for products and suppliers of the United States in procurement and construction.

34. **Policies, Standards, and Specifications.**

It will carry out the project in accordance with policies, standards, and specifications approved by the Secretary including but not limited to the advisory circulars listed in the Current FAA Advisory Circulars for AIP projects, dated 3/20/2014 (the latest approved version as of this grant offer) and included in this grant, and in accordance

with applicable state policies, standards, and specifications approved by the Secretary.

35. **Relocation and Real Property Acquisition.**

    a. It will be guided in acquiring real property, to the greatest extent practicable under State law, by the land acquisition policies in Subpart B of 49 CFR Part 24 and will pay or reimburse property owners for necessary expenses as specified in Subpart B.
    b. It will provide a relocation assistance program offering the services described in Subpart C and fair and reasonable relocation payments and assistance to displaced persons as required in Subpart D and E of 49 CFR Part 24.
    c. It will make available within a reasonable period of time prior to displacement, comparable replacement dwellings to displaced persons in accordance with Subpart E of 49 CFR Part 24.

36. **Access By Intercity Buses.**

    The airport owner or operator will permit, to the maximum extent practicable, intercity buses or other modes of transportation to have access to the airport; however, it has no obligation to fund special facilities for intercity buses or for other modes of transportation.

37. **Disadvantaged Business Enterprises.**

    The sponsor shall not discriminate on the basis of race, color, national origin or sex in the award and performance of any DOT-assisted contract covered by 49 CFR Part 26, or in the award and performance of any concession activity contract covered by 49 CFR Part 23. In addition, the sponsor shall not discriminate on the basis of race, color, national origin or sex in the administration of its DBE and ACDBE programs or the requirements of 49 CFR Parts 23 and 26. The sponsor shall take all necessary and reasonable steps under 49 CFR Parts 23 and 26 to ensure nondiscrimination in the award and administration of DOT-assisted contracts, and/or concession contracts. The sponsor's DBE and ACDBE programs, as required by 49 CFR Parts 26 and 23, and as approved by DOT, are incorporated by reference in this agreement. Implementation of these programs is a legal obligation and failure to carry out its terms shall be treated as a violation of this agreement. Upon notification to the sponsor of its failure to carry out its approved program, the Department may impose sanctions as provided for under Parts 26 and 23 and may, in appropriate cases, refer the matter for enforcement under 18 U.S.C. 1001 and/or the Program Fraud Civil Remedies Act of 1936 (31 U.S.C. 3801).

38. **Hangar Construction.**

    If the airport owner or operator and a person who owns an aircraft agree that a hangar is to be constructed at the airport for the aircraft at the aircraft owner's expense, the airport owner or operator will grant to the aircraft owner for the hangar a long term lease that is subject to such terms and conditions on the hangar as the airport owner or operator may impose.

39. **Competitive Access.**

a. If the airport owner or operator of a medium or large hub airport (as defined in section 47102 of title 49, U.S.C.) has been unable to accommodate one or more requests by an air carrier for access to gates or other facilities at that airport in order to allow the air carrier to provide service to the airport or to expand service at the airport, the airport owner or operator shall transmit a report to the Secretary that-

   1) Describes the requests;

   2) Provides an explanation as to why the requests could not be accommodated; and

   3) Provides a time frame within which, if any, the airport will be able to accommodate the requests.

b. Such report shall be due on either February 1 or August 1 of each year if the airport has been unable to accommodate the request(s) in the six month period prior to the applicable due date.

FAA
Airports

Current FAA Advisory Circulars Required for Use in AIP Funded and PFC Approved Projects

Updated: 3/20/2014

View the most current versions of these ACs and any associated changes at:
http://www.faa.gov/airports/resources/advisory_circulars

NUMBER	TITLE
70/7460-1K	Obstruction Marking and Lighting
150/5020-1	Noise Control and Compatibility Planning for Airports
150/5070-6B Change 1	Airport Master Plans
150/5070-7	The Airport System Planning Process
150/5100-13B	Development of State Standards for Nonprimary Airports
150/5200-28D	Notices to Airmen (NOTAMS) for Airport Operators
150/5200-30C Change 1	Airport Winter Safety And Operations
150/5200-31C Change 2	Airport Emergency Plan
150/5210-5D	Painting, Marking, and Lighting of Vehicles Used on an Airport
150/5210-7D	Aircraft Rescue and Fire Fighting Communications
150/5210-13C	Airport Water Rescue Plans and Equipment
150/5210-14B	Aircraft Rescue Fire Fighting Equipment, Tools and Clothing
150/5210-15A	Aircraft Rescue and Firefighting Station Building Design
150/5210-18A	Systems for Interactive Training of Airport Personnel

Doc. No. 35GL-19-0628.*

NUMBER	TITLE
150/5210-19A	Driver's Enhanced Vision System (DEVS) Ground Vehicle Operations on Airports
150/5220-10E	Guide Specification for Aircraft Rescue and Fire Fighting (ARFF) Vehicles
150/5220-16D	Automated Weather Observing Systems (AWOS) for Non-Federal Applications
150/5220-17B	Aircraft Rescue and Fire Fighting (ARFF) Training Facilities
150/5220-18A	Buildings for Storage and Maintenance of Airport Snow and Ice Control Equipment and Materials
AC 150/5220-20 Change 1	Airport Snow and Ice Control Equipment
150/5220-21C	Aircraft Boarding Equipment
150/5220-22B	Engineered Materials Arresting Systems (EMAS) for Aircraft Overruns
150/5220-23	Frangible Connections
150/5220-24	Foreign Object Debris Detection Equipment
150/5220-25	Airport Avian Radar Systems
150/5220-26 Change 1	Airport Ground Vehicle Automatic Dependent Surveillance - Broadcast (ADS-B) Out Squitter Equipment
150/5300-7B	FAA Policy on Facility Relocations Occasioned by Airport Improvements or Changes
150/5300-13A Change 1	Airport Design
150/5300-14C	Design of Aircraft Deicing Facilities
150/5300-16A	General Guidance and Specifications for Aeronautical Surveys: Establishment of Geodetic Control and Submission to the National Geodetic Survey
150/5300-17C	Standards for Using Remote Sensing Technologies in Airport Surveys
150/5300-18B Change 1	General Guidance and Specifications for Submission of Aeronautical Surveys to NGS: Field Data Collection and Geographic Information System (GIS) Standards
150/5320-5D	Surface Drainage Design
150/5320-6E	Airport Pavement Design and Evaluation

NUMBER	TITLE
150/5320-12C	Measurement, Construction, and Maintenance of Skid Resistant Airport Pavement Surfaces
150/5320-15A	Management of Airport Industrial Waste
150/5235-4B	Runway Length Requirements for Airport Design
150/5335-5C	Standardized Method of Reporting Airport Pavement Strength – PCN (Draft approved for use)
150/5340-1L	Standards for Airport Markings
150/5340-5D	Segmented Circle Airport Marker System
150/5340-18F	Standards for Airport Sign Systems
150/5340-30G	Design and Installation Details for Airport Visual Aids
150/5345-3G	Specification for L-821, Panels for the Control of Airport Lighting
150/5345-5B	Circuit Selector Switch
150/5345-7F	Specification for L-824 Underground Electrical Cable for Airport Lighting Circuits
150/5345-10G	Specification for Constant Current Regulators and Regulator Monitors
150/5345-12F	Specification for Airport and Heliport Beacons
150/5345-13B	Specification for L-841 Auxiliary Relay Cabinet Assembly for Pilot Control of Airport Lighting Circuits
150/5345-26D	FAA Specification For L-823 Plug and Receptacle, Cable Connectors
150/5345-27E	Specification for Wind Cone Assemblies
150/5345-28G	Precision Approach Path Indicator (PAPI) Systems
150/5345-39D	Specification for L-853, Runway and Taxiway Retro reflective Markers
150/5345-42G	Specification for Airport Light Bases, Transformer Housings, Junction Boxes, and Accessories
150/5345-43G	Specification for Obstruction Lighting Equipment
150/5345-44J	Specification for Runway and Taxiway Signs
150/5345-45C	Low-Impact Resistant (LIR) Structures

NUMBER	TITLE
150/5345-46D	Specification for Runway and Taxiway Light Fixtures
150/5345-47C	Specification for Series to Series Isolation Transformers for Airport Lighting Systems
150/5345-49C	Specification L-854, Radio Control Equipment
150/5345-50B	Specification for Portable Runway and Taxiway Lights
150/5345-51B	Specification for Discharge-Type Flashing Light Equipment
150/5345-52A	Generic Visual Glideslope Indicators (GVGI)
150/5345-53D	Airport Lighting Equipment Certification Program
150/5345-54B	Specification for L-884, Power and Control Unit for Land and Hold Short Lighting Systems
150/5345-55A	Specification for L-893, Lighted Visual Aid to Indicate Temporary Runway Closure
150/5345-56B	Specification for L-890 Airport Lighting Control and Monitoring System (ALCMS)
150/5360-12F	Airport Signing and Graphics
150/5360-13 Change 1	Planning and Design Guidelines for Airport Terminal Facilities
150/5360-14	Access to Airports By Individuals With Disabilities
150/5370-2F	Operational Safety on Airports During Construction
150/5370-10F	Standards for Specifying Construction of Airports
150/5370-11B	Use of Nondestructive Testing in the Evaluation of Airport Pavements
150/5370-13A	Off-Peak Construction of Airport Pavements Using Hot-Mix Asphalt
150/5370-15B	Airside Applications for Artificial Turf
150/5370-16	Rapid Construction of Rigid (Portland Cement Concrete) Airfield Pavements
150/5370-17	Airside Use of Heated Pavement Systems
150/5380-6B	Guidelines and Procedures for Maintenance of Airport Pavements
150/5390-2C	Heliport Design

NUMBER	TITLE
150/5395-1A	Seaplane Bases

THE FOLLOWING ADDITIONAL APPLY TO AIP PROJECTS ONLY

Updated: 3/7/2014

NUMBER	TITLE
150/5100-14D	Architectural, Engineering, and Planning Consultant Services for Airport Grant Projects
150/5100-17 Changes 1 - 6	Land Acquisition and Relocation Assistance for Airport Improvement Program Assisted Projects
150/5300-9B	Predesign, Prebid, and Preconstruction Conferences for Airport Grant Projects
150/5300-15A	Use of Value Engineering for Engineering Design of Airports Grant Projects
150/5320-17	Airfield Pavement Surface Evaluation and Rating (PASER) Manuals
150/5370-6D	Construction Progress and Inspection Report – Airport Grant Program
150/5370-12A	Quality Control of Construction for Airport Grant Projects
150/5380-7A	Airport Pavement Management Program

U.S Department
of Transportation
**Federal Aviation
Administration**

Western-Pacific Region
Airports District Office

300 Ala Moana Blvd., Rm. 7-128
Honolulu, HI 96850
Mail: Box 50244
Honolulu, HI 96850-0001
Telephone: (808) 541-1232
Facsimile: (808) 541-3566

June 16, 2014

Mr. Charles H. Ada II
Executive Manager
A. B. Won Pat Guam International
Airport Authority
P. O. Box 8770
Tamuning, GU 96931

Dear Mr. Ada:

We are enclosing two copies of the Grant Offer for Airport Improvement Program (AIP) Project No. 3-66-0001-090-2014 at Guam International Airport in Agana, Guam. This letter outlines expectations for success. Please read the conditions and assurances carefully.

To properly enter into this agreement, you must do the following:

- The official of the Sponsor authorized to accept the enclosed Grant Offer shall accept by signing said offer and inserting the date in the space provided under the "Acceptance" section. The Sponsor's attorney shall certify that the acceptance complies with all applicable laws and constitutes a legal and binding obligation of the Sponsor by executing the "Certificate of Sponsor's Attorney" section. The date of said certificate shall be the same as, or later than the date of acceptance. The grant execution, along with your attorney's certification, must be completed by July 10, 2014, in order for the grant to be valid.
- When the document is fully executed, certified, attested and appropriate seals are impressed, please return one (1) originally signed and dated copy of the executed Grant Agreement to this office. Retain the remaining copy for your files.

Subject to the requirements in 49 CFR 18.21, each payment request for reimbursement under this grant must be made electronically via the Delphi eInvoicing System.

Please note Grant Condition No. 4 requires you to complete the project without undue delay. We will be paying close attention to your progress to ensure proper stewardship of these Federal funds. **You are required to submit a payment request for reimbursement for allowable incurred project expenses every 30 days.**

Should you fail to make draws on a regular basis, your grant may be placed in "inactive" status which will impact future grant offers.

Until the grant is completed and closed, you are responsible for submitting formal reports as follows:

- A signed/dated SF-270 (non-construction projects) or SF-271 or equivalent (construction projects) and SF-425 annually, due 90 days after the end of each federal fiscal year in which this grant is open (due December 31 of each year this grant is open); and
- Quarterly Progress Reports due every quarter.

Once the project(s) is completed and all costs are determined, we ask that you close the project without delay and submit, as a minimum, the following:

- Sponsor Certification for Project Final Acceptance; and
- Summary of all change orders and summary of all testing; and
- Final SF-270 or SF-271 (or equivalent) and SF-425.

Steve Wong, (808) 541-1225, is the assigned program manager for this grant and is readily available to assist you and your designated representative with the requirements stated herein. We sincerely value your cooperation in these efforts and look forward to working with you to complete this important project.

Sincerely,

Steven Y. Wong
Acting Manager, Airports District Office

Enclosure

U.S. Department
of Transportation
Federal Aviation
Administration

GRANT AGREEMENT

PART I – OFFER

June 12, 2014
Date of Offer
Guam International
(herein called the "Airport")
3-66-0001-090-2014
Grant No
855035531
DUNS No

TO: **The A. B. Won Pat Guam International Airport Authority**
(herein called the "Sponsor")
FROM: **The United States of America** (acting through the Federal Aviation Administration, herein called the "FAA")

WHEREAS, the Sponsor has submitted to the FAA a Project Application dated February 12, 2009, for a grant of Federal funds for a project at or associated with the Guam International Airport, which is included as part of this Grant Agreement; and

WHEREAS, the FAA has approved a project for the Guam International Airport (herein called the "Project") consisting of the following:

Install Instrument Landing System (ILS) Runway 06L – Phase III

which is more fully described in the Project Application.

NOW THEREFORE, according to the applicable provisions of the former Federal Aviation Act of 1958, as amended and recodified, 49 U.S.C. 40101, et seq., and the former Airport and Airway Improvement Act of 1982 (AAIA), as amended and recodified, 49 U.S.C. 47101, et seq., (herein the AAIA grant statute is referred to as "the Act"), the representations contained in the Project Application, and in consideration of (a) the Sponsor's adoption and ratification of the Grant Assurances dated March 2014, and the Sponsor's acceptance of this Offer, and (b) the benefits to accrue to the United States and the public from the accomplishment of the Project and compliance with the Grant Assurances and conditions as herein provided,

THE FEDERAL AVIATION ADMINISTRATION, FOR AND ON BEHALF OF THE UNITED STATES, HEREBY OFFERS AND AGREES to pay 90 percent of the allowable costs incurred accomplishing the Project as the United States share of the Project.

This Offer is made on and **SUBJECT TO THE FOLLOWING TERMS AND CONDITIONS**:

CONDITIONS

1. **Maximum Obligation.** The maximum obligation of the United States payable under this Offer is $1,556,987.00. For the purposes of any future grant amendments which may increase the foregoing maximum obligation of the United States under the provisions of 49 U.S.C. 47108(b), the following amounts are being specified for this purpose:

   $ 0.00 for planning

   $ 1,556,987.00 for airport development or noise program implementation

2. **Ineligible or Unallowable Costs.** The Sponsor must not include any costs in the project that the FAA has determined to be ineligible or unallowable.

3. **Determining the Final Federal Share of Costs.** The United States' share of allowable project costs will be made in accordance with the regulations, policies and procedures of the Secretary. Final determination of the United States' share will be based upon the final audit of the total amount of allowable project costs and settlement will be made for any upward or downward adjustments to the Federal share of costs.

4. **Completing the Project Without Delay and in Conformance with Regulations.** The Sponsor must carry out and complete the project without undue delays and in accordance with this agreement, and the regulations, policies and procedures of the Secretary. The Sponsor also agrees to comply with the assurances which are part of this agreement.

5. **Amendments or Withdrawals before Grant Acceptance.** The FAA reserves the right to amend or withdraw this offer at any time prior to its acceptance by the Sponsor.

6. **Office Expiration Date.** This offer will expire and the United States will not be obligated to pay any part of the costs of the project unless this offer has been accepted by the Sponsor on or before July 10, 2014, or such subsequent date as may be prescribed in writing by the FAA.

7. **Improper Use of Federal Funds.** The Sponsor must take all steps, including litigation if necessary, to recover Federal funds spent fraudulently, wastefully, or in violation of Federal antitrust statutes, or misused in any other manner in any project upon which Federal funds have been expended. For the purposes of this grant agreement, the term "Federal funds" means funds however used or dispersed by the Sponsor that were originally paid pursuant to this or any other Federal grant agreement. The Sponsor must obtain the approval of the Secretary as to any determination of the amount of the Federal share of such funds. The Sponsor must return the recovered Federal share, including funds recovered by settlement, order, or judgment, to the Secretary. The Sponsor must furnish to the Secretary, upon request, all documents and records pertaining to the determination of the amount of the Federal share or to any settlement, litigation, negotiation, or other efforts taken to recover such funds. All settlements or other final positions of the Sponsor, in court or otherwise, involving the recovery of such Federal share require advance approval by the Secretary.

8. **United States Not Liable for Damage or Injury.** The United States is not responsible or liable for damage to property or injury to persons which may arise from, or be incident to, compliance with this grant agreement.

9. **System for Award Management (SAM) Registration And Universal Identifier.**

   A. Requirement for System for Award Management (SAM): Unless the Sponsor is exempted from this requirement under 2 CFR 25.110, the Sponsor must maintain the currency of its information in the SAM until the Sponsor submits the final financial report required under this grant, or receives the final payment, whichever is later. This requires that the Sponsor review and update the information at least annually after the initial registration and more frequently if required by changes in information or another award term. Additional information about registration procedures may be found at the SAM website (currently at http://www.sam.gov).

   B. Requirement for Data Universal Numbering System (DUNS) Numbers

      1. The Sponsor must notify potential subrecipients that it cannot receive a contract unless it has provided its DUNS number to the Sponsor. A subrecipient means a consultant, contractor, or other entity that enters into an agreement with the Sponsor to provide services or other work to further this project, and is accountable to the Sponsor for the use of the Federal funds provided by the agreement, which may be provided through any legal agreement, including a contract.

2. The Sponsor may not make an award to a subrecipient unless the subrecipient has provided its DUNS number to the Sponsor.
3. Data Universal Numbering System: DUNS number means the nine-digit number established and assigned by Dun and Bradstreet, Inc. (D & B) to uniquely identify business entities. A DUNS number may be obtained from D & B by telephone (currently 866–492–0280) or the Internet (currently at http://fedgov.dnb.com/webform).

10. **Electronic Grant Payment(s):** Unless otherwise directed by the FAA, the Sponsor must make each payment request under this agreement electronically via the Delphi eInvoicing System for Department of Transportation (DOT) Financial Assistance Awardees.
11. **Informal Letter Amendment of AIP Projects:** If, during the life of the project, the FAA determines that the maximum grant obligation of the United States exceeds the expected needs of the Sponsor by $25,000.00 or five percent (5%), whichever is greater, the FAA can issue a letter to the Sponsor unilaterally reducing the maximum obligation. The FAA can also issue a letter to the Sponsor increasing the maximum obligation if there is an overrun in the total actual eligible and allowable project costs to cover the amount of the overrun provided it will not exceed the statutory limitations for grant amendments. If the FAA determines that a change in the grant description is advantageous and in the best interests of the United States, the FAA can issue a letter to the Sponsor amending the grant description. By issuing an Informal Letter Amendment, the FAA has changed the grant amount or grant description to the amount or description in the letter.
12. **Air and Water Quality:** The Sponsor is required to comply with all applicable air and water quality standards for all projects in this grant. If the Sponsor fails to comply with this requirement, the FAA may suspend, cancel, or terminate this grant.
13. **Financial Reporting and Payment Requirements.** The Sponsor will comply with all federal financial reporting requirements and payment requirements, including submittal of timely and accurate reports.
14. **Buy American.** Unless otherwise approved in advance by the FAA, the Sponsor will not acquire or permit any contractor or subcontractor to acquire any steel or manufactured products produced outside the United States to be used for any project for which funds are provided under this grant. The Sponsor will include a provision implementing Buy American in every contract.
15. **Maximum Obligation Increase For Primary Airports.** In accordance with 49 U.S.C. 47108(b), as amended, the maximum obligation of the United States, as stated in Condition No. 1 of this Grant Offer:
    A. may not be increased for a planning project;
    B. may be increased by not more than 15 percent for development projects;
    C. may be increased by not more than 15 percent for land projects.
16. **Audits for Public Sponsors.** The Sponsor must provide for a Single Audit in accordance with 2 CFR Part 200. The Sponsor must submit the Single Audit reporting package to the Federal Audit Clearinghouse on the Federal Audit Clearinghouse's Internet Data Entry System at http://harvester.census.gov/facweb/. The Sponsor must also provide one copy of the completed 2 CFR Part 200 audit to the Airports District Office.
17. **Suspension or Debarment.** The Sponsor must inform the FAA when the Sponsor suspends or debars a contractor, person, or entity.
18. **Ban on Texting When Driving.**
    A. In accordance with Executive Order 13513, Federal Leadership on Reducing Text Messaging While Driving, October 1, 2009, and DOT Order 3902.10, Text Messaging While Driving, December 30, 2009, The Sponsor is encouraged to:
        1. Adopt and enforce workplace safety policies to decrease crashes caused by distracted drivers including policies to ban text messaging while driving when performing and work for, or on behalf of, the Federal government, including work relating to a grant or subgrant.
        2. Conduct workplace safety initiatives in a manner commensurate with the size of the business, such as:
            a. Establishment of new rules and programs or re-evaluation of existing programs to prohibit text messaging while driving; and

b. Education, awareness, and other outreach to employees about the safety risks associated with texting while driving.

B. The Sponsor must insert the substance of this clause on banning texting when driving in all subgrants, contracts and subcontracts.

19. **Trafficking in Persons.**

A. Prohibitions: The prohibitions against trafficking in persons (Prohibitions) that apply to any entity other than a State, local government, Indian tribe, or foreign public entity. This includes private Sponsors, public Sponsor employees, subrecipients of private or public Sponsors (private entity) are:

1. Engaging in severe forms of trafficking in persons during the period of time that the agreement is in effect;
2. Procuring a commercial sex act during the period of time that the agreement is in effect; or
3. Using forced labor in the performance of the agreement, including subcontracts or subagreements under the agreement.

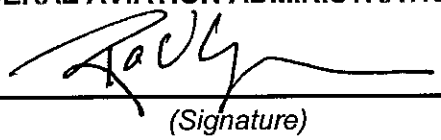
B. In addition to all other remedies for noncompliance that are available to the FAA, Section 106(g) of the Trafficking Victims Protection Act of 2000 (TVPA), as amended (22 U.S.C. 7104(g)), allows the FAA to unilaterally terminate this agreement, without penalty, if a private entity –

1. Is determined to have violated the Prohibitions; or
2. Has an employee who the FAA determines has violated the Prohibitions through conduct that is either –
   a. Associated with performance under this agreement; or
   b. Imputed to the Sponsor or subrecipient using 2 CFR Part 180, "OMB Guidelines to Agencies on Governmentwide Debarment and Suspension (Nonprocurement)," as implemented by the FAA at CFR Part 29.

20. To ensure the safety and security of the airport, it is understood and agreed that the sponsor will develop a plan and schedule to close the existing Central Avenue connection to Route 8 that is acceptable to the (FAA) Administrator. The schedule shall be to close existing Central Avenue connection to Route 8 immediately upon the completion of the Runway 6L extension project, if not sooner.

The Sponsor's acceptance of this Offer and ratification and adoption of the Project Application incorporated herein shall be evidenced by execution of this instrument by the Sponsor, as hereinafter provided, and this Offer and Acceptance shall comprise a Grant Agreement, as provided by the Act, constituting the contractual obligations and rights of the United States and the Sponsor with respect to the accomplishment of the Project and compliance with the assurances and conditions as provided herein. Such Grant Agreement shall become effective upon the Sponsor's acceptance of this Offer.

UNITED STATES OF AMERICA
FEDERAL AVIATION ADMINISTRATION



(Signature)

Ronnie V. Simpson

(Typed Name)

Manager, Honolulu Airports District Office

(Title)

PART II - ACCEPTANCE

The Sponsor does hereby ratify and adopt all assurances, statements, representations, warranties, covenants, and agreements contained in the Project Application and incorporated materials referred to in the foregoing Offer and does hereby accept this Offer and by such acceptance agrees to comply with all of the terms and conditions in this Offer and in the Project Application. I declare under penalty of perjury that the foregoing is true and correct. [1]

Executed this _____day of _____, _____.

A. B. Won Pat Guam International Airport Authority

(Name of Sponsor)

(SEAL)

(Signature of Sponsor's Designated Official Representative)

By: _____

(Typed Name of Sponsor's Designated Official Representative)

Title: _____

(Typed Title of Sponsor's Designated Official Representative)

Attest: _____

CERTIFICATE OF SPONSOR'S ATTORNEY

I, _____ , acting as Attorney for the Sponsor do hereby certify:

That in my opinion the Sponsor is empowered to enter into the foregoing Grant Agreement under the laws of the Territory of Guam. Further, I have examined the foregoing Grant Agreement and the actions taken by said Sponsor and Sponsor's official representative has been duly authorized and that the execution thereof is in all respects due and proper and in accordance with the laws of the said State and the Act. In addition, for grants involving projects to be carried out on property not owned by the Sponsor, there are no legal impediments that will prevent full performance by the Sponsor. Further, it is my opinion that the said Grant Agreement constitutes a legal and binding obligation of the Sponsor in accordance with the terms thereof.

Dated at _____this _____day of _____, _____.

By _____

(Signature of Sponsor's Attorney)

[1] Knowingly and willfully providing false information to the Federal government is a violation of 18 U.S.C. Section 1001 (False Statements) and could subject you to fines, imprisonment, or both.

FAA
Airports

ASSURANCES

Airport Sponsors

A. General.

1. These assurances shall be complied with in the performance of grant agreements for airport development, airport planning, and noise compatibility program grants for airport sponsors.
2. These assurances are required to be submitted as part of the project application by sponsors requesting funds under the provisions of Title 49, U.S.C., subtitle VII, as amended. As used herein, the term "public agency sponsor" means a public agency with control of a public-use airport; the term "private sponsor" means a private owner of a public-use airport; and the term "sponsor" includes both public agency sponsors and private sponsors.
3. Upon acceptance of this grant offer by the sponsor, these assurances are incorporated in and become part of this grant agreement.

B. Duration and Applicability.

1. **Airport development or Noise Compatibility Program Projects Undertaken by a Public Agency Sponsor.**

   The terms, conditions and assurances of this grant agreement shall remain in full force and effect throughout the useful life of the facilities developed or equipment acquired for an airport development or noise compatibility program project, or throughout the useful life of the project items installed within a facility under a noise compatibility program project, but in any event not to exceed twenty (20) years from the date of acceptance of a grant offer of Federal funds for the project. However, there shall be no limit on the duration of the assurances regarding Exclusive Rights and Airport Revenue so long as the airport is used as an airport. There shall be no limit on the duration of the terms, conditions, and assurances with respect to real property acquired with federal funds. Furthermore, the duration of the Civil Rights assurance shall be specified in the assurances.

2. **Airport Development or Noise Compatibility Projects Undertaken by a Private Sponsor.**

   The preceding paragraph 1 also applies to a private sponsor except that the useful life of project items installed within a facility or the useful life of the facilities developed or equipment acquired under an airport development or noise compatibility program project shall be no less than ten (10) years from the date of acceptance of Federal aid for the project.

3. **Airport Planning Undertaken by a Sponsor.**

Unless otherwise specified in this grant agreement, only Assurances 1, 2, 3, 5, 6, 13, 18, 25, 30, 32, 33, and 34 in Section C apply to planning projects. The terms, conditions, and assurances of this grant agreement shall remain in full force and effect during the life of the project; there shall be no limit on the duration of the assurances regarding Airport Revenue so long as the airport is used as an airport.

C. Sponsor Certification.

The sponsor hereby assures and certifies, with respect to this grant that:

1. **General Federal Requirements.**

It will comply with all applicable Federal laws, regulations, executive orders, policies, guidelines, and requirements as they relate to the application, acceptance and use of Federal funds for this project including but not limited to the following:

Federal Legislation

a. Title 49, U.S.C., subtitle VII, as amended.
b. Davis-Bacon Act - 40 U.S.C. 276(a), et seq.[1]
c. Federal Fair Labor Standards Act - 29 U.S.C. 201, et seq.
d. Hatch Act – 5 U.S.C. 1501, et seq.[2]
e. Uniform Relocation Assistance and Real Property Acquisition Policies Act of 1970 Title 42 U.S.C. 4601, et seq.[1 2]
f. National Historic Preservation Act of 1966 - Section 106 - 16 U.S.C. 470(f).[1]
g. Archeological and Historic Preservation Act of 1974 - 16 U.S.C. 469 through 469c.[1]
h. Native Americans Grave Repatriation Act - 25 U.S.C. Section 3001, et seq.
i. Clean Air Act, P.L. 90-148, as amended.
j. Coastal Zone Management Act, P.L. 93-205, as amended.
k. Flood Disaster Protection Act of 1973 - Section 102(a) - 42 U.S.C. 4012a.[1]
l. Title 49, U.S.C., Section 303, (formerly known as Section 4(f))
m. Rehabilitation Act of 1973 - 29 U.S.C. 794.
n. Title VI of the Civil Rights Act of 1964 (42 U.S.C. § 2000d et seq., 78 stat. 252) (prohibits discrimination on the basis of race, color, national origin);
o. Americans with Disabilities Act of 1990, as amended, (42 U.S.C. § 12101 et seq.), prohibits discrimination on the basis of disability).
p. Age Discrimination Act of 1975 - 42 U.S.C. 6101, et seq.
q. American Indian Religious Freedom Act, P.L. 95-341, as amended.
r. Architectural Barriers Act of 1968 -42 U.S.C. 4151, et seq.[1]
s. Power plant and Industrial Fuel Use Act of 1978 - Section 403- 2 U.S.C. 8373.[1]
t. Contract Work Hours and Safety Standards Act - 40 U.S.C. 327, et seq.[1]
u. Copeland Anti-kickback Act - 18 U.S.C. 874.1
v. National Environmental Policy Act of 1969 - 42 U.S.C. 4321, et seq.[1]
w. Wild and Scenic Rivers Act, P.L. 90-542, as amended.
x. Single Audit Act of 1984 - 31 U.S.C. 7501, et seq.[2]
y. Drug-Free Workplace Act of 1988 - 41 U.S.C. 702 through 706.

z. The Federal Funding Accountability and Transparency Act of 2006, as amended (Pub. L. 109-282, as amended by section 6202 of Pub. L. 110-252).

Executive Orders

a. Executive Order 11246 - Equal Employment Opportunity[1]
b. Executive Order 11990 - Protection of Wetlands
c. Executive Order 11998 – Flood Plain Management
d. Executive Order 12372 - Intergovernmental Review of Federal Programs
e. Executive Order 12699 - Seismic Safety of Federal and Federally Assisted New Building Construction[1]
f. Executive Order 12898 - Environmental Justice

Federal Regulations

a. 2 CFR Part 180 - OMB Guidelines to Agencies on Governmentwide Debarment and Suspension (Nonprocurement).
b. 2 CFR Part 200, Uniform Administrative Requirements, Cost Principles, and Audit Requirements for Federal Awards. [OMB Circular A-87 Cost Principles Applicable to Grants and Contracts with State and Local Governments, and OMB Circular A-133 - Audits of States, Local Governments, and Non-Profit Organizations].[4, 5, 6]
c. 2 CFR Part 1200 – Nonprocurement Suspension and Debarment
d. 14 CFR Part 13 - Investigative and Enforcement Procedures14 CFR Part 16 - Rules of Practice For Federally Assisted Airport Enforcement Proceedings.
e. 14 CFR Part 150 - Airport noise compatibility planning.
f. 28 CFR Part 35- Discrimination on the Basis of Disability in State and Local Government Services.
g. 28 CFR § 50.3 - U.S. Department of Justice Guidelines for Enforcement of Title VI of the Civil Rights Act of 1964.
h. 29 CFR Part 1 - Procedures for predetermination of wage rates.[1]
i. 29 CFR Part 3 - Contractors and subcontractors on public building or public work financed in whole or part by loans or grants from the United States.[1]
j. 29 CFR Part 5 - Labor standards provisions applicable to contracts covering federally financed and assisted construction (also labor standards provisions applicable to non-construction contracts subject to the Contract Work Hours and Safety Standards Act).[1]
k. 41 CFR Part 60 - Office of Federal Contract Compliance Programs, Equal Employment Opportunity, Department of Labor (Federal and federally assisted contracting requirements).[1]
l. 49 CFR Part 18 - Uniform administrative requirements for grants and cooperative agreements to state and local governments.[3]
m. 49 CFR Part 20 - New restrictions on lobbying.
n. 49 CFR Part 21 – Nondiscrimination in federally-assisted programs of the Department of Transportation - effectuation of Title VI of the Civil Rights Act of 1964.
o. 49 CFR Part 23 - Participation by Disadvantage Business Enterprise in Airport Concessions.

p. 49 CFR Part 24 – Uniform Relocation Assistance and Real Property Acquisition for Federal and Federally Assisted Programs.[1,2]
q. 49 CFR Part 26 – Participation by Disadvantaged Business Enterprises in Department of Transportation Programs.
r. 49 CFR Part 27 – Nondiscrimination on the Basis of Handicap in Programs and Activities Receiving or Benefiting from Federal Financial Assistance.[1]
s. 49 CFR Part 28 – Enforcement of Nondiscrimination on the Basis of Handicap in Programs or Activities conducted by the Department of Transportation.
t. 49 CFR Part 30 - Denial of public works contracts to suppliers of goods and services of countries that deny procurement market access to U.S. contractors.
u. 49 CFR Part 32 – Governmentwide Requirements for Drug-Free Workplace (Financial Assistance)
v. 49 CFR Part 37 – Transportation Services for Individuals with Disabilities (ADA).
w. 49 CFR Part 41 - Seismic safety of Federal and federally assisted or regulated new building construction.

Specific Assurances

Specific assurances required to be included in grant agreements by any of the above laws, regulations or circulars are incorporated by reference in this grant agreement.

Footnotes to Assurance C.1.

[1] These laws do not apply to airport planning sponsors.

[2] These laws do not apply to private sponsors.

[3] 49 CFR Part 18 and 2 CFR Part 200 contain requirements for State and Local Governments receiving Federal assistance. Any requirement levied upon State and Local Governments by this regulation and circular shall also be applicable to private sponsors receiving Federal assistance under Title 49, United States Code.

[4] On December 26, 2013 at 78 FR 78590, the Office of Management and Budget (OMB) issued the Uniform Administrative Requirements, Cost Principles, and Audit Requirements for Federal Awards in 2 CFR Part 200. 2 CFR Part 200 replaces and combines the former Uniform Administrative Requirements for Grants (OMB Circular A-102 and Circular A-110 or 2 CFR Part 215 or Circular) as well as the Cost Principles (Circulars A-21 or 2 CFR part 220; Circular A-87 or 2 CFR part 225; and A-122, 2 CFR part 230). Additionally it replaces Circular A-133 guidance on the Single Annual Audit. In accordance with 2 CFR section 200.110, the standards set forth in Part 200 which affect administration of Federal awards issued by Federal agencies become effective once implemented by Federal agencies or when any future amendment to this Part becomes final. Federal agencies, including the Department of Transportation, must implement the policies and procedures applicable to Federal awards by promulgating a regulation to be effective by December 26, 2014 unless different provisions are required by statute or approved by OMB.

[5] Cost principles established in 2 CFR part 200 subpart E must be used as guidelines for determining the eligibility of specific types of expenses.

[6] Audit requirements established in 2 CFR part 200 subpart F are the guidelines for audits.

2. **Responsibility and Authority of the Sponsor.**

   a. Public Agency Sponsor:

   It has legal authority to apply for this grant, and to finance and carry out the proposed project; that a resolution, motion or similar action has been duly adopted or passed as an official act of the applicant's governing body authorizing the filing of the application, including all understandings and assurances contained therein, and directing and authorizing the person identified as the official representative of the applicant to act in connection with the application and to provide such additional information as may be required.

   b. Private Sponsor:

   It has legal authority to apply for this grant and to finance and carry out the proposed project and comply with all terms, conditions, and assurances of this grant agreement. It shall designate an official representative and shall in writing direct and authorize that person to file this application, including all understandings and assurances contained therein; to act in connection with this application; and to provide such additional information as may be required.

3. **Sponsor Fund Availability.**

   It has sufficient funds available for that portion of the project costs which are not to be paid by the United States. It has sufficient funds available to assure operation and maintenance of items funded under this grant agreement which it will own or control.

4. **Good Title.**

   a. It, a public agency or the Federal government, holds good title, satisfactory to the Secretary, to the landing area of the airport or site thereof, or will give assurance satisfactory to the Secretary that good title will be acquired.

   b. For noise compatibility program projects to be carried out on the property of the sponsor, it holds good title satisfactory to the Secretary to that portion of the property upon which Federal funds will be expended or will give assurance to the Secretary that good title will be obtained.

5. **Preserving Rights and Powers.**

   a. It will not take or permit any action which would operate to deprive it of any of the rights and powers necessary to perform any or all of the terms, conditions, and assurances in this grant agreement without the written approval of the Secretary, and will act promptly to acquire, extinguish or modify any outstanding rights or claims of right of others which would interfere with such performance by the sponsor. This shall be done in a manner acceptable to the Secretary.

b. It will not sell, lease, encumber, or otherwise transfer or dispose of any part of its title or other interests in the property shown on Exhibit A to this application or, for a noise compatibility program project, that portion of the property upon which Federal funds have been expended, for the duration of the terms, conditions, and assurances in this grant agreement without approval by the Secretary. If the transferee is found by the Secretary to be eligible under Title 49, United States Code, to assume the obligations of this grant agreement and to have the power, authority, and financial resources to carry out all such obligations, the sponsor shall insert in the contract or document transferring or disposing of the sponsor's interest, and make binding upon the transferee all of the terms, conditions, and assurances contained in this grant agreement.

c. For all noise compatibility program projects which are to be carried out by another unit of local government or are on property owned by a unit of local government other than the sponsor, it will enter into an agreement with that government. Except as otherwise specified by the Secretary, that agreement shall obligate that government to the same terms, conditions, and assurances that would be applicable to it if it applied directly to the FAA for a grant to undertake the noise compatibility program project. That agreement and changes thereto must be satisfactory to the Secretary. It will take steps to enforce this agreement against the local government if there is substantial non-compliance with the terms of the agreement.

d. For noise compatibility program projects to be carried out on privately owned property, it will enter into an agreement with the owner of that property which includes provisions specified by the Secretary. It will take steps to enforce this agreement against the property owner whenever there is substantial non-compliance with the terms of the agreement.

e. If the sponsor is a private sponsor, it will take steps satisfactory to the Secretary to ensure that the airport will continue to function as a public-use airport in accordance with these assurances for the duration of these assurances.

f. If an arrangement is made for management and operation of the airport by any agency or person other than the sponsor or an employee of the sponsor, the sponsor will reserve sufficient rights and authority to insure that the airport will be operated and maintained in accordance Title 49, United States Code, the regulations and the terms, conditions and assurances in this grant agreement and shall insure that such arrangement also requires compliance therewith.

g. Sponsors of commercial service airports will not permit or enter into any arrangement that results in permission for the owner or tenant of a property used as a residence, or zoned for residential use, to taxi an aircraft between that property and any location on airport. Sponsors of general aviation airports entering into any arrangement that results in permission for the owner of residential real property adjacent to or near the airport must comply with the requirements of Sec. 136 of Public Law 112-95 and the sponsor assurances.

6. **Consistency with Local Plans.**

   The project is reasonably consistent with plans (existing at the time of submission of this application) of public agencies that are authorized by the State in which the project is located to plan for the development of the area surrounding the airport.

7. **Consideration of Local Interest.**

   It has given fair consideration to the interest of communities in or near where the project may be located.

8. **Consultation with Users.**

   In making a decision to undertake any airport development project under Title 49, United States Code, it has undertaken reasonable consultations with affected parties using the airport at which project is proposed.

9. **Public Hearings.**

   In projects involving the location of an airport, an airport runway, or a major runway extension, it has afforded the opportunity for public hearings for the purpose of considering the economic, social, and environmental effects of the airport or runway location and its consistency with goals and objectives of such planning as has been carried out by the community and it shall, when requested by the Secretary, submit a copy of the transcript of such hearings to the Secretary. Further, for such projects, it has on its management board either voting representation from the communities where the project is located or has advised the communities that they have the right to petition the Secretary concerning a proposed project.

10. **Metropolitan Planning Organization.**

    In projects involving the location of an airport, an airport runway, or a major runway extension at a medium or large hub airport, the sponsor has made available to and has provided upon request to the metropolitan planning organization in the area in which the airport is located, if any, a copy of the proposed amendment to the airport layout plan to depict the project and a copy of any airport master plan in which the project is described or depicted.

11. **Pavement Preventive Maintenance.**

    With respect to a project approved after January 1, 1995, for the replacement or reconstruction of pavement at the airport, it assures or certifies that it has implemented an effective airport pavement maintenance-management program and it assures that it will use such program for the useful life of any pavement constructed, reconstructed or repaired with Federal financial assistance at the airport. It will provide such reports on pavement condition and pavement management programs as the Secretary determines may be useful.

12. **Terminal Development Prerequisites.**

    For projects which include terminal development at a public use airport, as defined in Title 49, it has, on the date of submittal of the project grant application, all the safety equipment required for certification of such airport under section 44706 of Title 49, United States Code, and all the security equipment required by rule or regulation, and

has provided for access to the passenger enplaning and deplaning area of such airport to passengers enplaning and deplaning from aircraft other than air carrier aircraft.

13. **Accounting System, Audit, and Record Keeping Requirements.**

    a. It shall keep all project accounts and records which fully disclose the amount and disposition by the recipient of the proceeds of this grant, the total cost of the project in connection with which this grant is given or used, and the amount or nature of that portion of the cost of the project supplied by other sources, and such other financial records pertinent to the project. The accounts and records shall be kept in accordance with an accounting system that will facilitate an effective audit in accordance with the Single Audit Act of 1984.

    b. It shall make available to the Secretary and the Comptroller General of the United States, or any of their duly authorized representatives, for the purpose of audit and examination, any books, documents, papers, and records of the recipient that are pertinent to this grant. The Secretary may require that an appropriate audit be conducted by a recipient. In any case in which an independent audit is made of the accounts of a sponsor relating to the disposition of the proceeds of a grant or relating to the project in connection with which this grant was given or used, it shall file a certified copy of such audit with the Comptroller General of the United States not later than six (6) months following the close of the fiscal year for which the audit was made.

14. **Minimum Wage Rates.**

    It shall include, in all contracts in excess of $2,000 for work on any projects funded under this grant agreement which involve labor, provisions establishing minimum rates of wages, to be predetermined by the Secretary of Labor, in accordance with the Davis-Bacon Act, as amended (40 U.S.C. 276a-276a-5), which contractors shall pay to skilled and unskilled labor, and such minimum rates shall be stated in the invitation for bids and shall be included in proposals or bids for the work.

15. **Veteran's Preference.**

    It shall include in all contracts for work on any project funded under this grant agreement which involve labor, such provisions as are necessary to insure that, in the employment of labor (except in executive, administrative, and supervisory positions), preference shall be given to Vietnam era veterans, Persian Gulf veterans, Afghanistan-Iraq war veterans, disabled veterans, and small business concerns owned and controlled by disabled veterans as defined in Section 47112 of Title 49, United States Code. However, this preference shall apply only where the individuals are available and qualified to perform the work to which the employment relates.

16. **Conformity to Plans and Specifications.**

    It will execute the project subject to plans, specifications, and schedules approved by the Secretary. Such plans, specifications, and schedules shall be submitted to the Secretary prior to commencement of site preparation, construction, or other performance under this grant agreement, and, upon approval of the Secretary, shall be incorporated into this grant agreement. Any modification to the approved plans,

specifications, and schedules shall also be subject to approval of the Secretary, and incorporated into this grant agreement.

17. **Construction Inspection and Approval.**

It will provide and maintain competent technical supervision at the construction site throughout the project to assure that the work conforms to the plans, specifications, and schedules approved by the Secretary for the project. It shall subject the construction work on any project contained in an approved project application to inspection and approval by the Secretary and such work shall be in accordance with regulations and procedures prescribed by the Secretary. Such regulations and procedures shall require such cost and progress reporting by the sponsor or sponsors of such project as the Secretary shall deem necessary.

18. **Planning Projects.**

In carrying out planning projects:

a. It will execute the project in accordance with the approved program narrative contained in the project application or with the modifications similarly approved.

b. It will furnish the Secretary with such periodic reports as required pertaining to the planning project and planning work activities.

c. It will include in all published material prepared in connection with the planning project a notice that the material was prepared under a grant provided by the United States.

d. It will make such material available for examination by the public, and agrees that no material prepared with funds under this project shall be subject to copyright in the United States or any other country.

e. It will give the Secretary unrestricted authority to publish, disclose, distribute, and otherwise use any of the material prepared in connection with this grant.

f. It will grant the Secretary the right to disapprove the sponsor's employment of specific consultants and their subcontractors to do all or any part of this project as well as the right to disapprove the proposed scope and cost of professional services.

g. It will grant the Secretary the right to disapprove the use of the sponsor's employees to do all or any part of the project.

h. It understands and agrees that the Secretary's approval of this project grant or the Secretary's approval of any planning material developed as part of this grant does not constitute or imply any assurance or commitment on the part of the Secretary to approve any pending or future application for a Federal airport grant.

19. **Operation and Maintenance.**

a. The airport and all facilities which are necessary to serve the aeronautical users of the airport, other than facilities owned or controlled by the United States, shall be operated at all times in a safe and serviceable condition and in accordance with the minimum standards as may be required or prescribed by applicable Federal,

state and local agencies for maintenance and operation. It will not cause or permit any activity or action thereon which would interfere with its use for airport purposes. It will suitably operate and maintain the airport and all facilities thereon or connected therewith, with due regard to climatic and flood conditions. Any proposal to temporarily close the airport for non-aeronautical purposes must first be approved by the Secretary. In furtherance of this assurance, the sponsor will have in effect arrangements for-

1) Operating the airport's aeronautical facilities whenever required;

2) Promptly marking and lighting hazards resulting from airport conditions, including temporary conditions; and

3) Promptly notifying airmen of any condition affecting aeronautical use of the airport. Nothing contained herein shall be construed to require that the airport be operated for aeronautical use during temporary periods when snow, flood or other climatic conditions interfere with such operation and maintenance. Further, nothing herein shall be construed as requiring the maintenance, repair, restoration, or replacement of any structure or facility which is substantially damaged or destroyed due to an act of God or other condition or circumstance beyond the control of the sponsor.

b. It will suitably operate and maintain noise compatibility program items that it owns or controls upon which Federal funds have been expended.

20. **Hazard Removal and Mitigation.**

It will take appropriate action to assure that such terminal airspace as is required to protect instrument and visual operations to the airport (including established minimum flight altitudes) will be adequately cleared and protected by removing, lowering, relocating, marking, or lighting or otherwise mitigating existing airport hazards and by preventing the establishment or creation of future airport hazards.

21. **Compatible Land Use.**

It will take appropriate action, to the extent reasonable, including the adoption of zoning laws, to restrict the use of land adjacent to or in the immediate vicinity of the airport to activities and purposes compatible with normal airport operations, including landing and takeoff of aircraft. In addition, if the project is for noise compatibility program implementation, it will not cause or permit any change in land use, within its jurisdiction, that will reduce its compatibility, with respect to the airport, of the noise compatibility program measures upon which Federal funds have been expended.

22. **Economic Nondiscrimination.**

a. It will make the airport available as an airport for public use on reasonable terms and without unjust discrimination to all types, kinds and classes of aeronautical activities, including commercial aeronautical activities offering services to the public at the airport.

b. In any agreement, contract, lease, or other arrangement under which a right or privilege at the airport is granted to any person, firm, or corporation to conduct or

to engage in any aeronautical activity for furnishing services to the public at the airport, the sponsor will insert and enforce provisions requiring the contractor to-

1) furnish said services on a reasonable, and not unjustly discriminatory, basis to all users thereof, and

2) charge reasonable, and not unjustly discriminatory, prices for each unit or service, provided that the contractor may be allowed to make reasonable and nondiscriminatory discounts, rebates, or other similar types of price reductions to volume purchasers.

c. Each fixed-based operator at the airport shall be subject to the same rates, fees, rentals, and other charges as are uniformly applicable to all other fixed-based operators making the same or similar uses of such airport and utilizing the same or similar facilities.

d. Each air carrier using such airport shall have the right to service itself or to use any fixed-based operator that is authorized or permitted by the airport to serve any air carrier at such airport.

e. Each air carrier using such airport (whether as a tenant, non-tenant, or subtenant of another air carrier tenant) shall be subject to such nondiscriminatory and substantially comparable rules, regulations, conditions, rates, fees, rentals, and other charges with respect to facilities directly and substantially related to providing air transportation as are applicable to all such air carriers which make similar use of such airport and utilize similar facilities, subject to reasonable classifications such as tenants or non-tenants and signatory carriers and non-signatory carriers. Classification or status as tenant or signatory shall not be unreasonably withheld by any airport provided an air carrier assumes obligations substantially similar to those already imposed on air carriers in such classification or status.

f. It will not exercise or grant any right or privilege which operates to prevent any person, firm, or corporation operating aircraft on the airport from performing any services on its own aircraft with its own employees [including, but not limited to maintenance, repair, and fueling] that it may choose to perform.

g. In the event the sponsor itself exercises any of the rights and privileges referred to in this assurance, the services involved will be provided on the same conditions as would apply to the furnishing of such services by commercial aeronautical service providers authorized by the sponsor under these provisions.

h. The sponsor may establish such reasonable, and not unjustly discriminatory, conditions to be met by all users of the airport as may be necessary for the safe and efficient operation of the airport.

i. The sponsor may prohibit or limit any given type, kind or class of aeronautical use of the airport if such action is necessary for the safe operation of the airport or necessary to serve the civil aviation needs of the public.

23. **Exclusive Rights.**

It will permit no exclusive right for the use of the airport by any person providing, or intending to provide, aeronautical services to the public. For purposes of this paragraph, the providing of the services at an airport by a single fixed-based operator shall not be construed as an exclusive right if both of the following apply:

a. It would be unreasonably costly, burdensome, or impractical for more than one fixed-based operator to provide such services, and

b. If allowing more than one fixed-based operator to provide such services would require the reduction of space leased pursuant to an existing agreement between such single fixed-based operator and such airport. It further agrees that it will not, either directly or indirectly, grant or permit any person, firm, or corporation, the exclusive right at the airport to conduct any aeronautical activities, including, but not limited to charter flights, pilot training, aircraft rental and sightseeing, aerial photography, crop dusting, aerial advertising and surveying, air carrier operations, aircraft sales and services, sale of aviation petroleum products whether or not conducted in conjunction with other aeronautical activity, repair and maintenance of aircraft, sale of aircraft parts, and any other activities which because of their direct relationship to the operation of aircraft can be regarded as an aeronautical activity, and that it will terminate any exclusive right to conduct an aeronautical activity now existing at such an airport before the grant of any assistance under Title 49, United States Code.

24. **Fee and Rental Structure.**

It will maintain a fee and rental structure for the facilities and services at the airport which will make the airport as self-sustaining as possible under the circumstances existing at the particular airport, taking into account such factors as the volume of traffic and economy of collection. No part of the Federal share of an airport development, airport planning or noise compatibility project for which a grant is made under Title 49, United States Code, the Airport and Airway Improvement Act of 1982, the Federal Airport Act or the Airport and Airway Development Act of 1970 shall be included in the rate basis in establishing fees, rates, and charges for users of that airport.

25. **Airport Revenues.**

a. All revenues generated by the airport and any local taxes on aviation fuel established after December 30, 1987, will be expended by it for the capital or operating costs of the airport; the local airport system; or other local facilities which are owned or operated by the owner or operator of the airport and which are directly and substantially related to the actual air transportation of passengers or property; or for noise mitigation purposes on or off the airport. The following exceptions apply to this paragraph:

1) If covenants or assurances in debt obligations issued before September 3, 1982, by the owner or operator of the airport, or provisions enacted before September 3, 1982, in governing statutes controlling the owner or operator's financing, provide for the use of the revenues from any of the airport owner or

operator's facilities, including the airport, to support not only the airport but also the airport owner or operator's general debt obligations or other facilities, then this limitation on the use of all revenues generated by the airport (and, in the case of a public airport, local taxes on aviation fuel) shall not apply.

2) If the Secretary approves the sale of a privately owned airport to a public sponsor and provides funding for any portion of the public sponsor's acquisition of land, this limitation on the use of all revenues generated by the sale shall not apply to certain proceeds from the sale. This is conditioned on repayment to the Secretary by the private owner of an amount equal to the remaining unamortized portion (amortized over a 20-year period) of any airport improvement grant made to the private owner for any purpose other than land acquisition on or after October 1, 1996, plus an amount equal to the federal share of the current fair market value of any land acquired with an airport improvement grant made to that airport on or after October 1, 1996.

3) Certain revenue derived from or generated by mineral extraction, production, lease, or other means at a general aviation airport (as defined at Section 47102 of title 49 United States Code), if the FAA determines the airport sponsor meets the requirements set forth in Sec. 813 of Public Law 112-95.

b. As part of the annual audit required under the Single Audit Act of 1984, the sponsor will direct that the audit will review, and the resulting audit report will provide an opinion concerning, the use of airport revenue and taxes in paragraph (a), and indicating whether funds paid or transferred to the owner or operator are paid or transferred in a manner consistent with Title 49, United States Code and any other applicable provision of law, including any regulation promulgated by the Secretary or Administrator.

c. Any civil penalties or other sanctions will be imposed for violation of this assurance in accordance with the provisions of Section 47107 of Title 49, United States Code.

26. **Reports and Inspections.**

It will:

a. submit to the Secretary such annual or special financial and operations reports as the Secretary may reasonably request and make such reports available to the public; make available to the public at reasonable times and places a report of the airport budget in a format prescribed by the Secretary;

b. for airport development projects, make the airport and all airport records and documents affecting the airport, including deeds, leases, operation and use agreements, regulations and other instruments, available for inspection by any duly authorized agent of the Secretary upon reasonable request;

c. for noise compatibility program projects, make records and documents relating to the project and continued compliance with the terms, conditions, and assurances of this grant agreement including deeds, leases, agreements, regulations, and other instruments, available for inspection by any duly authorized agent of the Secretary upon reasonable request; and

d. in a format and time prescribed by the Secretary, provide to the Secretary and make available to the public following each of its fiscal years, an annual report listing in detail:

1) all amounts paid by the airport to any other unit of government and the purposes for which each such payment was made; and

2) all services and property provided by the airport to other units of government and the amount of compensation received for provision of each such service and property.

27. **Use by Government Aircraft.**

It will make available all of the facilities of the airport developed with Federal financial assistance and all those usable for landing and takeoff of aircraft to the United States for use by Government aircraft in common with other aircraft at all times without charge, except, if the use by Government aircraft is substantial, charge may be made for a reasonable share, proportional to such use, for the cost of operating and maintaining the facilities used. Unless otherwise determined by the Secretary, or otherwise agreed to by the sponsor and the using agency, substantial use of an airport by Government aircraft will be considered to exist when operations of such aircraft are in excess of those which, in the opinion of the Secretary, would unduly interfere with use of the landing areas by other authorized aircraft, or during any calendar month that –

a. Five (5) or more Government aircraft are regularly based at the airport or on land adjacent thereto; or

b. The total number of movements (counting each landing as a movement) of Government aircraft is 300 or more, or the gross accumulative weight of Government aircraft using the airport (the total movement of Government aircraft multiplied by gross weights of such aircraft) is in excess of five million pounds.

28. **Land for Federal Facilities.**

It will furnish without cost to the Federal Government for use in connection with any air traffic control or air navigation activities, or weather-reporting and communication activities related to air traffic control, any areas of land or water, or estate therein, or rights in buildings of the sponsor as the Secretary considers necessary or desirable for construction, operation, and maintenance at Federal expense of space or facilities for such purposes. Such areas or any portion thereof will be made available as provided herein within four months after receipt of a written request from the Secretary.

29. **Airport Layout Plan.**

a. It will keep up to date at all times an airport layout plan of the airport showing

1) boundaries of the airport and all proposed additions thereto, together with the boundaries of all offsite areas owned or controlled by the sponsor for airport purposes and proposed additions thereto;

2) the location and nature of all existing and proposed airport facilities and structures (such as runways, taxiways, aprons, terminal buildings, hangars and

roads), including all proposed extensions and reductions of existing airport facilities;

3) the location of all existing and proposed nonaviation areas and of all existing improvements thereon; and

4) all proposed and existing access points used to taxi aircraft across the airport's property boundary. Such airport layout plans and each amendment, revision, or modification thereof, shall be subject to the approval of the Secretary which approval shall be evidenced by the signature of a duly authorized representative of the Secretary on the face of the airport layout plan. The sponsor will not make or permit any changes or alterations in the airport or any of its facilities which are not in conformity with the airport layout plan as approved by the Secretary and which might, in the opinion of the Secretary, adversely affect the safety, utility or efficiency of the airport.

b. If a change or alteration in the airport or the facilities is made which the Secretary determines adversely affects the safety, utility, or efficiency of any federally owned, leased, or funded property on or off the airport and which is not in conformity with the airport layout plan as approved by the Secretary, the owner or operator will, if requested, by the Secretary (1) eliminate such adverse effect in a manner approved by the Secretary; or (2) bear all costs of relocating such property (or replacement thereof) to a site acceptable to the Secretary and all costs of restoring such property (or replacement thereof) to the level of safety, utility, efficiency, and cost of operation existing before the unapproved change in the airport or its facilities except in the case of a relocation or replacement of an existing airport facility due to a change in the Secretary's design standards beyond the control of the airport sponsor.

30. **Civil Rights.**

It will promptly take any measures necessary to ensure that no person in the United States shall, on the grounds of race, creed, color, national origin, sex, age, or disability be excluded from participation in, be denied the benefits of, or be otherwise subjected to discrimination in any activity conducted with, or benefiting from, funds received from this grant.

a. Using the definitions of activity, facility and program as found and defined in §§ 21.23 (b) and 21.23 (e) of 49 CFR § 21, the sponsor will facilitate all programs, operate all facilities, or conduct all programs in compliance with all non-discrimination requirements imposed by, or pursuant to these assurances.

b. Applicability

1) Programs and Activities. If the sponsor has received a grant (or other federal assistance) for any of the sponsor's program or activities, these requirements extend to all of the sponsor's programs and activities.

2) Facilities. Where it receives a grant or other federal financial assistance to construct, expand, renovate, remodel, alter or acquire a facility, or part of a facility, the assurance extends to the entire facility and facilities operated in connection therewith.

3) Real Property. Where the sponsor receives a grant or other Federal financial assistance in the form of, or for the acquisition of real property or an interest in real property, the assurance will extend to rights to space on, over, or under such property.

c. Duration.

The sponsor agrees that it is obligated to this assurance for the period during which Federal financial assistance is extended to the program, except where the Federal financial assistance is to provide, or is in the form of, personal property, or real property, or interest therein, or structures or improvements thereon, in which case the assurance obligates the sponsor, or any transferee for the longer of the following periods:

1) So long as the airport is used as an airport, or for another purpose involving the provision of similar services or benefits; or

2) So long as the sponsor retains ownership or possession of the property.

d. Required Solicitation Language. It will include the following notification in all solicitations for bids, Requests For Proposals for work, or material under this grant agreement and in all proposals for agreements, including airport concessions, regardless of funding source:

"The **(Name of Sponsor)**, in accordance with the provisions of Title VI of the Civil Rights Act of 1964 (78 Stat. 252, 42 U.S.C. §§ 2000d to 2000d-4) and the Regulations, hereby notifies all bidders that it will affirmatively ensure that any contract entered into pursuant to this advertisement, disadvantaged business enterprises and airport concession disadvantaged business enterprises will be afforded full and fair opportunity to submit bids in response to this invitation and will not be discriminated against on the grounds of race, color, or national origin in consideration for an award."

e. Required Contract Provisions.

1) It will insert the non-discrimination contract clauses requiring compliance with the acts and regulations relative to non-discrimination in Federally-assisted programs of the DOT, and incorporating the acts and regulations into the contracts by reference in every contract or agreement subject to the non-discrimination in Federally-assisted programs of the DOT acts and regulations.

2) It will include a list of the pertinent non-discrimination authorities in every contract that is subject to the non-discrimination acts and regulations.

3) It will insert non-discrimination contract clauses as a covenant running with the land, in any deed from the United States effecting or recording a transfer of real property, structures, use, or improvements thereon or interest therein to a sponsor.

4) It will insert non-discrimination contract clauses prohibiting discrimination on the basis of race, color, national origin, creed, sex, age, or handicap as a

covenant running with the land, in any future deeds, leases, license, permits, or similar instruments entered into by the sponsor with other parties:

a) For the subsequent transfer of real property acquired or improved under the applicable activity, project, or program; and

b) For the construction or use of, or access to, space on, over, or under real property acquired or improved under the applicable activity, project, or program.

f. It will provide for such methods of administration for the program as are found by the Secretary to give reasonable guarantee that it, other recipients, sub-recipients, sub-grantees, contractors, subcontractors, consultants, transferees, successors in interest, and other participants of Federal financial assistance under such program will comply with all requirements imposed or pursuant to the acts, the regulations, and this assurance.

g. It agrees that the United States has a right to seek judicial enforcement with regard to any matter arising under the acts, the regulations, and this assurance.

31. **Disposal of Land.**

a. For land purchased under a grant for airport noise compatibility purposes, including land serving as a noise buffer, it will dispose of the land, when the land is no longer needed for such purposes, at fair market value, at the earliest practicable time. That portion of the proceeds of such disposition which is proportionate to the United States' share of acquisition of such land will be, at the discretion of the Secretary, (1) reinvested in another project at the airport, or (2) transferred to another eligible airport as prescribed by the Secretary. The Secretary shall give preference to the following, in descending order, (1) reinvestment in an approved noise compatibility project, (2) reinvestment in an approved project that is eligible for grant funding under Section 47117(e) of title 49 United States Code, (3) reinvestment in an approved airport development project that is eligible for grant funding under Sections 47114, 47115, or 47117 of title 49 United States Code, (4) transferred to an eligible sponsor of another public airport to be reinvested in an approved noise compatibility project at that airport, and (5) paid to the Secretary for deposit in the Airport and Airway Trust Fund. If land acquired under a grant for noise compatibility purposes is leased at fair market value and consistent with noise buffering purposes, the lease will not be considered a disposal of the land. Revenues derived from such a lease may be used for an approved airport development project that would otherwise be eligible for grant funding or any permitted use of airport revenue.

b. For land purchased under a grant for airport development purposes (other than noise compatibility), it will, when the land is no longer needed for airport purposes, dispose of such land at fair market value or make available to the Secretary an amount equal to the United States' proportionate share of the fair market value of the land. That portion of the proceeds of such disposition which is proportionate to the United States' share of the cost of acquisition of such land will, (1) upon application to the Secretary, be reinvested or transferred to another

eligible airport as prescribed by the Secretary. The Secretary shall give preference to the following, in descending order: (1) reinvestment in an approved noise compatibility project, (2) reinvestment in an approved project that is eligible for grant funding under Section 47117(e) of title 49 United States Code, (3) reinvestment in an approved airport development project that is eligible for grant funding under Sections 47114, 47115, or 47117 of title 49 United States Code, (4) transferred to an eligible sponsor of another public airport to be reinvested in an approved noise compatibility project at that airport, and (5) paid to the Secretary for deposit in the Airport and Airway Trust Fund.

c. Land shall be considered to be needed for airport purposes under this assurance if (1) it may be needed for aeronautical purposes (including runway protection zones) or serve as noise buffer land, and (2) the revenue from interim uses of such land contributes to the financial self-sufficiency of the airport. Further, land purchased with a grant received by an airport operator or owner before December 31, 1987, will be considered to be needed for airport purposes if the Secretary or Federal agency making such grant before December 31, 1987, was notified by the operator or owner of the uses of such land, did not object to such use, and the land continues to be used for that purpose, such use having commenced no later than December 15, 1989.

d. Disposition of such land under (a) (b) or (c) will be subject to the retention or reservation of any interest or right therein necessary to ensure that such land will only be used for purposes which are compatible with noise levels associated with operation of the airport.

32. **Engineering and Design Services.**

It will award each contract, or sub-contract for program management, construction management, planning studies, feasibility studies, architectural services, preliminary engineering, design, engineering, surveying, mapping or related services with respect to the project in the same manner as a contract for architectural and engineering services is negotiated under Title IX of the Federal Property and Administrative Services Act of 1949 or an equivalent qualifications-based requirement prescribed for or by the sponsor of the airport.

33. **Foreign Market Restrictions.**

It will not allow funds provided under this grant to be used to fund any project which uses any product or service of a foreign country during the period in which such foreign country is listed by the United States Trade Representative as denying fair and equitable market opportunities for products and suppliers of the United States in procurement and construction.

34. **Policies, Standards, and Specifications.**

It will carry out the project in accordance with policies, standards, and specifications approved by the Secretary including but not limited to the advisory circulars listed in the Current FAA Advisory Circulars for AIP projects, dated 3/20/2014 (the latest approved version as of this grant offer) and included in this grant, and in accordance

with applicable state policies, standards, and specifications approved by the Secretary.

35. **Relocation and Real Property Acquisition.**

a. It will be guided in acquiring real property, to the greatest extent practicable under State law, by the land acquisition policies in Subpart B of 49 CFR Part 24 and will pay or reimburse property owners for necessary expenses as specified in Subpart B.
b. It will provide a relocation assistance program offering the services described in Subpart C and fair and reasonable relocation payments and assistance to displaced persons as required in Subpart D and E of 49 CFR Part 24.
c. It will make available within a reasonable period of time prior to displacement, comparable replacement dwellings to displaced persons in accordance with Subpart E of 49 CFR Part 24.

36. **Access By Intercity Buses.**

The airport owner or operator will permit, to the maximum extent practicable, intercity buses or other modes of transportation to have access to the airport; however, it has no obligation to fund special facilities for intercity buses or for other modes of transportation.

37. **Disadvantaged Business Enterprises.**

The sponsor shall not discriminate on the basis of race, color, national origin or sex in the award and performance of any DOT-assisted contract covered by 49 CFR Part 26, or in the award and performance of any concession activity contract covered by 49 CFR Part 23. In addition, the sponsor shall not discriminate on the basis of race, color, national origin or sex in the administration of its DBE and ACDBE programs or the requirements of 49 CFR Parts 23 and 26. The sponsor shall take all necessary and reasonable steps under 49 CFR Parts 23 and 26 to ensure nondiscrimination in the award and administration of DOT-assisted contracts, and/or concession contracts. The sponsor's DBE and ACDBE programs, as required by 49 CFR Parts 26 and 23, and as approved by DOT, are incorporated by reference in this agreement. Implementation of these programs is a legal obligation and failure to carry out its terms shall be treated as a violation of this agreement. Upon notification to the sponsor of its failure to carry out its approved program, the Department may impose sanctions as provided for under Parts 26 and 23 and may, in appropriate cases, refer the matter for enforcement under 18 U.S.C. 1001 and/or the Program Fraud Civil Remedies Act of 1936 (31 U.S.C. 3801).

38. **Hangar Construction.**

If the airport owner or operator and a person who owns an aircraft agree that a hangar is to be constructed at the airport for the aircraft at the aircraft owner's expense, the airport owner or operator will grant to the aircraft owner for the hangar a long term lease that is subject to such terms and conditions on the hangar as the airport owner or operator may impose.

39. **Competitive Access.**

a. If the airport owner or operator of a medium or large hub airport (as defined in section 47102 of title 49, U.S.C.) has been unable to accommodate one or more requests by an air carrier for access to gates or other facilities at that airport in order to allow the air carrier to provide service to the airport or to expand service at the airport, the airport owner or operator shall transmit a report to the Secretary that-

   1) Describes the requests;

   2) Provides an explanation as to why the requests could not be accommodated; and

   3) Provides a time frame within which, if any, the airport will be able to accommodate the requests.

b. Such report shall be due on either February 1 or August 1 of each year if the airport has been unable to accommodate the request(s) in the six month period prior to the applicable due date.

FAA
Airports

Current FAA Advisory Circulars Required for Use in AIP Funded and PFC Approved Projects

Updated: 3/20/2014

View the most current versions of these ACs and any associated changes at:
http://www.faa.gov/airports/resources/advisory_circulars

NUMBER	TITLE
70/7460-1K	Obstruction Marking and Lighting
150/5020-1	Noise Control and Compatibility Planning for Airports
150/5070-6B Change 1	Airport Master Plans
150/5070-7	The Airport System Planning Process
150/5100-13B	Development of State Standards for Nonprimary Airports
150/5200-28D	Notices to Airmen (NOTAMS) for Airport Operators
150/5200-30C Change 1	Airport Winter Safety And Operations
150/5200-31C Change 2	Airport Emergency Plan
150/5210-5D	Painting, Marking, and Lighting of Vehicles Used on an Airport
150/5210-7D	Aircraft Rescue and Fire Fighting Communications
150/5210-13C	Airport Water Rescue Plans and Equipment
150/5210-14B	Aircraft Rescue Fire Fighting Equipment, Tools and Clothing
150/5210-15A	Aircraft Rescue and Firefighting Station Building Design
150/5210-18A	Systems for Interactive Training of Airport Personnel

NUMBER	TITLE
150/5210-19A	Driver's Enhanced Vision System (DEVS) Ground Vehicle Operations on Airports
150/5220-10E	Guide Specification for Aircraft Rescue and Fire Fighting (ARFF) Vehicles
150/5220-16D	Automated Weather Observing Systems (AWOS) for Non-Federal Applications
150/5220-17B	Aircraft Rescue and Fire Fighting (ARFF) Training Facilities
150/5220-18A	Buildings for Storage and Maintenance of Airport Snow and Ice Control Equipment and Materials
AC 150/5220-20 Change 1	Airport Snow and Ice Control Equipment
150/5220-21C	Aircraft Boarding Equipment
150/5220-22B	Engineered Materials Arresting Systems (EMAS) for Aircraft Overruns
150/5220-23	Frangible Connections
150/5220-24	Foreign Object Debris Detection Equipment
150/5220-25	Airport Avian Radar Systems
150/5220-26 Change 1	Airport Ground Vehicle Automatic Dependent Surveillance - Broadcast (ADS-B) Out Squitter Equipment
150/5300-7B	FAA Policy on Facility Relocations Occasioned by Airport Improvements or Changes
150/5300-13A Change 1	Airport Design
150/5300-14C	Design of Aircraft Deicing Facilities
150/5300-16A	General Guidance and Specifications for Aeronautical Surveys: Establishment of Geodetic Control and Submission to the National Geodetic Survey
150/5300-17C	Standards for Using Remote Sensing Technologies in Airport Surveys
150/5300-18B Change 1	General Guidance and Specifications for Submission of Aeronautical Surveys to NGS: Field Data Collection and Geographic Information System (GIS) Standards
150/5320-5D	Surface Drainage Design
150/5320-6E	Airport Pavement Design and Evaluation

NUMBER	TITLE
150/5320-12C	Measurement, Construction, and Maintenance of Skid Resistant Airport Pavement Surfaces
150/5320-15A	Management of Airport Industrial Waste
150/5235-4B	Runway Length Requirements for Airport Design
150/5335-5C	Standardized Method of Reporting Airport Pavement Strength – PCN (Draft approved for use)
150/5340-1L	Standards for Airport Markings
150/5340-5D	Segmented Circle Airport Marker System
150/5340-18F	Standards for Airport Sign Systems
150/5340-30G	Design and Installation Details for Airport Visual Aids
150/5345-3G	Specification for L-821, Panels for the Control of Airport Lighting
150/5345-5B	Circuit Selector Switch
150/5345-7F	Specification for L-824 Underground Electrical Cable for Airport Lighting Circuits
150/5345-10G	Specification for Constant Current Regulators and Regulator Monitors
150/5345-12F	Specification for Airport and Heliport Beacons
150/5345-13B	Specification for L-841 Auxiliary Relay Cabinet Assembly for Pilot Control of Airport Lighting Circuits
150/5345-26D	FAA Specification For L-823 Plug and Receptacle, Cable Connectors
150/5345-27E	Specification for Wind Cone Assemblies
150/5345-28G	Precision Approach Path Indicator (PAPI) Systems
150/5345-39D	Specification for L-853, Runway and Taxiway Retro reflective Markers
150/5345-42G	Specification for Airport Light Bases, Transformer Housings, Junction Boxes, and Accessories
150/5345-43G	Specification for Obstruction Lighting Equipment
150/5345-44J	Specification for Runway and Taxiway Signs
150/5345-45C	Low-Impact Resistant (LIR) Structures

NUMBER	TITLE
150/5345-46D	Specification for Runway and Taxiway Light Fixtures
150/5345-47C	Specification for Series to Series Isolation Transformers for Airport Lighting Systems
150/5345-49C	Specification L-854, Radio Control Equipment
150/5345-50B	Specification for Portable Runway and Taxiway Lights
150/5345-51B	Specification for Discharge-Type Flashing Light Equipment
150/5345-52A	Generic Visual Glideslope Indicators (GVGI)
150/5345-53D	Airport Lighting Equipment Certification Program
150/5345-54B	Specification for L-884, Power and Control Unit for Land and Hold Short Lighting Systems
150/5345-55A	Specification for L-893, Lighted Visual Aid to Indicate Temporary Runway Closure
150/5345-56B	Specification for L-890 Airport Lighting Control and Monitoring System (ALCMS)
150/5360-12F	Airport Signing and Graphics
150/5360-13 Change 1	Planning and Design Guidelines for Airport Terminal Facilities
150/5360-14	Access to Airports By Individuals With Disabilities
150/5370-2F	Operational Safety on Airports During Construction
150/5370-10F	Standards for Specifying Construction of Airports
150/5370-11B	Use of Nondestructive Testing in the Evaluation of Airport Pavements
150/5370-13A	Off-Peak Construction of Airport Pavements Using Hot-Mix Asphalt
150/5370-15B	Airside Applications for Artificial Turf
150/5370-16	Rapid Construction of Rigid (Portland Cement Concrete) Airfield Pavements
150/5370-17	Airside Use of Heated Pavement Systems
150/5380-6B	Guidelines and Procedures for Maintenance of Airport Pavements
150/5390-2C	Heliport Design

NUMBER	TITLE
150/5395-1A	Seaplane Bases

THE FOLLOWING ADDITIONAL APPLY TO AIP PROJECTS ONLY

Updated: 3/7/2014

NUMBER	TITLE
150/5100-14D	Architectural, Engineering, and Planning Consultant Services for Airport Grant Projects
150/5100-17 Changes 1 - 6	Land Acquisition and Relocation Assistance for Airport Improvement Program Assisted Projects
150/5300-9B	Predesign, Prebid, and Preconstruction Conferences for Airport Grant Projects
150/5300-15A	Use of Value Engineering for Engineering Design of Airports Grant Projects
150/5320-17	Airfield Pavement Surface Evaluation and Rating (PASER) Manuals
150/5370-6D	Construction Progress and Inspection Report – Airport Grant Program
150/5370-12A	Quality Control of Construction for Airport Grant Projects
150/5380-7A	Airport Pavement Management Program

A.B. WON PAT
INTERNATIONAL AIRPORT AUTHORITY, GUAM

Executive Manager's Report
GIAA Board of Directors Meeting
June 26, 2014

AIRLINE ISSUES

United Airlines
United applied to the USDOT on May 28, 2014 for authority to begin nonstop service between Guam and Shanghai, China. United intends to begin the new service from Guam using Boeing 737-700/800 series aircraft, effective Oct. 28, 2014, subject to government approval. United's plans to service the GUM/PVG route twice weekly. United's 737-700 series is configuration includes 12 first class and 106 economy class seats.

Dynamic Air
Dynamic Air operated its first of 39 round trip scheduled charters from Beijing to Guam and arrived on Saturday, June 21, 2014 at 10:50am. The flight will operate every five days, utilizing a 767-200 ER aircraft with a capacity of 235 passengers. With 39 round trips scheduled, total charter seat capacity supplied for China to Guam by Dynamic Air is 9,165 seats. Earlier this year, Dynamic Airways brought 872 visitors from China over four charter flights for the Chinese New Year. Dynamic's inaugural flight landed on Guam on January 29, with more than 200 people on board.

Japan Airlines
The JAL Guam/Narita route was chosen to be featured in Tokyo's Fuji Terebi TV, "Real Scope Hyper", to air July 5 or July 6, 2014. The feature will feature a behind the scenes look of the airline from in-flight services to operations. Filming took place June 13 and 14, 2014, with GIAA's full support.

Philippine Airlines
Beginning October 26, 2014, Philippine Airlines will be increasing operations on **Manila – Guam**, from five flights to seven flights weekly, utilizing Airbus 320 aircraft. This increases seat capacity by 300 weekly, and adds 29% more seat capacity annually, from 39,000 to 54,600 seats.

China Airlines
China Airlines will operate eight additional flights on the **Taipei – Guam** route, utilizing its Boeing 737-800 aircraft. The flights will operate every four days, beginning June 27 and ending July 25, 2014. This will add 1,264 seats from Taipei during this one-month charter period.

EVA AIR
From July 2, 2014 to August 5, 2014, EVA AIR will increase their **Taipei/Guam** service from two to five weekly, utilizing A330-200 with 380 pax capacity. This increases capacity by 1,140 seats weekly, and 4,560 seats annually from this four-week period.

In addition, EVA AIR will operate **Narita/Guam** scheduled charter operations every four days, from August 1, 2014 through August 20, 2014, utilizing an Airbus A321 with 184 pax capacity. This increases seat capacity from Narita to Guam by 5,488 annually from these additional 12 charter operations.

Emergency Exercise Participation
GIAA participated in GHS/OCD's "TYPHOON PAKYO EXERCISE", which simulated response and actions taken by all agencies in a pre-set scenario. The exercise is a seven-day functional exercise that began June 19 and ran through today, June 25, 2014.

Executive Manager's Report
GIAA Board of Directors Meeting
June 26, 2014

FINANCIAL ISSUES

GIAA's Fiscal Year **2015 Financial Budget** has been compiled with all divisions' input. The Preliminary Budget will be distributed for signatory airline review and discussion will be scheduled in late July or early August 2014.

FAA ISSUES

FAA continues its support of airport development with the notice to award two grants. The first grant is in the amount of $1,556,987.00, for additional funding requirements of the installation of the Instrument Landing System (ILS) Runway 6L - Phase III. Also awarded was $2,950,939.00, for additional funding requirements of the Rehabilitation of Runway 6L24R - Phase IV.

PROCUREMENT

IFB Purchase and Delivery of Police Package Motorcycles
Announced: June 13, 2014
Pre Bid: June 24, 2014 10am
Submission Deadline: July 2, 2014, 2pm

IFB Purchase and Delivery of Crew/King Cab Vehicles
Announced: June 12, 2014
Pre-Bid: June 19, 10am
Submission Deadline: June 27, 2014, 2pm

ANNOUNCEMENT:

- The 1st Cycle of ARFF Fire recruits graduated on June 20, 2014, at 9:00am in a ceremony at the Sheraton Laguna Guam Resort. Governor Calvo and Lt. Governor Tenorio presented the Graduation Address to GIAA's 15 new Fire Fighters, and Judge Maria Cenzon administered the Fire Fighter's Oath. The first inspection was made of the new members of units A & B, and orders were given to the successful graduates.



A.B. WON PAT
INTERNATIONAL AIRPORT AUTHORITY, GUAM
ATURIDAT PUETTON BATKON AIREN GUAHAN ENTENASIONAT

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June 25, 2014

MEMORANDUM

To: Mr. Edward G. Untalan
Chairman
GIAA Board of Directors

From: Carlos Bordallo
Comptroller

Subject: **Operating Results - Revenues and Expenses as of May 31, 2014**

Attached herewith is GIAA's Operating Results Report for the month ending May 31, 2014. This report summarizes the Budgeted versus Actual Revenues and Expenses for the month and year-to-date results ended May 31, 2014.

The key operating results for 8 month(s) of FY 2014 ending May 31, 2014 - (in $000's) are:

CATEGORY	YEAR-TO-DATE				FORECAST FOR FULL YEAR-FY14	
	Budget FY 14 Y-T-D	Actual FY 14 Y-T-D	% Variance Budget vs. Actual		Actual Y-T-D + Remaining FY 14 Budget	% Variance Budget vs. Estimate for Full Year
			Y-T-D Current Month	Y-T-D Last Month		
Total Signatory Revenues	$17,619.7	$17,807.0	1.1%	2.4%	$26,917.8	.7%
Total Concession Revenues	$11,963.9	$12,110.3	1.2%	1.3%	$18,117.1	0.8 %
Total PFC's	$4,198.1	$4,247.6	1.2%	2.7%	$6,485.6	0.8%
Total Other Revenues	$10,072.9	$10,542.2	4.7%	3.2%	$15,684.4	3.1%
Total Operating Revenues	$43,854.5	$44,707.1	1.9%	2.3%	$67,205.0	1.3%
Total Operating Expenses	$27,227.9	$24,328.5	-10.6%	-8.1%	$36,871.0	-4.0%
Net Revenues from Operations	$16,626.6	$20,378.6	22.6%	18.5%	$30,333.9	14.1%
Non-Operating Expenses	$500.0	$232.3	-53..5%	-53..5%	$232.3	-53.5%
Other Available Moneys/other sources of funds	$4,521.8	$4,439.4	-1.8%	-1.9%	$6,700.4	-1.2%
Net Debt Service Coverage	**1.26**	**1.56**	**23.1%**	**22.5%**	**1.53**	**14.5%**

AMERICAN ASSOCIATION OF AIRPORT EXECUTIVES
AIRPORTS COUNCIL INTERNATIONAL
NASAO National Association of State Aviation Officials
TIACA THE INTERNATIONAL AIR CARGO ASSOCIATION

Year-to-date Total Signatory Revenues for the month ending May 31, 2014 are above Budgeted revenues by **1.1%.** Signatory revenue estimates are based on projections submitted by Signatory airlines and adopted in the annual budget.

Year-to-date Total Concession Revenues and Passenger Facility Charges are above budget estimates by **1.2%** and **1.2%.**

Year-to date Total Other Revenues, inclusive of non-signatory and non-airline revenues, are above the budget estimate by **4.7%.**

Year-to-date Total Operating Revenues Actual of **$44.7M** is **1.9%** above the budget estimate of **$43.9M**.

Year-to-date Total Operating Expenses are below budget by **-10.6 %**. Components of this line item include a **-6.5%** decrease in Personnel Service, a **-11.3%**decrease in Contractual Services, a **-33.6%** decrease in Materials & Supplies and a **-100%** decrease in Equipment/Furnishings from budgeted amounts for these respective categories.

The actual year-to-date Net Revenues from Operations of **$20.4M** reflects an increase of **22.6%** over the year-to-date budgeted amount of **$16.6M**.

Finally, our year-to-date results for Debt Service Coverage is at **1.53** versus the requirement of **1.25**.

Should you have any questions, please contact me at your convenience.

Attachments

cc: Board of Directors
Executive Manager
Deputy Executive Manager
Frank R. Santos, Expansion
Division Heads

Doc. No. 35GL-19-0628.*

GUAM INTERNATIONAL AIRPORT AUTHORITY
KEY OPERATING RESULTS ($000's)
as of May 31, 2014

	CURRENT MONTH					YEAR - TO - DATE		
	Actual FY2013	Budget FY2014	Actual FY2014	%Var Bud Vs Act'l	Budget Full Year	Actual FY2013	Budget FY2014	Actual FY2014
I. Signatory Airline Rents & Fees								
Terminal Bldg Rentals	283.1	256.8	258.5	0.7%	3,082.1	2,193.7	2,054.7	2,068.
Departure Fees	530.8	467.2	417.9	-10.6%	5,951.4	4,534.0	3,881.4	3,844.
Arrival Fees	531.8	461.5	413.2	-10.5%	5,908.9	4,725.5	3,848.9	4,002.
Immigration Inspection Fees	199.6	167.0	151.8	-9.1%	2,042.9	1,801.9	1,331.7	1,514.
Loading Bridge Use Fees	361.8	499.5	443.0	-11.3%	6,045.5	3,036.7	3,990.3	3,783.
Apron Use Fees	119.3	125.2	120.5	-3.8%	1,532.7	1,139.3	1,041.0	1,061.
Landing Fees	197.2	177.0	170.8	-3.5%	2,167.0	1,838.2	1,471.7	1,532.
Total Signatory Revenue	**2,223.7**	**2,154.3**	**1,975.6**	**-8.3%**	**26,730.5**	**19,269.3**	**17,619.7**	**17,807.**
Enplaned Signatory Pax	124,701	134,404	123,763	-7.9%	1,711,959	1,090,928	1,116,503	1,098,30
Cost per Enplaned Pax	**$17.83**	**$16.03**	**$15.96**	**-0.4%**	**$15.61**	**$17.66**	**$15.78**	**$16.2**
Revenues from Sources other than Signatory Airlines Rents & Fees								
Concession Revenues								
Gen Mdse (DFS)	493.4	1,201.2	1,225.0	2.0%	14,414.9	4,697.3	9,609.9	9,828.
In-flight Catering	60.4	62.8	68.9	9.7%	802.1	526.4	530.4	571.
Food & Beverage	68.2	73.0	72.7	-0.4%	942.3	598.0	616.3	612.
Rental Cars	78.5	81.3	83.3	2.4%	970.0	628.9	646.0	649.
Other Concession Rev	64.8	70.1	42.6	-39.3%	841.3	550.4	561.2	448.
Total Concession Revenues	**765.3**	**1,488.5**	**1,492.5**	**0.3%**	**17,970.6**	**7,001.1**	**11,963.9**	**12,110.**
Passenger Facility Charges	454.7	505.3	454.1	-10.1%	6,436.1	4,246.3	4,198.1	4,247.
Other Revenue	1,161.5	1,171.0	1,366.5	16.7%	15,215.1	10,391.2	10,072.9	10,542.
Total Operating Revenue	**4,605.1**	**5,319.1**	**5,288.8**	**-0.6%**	**66,352.4**	**40,907.9**	**43,854.5**	**44,707.**
II. Operating Expenses:								
Personnel Services	1,253.8	1,992.6	1,451.0	-27.2%	17,269.0	9,638.9	11,955.5	11,174.
Contractual Services	1,707.9	1,699.4	1,407.2	-17.2%	20,824.5	12,614.3	14,030.2	12,446.
Materials & Supplies	136.0	126.4	81.1	-35.9%	1,499.9	664.9	1,065.2	707.
Equipment/Furnishings	0.0	0.0	0.0	0.0%	177.0	0.0	177.0	0.
Total Operating Expenses	**3,097.7**	**3,818.3**	**2,939.2**	**-23.0%**	**39,770.5**	**22,918.1**	**27,227.9**	**24,328.**
Net income from Operations	**1,507.4**	**1,500.8**	**2,349.6**	**56.6%**	**26,581.9**	**17,989.8**	**16,626.6**	**20,378.**

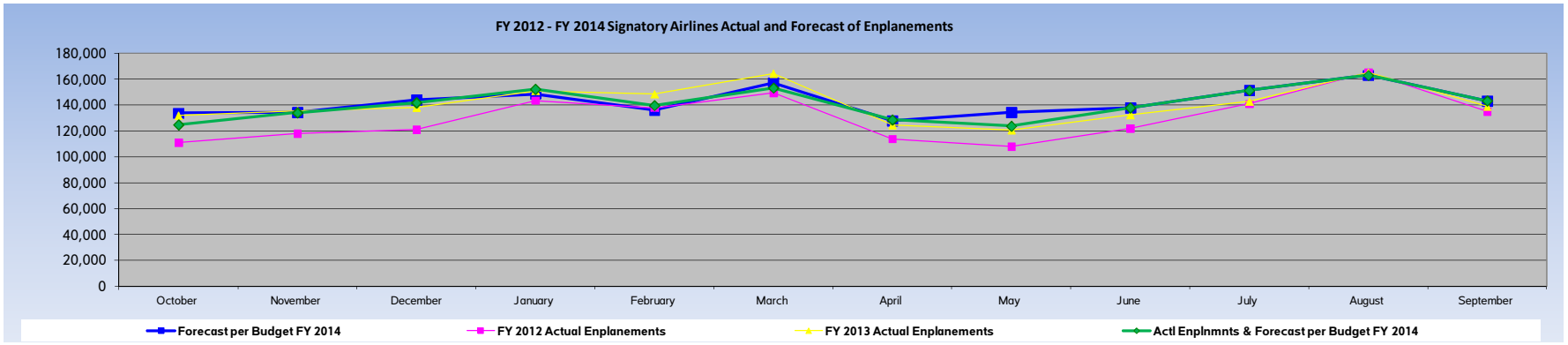
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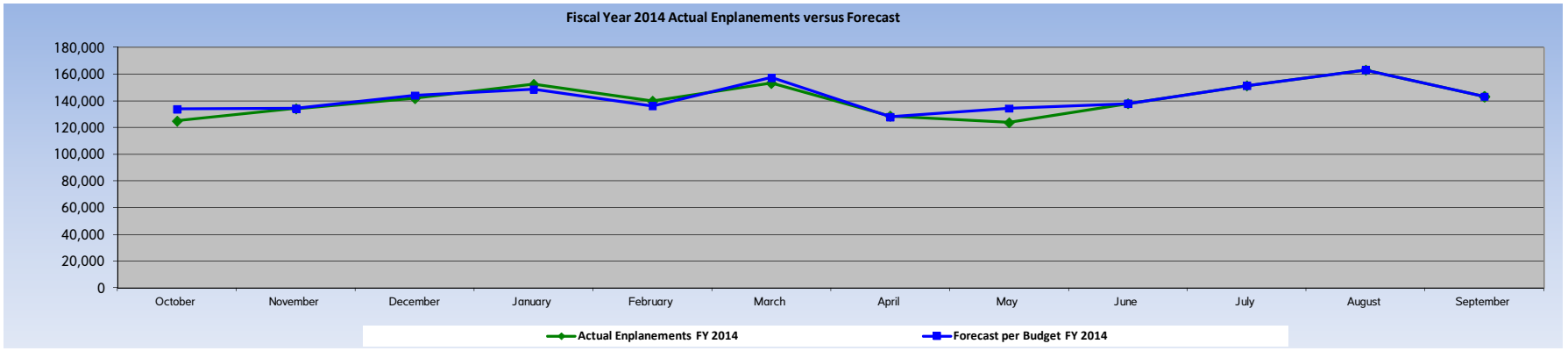
GUAM INTERNATIONAL AIRPORT AUTHORITY
KEY OPERATING RESULTS ($000's)
as of May 31, 2014

	CURRENT MONTH					YEAR - TO - DATE		
	Actual FY2013	Budget FY2014	Actual FY2014	%Var Bud Vs Act'l	Budget Full Year	Actual FY2013	Budget FY2014	Actual FY2014
III. Other Revenues and Expenses								
Less: Non Operating Expense(Ret/DOI/OHS)	21.8	0.0	0.0	0.0%	500.0	260.7	500.0	232.
Add: Interest on Investments	85.8	83.6	44.5	-46.7%	1,003.1	684.0	668.8	348.
Net Revenues	1,571.5	1,584.3	2,394.1	51.1%	27,085.0	18,413.0	16,795.3	20,495.
Add: Other Sources of Funds	194.8	37.9	32.0	-15.6%	454.8	435.9	303.2	220.
Add: Other Available Moneys	360.7	527.3	527.3	0.0%	6,327.9	2,885.7	4,218.6	4,218.
Net Revenues and Other Available Moneys	**2,127.0**	**2,149.6**	**2,953.4**	**37.4%**	**33,867.7**	**21,734.5**	**21,317.1**	**24,934.**
Debt Service payments	1,442.8	2,109.3	2,109.3	0.0%	25,311.4	11,542.6	16,874.3	16,033.
Debt Service Coverage	**1.47**	**1.02**	**1.40**	**37.4%**	**1.34**	**1.88**	**1.26**	**1.5**
Debt Service Requirement	**1.25**	**1.25**	**1.25**		**1.25**	**1.25**	**1.25**	**1.2**

SUMMARY SIGNATORY AIRLINES

Enplanements	October	November	December	January	February	March	April	May	June	July	August	September	Total
Forecast per Budget FY 2014	133,792	134,289	144,046	148,586	136,168	157,310	127,908	134,404	137,919	151,310	163,010	143,217	1,711,959
FY 2009 Actual Enplanements	96,587	102,001	100,515	123,234	114,550	123,061	99,415	98,005	84,556	111,273	119,504	108,317	1,281,018
FY 2010 Actual Enplanements	94,630	105,230	108,410	132,016	129,523	137,257	102,312	112,910	111,671	133,353	147,419	132,165	1,446,896
FY 2011 Actual Enplanements	112,043	117,861	115,206	137,595	131,263	128,645	90,184	99,827	100,434	119,730	140,999	123,086	1,416,873
FY 2012 Actual Enplanements	110,962	118,092	121,031	143,545	137,851	149,600	113,893	107,914	122,061	141,014	165,376	135,017	1,566,356
FY 2013 Actual Enplanements	131,910	135,518	138,186	150,971	148,524	164,380	124,701	120,751	132,315	142,773	165,026	138,907	1,693,962
Actl Enplnmnts & Forecast per Budget FY 2014	124,805	134,044	141,808	152,311	139,712	153,242	128,621	123,763	137,919	151,310	163,010	143,217	1,693,761
FY 2014 versus FY 2013	-5.39%	-1.09%	2.62%	0.89%	-5.93%	-6.78%	3.14%	2.49%	4.24%	5.98%	-1.22%	3.10%	-0.01%





Enplanements	October	November	December	January	February	March	April	May	June	July	August	September	Total
Actual versus Forecast													
Actual Enplanements FY 2014	124,805	134,044	141,808	152,311	139,712	153,242	128,621	123,763	137,919	151,310	163,010	143,217	1,693,761
Forecast per Budget FY 2014	133,792	134,289	144,046	148,586	136,168	157,310	127,908	134,404	137,919	151,310	163,010	143,217	1,711,959
Actual Enplanements Over/(Under) Forecast	(8,987)	(245)	(2,238)	3,725	3,544	(4,068)	713	(10,641)	0	0	0	0	(18,197)
Cumulative Total	(8,987)	(9,232)	(11,470)	(7,745)	(4,202)	(8,269)	(7,556)	(18,197)	0	0	0	0	
Percentage Over/(Under) Forecast													
	October	November	December	January	February	March	April	May	June	July	August	September	
% Monthly	-6.7%	-0.2%	-1.6%	2.5%	2.6%	-2.6%	0.6%	-7.9%	0.0%	0.0%	0.0%	0.0%	
% Cumulative Total	-6.7%	-3.4%	-2.8%	-1.4%	0.8%	-2.9%	2.3%	1.1%	0.0%	0.0%	0.0%	0.0%	
Month to Month Trend													
	October	November	December	January	February	March	April	May	June	July	August	September	
Actual Enplanements	124,805	134,044	141,808	152,311	139,712	153,242	128,621	123,763	0	0	0	0	
Month to Month Increase/(Decrease)		9,239	7,764	10,503	-12,599	13,530	-24,621	-4,858	0	0	0	0	
Month to Month Increase/(Decrease) in %		7.4%	5.8%	7.4%	-8.3%	9.7%	-16.1%	-3.8%	0.0%	0.0%	0.0%	0.0%	

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RECOMMENDATION OF COUNSEL

TO: Board of Directors
ANTONIO B. WON PAT INTERNATIONAL AIRPORT AUTHORITY, GUAM

CC: Mr. Charles H. Ada II
Executive Manager
ANTONIO B. WON PAT INTERNATIONAL AIRPORT AUTHORITY, GUAM

FROM: Janalynn Cruz Damian
CALVO FISHER & JACOB LLP

DATE: June 17, 2014

SUBJECT: **Executive Session**

Pursuant to 5 G.C.A. § 8111(c)(1), I hereby recommend that the Board of Directors of GIAA conduct an Executive Session at the next regularly scheduled Board meeting to discuss pending or threatened litigation to which GIAA is or may be a party.

Doc. No. 35GL-19-0628.*

MINUTES OF THE REGULAR MEETING OF THE BOARD OF DIRECTORS OF THE A.B. WON PAT INTERNATIONAL AIRPORT AUTHORITY, GUAM
Thursday, July 31, 2014, 3:00p.m.
GIAA TERMINAL CONFERENCE ROOM #3

1. CALL TO ORDER AND ATTENDANCE

The July 31, 2014 regular meeting of the Board of Directors of the A.B. Won Pat International Airport Authority, Guam ("GIAA" or the "Authority") was called to order by Chairman Untalan at 3:17p.m. at the GIAA Terminal Conference Room #3, 355 Chalan Pasaheru, Tamuning, Guam, 96913.

Directors Present:	**Offices or positions:**
Edward G. Untalan	Chairman
Martin Gerber	
Rosalinda A. Tolan	
Lucy M. Alcorn	
Directors Absent:	
Jesus Q. Torres(Excused)	Vice Chairman
Gurvinder Sobti (Excused)	
GIAA Officials:	
Charles H. Ada II	Executive Manager
Pedro R. Martinez	Deputy Executive Manager
Carlos P. Bordallo	Acting Assistant Comptroller
Frank R. Santos	Business and Financial Consultant
Jean M. Arriola	Air Services Manager
Gerard Bautista	Air Terminal Manager
Robert D. Camacho	Chief of Police
Victor Cruz	Engineer Supervisor
Ed Muna	Airport Operations Superintendent
Joseph G. Javellana	Program Coordinator IV
Franklin Taitano	Procurement Administrator
Janalynn Cruz Damian, Esq.	GIAA Legal Counsel

The Chairman welcomed the presence of Airport tenants, stakeholders, and members of the public who are noted in a sign-in sheet made as an attachment to these minutes.

2. APPROVAL OF AGENDA

The Chairman asked if there were any changes to the agenda. No changes were requested. On motion duly made by Director Alcorn, seconded by Director Tolan, the agenda as presented was unanimously approved.

3. APPROVAL OF MINUTES

A. June 26, 2014 Regular Meeting

The next item on the agenda was approval of the minutes of the June 26, 2014regular meeting.

On motion duly made by Director Alcorn, seconded by Director Tolan, the following resolution was unanimously approved:

Resolution No. 14-46

The Board hereby approves the minutes of the June 26, 2014 regular meeting.

4. CORRESPONDENCE

The next item on the agenda was Correspondence.

The Executive Manager informed the Board that there was no significant Correspondence to report, however announced that Mr. Ron Simpson of the FAA's Hawaii Office and a representative of the Los Angeles Office would be on Guam for a very short visit this upcoming weekend, and will meet with the GIAA Management team.

At this time, Chairman Untalan announced the resignation of Board Secretary, Amanda O'Brien-Rios. The Chairman stated that she has represented the Board very well and kept the Board well informed during her tenure, that she would be greatly missed. The Board and Management presented a certificate of appreciation to Ms. O'Brien-Rios.

5. OLD BUSINESS

The next item on the agenda was Old Business.

A. Status of Capital Improvement Projects

The first matter discussed was the Status of Capital Improvement Projects. Mr. Frank Santos, Business and Financial Consultant, presented three (3) schedules to the Board

for review. The first schedule presented was the UDO (Undistributed Obligations Analysis). Mr. Santos provided updates relative to2010 projects, announcing that the FAA stated that the four (4) projects needed to be closed out before the end of the fiscal year. Mr. Santos announced that the FAA has approved the extension of the noise mitigation project in the amount of $1.3M. He went on to announce that with regard to AIP79, the FAA published the notification of the environmental assessment report for the storm water and sewer design, which is available for review at their regional office and on GIAA's website. The result of the finding was that there was no significant impact; approximately $370,000 will be de-obligated, and returned; it cannot be used for anything other than the purpose of the grant. Mr. Santos provided additional updates on FAA grants.

Reporting on the Capital Improvement Fund, Mr. Santos informed the Board that the balances included are as of July 31, 2014 and went on to provide brief updates to the Board.

The last schedule, the Bond Capital Improvement projects, Mr. Santos informed the Board that a presentation to the Stakeholders was held on the Hold Bag Screening project in late June; the bid for the general construction is expected to be advertised in October 2014. Reporting on the International Arrivals Corridor, Mr. Santos announced that recently a working session was held to discuss the 10% conceptual design effort; in attendance were Management and a number of Board members, with a presentation to the stakeholders occurring two (2) days later. Mr. Santos directed the Board to images relative to the International Arrivals Corridor, and provided insight into the project. Discussion followed relative to the International Arrivals Corridor, with Mr. Santos announcing that more details will be available at the 30% level, expected October 2014; with a single bid, phased approach expected for April 2015. Mr. Santos announced that the budget offered was $53.9M. Chairman Untalan suggested that for Gensler & Associate's next visit in September 2014 that GIAA hold a press release to get the public excited about the new changes expected at the Airport.

Mr. Santos informed the Board of another item Management would like to bring to the Board's attention. The Board approved a lease agreement with Tandum Skydive in March 2012 in the construction of a hanger on the south ramp side. Legal Counsel, Janalynn Damian informed the Board that Management is requesting for the Board to reaffirm the prior approval of the lease agreement. Chairman Untalan inquired on the terms. Mr. Santos announced the terms of agreement, and stated that it is for a twenty (20) year term with two (2) five (5) year options. Discussion followed relative to the finance terms. For clarification, Chairman Untalan informed the Board that due to a recent Bill passed; any lease agreements longer than five (5) years would need prior approval from the Legislature, unless the agreement was entered into before the Bill was passed.

On motion duly made by Director Tolan, seconded by Director Gerber, the following resolution was unanimously approved:

Resolution No. 14-47

The Board hereby reaffirms the prior approval of the lease agreement between GIAA and Tandum Skydive, subject to legal counsel review.

6. NEW BUSINESS

The next item on the agenda was New Business.

A. Approval of Award –IFB No. GIAA-003-FY14, Purchase and Delivery of Crew Cab & King Cab Vehicles

The first matter discussed was the approval of award under the Invitation for Bid for Purchase and Delivery of Crew Cab & King Cab Vehicles, IFB No. GIAA-003-FY14 (the "IFB").The Executive Manager informed the Board that the IFB solicited bids from professional firms for purchase and delivery of crew cab and king cab vehicles to be used for the Properties & Facilities Division. Two (2) firms purchased the bid package, however only one (1) firm submitted a bid proposal before the established deadline. The firm was evaluated and determined to be acceptable. The Executive Managerinformed the Board that the total contract award for this bid is $129,560.00, submitted by Atkins Kroll Inc. Funding for this bid is available under the CIP budget. Management recommends that the Board approve the contract award of $129,560.00 to Atkins Kroll Inc., who has been determined to have met the standards of responsibility and responsiveness outlined in the Guam Procurement Regulations.

Mr. Franklin Taitano, the Procurement Administrator announced that the vehicles offered were 2014 Toyota Tacoma, Pre-Runner Sports with crew cab and king cab options; a total of four (4) vehicles. Discussion followed relative to details of the vehicles, with Mr. Taitano announcing that the color of the vehicles would be white.

Chairman Untalan inquired on the fact there was only one company that responded to the bid. Mr. Taitano replied that a number of other companies have existing bids that are being held by other government agencies which he felt was the reason they were deterred from participating.

After further discussion, on motion duly made by Director Gerber, seconded by Director Tolan, the following resolution was unanimously approved:

Resolution No. 14-48

The Board hereby approves the contract award for Purchase and Delivery of Crew Cab & King Cab Vehicles, IFB No. GIAA-003-FY14 to Atkins Kroll Inc. in the amount of $129,560.00.

The Executive Manager announced that Management would like to present Agenda Item C next.

C. Approval of Award – IFB No. GIAA-004-FY14, Purchase and Delivery of Police Package Motorcycles

The second matter discussed was the approval of award under the Invitation for Bid for Purchase and Delivery of Police Package Motorcycles, IFB No. GIAA-004-FY14 (the "Police Motorcycles IFB"). The Executive Manager informed the Board that the PoliceMotorcycles IFB solicited bids from professional firms for purchase and delivery of police package motorcycles to be used for Airport Police Division. Two (2) firms purchased the bid package, however only one (1) firm submitted a bid proposal before the established deadline. The firm was evaluated and determined to be acceptable. The Executive Manager informed the Board that the total contract award for this bid is $101,460.00, submitted by Cycles Plus. Funding for this bid is available under the CIP budget. Management recommends that the Board approve the contract award of $101,460.00, to Cycles Plus, who has been determined to have met the standards of responsibility and responsiveness outlined in the Guam Procurement Regulations.

Discussion followed relative to the details of the Police Motorcycles IFB and the current motorcycle inventory.

After further discussion, on motion duly made by Director Alcorn, seconded by Director Tolan, the following resolution was unanimously approved:

Resolution No. 14-49

The Board hereby approves the contract award for Purchase and Delivery of Police Package Motorcycles, IFB No. GIAA-004-FY14 to Cycles Plus in the amount of $101,460.00.

B. Approval of Award – RFP No. GIAA-007-FY14, Insurance Consulting Services

The third matter discussed was the approval of award under the Request for Proposals for Insurance Consulting Services, RFP No. GIAA-007-FY14 (the "RFP"). The Executive Manager informed the Board that the RFP solicited proposals from professional insurance firms to assist GIAA in managing its Insurance Programs. As required under the Airport Bond Indenture, the Authority is required to engage an insurance consultant

to review the Authority's self-insurance program. The contract term is for a year to year basis, not to exceed a total term of five (5) years. A total of five (5) firms showed their interest by obtaining the RFP package; however, four (4) firms responded by submitting their proposals before the established deadline. After receipt of all proposals, an Evaluation Committee was established to perform an independent evaluation of the proposals to determine the best qualified proposer. The proposals were evaluated based on the point system assigned for each criteria identified in the RFP package. As a result of the evaluation committee's tabulation, the selected firms in order of their ranking are as follows:

1. Proposer A
2. Proposer D
3. Proposer B
4. Proposer C

Management recommends the approval of the ranking results and the contract award to Proposer A, as the highest ranked proposer, subject to negotiations of fair and reasonable fees. In the event that the negotiations prove unsuccessful, GIAA Management will enter into negotiations with the next highest ranked proposer.

Director Alcorn inquired on the evaluation committee. The Executive Manager announced the members of the evaluation committee. Discussion followed relative to the firms.

The Chairman inquired on the contract amount. The Executive Manager responded $48,000.

After further discussion, on motion duly made by Director Gerber, seconded by Director Alcorn, the following resolution was unanimously approved:

Resolution No. 14-50

The Board hereby approves the ranking results and contract award to Proposer A for Insurance Consulting Services, RFP No. GIAA-007-FY14, subject to negotiation of fair and reasonable fees, and legal counsel review. If negotiations prove unsuccessful, GIAA Management will enter into negotiations with the next highest ranked proposer.

The Executive Manager announced to the Board that Proposer 'A' is Iris Ltd.

7. REPORT OF EXECUTIVE MANAGER

The next item on the agenda was the report of the Executive Manager.

The Executive Manager reported on various matters concerning airline and charter operations to include United Airlines announcing on July 26, 2014 the termination of three (3) Japan routes, effective December 14, 2014

1. Guam – Hiroshima, effective December 19, 2014, weekly seat capacity of 266 passengers
2. Guam – Okayama, effective December 20, 2014, weekly seat capacity of 266 passengers
3. Guam – Niigata, effective December 14, 2014, weekly seat capacity of 266 passengers

United also announced decreased frequency on the Guam – Sapporo route from four (4) times weekly to two (2) times weekly, and cancellation of a fourth daily flight planned to be implemented in February 2015.

Reporting on Customer Service, the Executive Manager informed the Board that in preparation for various customer service initiatives, and to use technology to inform passengers and the public to have greater and quicker access to airport information, the Airport is in its final phases to roll out the following services:

1. Wireless access in the concourse areas
2. Guam Airport mobile application for smart phones and iPads
3. Refreshed Website with streamlined look
4. Refreshed Airport logo for contemporary uses as icons on different promotional and identity platforms

All programs are at the 90% completion stage, with equipment installation being the final piece to finally make these programs active and announced to the public within the next 30 days. The Executive Manager directed the Board to an attachment on the Executive Manager's Report containing a refreshed Airport logo design. The Chairman inquired if the design required approval from the Board. The Executive Manager replied that he did not believe so, as the existing Airport logo was not previously approved.

Director Tolan inquired on who designed the logo. The Executive Manager replied that the design was completed by Big Fish Creative. Discussion followed relative to the design, with Ms. Jean Arriola informing the Board that the old design would be phased out slowly. Ms. Elfrie Koshiba, of GIAA's Marketing Division informed the Board that the new design will firstly be used for electronic devices and apps.

Director Tolan requested for an update relative to Cebu Pacific. The Executive Manager announced that TSA had informed Management of a meeting with the Airline during the upcoming week, and provided the Board with a brief update.

Director Gerber inquired on Charter flight numbers. Chairman Untalan added by requesting from Management a spreadsheet of sorts containing information on the charter flights. The Executive Manager replied that he would have that put together.

The Executive Manager announced that GIAA's Fiscal Year 2015 Financial Budget has been compiled with all divisions' input. An overview of the Preliminary Budget was presented to Signatory Airlines at a meeting held on Tuesday, July 29, 2014.

Relative to Procurement, the Executive Manager announced that the submission for the Boom Lift and Trailer IFB is August 5, 2014; and the submission deadline for the Insurance Broker Services RFP is August 8, 2014. Brief discussion followed relative to the Boom Lift.

Lotte Duty Free celebrated its one (1) year in operation at the Airport, with a ribbon cutting of its upgraded facilities on July 23, 2014. Improvements and enhancements in the retail core, the food court, restrooms and new construction of a family room and a world class aquarium represents $20M in upgrades invested in the Guam Airport. The opening was covered by the prestigious Moodie's Report - a Travel Retail and Duty Free Business Intelligence publication.

The A.B. Won Pat International Airport Authority, Guam and its airlines and tenants took a first look at options to constructing the International Arrivals Corridor in the Main Terminal at a stakeholder meeting held July 17, 2014. Design concepts were presented by the Airport's design firm, Gensler and Associates.

At this time the Executive Manager announced that even though GIAA did not place in the float competition at the recent Liberation Day Parade, he commended both the ARFF and Police Division's for a job well done. The Executive Manager also announced the upcoming Governor's MagPro awards to be held in August 2014.

Going back to the Airport's logo, the Board offered suggestions for the design.

8. REPORT OF THE COMPTROLLER

The next item on the agenda was the report of the Comptroller.

Mr. Carlos Bordallo, Comptroller, provided a report to the Board on the revenues and expenses of the Authority as of June 30, 2014. Mr. Bordallo reported that year-to-date Total Signatory Revenues are above budgeted revenues by 0.6%, year-to-date Total Concession Revenues and Passenger Facility Charges are above budget estimates by 1.4% and 0.5%, respectively. Further, year-to-date Total Other Revenues, inclusive of non-signatory and non-airline revenues, are above the budget estimate by 6.1%. Year-

to-date Total Operating Revenues Actual of $50.2M is 2.1% above the budget estimate of $49.2M. Year-to-date Total Operating Expenses are below budget by -10.3%. The actual year-to-date Net Revenues from Operations of $22.8M reflects an increase of 22.1% over the year-to-date budgeted amount of $18.7M. The Authority's year-to-date results for Debt Service Coverage is at 1.55 versus the requirement of 1.25.

Discussion followed relative to the amount of GIAA's cash on hand.

9. EXECUTIVE SESSION

On motion duly made by Director Tolan, seconded by Director Alcorn, at 4:35 p.m. the Board recessed regular session.

Upon written recommendation of counsel, the Board convened executive session at 4:40 p.m. to discuss pending litigation. Executive Session adjourned at 4:49 p.m., at which time the Board reconvened the regular session.

10. PUBLIC COMMENTS

The next item on the agenda was Public Comments. Chairman Untalan called upon any public member wishing to make comments. There were none.

At this time Director Tolan requested for an update relative to the Signage Policy which was approved by the Board at the April 2014 regular meeting. The Executive Manager provided a brief update, stating that with the technology upgrades being launched within the next 30 days, it would be wise to launch the announcement for signage at the same time.

11. ADJOURNMENT

There being no further business to address before the Board, on motion duly made by Director Tolan, seconded by Director Alcorn, at 4:51p.m., the meeting was adjourned.

Dated this _____, day of _____, 2014.

Attest:

Edward G. Untalan
Chairman

Gurvinder Sobti
Secretary

Doc. No. 35GL-19-0628.*

Prepared and Submitted By:

Maria DeVille Sablan
Corresponding Secretary

A.B. WON PAT
INTERNATIONAL AIRPORT AUTHORITY, GUAM
ATURIDAT PUETTON BATKON AIREN GUAHAN ENTENASIONAT

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Tamuning, GU 96931

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Fax (671) 646-8823

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BOARD OF DIRECTORS REGULAR MEETING

3:00 p.m., Thursday, July 31, 2014
GIAA TERMINAL CONFERENCE ROOM #3

Public Notice
First Notice:
Marianas Variety – July 24, 2014
Notice to Media – July 24, 2014

Second Notice:
Marianas Variety – July 29, 2014
Notice to Media – July 29, 2014

AGENDA

1. Call to Order and Attendance
2. Approval of Agenda
3. Approval of Minutes
   - **A.** June 26, 2014 Regular Meeting
4. Correspondence
5. Old Business
   - **A.** Status of Capital Improvement Projects
6. New Business
   - **A.** Approval of Award - RFP No. GIAA-003-FY14, Purchase & Delivery of Crew Cab & King Cab Vehicles
   - **B.** Approval of Award - RFP No. GIAA-007-FY14, Insurance Consulting Services
   - **C.** Approval of Award - RFP No. GIAA-004-FY14, Purchase & Delivery of Police Package Motorcycles
7. Report of Executive Manager
8. Report of the Comptroller
9. Executive Session
10. Public Comments
11. Adjournment

A.B. WON PAT INTERNATIONAL AIRPORT AUTHORITY, GUAM

A.B. WON PAT INTERNATIONAL AIRPORT AUTHORITY, GUAM
BOARD OF DIRECTORS REGULAR MEETING
3:00 P.M., THURSDAY, JULY 31, 2014
GIAA TERMINAL CONFERENCE ROOM #3

SIGN IN SHEET

	PRINT NAME	COMPANY/AGENCY
1.	JM AMO	GIAA
2.	CHUCK ADA	GIAA
3.	Gerard Bautista	GIAA
4.	VICTOR J. CRUZ	GIAA
5.	Carlos Bordallo	GIAA
6.	J.G. JAVELLANA	GIAA
7.	JOHN R. Ballesta	GIAA-ARFF
8.	ELEFRE YOSHIBA	GIAA-MKTG
9.	FRANK P. TAITAGO	GIAA-PROC.
10.	Inga Granillo	Am Insurance
11.	ROBERT CAMACHO	A.P. Chief of police
12.	FRANK SANTOS	GIAA EDC Business & Financial Consultant
13.	EDMUND MINA	GIAA - CPS
14.	CAL-U	GIAA P/F.
15.		
16.		
17.		
18.		
19.		

SNAP: Wadeson not only priest accused of sexual misconduct

By Jasmine Stole
jasmine@mvguam.com
Variety News Staff



Archbishop Anthony Apuron, in a brief statement on Tuesday, said the Archdiocese of Agana has a policy regarding sexual misconduct and sexual harassment and takes these matters very seriously. Variety file photo

ARCHBISHOP Anthony Apuron owes Guam Catholics an apology, said Joelle Casteix, a member of the Survivors Network of those Abused by Priests (SNAP).

Apuron should apologize to Catholics, quit trying to silence his critics and reach out to the abused, she said. "He must name all credibly accused clerics who have worked in the archdiocese and post those names in parish bulletins and on his website," Castiex said. "He must act immediately."

Castiex also said it was troubling that a statement from SNAP was what prompted Apuron to remove John Wadeson. "Why weren't the voices of Guam's Catholics enough? Why isn't zero tolerance enough?" she asked.

Wadeson was recently removed from active and public ministry by Guam Archbishop Anthony Apuron due to growing public concern over Wadeson's past.

According to SNAP, Wadeson was accused of molesting two children sometime between 1973 and 1977, a claim deemed credible by the Archdiocese of Los Angeles. At the time, Wadeson was ministering in the Los Angeles archdiocese, but the accusations led to the archdiocese being prohibited from ministering there.

The accusations against Wadeson were published in a statement by SNAP on July 18. The network also called on Apuron to remove Wadeson and reach out to anyone who may have suffered misdeeds by Wadeson.

'Bare minimum'

"Ousting a predator priest from ministry is the bare minimum," said David Clohessy, SNAP executive director. "The archbishop should explain how a dangerous cleric was put on the job around kids and severely discipline all those who were part of this reckless decision."

Castiex agreed with Clohessy. "Apuron knowingly allowed this priest to live and work on Guam. He turned his back when Guam's Catholics expressed outrage. He tried to stonewall when the papal nuncio visited recently," Castiex said.

Castiex said she is currently looking into allegations of sexual misconduct against other priests working and living on Guam.

Whistleblowers

Castiex said she follows local blogger Tim Rohr's blog, Junglewatch, which is the source she cited regarding Apuron's actions.

Rohr said he was not the only whistleblower and found out about Wadeson's past through other people who emailed him links of the Bishop Accountability's website detailing accusations against Wadeson.

"They first started sending me links after it became known that the archbishop had fired Rev. Paul (Gofigan) because he supposedly was harboring a man who the archbishop said was a 'danger' to children,'" Rohr said.

Rohr said the way Apuron treated Gofigan was in stark contrast to how he treated Wadeson.

"The only 'whistleblowing' I did was (a) post on my blog. Others must have picked it up and contacted SNAP, or maybe SNAP had already been reading," Rohr said.

Until Tuesday's announcement by Apuron of Wadeson's removal, the priest had been serving in the Agana Archdiocese since 2000. Other than the statement announcing Wadeson's removal, little other information has come from the Archdiocese of Agana about the subject.

Calls to the archdiocese have not been returned.

San Francisco

Based on the Agana Archdiocese's 2013 directory, Wadeson has been an incardinated priest of the Agana Archdiocese but serving in San Francisco.

Rohr said this raises the question as to whether or not the Archbishop of San Francisco was aware that Wadeson was functioning as a priest in the San Francisco diocese.

Further, Rohr questioned whether or not Apuron properly informed the Archbishop of San Francisco that Wadeson could minister in the area with appropriate permission.

The Honorable
EDDIE B. CALVO
Governor

The Honorable
RAY TENORIO
Lt. Governor

A.B. WON PAT
INTERNATIONAL AIRPORT AUTHORITY, GUAM

PUBLIC NOTICE

The Board of Directors of the A.B. Won Pat International Airport Authority, Guam (GIAA) will convene its Regular Board meeting on Thursday, July 31, 2014 at 3:00 p.m. in Terminal Conference Room No. 3. In addition to regular matters, pursuant to 5 G.C.A. §8111(c)(2), Executive Session will be held to discuss pending litigation to which GIAA is a party. Parking is available in the Public Parking Lot.

For special accommodations or agenda items, please call the Board Office at 642-4717/18.
(This ad paid for by GIAA)

Mina'Trentai Dos Na Liheslaturan Guahan
32nd Guam Legislature
OFFICE OF SENATOR FRANK B. AGUON, JR.
Chairman, Committee on Guam US Military Relocation, Homeland Security
Veterans Affairs and Judiciary

Public Hearing
THURSDAY, July 31, 2014 | 9:00AM

Bill No. 321-32 (COR) - An act to amend §80.50 to Chapter 80 of 9GCA relative increasing fines for felonies, misdemeanors and violations.

The public hearing will be broadcasted on Docomo Pacific TV Channel 117 or GUdTV Channel 21. If you require any special accommodations, please contact the Office of Senator Frank B. Aguon, Jr. at 475-GUM1/2 (4861/2) or e-mail committee@frankaguonjr.com.

This ad paid for with government funds

Local veterinarian Joel Joseph sends Freedom of Information Act to Calvo

By Jasmine Stole
jasmine@mvguam.com
Variety News Staff



Local veterinarian Joel Joseph, seen here during Monday's Liberation Day Parade, has sent a Freedom of Information Act request to Gov. Eddie Calvo for quarantine inspection documents. Frank Whitman / Variety

LOCAL veterinarian Joel Joseph has sent a Freedom of Information Act request to Gov. Eddie Calvo for quarantine inspection documents. Joseph said the same requests he sent to the Department of Agriculture director have fallen on deaf ears.

The Department of Agriculture is responsible for inspecting animal quarantine facilities on island and Joseph has been in the process of trying to establish one of his own. He said he has been meeting resistance to his efforts.

In a letter sent yesterday requesting documents from the governor, Joseph wrote that Mariquita Taitague, Department of Agriculture director, has "repeatedly failed to respond to numerous FOIA requests."

Joseph wrote to Calvo seeking all documents related to sanitary inspections of Harper Valley Quarantine station, done by the Department of Agriculture.

The veterinarian is also seeking occupancy permits, quarantine and sanitary forms and documents detailing weekly inspections of all quarantine stations completed during Calvo's administration.

Joseph has also requested documents related to the employment of Taitague and territorial veterinarian Thomas Poole as well as their travel logs. He wrote to the governor that the documents should be supplied within four days, as per the Freedom of Information Act.

Joseph said he believes sanitary inspections and travel performed by Taitague and Poole were not properly or legally performed under the Calvo administration, based on the Department of Agriculture's inability to produce an inspection form or criteria for inspection form to him.

The request was dated July 22 and received by the governor's central files office yesterday.

Marianas Variety-Guam Edition is circulated by home and office delivery, consignments, and vending machines throughout Guam, as mail delivery to the Federated States of Micronesia, the Marshall Islands, South Pacific, Hawaii, Japan and the continental U.S. Daily coverage can also be read from our website **www.mvguam.com.**

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Doc. No. 35GL-14-0628

Guam Power Authority's resource plan forum now online

By Louella Losinio
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Variety News Staff

THE Guam Power Authority has posted presentations about its Integrated Resource Plan (IRP) online, providing access to community members who are interested in knowing more about the power authority's energy-generation blueprint.

The 2012 IRP, which revamps GPA's 2008 resource and energy roadmap for the island, takes into consideration factors such as fuel diversity and renewable energy sources in its short- and long-term plans.

GPA, in concurrence with the development of the 2012 plan, conducted studies exploring a variety of resource options that will be considered in the plan.

Last April, the power authority hosted a forum entitled "Leading the Next Generation: GPA Integrated Resource Plan Forum" as the first step in engaging key stakeholders in discussion about the next generation of energy production on Guam. The event was held at the Hyatt Regency Guam in Tumon.

According to Joaquin Flores, GPA general manager, the forum was the first in a series of events in which GPA will engage its stakeholders, including customers, regulators and community leaders.

"Over 100 companies and representatives attended the event with participants ranging from stakeholders, investors, contractors, consultants and policymakers from Guam, the U.S. mainland, Hawaii, Asia, Europe and the Middle East," he said.

LNG

GPA plans to construct more efficient power-generation units over the next seven years using liquefied natural gas (LNG) as a fuel source, to retire less efficient power-generation units relying on residual fuel oil and integrate renewable energy facilities into the power grid.

According to GPA, the execution of these plans will meet Guam's future energy needs by addressing compliance with U.S. EPA requirements, stabilizing power rates and diversifying GPA's energy resources.

The forum is available for viewing online at: http://guampowerauthority.com/special/future_planning.html.



According to Joaquin Flores, GPA general manager, the forum was the first in a series of events in which GPA will engage its stakeholders, including customers, regulators and community leaders. Variety file photo

The Honorable
EDDIE B. CALVO
Governor

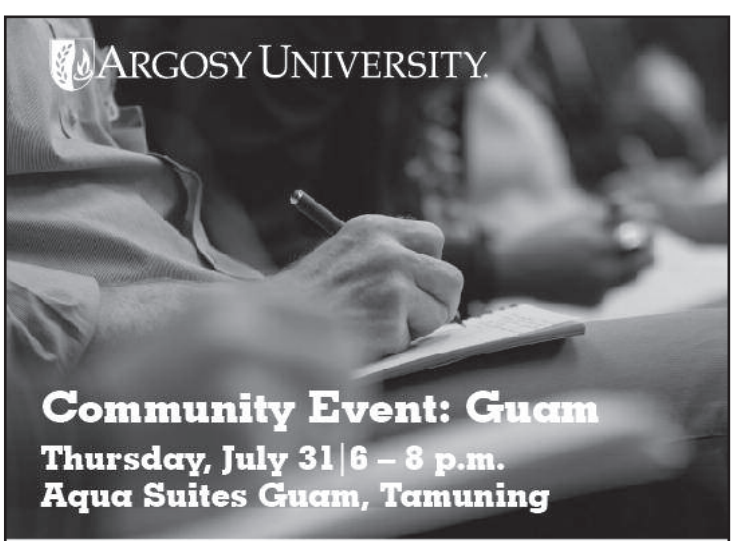
The Honorable
RAY TENORIO
Lt. Governor

A.B. WON PAT
INTERNATIONAL AIRPORT AUTHORITY, GUAM

PUBLIC NOTICE

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Man gets 15 years for manslaughter

By Gina Tabonares-Reilly
gina@mvguam.com
Variety News Staff

TWENCY Luku, 26, who admitted to the manslaughter of 23-year-old Fonuk Anderson in Yigo two years ago, has been sentenced to 15 years.

Luku was originally charged with murder as a first-degree felony and aggravated assault as a second-degree felony after stabbing Anderson and 27-year-old Carlos Kosam on May 6, 2012 along Route 15.

Court documents state it was a Sunday evening when police officers responded to the crime scene at Chalan Padiron Haya where they found Fonuk Anderson lying on his back with a stab wound to his chest and another to his back.

Court documents state it was a Sunday evening when police officers responded to the crime scene at Chalan Padiron Haya where they found Anderson lying on his back with a stab wound to his chest and another to his back.

Anderson was taken to Guam Memorial Hospital where he was pronounced dead a few hours afterward.

Chief Medical Examiner Dr. Aurelio Espinola said Anderson died after he was stabbed in the chest with the knife that went straight to his heart.

Kosam was found along Chalan Okso Familian Fanaton with a stab wound on his back.

He entered a plea agreement and pleaded to manslaughter and aggravated assault.

Witnesses told police that Luku stabbed the two men with a knife after they got into a disagreement. A police investigation revealed that Anderson got a tire wrench from his vehicle and threw it at Luku, a scuffle ensued and Anderson pulled the knife and stabbed Anderson twice.

Enraged

Luku reportedly was still enraged by what had happened earlier and asked Kosam and the other man where they were from. The men said they were from Chuuk and Luku "proceeded to attack the men." After stabbing Kosam, Luku went to his aunt's home and took a shower.

During sentencing, Alternate Public Defender Anne Gayle asked for a minimum sentence for Luku, saying the felony was Luku's first and the defendant was very remorseful.

She told Judge Anita Sukola that the mother of the victim has forgiven the defendant and the court should give him leniency because he is uneducated and does not have strong support from his family.

Assistant Attorney General Matthew Heibel, however, opposed and asked for a maximum penalty of 15 years for manslaughter and five years for aggravated assault, saying the defendant doesn't need to go to high school to know it is not right to just stab people in the street. He said he wants Luku to serve his sentences consecutively.

Luku did not make any comment when asked to make a statement but his lawyer told the judge he is remorseful and promises to rehabilitate himself from being an alcoholic.

Sukola recognized the declaration of the defendant that he is remorseful, but noted the nature of the offense as a violent crime that needs correctional treatment through imprisonment.

She sentenced Luku to 10 years' incarceration for manslaughter and five years for aggravated assault to be served consecutively. A total of 814 days of time served will be credited to the sentence.

Luku is scheduled to return to the court on Oct. 20 for a restitution hearing.

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Doc. No. 35GL-19-0628.*

MINUTES OF THE REGULAR MEETING OF THE BOARD OF DIRECTORS OF THE A.B. WON PAT INTERNATIONAL AIRPORT AUTHORITY, GUAM
Thursday, June 26, 2014, 3:00 p.m.
GIAA TERMINAL CONFERENCE ROOM #3

1. CALL TO ORDER AND ATTENDANCE

The June 26, 2014 regular meeting of the Board of Directors of the A.B. Won Pat International Airport Authority, Guam ("GIAA" or the "Authority") was called to order by Chairman Untalan at 3:10 p.m. at the GIAA Terminal Conference Room #3, 355 Chalan Pasaheru, Tamuning, Guam, 96913.

Directors Present:	**Offices or positions:**
Edward G. Untalan	Chairman
Martin Gerber	
Rosalinda A. Tolan	
Gurvinder Sobti	
Directors Absent:	
Jesus Q. Torres	Vice Chairman
Lucy M. Alcorn (Excused)	
GIAA Officials:	
Charles H. Ada II	Executive Manager
Carlos P. Bordallo	Acting Assistant Comptroller
Frank R. Santos	Business and Financial Consultant
Jean M. Arriola	Air Services Manager
Gerard Bautista	Air Terminal Manager
Benny Baza	Fire Chief
Victor Cruz	Engineer Supervisor
Ed Muna	Airport Operations Superintendent
Joseph G. Javellana	Program Coordinator IV
Janalynn Cruz Damian, Esq.	GIAA Legal Counsel

The Chairman welcomed the presence of Airport tenants, stakeholders, and members of the public who are noted in a sign-in sheet made as an attachment to these minutes.

2. APPROVAL OF AGENDA

The Chairman asked if there were any changes to the agenda. No changes were requested. On motion duly made by Director Tolan, seconded by Director Sobti, the agenda as presented was unanimously approved.

3. APPROVAL OF MINUTES

A. May 29, 2014 Regular Meeting

The next item on the agenda was approval of the minutes of the May 29, 2014 regular meeting.

On motion duly made by Director Tolan, seconded by Director Sobti, the following resolution was unanimously approved:

Resolution No. 14-43

The Board hereby approves the minutes of the May 29, 2014 regular meeting, subject to corrections.

4. CORRESPONDENCE

The next item on the agenda was Correspondence.

The first matter discussed was a letter addressed to the Executive Manager from Richards & Associates. The law firm, which is based in Florida and represents Star Marianas Air, Inc., was inquiring on operations out of the small commuter terminal. The Executive Manager informed the Board that the FAA is aware of the inquiry, and that talks with the FAA concerning the inquiry is anticipated.

5. OLD BUSINESS

The next item on the agenda was Old Business.

A. Status of Capital Improvement Projects

The first matter discussed was the Status of Capital Improvement Projects. Mr. Frank Santos, Business and Financial Consultant, presented three (3) schedules to the Board for review. The first schedule presented was the UDO (Undistributed Obligations Analysis). Mr. Santos provided updates relative to ongoing FAA projects, to include the procurement of the ARFF fire fighting truck, the contract has been executed and GIAA is currently waiting for the notice to proceed from the FAA. The expected time span will

be one (1) year for production and delivery. Mr. Santos announced that GIAA had been given a green rating from the FAA for moving quickly with 2013 grants. Mr. Santos announced that all grants are moving forward, the only grant that GIAA will request an extension for will be the Noise Mitigation Measures, which is a grant from 2010. The reason for the extension is that GIAA will be able to do sound insulation on approximately ten (10) to fifteen (15) additional homes. Discussion followed relative to the Noise Mitigation project.

Reporting on Bond projects, Mr. Santos provided an update on the International Arrivals Corridor project, stating that a workable concept by E&A and Gensler has been reviewed and will be formally presented to the Board and stakeholders in mid-July, at which time the cost estimate will be provided. Mr. Santos went on to provide an update to the Board on the Hold Bag Screening Relocation project.

Mr. Santos went on to inform the Board of Management's request to consider a transfer of $2M from the Unencumbered Proceeds to BAR Insurance/Soft Costs, which is for Builders All Risk insurance and Administrative Costs. Discussion followed relative to insurance.

Chairman Untalan inquired on the Arts Program. Mr. Santos offered a brief update.

Discussion referred back to the Builders All Risk insurance, with Director Gerber expressing his concern with transferring money from the Unencumbered Proceeds. Mr. Santos reassured the Board, stating that the $2M is an allowance, and not a true cost. Director Gerber inquired if this decision needed to be made today, and requested that the Board spend a little more time deciding.

Mr. Santos announced that there are no changes with the balances for the Capital Improvement Fund schedule as it is yet to be updated. Mr. Carlos Bordallo, Comptroller, added that it is near completion. Chairman Untalan inquired that with the amount of the projects on the table currently, and the fact that the balances are not available, who will be accounting for all of the monies. Mr. Santos replied that with the Bond monies as well as the federal projects there are no issues, the FAA grants are coming in based on a draw down to the FAA. Chairman Untalan stated that there is constant reporting or requesting for a draw down, and asked why it is so difficult for the capital improvement fund to be accounted for. Mr. Bordallo replied that it would be completed. The Chairman expressed the importance of the Board knowing what the balances are. Discussion followed relative to projects on the Capital Improvement Fund schedule.

B. Approval of Board Resolution No. 14-42: Authorizing Signatories on GIAA's Bank Accounts

The second matter discussed was the authorization of signatories on GIAA's Bank accounts. Ms. Jean Arriola, Air Services Manager, informed the Board that the resolution basically is a correction to include Chairman Untalan as a signatory, and went on to inform the Board of the other significant changes.

After further discussion, on motion duly made by Director Gerber, seconded by Director Sobti, the following resolution was unanimously approved:

Resolution No. 14-42

WHEREAS, the ANTONIO B. WON PAT INTERNATIONAL AIRPORT AUTHORITY, GUAM ("GIAA" or the "Authority")has several bank accounts and desires to designate the individuals authorized to execute checks, drafts, or other orders for and on behalf of GIAA.

NOW, THEREFORE, BE IT RESOLVED, that the Board of Directors of GIAA hereby designates two of the following individuals together to execute checks, drafts, or other orders for and on behalf of GIAA:

1. Charles H. Ada II; Executive Manager
2. Pedro R. Martinez, Deputy Executive Manager
3. Edward G. Untalan, Chairman of the Board
4. Jean M. Arriola, Airport Services Manager
5. Carlos B. Bordallo, Comptroller; and
6. Antoniette L. Bautista, General Accounting Supervisor
7. Barbara Limtiaco, General Accounting Supervisor

BE IT RESOLVED FURTHER, that one of the two signatories must include any one of the following: the Chairman, the Executive Manager, the Deputy Executive Manager; or the Comptroller.

BE IT RESOLVED FURTHER, that the authority of the above-designated individuals to execute checks, drafts, or other orders for and on behalf of GIAA shall be limited only to authorized expenditures of GIAA and as is consistent with the execution of their respective duties, statutory or otherwise, as officers or directors of GIAA.

BE IT RESOLVED FURTHER, that the designation of the above-named individuals supersedes all prior designations by the Board of Directors of GIAA on file at all banking institutions at which GIAA maintains its accounts.

6. NEW BUSINESS

The next item on the agenda was New Business.

A. Approval of Award - RFQ No. GIAA-001-FY14, Architectural/Engineering & Surveying Services Indefinite Delivery Indefinite Quantity Contract

The first matter discussed was the approval of award under the Request for Qualifications for Architectural/Engineering & Surveying Services Indefinite Delivery Indefinite Quantity Contract, RFQ No. GIAA-001-FY14 (the "RFQ"). The Executive Manager informed the Board that the RFQ solicited proposals from professional firms to provide architectural, engineering and surveying services for the terminal building and airport properties. A total of twenty-five (25) firms showed their interest by obtaining the RFQ package; however, twenty-two (22) firms responded by submitting their proposals before the established deadline. After receipt of all proposals, an Evaluation Committee was established to perform an independent evaluation of the proposals to determine the best qualified proposer. The proposals were evaluated based on the point system assigned for each criteria identified in the RFQ package. As a result of the evaluation committee's tabulation, the selected firms in order of their ranking are as follows:

1. Proposer U
2. Proposer H
3. Proposer T
4. Proposer C
5. Proposer K
6. Proposer J
7. Proposer S
8. Proposer L
9. Proposer M
10. Proposer B
11. Proposer A
12. Proposer G
13. Proposer N
14. Proposer O
15. Proposer E
16. Proposer R
17. Proposer D
18. Proposer Q
19. Proposer F
20. Proposer V
21. Proposer I
22. Proposer P

Management recommends the approval of the ranking results and the contract award to all Proposers for the Architectural/Engineering & Surveying Services Indefinite

Delivery Indefinite Quantity Contact subject to negotiations of fair and reasonable fees, on a per project and per service basis.

The Chairman inquired on the firm's specialties. Mr. Santos informed the Board that the Airport has previously contracted eighteen (18) of the twenty-two (22) firms directly. In terms of the disciplines, of the twenty two (22) firms, five (5) are strictly architects; five (5) are civil engineers; two (2) are electrical engineers; one (1) mechanical engineer; and one (1) firm is a land surveyor; nine (9) of the firms are multi-disciplined. All firms are licensed for civil, structural and construction management. Mr. Santos informed the Board that currently there are approximately twenty three (23) projects.

The Executive Manager added that with the number of projects on the books for this fiscal year, the RFQ will allow the Airport to simultaneously engage as many projects as possible without disrupting operations or customer service.

Chairman Untalan inquired on some of the projects which the firms will be working on. The Executive Manager responded stating that the escalators would be one of the immediate projects, another will be the project in regard to the small commuter terminal. Mr. Santos added that the RFQ contained a list of projects and it is not limited to the twenty three (23) projects; although Management's intent is to focus on the projects listed, which does not include FAA projects.

Director Gerber inquired on the firms with the same disciplines, and how will the Airport insure all firms are treated fairly. Mr. Santos responded, stating that the evaluation will dictate where each firm ranks, and assured the Board that all firms will be used. Director Gerber inquired if the FAA approves the RFQ. Mr. Santos replied that the previous Indefinite Delivery Indefinite Quantity included FAA projects, for this instance GIAA decided to remove those projects as the FAA requires an RFP as opposed to an RFQ. Discussion followed relative to disciplines and their ranking.

Chairman Untalan inquired if the RFQ had been reviewed by legal counsel. Mr. Santos responded confirming that legal counsel has reviewed all documents.

After further discussion, on motion duly made by Director Gerber, seconded by Director Tolan, the following resolution was unanimously approved:

Resolution No. 14-44

The Board hereby approves the ranking results and contract award to all Proposers for Architectural/Engineering & Surveying Services Indefinite Delivery Indefinite Quantity Contract, RFQ No. GIAA-001-FY14, subject to negotiation of fair and reasonable fees, on a per project and per service basis; and legal counsel review.

The Executive Manager announced to the Board the names of the proposers are as follows:

1. Proposer U - TRMA
2. Proposer H - SSFM
3. Proposer T - Duenas Camacho & Associates
4. Proposer C - N.C. Macario & Associates
5. Proposer K - E&A Engineers
6. Proposer J - Rim Architects
7. Proposer S - EMCE
8. Proposer L - EMPSCO
9. Proposer M - GMP
10. Proposer B - Coffman
11. Proposer A - WM Engineering
12. Proposer G - E.M. Chen & Associates
13. Proposer N - GHD
14. Proposer O - Architects Laguana, LLC
15. Proposer E - Architects Enrico Cristobal
16. Proposer R - J.T. Lizama & Associates
17. Proposer D - TG Engineers
18. Proposer Q - Lyon
19. Proposer F - Engineering Partners
20. Proposer V - Coeval Design
21. Proposer I - Serisola & Associates
22. Proposer P - 6GV Corporation

Discussion followed relative to the timeframe the projects will begin.

B. Approval of FAA Grant Agreement ($2,950,939.00) AIP Project No. 3-66-0001-089-2014 - Rehabilitate Runway 06/24R - Phase IV

C. Approval of FAA Grant Agreement ($1,556,987.00) AIP Project No. 3-66-0001-090-2014 - Install Instrument Landing System (ILS) Runway 06L - Phase III

The second matter discussed was FAA Grant Agreement, AIP Project No. 3-66-0001-089-2014, Rehabilitate Runway 06/24R, Phase IV, in the amount of $2,950,939.00. The Executive Manager informed the Board that this was an entitlement grant from the FAA. The total cost of the project is $15.9M, GIAA has received approximately $8M to date in addition to the $2,950,939.00. The Airport is currently starting the process of phases II and III. The project is expected to be completed by December 2015.

The third matter discussed was FAA Grant Agreement, AIP Project No. 3-66-0001-090-2014, Install Instrument Landing System (ILS) Runway 06L - Phase III, in the amount of $1,556,987.00. The Executive Manager informed the Board that this is also an entitlement grant from the FAA. The total cost of the project is $9.5M, GIAA has received approximately $7.7M to date. The Executive Manager reported that the project is complete but GIAA cannot activate the system until the runway rehabilitation project is complete.

After further discussion, on motion duly made by Director Tolan, seconded by Director Sobti, the following resolution was unanimously approved:

Resolution No. 14-45

The Board hereby approves FAA Grant Agreement, AIP Project No. 3-66-0001-089-2014, Rehabilitate Runway 06/24R, Phase IV in the amount of $2,950,939.00; and FAA Grant Agreement, AIP Project No. 3-66-0001-090-2014, Install Instrument Landing System (ILS) Runway 06L - Phase III in the amount of $1,556,987.00.

Mr. Santos informed the Board of an important note regarding the grants, stating that the grants are normally at a 90% FAA and 10% sponsor, however AIP Project No. 3-66-0001-089-2014, the first $2M will be at 100%, anything above $2M will be 90% FAA and 10% sponsor.

7. REPORT OF EXECUTIVE MANAGER

The next item on the agenda was the report of the Executive Manager.

The Executive Manager reported on various matters concerning airline and charter operations to include Dynamic Air operating its first of 39 round trip scheduled charters from Beijing to Guam and arrived on Saturday, June 21, 2014 at 10:50 a.m. United Airlines applied to the USDOT on May 28, 2014 for the authority to begin nonstop service between Guam and Shanghai, China.

GIAA participated in GHS/OCD's "Typhoon Pakyo Exercise", which simulated response and actions taken by all agencies in a pre-set scenario. The exercise is a seven day functional exercise that began June 19 and ran through June 25, 2014.

The Executive Manager reported that GIAA's Fiscal Year 2015 Financial Budget has been compiled. The preliminary budget will be distributed for signatory airline review, and discussion will be scheduled in late July or early August 2014.

Relative to Procurement, the Executive Manager announced that the submission deadline for the Purchase and Delivery of Police Package Motorcycles IFB is July 2, 2014;

and the submission deadline for the Purchase and Delivery of Crew/King Cab Vehicles IFB is June 27, 2014.

The Executive Manager announced that the 1st Cycle of ARFF Fire recruits graduated on June 20, 2014, at 9:00a.m. in a ceremony at the Sheraton Laguna Guam Resort. Governor Eddie Baza Calvo and Lieutenant Governor Ray Tenorio presented the Graduation Address to GIAA's fifteen (15) new fire fighters, with Judge Maria Cenzon administering the Fire Fighter's Oath. The first inspection was made of the new members of units A & B, and orders were given to the successful graduates. Chairman Untalan congratulated Fire Chief Benny Baza, stating that it's a great accomplishment.

8. REPORT OF THE COMPTROLLER

The next item on the agenda was the report of the Comptroller.

Mr. Carlos Bordallo, Comptroller, provided a report to the Board on the revenues and expenses of the Authority as of May 31, 2014. Mr. Bordalllo reported that year-to-date Total Signatory Revenues are above budgeted revenues by 1.1%, year-to-date Total Concession Revenues and Passenger Facility Charges are above budget estimates by 1.2% and 1.2%, respectively. Further, year-to-date Total Other Revenues, inclusive of non-signatory and non-airline revenues, are above the budget estimate by 4.7%. Year-to-date Total Operating Revenues Actual of $44.7M is 1.9% above the budget estimate of $43.9M. Year-to-date Total Operating Expenses are below budget by -10.6%. The actual year-to-date Net Revenues from Operations of $20.4M reflects an increase of 22.6% over the year-to-date budgeted amount of $16.6M. The Authority's year-to-date results for Debt Service Coverage is at 1.53 versus the requirement of 1.25.

Discussion followed relative to revenue from charter flights and account receivables.

Director Gerber inquired on power consumption. Mr. Santos provided the Board with a brief update relative to the Airport's power and water consumption, with discussion following relative to solar panels.

Chairman Untalan inquired on the FY2015 Budget. The Comptroller replied that the budget is required to be submitted to the Signatory Airlines by July 1, 2014. He added that tomorrow he should have some preliminary numbers. The Chairman inquired if the fifteen (15) new fire fighters were incorporated into the budget. The Comptroller replied yes.

Director Tolan inquired on GIAA's Police Division requesting for additional manpower. The Executive Manager responded that there were a number of positions that were announced and evaluated, therefore included in the budget.

9. EXECUTIVE SESSION

On motion duly made by Director Tolan, seconded by Director Gerber, at 4:35 p.m. the Board recessed regular session.

Upon written recommendation of counsel, the Board convened executive session at 4:44 p.m. to discuss pending litigation. On motion duly made by Director Tolan, seconded by Director Sobti, executive session adjourned at 5:03 p.m., at which time the Board reconvened the regular session.

10. PUBLIC COMMENTS

The next item on the agenda was Public Comments. Chairman Untalan called upon any public member wishing to make comments. There were none.

For the Board's information, Director Tolan provided the Board with a brief update relative to the finalization of the Signage Policy which was approved at the April 24, 2014 Board meeting, stating that there still are a number of minor details to be discussed.

11. ADJOURNMENT

There being no further business to address before the Board, on motion duly made by Director Tolan, seconded by Director Gerber, at 5:04 p.m., the meeting was adjourned.

Dated this _____, day of _____, 2014.

Attest:

Edward G. Untalan	Gurvinder Sobti
Chairman	Secretary

Prepared and Submitted By:

Amanda O'Brien-Rios
Corresponding Secretary

GIAA Program Status and UDO Analysis on Open AIP Grants

FY	Loc ID	Description	Grant #	Grant Amount	Balance as of 6/26/14	UDO	Balance as of 7/31/14	UDO	Comments
2010	GUM	Extend Runway 6L/24R - Phase 8	3-66-0001-72	$4,000,000	$0	0%	$0	0%	Closed Out
		Amendment No. 1 to AIP 72	*3-66-0001-72*	*$600,000*	$0	0%	$0	0%	Closed Out
2010	GUM	Rehabilitate Runway 6L/24R - Phase 1 (Design only)	3-66-0001-73	$1,500,000	$94,445	6%	$94,445	6%	
2010	GUM	Install Instrument Landing System (ILS) Runway 6L - Phase 1	3-66-0001-74	$2,172,362	$0	0%	$0	0%	Closed Out
		Amendment No. 1 to AIP 74	*3-66-0001-74*	$325,854	$0	0%	$0	0%	
2010	GUM	Noise Mitigation Measures for Residences w/n 65-69 DNL - Phase 6	3-66-0001-75	$2,000,000	$1,431,071	72%	$1,309,895	65%	Request Grant Extension
2010	GUM	Improve Airport Utility Infrastructure (Sewer & Storm Water Drainage) - Phase 1 (Design only)	3-66-0001-76	$1,550,000	$656,389	42%	$545,586	35%	
2010	GUM	Collect Airport Data for the Airports Geographic Information System (AGIS)	3-66-0001-77	$675,000	$0	0%	$0	0%	Closed Out
2010	GUM	Install Instrument Landing System (ILS) Runway 6L - Phase 2	3-66-0001-78	$4,827,638	$0	0%	$0	0%	Closed Out
2010	GUM	Conduct Environmental Assessment for Sewer and Storm water Drainage	3-66-0001-79	$700,000	$389,719	56%	$389,719	56%	Majority to be de-obligated
			Sub Total:	**$18,350,854**	**$2,571,624**	**14%**	**$2,339,645**	**13%**	
2011	GUM	Extend Runway 6L/24R - Phase 9	3-66-0001-80	$1,975,678	$0	0%	$0	0%	Closed Out
2011	GUM	Miscellaneous Airport Improvements - Phase 3	3-66-0001-81	$2,304,801	$1,720,836	75%	$1,720,836	75%	
2011	GUM	Miscellaneous Airport Improvements - Phase 4	3-66-0001-82	$1,400,000	$843,776	60%	$790,507	56%	
			Sub Total:	**$5,680,479**	**$2,564,612**	**45%**	**$2,511,343**	**44%**	
2012	GUM	Extend Runway 6L/24R - Phase 10	3-66-0001-83	$2,000,000	$0	0%	$0	0%	Closed Out
2012	GUM	Rehabilitate Runway 6L/24R - Phase 2	3-66-0001-84	$5,441,024	$2,033,049	37%	$1,719,733	32%	
			Sub Total:	**$7,441,024**	**$2,033,049**	**27%**	**$1,719,733**	**23%**	

GIAA Program Status and UDO Analysis on Open AIP Grants

FY	Loc ID	Description	Grant #	Grant Amount	Balance as of 6/26/14	UDO	Balance as of 7/31/14	UDO	Comments
2013	GUM	Extend Runway 06L/24R - Phase XI	3-66-0001-85	$2,005,605	$0	0%	$0	0%	Closed Out
2013	GUM	Rehabilitate Runway 06/24R - Phase 3	3-66-0001-86	$1,876,981	$1,582,576	84%	$1,472,362	78%	
2013	GUM	Acquire one (1) 3,000-gallon Aircraft Rescue & Fire Fighting (ARFF) Vehicle	3-66-0001-87	$1,017,000	$1,006,305	99%	$1,006,305	99%	
2013	GUM	Update Airport Master Plan Study	3-66-0001-88	$500,000	$134,879	27%	$124,283	25%	
			Sub Total:	**$5,399,586**	**$2,723,760**	**50%**	**$2,602,950**	**48%**	
2014	GUM	Rehabilitate Runway 06L/24R - Phase IV	3-66-0001-89	$2,950,939	$2,950,939	100%	$2,950,939	100%	
2014	GUM	Install Instrument Landing System (ILS) Runway 06L - Phase III	3-66-0001-90	$1,556,987	$1,556,987	100%	$307,013	20%	
			Sub Total:	**$4,507,926**	**$4,507,926**		**$3,257,952**		
			GRAND TOTAL:	**$41,379,869**	**$14,400,971**	**35%**	**$12,431,623**	**30%**	

UDO 7-31-14

A.B. WON PAT INTERNATIONAL AIRPORT AUTHORITY, GUAM

SERIES 2013 BOND CAPITAL IMPROVEMENT PROJECTS

	Project Title	Total Project Cost	Federal Grants	Bond Proceeds	Balance as of 7/31/14	Purpose / Comments	Status
	PRIORITY 1						
1	International Arrivals Corridor with Building Seismic Upgrades	$53,900,000	$13,200,000	$40,445,180	53,645,179.98	Permanent solution to TSA mandate. 3rd level corridor for arrivals only with vertical circulation from gate groups. Must include seismic upgrades.	Concepts presented in July 15/17. Design for 30% due in October.
2	Hold Bag Screening Relocation	$26,069,263	$24,899,330	$517,307	25,416,637.08	In-line bag screening with BHS. Check in capacity restored. Reduced costs for TSA and airlines.	Project Kick-off June 26, 2014.
3	SSCP Improvements	$3,100,000		$3,100,000	3,100,000.00	Increase security screening lanes and expand queuing area.	Pending IDIQ Agreements.
4	FIDS Replacement	$5,000,000		$4,693,582	4,693,582.19	Replace obsolete and non-reliable system with multimedia multipurpose software/hardware.	Prioritized upgrades in progress.
5	Integrated PLB Replacement	$8,200,000	$2,000,000	$3,410,113	5,410,113.31	Replace 1 loading bridge and 34 power and pre-conditioned air point of use units. Other budget for refurbishment.	34 power and preconditioned air units - installation complete. Replacement loading bridge being ordered.
6	Common Use Check-In Facilities	$2,800,000		$2,800,000	2,800,000.00	Single airline check-in program with counter modifications and expanded use of kiosks. Avoids expanded building footprint.	Common use study for airline review and comment.
7	Fuel System Improvements	$1,000,000		$1,000,000	1,000,000.00	Improve fire suppression system and connections.	Improvements being handled through fuel system operator.
8	Parking Expansion	$7,400,000		$7,033,881	7,033,881.45	Single level parking deck over commercial vehicle area to replace capacity loss from expanded access road. Improves passenger service.	Preliminary engineering in progress. Designer pending IDIQ Agreement.
9	Interisland Passenger Facility	$3,000,000		$3,000,000	3,000,000.00	Separate processing facility for domestic interisland operations. No CBP and minimal TSA inspections.	Planning session with CBP, TSA and Guam Customs followed by prospective users.
10	ARFF Facility Replacement	$11,600,000	$10,440,000	$740,274	11,180,274.19	Replace aged Navy structure with code compliant facility meeting FAA standards.	Preliminary engineering completed. Grant application to the FAA being prepared.
11	Cargo Apron Relocation	$7,700,000	$6,930,000	$625,310	$7,555,310.17	New cargo only apron adjacent to integrated air cargo facility. Hydrant fuel capability.	Preliminary engineering study and FAA grant application being updated.
12	Replace Terminal Seating	$3,500,000		$3,500,000	$3,500,000.00	Replace dilapidated seating and expand additional seating to other terminal areas.	Full re-upholstering of existing seating being evaluated. Architect pending IDIQ Agreement.
	SUB TOTALS	$133,269,263	$57,469,330	$70,865,648	$128,334,978		

7/31/2014

	PRIORITY 2						
13	Access Control and Security Improvements	$4,000,000		$3,989,014	3,989,013.74	Replace security access control system with biometric system. Facility modifications as security solutions.	Pending IDIQ Agreement
14	Terminal Flooring Replacement	$2,700,000		$2,700,000	2,700,000.00	Replace deteriorating tile surface with durable non-skid material with longer life cycle.	Pending IDIQ Agreement
15	Upgrade Airport IT and FMS	$2,000,000		$1,660,150.13	1,660,150.13	Upgrade financial management system, add facility management GIS and improve infrastructure.	Partial upgrades completed.
16	Route 10A Landscape Component	$1,700,000		$1,700,000	1,700,000.00	Incorporate landscaping mediums consistent with DPW project to expand the Route 10A access roadways.	Pending IDIQ Agreement
17	Enclose Arrival Tunnels	$1,200,000		$1,200,000	1,200,000.00	Increase arrivals lobby area through enclosing arrival tunnel with climate control. Adds commercial areas.	Pending IDIQ Agreement
18	Replace Conveyance Systems	$2,600,000		$2,600,000	2,600,000.00	Replace with energy efficient equipment. Includes elevators, escalators and moving walks.	Pending IDIQ Agreement
19	Strengthen and Expand Curbside Canopies	$2,800,000		$2,800,000	2,800,000.00	Expand departures curbside canopies for extended weather protection and security reinforcement.	Pending IDIQ Agreement
20	Bar Insurance/Soft Costs	$2,000,000		$2,000,000	2,000,000.00	For Builders All Risk insurance and Administrative Costs.	For Board Approval.
21	1% Arts Program	$639,000		$639,000	639,000.00		For further discussion with the Guam Council of the Arts & Humanities.
22	Unencumbered Proceeds	$14,271,067		$14,271,067	14,271,067.00		
	SUB TOTALS	$33,910,067	$0	$33,559,231	33,559,230.87		
	TOTALS	**$167,179,330**	**$57,469,330**	**$104,424,879**	**$161,894,209**		$5,285,121

7/31/2014

A.B. WON PAT INTERNATIONAL AIRPORT AUTHORITY, GUAM
CAPITAL IMPROVEMENT PROJECTS FOR FISCAL YEARS THROUGH 2014
CAPITAL IMPROVEMENT FUND

	PROJECT NAME	BUDGET	CIF	FEDERAL	BALANCE AS OF 7/31/14	DESCRIPTION AND NEED
1	Facilities Fire Alarm/Suppression System Replacement	2,700,000	2,700,000	-	2,018,909.82	Upgrade & improve fire alarm system for airport facilities
2	Upgrades to Public Restrooms - Phase 5A	600,000	600,000		333,661.85	Continue upgrades & improvements to airport facilities on phased-in basis
3	Sustainable Airport Management	300,000	300,000			Implement green initiatives for efficiency & environmental sustainability
4	Noise Mitigation Program 65 DNL & Higher - Phase 5	4,328,264	328,264	4,000,000		Implementation of findings under the Part 150 Noise Study (multi-year)
5	Maintenance Equipment	562,000	562,000			Airfield maintenance equipment & boom lifts
6	Airport Facilities Upgrades, Phased	2,300,000	2,300,000		1,842,349.31	Continue upgrades & improvements to airport facilities including restrooms
7	Vehicular Re-fleeting Program - Ph 2	650,000	650,000			Continue program to replace airport vehicular fleet for security, safety & support functions with emphasis on fuel efficiency
8	Extend Runway 6L/24R Completion on Part B	2,228,450	222,845	2,005,605		
9	Rehabilitate Runway 6L/24R, Completion	4,500,000	450,000	4,050,000		Install new overlay on runway and shoulders, RWY 24L PAPI, Central Ave. closure

A.B. WON PAT INTERNATIONAL AIRPORT AUTHORITY, GUAM
CAPITAL IMPROVEMENT PROJECTS FOR FISCAL YEARS THROUGH 2014
CAPITAL IMPROVEMENT FUND

	PROJECT NAME	BUDGET	CIF	FEDERAL	BALANCE AS OF 7/31/14	DESCRIPTION AND NEED
10	Acquire ARFF Truck/RIV - Pkg 2	1,390,000	139,000	1,251,000		Replacement of second ARFF truck and Rapid Intervention Vehicle
11	Painting & Exterior Surface Improvements to Terminal & Other Facilities		1,250,000			Repainting and surface improvements to key airport facilities after 10 years.
12	Upgrades to VQ-1 Hanger	500,000	500,000			Replace hangar door and upgrade roof and floor systems
13	Airfield Support Vehicles & Equipment	400,000	400,000			Maintenance of ramp lights, electrical and airfield lighting
14	Improve GSE & Technology Buildings	500,000	500,000			Improve roof systems and overhangs
15	Replace Terminal Roofing System	1,600,000	1,600,000			Mitigate prevalent leakage with roof replacement and crack repairs.
16	Improve Arrival and Inspection Facilities	2,500,000	2,500,000			Enhance passenger facilitation through improvements to CBP, CQA and public areas. Includes Automated Passport Control kiosks.
	Totals:	$ 25,258,714	$ 15,202,109	$ 11,306,605	4,194,920.98	

Note: All projects are subject to funding availability and FAA issuance of grant agreements. Excludes bond financed projects.

ANTONIO B. WON PAT
INTERNATIONAL AIRPORT AUTHORITY, GUAM
BOARD OF DIRECTORS
EXECUTIVE SUMMARY

INVITATION FOR BID
PURCHASE AND DELIVERY OF CREW CAB & KING CAB VEHICLES
IFB NO. GIAA-003-FY14

July 31, 2014

Purpose

Board action is requested to approve the bid award of the above purchase under the Invitation For Bid No. GIAA-003-FY14.

Background

The bid is for the purchase and delivery of crew cab & king cab vehicles to be used for the Properties & Facilities Division.

Procurement Background

The solicitation announcement was advertised through the local newspapers during the month of June 2014. The bid submission deadline and bid opening took place on July 3, 2014.

Two (2) firms/individuals purchased bid package and only one (1) firm submitted bid proposal before the submission deadline. The firm was evaluated and determined to be acceptable. As required by the Procurement Rules and Regulations, the bid was publicly opened and read aloud in the presence of the bidder.

The submitted bid is presented below:

Bidder/Firm's Name	Item 1 Crew Cab Vehicle	Item 2 King Cab Vehicle
Atkins Kroll Inc.	$64,780.00	$64,780.00

Legal Review

Upon approval of award, the contract will be processed through issuance of a Purchase Order in conformance with the Government of Guam Procurement Regulations.

Financial Review

The total contract award for this bid is $129,560.00.00. Funding for this bid is available under the CIP budget.

Recommendation

Management recommends the contract award of **$129,560.00** to **Atkins Kroll Inc.,** who has been determined to have met the standards of responsibility and responsiveness outlined in Guam Procurement Regulation.

A.B. WON PAT
INTERNATIONAL AIRPORT AUTHORITY, GUAM
ATURIDAT PUETTON BATKON AIREN GUAHAN ENTENASIONAT

P.O. Box 8770
Tamuning, GU 96931

Tel: (671) 646-0300
Fax: (671) 646-8823

www.guamairport.com

July 10, 2014

MEMORANDUM

TO: Charles H. Ada II, Executive Manager

FROM: Franklin P. Taitano, Supply Management Administrator

**SUBJECT: Bid Evaluation and Recommendation "Invitation For Bid"
Purchase and Delivery of Crew Cab & King Cab Vehicles
IFB No. GIAA-003-FY14**

Procurement Background:
The above referenced Invitation For Bid was publicly announced through the local newspaper during the month of June, 2014. The bid submission deadline and bid opening took place on July 3, 2014.

Two (2) firms/individuals purchased the bid package and only one (1) firm submitted bid before the bid submission deadline. The bid submittal was opened in the presence of the bidder, and several GIAA representatives. The bid offer was read aloud by the Supply Management Administrator and tabulated by a Procurement staff.

The results of the bid price submittals are as follows in the order they were received and opened:

Bidder/Firm's Name	Item 1 Crew Cab Vehicle	Item 2 King Cab Vehicle
Atkins Kroll Inc.	$64,780.00	$64,780.00

Bid Analysis and Evaluation:
The bid is packaged to provide separate awards for each of the following items:

Item 1: Crew Cab Vehicle, 2 each
Item 2: King Cab Vehicle, 2 each

Pursuant to Section 8 of the Instructions to Bidders, the contract is to be awarded to the lowest responsible, responsive bidder, provided his bid is reasonable and it is in the best interest of the GIAA to accept it. To determine the responsibility of bidders, the bid package specified the required documents that bidders must submit with their bid packages. The attached abstract illustrates the inventory of required documents and bidders' submittal.

Atkins Kroll Inc.: The firm submitted a bid for Item 1 in the amount of **$64,780.00** and Item 2 in the amount of **$64,780.00** respectively. The bidder submitted a copy of their current Guam Business License **#1500453.** All other documents were complete and in conformance with the Invitation For Bid.

Recommendation:
Pursuant to the guidelines in Item 8 of the Instruction to Bidders, the award of contract will be made to the **lowest responsible, responsive bidder** for each Item Bid, provided his bid is reasonable and in the best interest of GIAA.

Atkins Kroll Inc. has been determined to have met the standards of responsibility and responsiveness outlined in the Guam Procurement Regulation. Therefore, it is recommended that the contract awards be made according to the following:

Item & Description	Awarded to:	Total Amount
Item 1: Crew Cab Vehicle	Atkins Kroll Inc.	$64,780.00
Item 2: King Cab Vehicle	Atkins Kroll Inc.	$64,780.00
	Total Contract Award:	**$129,560.00**

Should you have any questions or concerns, please call our office at your convenience.

Franklin P. Taitano

APPROVED:

CHARLES H. ADA II
Executive Manager

Attachment

cc: Acctg/Proc/ATM/P&F

INVITATION NUMBER: GIAA-003-FY14

PURCHASE AND DELIVERY OF CREW CAB & KING CAB VEHICLES

Antonio B. Won Pat
Guam International Airport Authority
BID ABSTRACT

Opening Date: 3-Jul-14

Opening Time: 2:00 P.M.

No. of Invitation Issued: 2

No. of Bids Received: 1

	SUMMARY OF SCOPE OF WORK:	Special Reminder to Prospective Bidders	BID GUARANTEE Cashier's Check Letter of Credit Bid Bond	Affidavit Disclosing Ownership / Commissions	Non-Collusion Affidavit	Affidavit re No Gratuities or Kickbacks	Affidavit re Contingent Fees	Designation of Sub-contractors	Affidavit re Ethical Standards	Declaration re Compliance with U.S. DOL Wage	Grant Assurance Form	Certification Contracts, Grants, Loans, & Coop Agrmnt	Standard Clause for DBE	Business or Contractors License	ADDENDUM(S) A	ADDENDUM(S) B	ITEM NO. 1.0 TOTAL COST	ITEM NO. 2.0 TOTAL COST
1	Atkins Kroll, Inc.	✓	CC #3110980 $19,434.-	✓	✓	✓	✓	H/R	✓	✓	✓	N/R	H/R	✓	✓	✓	$64,780.-	$64,780.-
2																		
3																		
4																		
5																		
6																		
7																		
8																		
9																		
10																		

I hereby certify that all bids received in response to this invitaiton were opened under my personal supervison, and that the names of all bidders have been entered hereon.

SIGNATURE

TABULATED BY: _____
SIGNATURE

Date: 7.3.14

BASIS FOR AWARD:

- \ \ LOWEST RESPONSIVE & RESPONSIBLE BIDDER
- \ \ HIGHEST RESPONSIVE & RESPONSIBLE BIDDER
- \ \ OTHER AWARD
- \ \ TIE BID
- \ \ COMBINDED TOTAL
- \ \ ITEM PER ITEM

Doc. No. 35GL-19-0628.*

Antonio B. WonPat
INTERNATIONAL AIRPORT AUTHORITY, GUAM
BOARD OF DIRECTORS
EXECUTIVE SUMMARY

REQUEST FOR PROPOSALS, RFP NO. GIAA-007-FY14
INSURANCE CONSULTING SERVICES

July 31, 2014

Purpose

Board action is requested to approve the ranking results based on the evaluation process performed through the Request For Proposals (RFP) No. GIAA-007-FY14 for Insurance Consulting Services.

Background

The referenced RFP solicits proposals from professional Insurance Consulting Services firms to assist GIAA in managing its Insurance Programs. The preliminary scope of work includes, but not limited to; review all insurance policies and prepare and insurance digest; conduct annual inspections of GIAA facilities to define potential exposure to loss; perform risk quantification and financing review of Self Insurance Fund; provide assistance in the process and management of claims; and assist in GIAA's risk management program. As required under the Airport Bond Indenture, the Authority is required to engage an insurance consultant to review the authority's self-insurance program. The contract term is for a year to year basis, not to exceed a total term of five (5) years.

The Firm or Consultant is required to have particular expertise in the management of insurance programs at commercial airports, experience in risk management, and knowledge of airport insurance coverages. Also, the firm must be knowledgeable of the applicable insurance laws, regulations and management of claims.

Procurement Background

The above referenced RFP was advertised in the local newspapers throughout the months of April & May 2014. The established deadline to submit the proposals was on May 20, 2014.

A total of five (5) firms showed their interest by obtaining the RFP package; however, four (4) firms responded by submitting their proposals before the established deadline.

Doc. No. 35GL-19-0628.*

After receipt of all proposals, an Evaluation Committee was established to perform an independent evaluation of the proposals to determine the best qualified proposer. The proposals were evaluated based on the point system assigned for each criteria identified in the RFP package.

The Evaluation Committee has completed their evaluations and the scores sheets were gathered and tabulated by Procurement Office. As a result, the selected firms in the order of their ranking are as follows:

1. Proposer A
2. Proposer D
3. Proposer B
4. Proposer C

Legal Review

Upon Board approval, a standard professional services contract will be forwarded to Legal Counsel for review and approval as to form.

Financial Review

The Insurance Consulting Services Agreement will be funded from the O & M Budget for Fiscal Year 2014.

Recommendation

Management recommends the approval of the ranking results and the contract award to **Proposer A,** as the highest ranked proposer for the Insurance Consulting Services subject to negotiations of fair and reasonable fees. In the event that the negotiations prove unsuccessful, GIAA Management will enter negotiations with the next highest ranked proposer.

Doc. No. 35GL-19-0628.*

A.B. WON PAT
INTERNATIONAL AIRPORT AUTHORITY, GUAM
ATURIDAT PUETTON BATKON AIREN GUAHAN ENTENASIONAT

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Tamuning, GU 96931

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www.guamairport.com

July 28, 2014

MEMORANDUM

TO: Charles H. Ada II, Executive Manager

FROM: Franklin P. Taitano, Supply Management Administrator

SUBJECT: Evaluation and Recommendation - Request For Proposal (RFP)
Insurance Consulting Services
RFP No. GIAA-007-FY14

The referenced Request for Proposal (RFP) solicits interests from firms or individuals to provide professional services for the Insurance Consulting Services. The advertisement for this RFP was published in the local newspaper for the months of April & May 2014. The deadline to submit the proposals was on May 20, 2014.

Five (5) firms/individuals acknowledged receipt of the package and four (4) firms submitted qualification documents before the submission deadline.

Evaluation and Selection

Pursuant to Basis for Evaluation of the package, after receipt of all proposals, the GIAA Evaluation Committee conducted an independent evaluation for the purpose of selecting the most responsive and responsible offeror based on the evaluation criteria. The committee which Management established to evaluate the firms' qualifications included the following:

a. Jean M. Arriola, Airport Services Manager
b. Carlos Bordallo, Controller
c. Joe Javellana, Property Management Office
d. Frank Santos, Expansion Office

The committee completed their evaluation and the scores were tabulated as reflected on the attached summary worksheet. As a result of our tabulation, the firms selected in the order of their ranking are as follows:

1. Proposer A
2. Proposer D
3. Proposer B
4. Proposer C

Recommendation

Based on the tabulation of the proposers ranking, it is determined that **Proposer A** ranked number one and the best qualified firm to perform the required services in accordance with the criteria set forth in the RFP. Also, as a result of our review of the submitted required documents, the firm has been deemed to have met the standards of responsibility and responsiveness outlined in the Guam Procurement Regulations.

Therefore, management recommends the approval of the ranking results and the contract award to **Proposer A**, as the highest ranked proposer for the Insurance Consulting Services subject to negotiations of fair and reasonable fees. In the event that the aforementioned negotiations prove unsuccessful, the GIAA may enter negotiations with the next highest ranked proposer.

Should you have any questions or need to discuss this matter further, I am available at your request.

Franklin P. Taitano

APPROVED:

CHARLES H. ADA II
Executive Manager

Attachments

cc: Evaluation Committee
Procurement File

Antonio B. Won Pat
International Airport Authority, Guam

Evaluation Score Tally Sheet

INSURANCE CONSULTING SERVICES
RFP NO. RFP-007-FY14

NAME OF FIRM/PROPOSER	Evaluator 1		Evaluator 2		Evaluator 3		Evaluator 4		AVERAGE
	Score	Rank	Score	Rank	Score	Rank	Score	Rank	Rank
Proposer A	87	1	82	2	83	1	89	1	1
Proposer C	57	4	54	4	76	4	80	4	4
Proposer B	83	2	77	3	82	2	84	3	3
Proposer D	81	3	83	1	81	3	86	2	2

Evaluators	
No. 1:	**Jean M. Arriola**
No. 2:	**Carlos Bordallo**
No. 3:	**Joe Javellana**
No. 4:	**Frank Santos**

Doc. No. 35GL-19-0628.*

ANTONIO B. WON PAT
INTERNATIONAL AIRPORT AUTHORITY, GUAM
BOARD OF DIRECTORS
EXECUTIVE SUMMARY

INVITATION FOR BID
PURCHASE AND DELIVERY OF POLICE PACKAGE MOTORCYCLES
IFB NO. GIAA-004-FY14

July 31, 2014

Purpose

Board action is requested to approve the bid award of the above purchase under the Invitation For Bid No. GIAA-004-FY14.

Background

The bid is for the purchase and delivery of police package motorcycles to be used for airport police division.

Procurement Background

The solicitation announcement was advertised through the local newspapers during the month of June 2014. The bid submission deadline and bid opening took place on July 2, 2014.

Two (2) firms/individuals purchased bid package and only one (1) firm submitted bid proposal before the submission deadline. The firm was evaluated and determined to be acceptable. As required by the Procurement Rules and Regulations, the bid was publicly opened and read aloud in the presence of the bidder.

The submitted bid is presented below:

BIDDER'S NAME	PROPOSED MAKE/MODEL	AMOUNT	
		UNIT COST	TOTAL COST
Cycles Plus	2014 Kawasaki Vulcan Classic 900CC	$25,365.00	$101,460.00

Doc. No. 35GL-19-0628.*

Legal Review

Upon approval of award, the contract will be processed through issuance of a Purchase Order in conformance with the Government of Guam Procurement Regulations.

Financial Review

The total contract award for this bid is $101,460.00. Funding for this bid is available under the CIP budget.

Recommendation

Management recommends the contract award of **$101,460.00** to **Cycles Plus,** who has been determined to have met the standards of responsibility and responsiveness outlined in Guam Procurement Regulation.

Doc. No. 35GL-19-0628.*

A.B. WON PAT
INTERNATIONAL AIRPORT AUTHORITY, GUAM
ATURIDAT PUETTON BATKON AIREN GUAHAN ENTENASIONAT

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www.guamairport.com

July 7, 2014

MEMORANDUM

TO: Charles H. Ada II, Executive Manager

FROM: Franklin P. Taitano, Supply Management Administrator

SUBJECT: Bid Evaluation and Recommendation "Invitation For Bid"
Purchase and Delivery of Police Package Motorcycles
IFB No. GIAA-004-FY14

Procurement Background:
The above referenced Invitation For Bid was publicly announced through the local newspaper during the month of June 2014. The bid submission deadline and bid opening took place on July 2, 2014.

Two (2) firms/individuals purchased the bid package and only one (1) firm submitted proposal before the bid submission deadline. The bid submittal was opened in the presence of the bidder and several GIAA representatives. The bid offer was read aloud by the Supply Management Administrator and tabulated by a Procurement staff.

The results of the bid price submittals are as follows in the order they were received and opened:

BIDDER'S NAME	PROPOSED MAKE/MODEL	AMOUNT	
		UNIT COST	TOTAL COST
Cycles Plus	2014 Kawasaki Vulcan Classic 900CC	$25,365.00	$101,460.00

Bid Analysis and Evaluation:
Pursuant to Section 8 of the Instructions to Bidders, the contract is to be awarded, if it is to be awarded, as soon as possible to the lowest responsible, responsive bidder. To determine the responsibility of bidders, the bid package specified the required documents that bidders must submit with their bid packages. The attached abstract illustrates the inventory of required documents and bidders submittal.

Cycles Plus: The firm has submitted a total bid price of **$101,460.00.** The bidder submitted a copy of their current Guam Business License **#1509966**. All other required documents are complete and in conformance with the Invitation For Bid.

Recommendation:
Pursuant to the guidelines in Item 8 of the Instruction to Bidders, the award of contract will be made to the **lowest responsible, responsive bidder.** Cycles Plus has been determined to have met the standards of responsibility and responsiveness outlined in the Guam Procurement Regulations and has deemed to be responsible, responsive bidder.

Therefore, it is recommended that **Cycles Plus** be awarded the contract in the amount of **$101,460.00** for this award.

Should you have any questions or concerns, please call our office at your convenience.

Franklin P. Taitano

APPROVED:

CHARLES H. ADA II
Executive Manager

attachment
cc: Admin/Proc/Acct/Police

INVITATION NUMBER: GIAA-004-FY14

PURCHASE AND DELIVERY OF POLICE PACKAGE MOTORCYCLES

Antonio B. Won Pat
Guam International Airport Authority
BID ABSTRACT

Opening Date: 2-Jul-14

Opening Time: 2:00 P.M.

No. of Invitation Issued: 2

No. of Bids Received: 1

	SUMMARY OF SCOPE OF WORK:	Special Reminder to Prospective Bidders	BID GUARANTEE Cashier's Check Letter of Credit Bid Bond	Affidavit Disclosing Ownership / Commissions	Non-Collusion Affidavit	Affidavit re No Gratuities or Kickbacks	Affidavit re Contingent Fees	Designation of Sub-contractors	Affidavit re Ethical Standards	Declaration re Compliance with U.S. DOL Wage	Grant Assurance Form	Certification Contracts, Grants, Loans, & Coop Agrmnt	Standard Clause for DBE	Business or Contractors License	ADDENDUM(S) A		ITEM NO. 1.1 TOTAL COST
1	Cycles Plus	✓	Letter of Credit #01SB0972 BOG $15,219.-	✓	✓	✓	✓	N/A	✓	✓	✓	N/R	N/R	✓	✓		101,400.-
2																	
3																	
4																	
5																	
6																	
7																	
8																	
9																	
10																	

I hereby certify that all bids received in response to this invitation were opened under my personal supervision, and that the names of all bidders have been entered hereon.

SIGNATURE

TABULATED BY: SIGNATURE

Date: 7-2-14

BASIS FOR AWARD:

- \ \ LOWEST RESPONSIVE & RESPONSIBLE BIDDER
- \ \ HIGHEST RESPONSIVE & RESPONSIBLE BIDDER
- \ \ OTHER AWARD
- \ \ TIE BID
- \ \ COMBINED TOTAL
- \ \ ITEM PER ITEM

Doc. No. 35GL-19-0628

- Guam – Okayama – Effective December 20, 2014, weekly seat capacity of 266 passengers;
- Guam - Niigata – Effective December 14, 2014, weekly seat capacity of 266 passengers.

They also announced decreased frequency on the Guam – Sapporo route from 4 times weekly to two times weekly and cancellation of a 4th daily flight they planned to implement in February 2015.
The downward trend was expected in relation to the weak yen, however, it is expected that passengers will be served by other United stations.

For the month of August 2014, United is scheduled to operate 31 round trip charters from Narita to Guam, utilizing its B737 aircraft with 155 seats.

Effective October 27, 2014, United Airlines will be adding 2 routes from Guam, with service to Seoul and Shanghai. The Seoul route will be operated daily. This route was last served by Continental Micronesia on non-stop, scheduled basis since February 1997. The Shanghai Pu Dong route will operate twice weekly, offering the first, regularly scheduled direct flight from China to Guam. Both are to be served by B-738 equipment, which represents 16,120 annual seats for Shanghai and adds another 56,575 seats to the annual Korean market capacity.

Korean Airlines
Korean Airlines will increase its flights on the Seoul/Guam route from 7 times to 11 times weekly, adding 811 seats , between July 26 to August 24, 2014 to meet more demand on the route.

China Airlines
In addition to their twice weekly service to/from Taipei, China Airlines will be operating the following charters

- 8 charter flights serving Taipei/Guam route from June 27 to July 25, on B738 aircraft with 155 seats.
- 11 charter flights, in August serving the Fukuoka/Guam route, on A330 aircraft with capacity of 298 seats.
- 10 charter flights in August, serving the Narita/Guam route, on 330 aircraft with 298 seats.

EVA Airlines
Adding to their twice weekly service to/from Taipei, EVA Airlines will increase their Taipe/Guam from two to five weekly, utilizing an A330-200 with 380 pax capacity.

In addition, EVA AIR will operate **Narita/Guam** scheduled charter operations every four days, from August 1, 2014 through August 20, 2014, utilizing an Airbus A321 with 184 pax capacity. This increases seat capacity from Narita to Guam by 5,488 annually from these additional 12 charter operations.

Dynamic Air
Dynamic Air which began scheduled charters from Beijing to Guam on June 21, 2014, will operate 8 direct charters from Beijing from late July through the month of August, utilizing their 767-200 ER aircraft with a

more seat capacity annually, from 39,000 to 54,600 seats.

Doc. No. 35GL-19-0628.*

CUSTOMER SERVICE ISSUES

In preparation for various customer service initiatives to use technology to inform passengers and the public to have greater and quicker access to airport information, the Airport is in its final phases to roll out the following services:

- Wireless access in the concourse areas
- Guam Airport mobile application for smartphones and ipads
- Refreshed Website with streamlined look
- Refreshed Airport logo for contemporary uses as icons on different promotional and identity platforms (see attached).

All programs are at the 90% completion stage, with equipment installation being the final piece to finally make these programs active and announced to the public. Thereafter, the Airport will move forward with social media applications featuring the contemporary look and uses available to an international and more technically savvy audience.

FINANCIAL ISSUES

GIAA's Fiscal Year **2015 Financial Budget** has been compiled with all divisions' input. An overview of the Preliminary Budget was presented to Signatory Airlines at a meeting held on Tuesday, July 29, 2014.

PROCUREMENT

Invitation for Bid - Boom Lift and Trailer

Announced:	July 18, 2014
Pre-Bid:	July 25, 2014, 10am
Submission Deadline:	August 5, 2014, 2pm

RFP - Insurance Broker Services

Announced:	July 25, 2014
Submission Deadline:	August 8, 2014, 4pm

ANNOUNCEMENTS:

- Lotte Duty Free celebrated its 1 year in operation at the Airport with a ribbon cutting of its upgraded facilities on July 23, 2014, at 10m. Improvements and enhancements in the retail core, the food court, restrooms and new construction of a family room and a world class aquarium represents $20M in upgrades invested in the Guam Airport. The opening was covered by the prestigious Moodie's Report - a Travel Retail and Duty Free Business Intelligence publication.

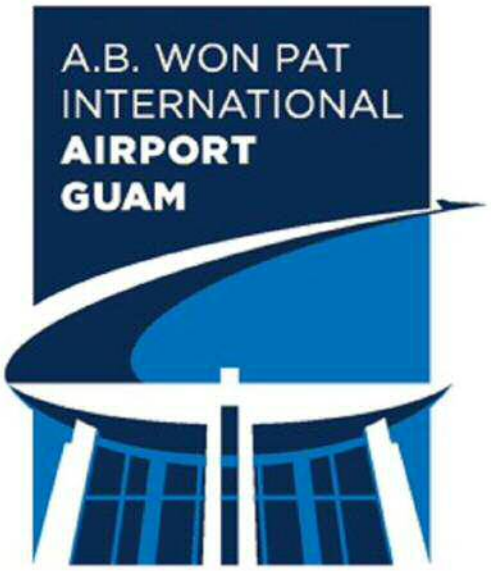
Executive Manager's Report
GIAA Board of Directors Meeting
July 31, 2014

- The A.B. Won Pat International Airport Authority, Guam and its airlines and tenants took a first look at options to constructing the International Arrivals Corridor in the Main Terminal at a stakeholder meeting held July 17, 2014. Design concepts were presented by the Airport's design firm, Gensler and Associates.
- On July 22 and July 25, 2014, Airlines, general aviation operators and other associated parties were informed of the Airport's runway painting schedule and closure of Runway 6R/24L during the project.

A. B. WON PAT INTERNATIONAL **AIRPORT GUAM**

Logo Rationale

No longer an abstract interpretation of the Airport brand, the new logo takes a literal approach combining the most unique aspects of Guam and her Airport. The design is simple and clean using broad lines and a palette that is both exciting and bold.



THE PROA
The new re-designed A.B. Won Pat International Airport Guam logo showcases the iconic Proa shape — a unique physical feature of the Airport's architectural design representing strength, pride and innovation.

TAKING FLIGHT
Just over the Proa structure, a sleek plane graphic flies smoothly through the middle of the logo suggesting upward movement and mobility.

THE COLORS
A modern, contemporary palette of contrasting light and dark blues convey boundless opportunities for progress ahead.

ALTERNATE LOGO VARIATIONS



1-COLOR LOGO
PANTONE 295C

1-COLOR LOGO
BLACK

1-COLOR LOGO
PANTONE 295C (REVERSED)

1-COLOR LOGO
BLACK (REVERSED)

A.B. WON PAT
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July 29, 2014

MEMORANDUM

To: Mr. Edward G. Untalan
Chairman
GIAA Board of Directors

From: Carlos Bordallo
Comptroller

Subject: **Operating Results - Revenues and Expenses as of June 30, 2014**

Attached herewith is GIAA's Operating Results Report for the month ending June 30, 2014. This report summarizes the Budgeted versus Actual Revenues and Expenses for the month and year-to-date results ended June 30, 2014.

The key operating results for 9 month(s) of FY 2014 ending June 30, 2014 - (in $000's) are:

CATEGORY	YEAR-TO-DATE				FORECAST FOR FULL YEAR-FY14	
	Budget FY 14 Y-T-D	Actual FY 14 Y-T-D	% Variance Budget vs. Actual		Actual Y-T-D + Remaining FY 14 Budget	% Variance Budget vs. Estimate for Full Year
			Y-T-D Current Month	Y-T-D Last Month		
Total Signatory Revenues	$19,769.5	$19,882.8	0.6%	1.1%	$26,843.9	0.4%
Total Concession Revenues	$13,444.3	$13,632.8	1.4%	1.2%	$18,159.1	1.0 %
Total PFC's	$4,716.8	$4,740.9	0.5%	1.2%	$6,460.3	0.4%
Total Other Revenues	$11,252.2	$11,938.0	6.1%	4.7%	$15,901.0	4.5%
Total Operating Revenues	$49,182.8	$50,194.6	2.1%	1.9%	$67,364.2	1.5%
Total Operating Expenses	$30,469.0	$27,341.6	-10.3%	-10.6%	$36,643.1	-7.9%
Net Revenues from Operations	$18,713.8	$22,853.0	22.1%	22.6%	$30,721.1	15.6
Non-Operating Expenses	$500.0	$232.3	-53..5%	-53..5%	$232.3	-53.5%
Other Available Moneys/other sources of funds	$5,087.0	$5,016.3	-1.4%	-1.8%	$6,712.0	-1.0%
Net Debt Service Coverage	**1.27**	**1.54**	**21.9%**	**23.1%**	**1.55**	**15.6%**

Year-to-date Total Signatory Revenues for the month ending June 30, 2014 are above Budgeted revenues by **.6%.** Signatory revenue estimates are based on projections submitted by Signatory airlines and adopted in the annual budget.

Year-to-date Total Concession Revenues and Passenger Facility Charges are above budget estimates by **1.4%** and **.5%**, respectively.

Year-to date Total Other Revenues, inclusive of non-signatory and non-airline revenues, are above the budget estimate by **6.1%.**

Year-to-date Total Operating Revenues Actual of **$50.2M** is **2.1%** above the budget estimate of **$49.2M**.

Year-to-date Total Operating Expenses are below budget by **-10.3 %**. Components of this line item include a **-4.6%** decrease in Personnel Service, a **-12.2%**decrease in Contractual Services, a **-33.7%** decrease in Materials & Supplies and a **-100%** decrease in Equipment/Furnishings from budgeted amounts for these respective categories**.**

The actual year-to-date Net Revenues from Operations of **$22.8M** reflects an increase of **22.1%** over the year-to-date budgeted amount of **$18.7M**.

Finally, our year-to-date results for Debt Service Coverage is at **1.55** versus the requirement of **1.25**.

Should you have any questions, please contact me at your convenience.

Attachments

cc: Board of Directors
Executive Manager
Deputy Executive Manager
Frank R. Santos, Expansion
Division Heads

Doc. No. 35GL-19-0628.*

GUAM INTERNATIONAL AIRPORT AUTHORITY
KEY OPERATING RESULTS ($000's)
as of June 30, 2014

	CURRENT MONTH					YEAR - TO - DATE			
	Actual FY2013	Budget FY2014	Actual FY2014	%Var Bud Vs Act'l	Budget Full Year	Actual FY2013	Budget FY2014	Actual FY2014	E
I. Signatory Airline Rents & Fees									
Terminal Bldg Rentals	282.1	256.8	258.5	0.7%	3,082.1	2,475.8	2,311.6	2,326.7	
Departure Fees	502.2	479.5	460.0	-4.1%	5,951.4	5,036.2	4,360.8	4,304.0	
Arrival Fees	525.5	474.1	466.0	-1.7%	5,908.9	5,251.1	4,322.9	4,468.6	
Immigration Inspection Fees	192.0	167.5	184.4	10.1%	2,042.9	1,993.9	1,499.2	1,698.5	
Loading Bridge Use Fees	341.9	479.4	430.6	-10.2%	6,045.5	3,378.6	4,469.7	4,214.5	
Apron Use Fees	109.8	121.2	114.4	-5.6%	1,532.7	1,249.1	1,162.2	1,176.3	
Landing Fees	181.6	171.4	162.0	-5.5%	2,167.0	2,019.8	1,643.1	1,694.3	
Total Signatory Revenue	**2,135.2**	**2,149.8**	**2,075.9**	**-3.4%**	**26,730.5**	**21,404.5**	**19,769.5**	**19,882.8**	
Enplaned Signatory Pax	132,315	137,919	136,513	-1.0%	1,711,959	1,223,243	1,254,422	1,234,819	
Cost per Enplaned Pax	**$16.14**	**$15.59**	**$15.21**	**-2.4%**	**$15.61**	**$17.50**	**$15.76**	**$16.10**	
Revenues from Sources other than Signatory Airlines Rents & Fees									
Concession Revenues									
Gen Mdse (DFS)	492.9	1,201.2	1,228.2	2.2%	14,414.9	5,190.3	10,811.2	11,056.8	
In-flight Catering	61.0	57.2	73.7	29.0%	802.1	587.4	587.6	645.1	
Food & Beverage	72.3	71.5	79.1	10.7%	942.3	670.4	687.8	691.6	
Rental Cars	76.5	80.5	80.5	0.0%	970.0	705.4	726.5	730.1	
Other Concession Rev	64.9	70.1	60.9	-13.1%	841.3	615.3	631.3	509.3	
Total Concession Revenues	**767.7**	**1,480.5**	**1,522.5**	**2.8%**	**17,970.6**	**7,768.8**	**13,444.3**	**13,632.8**	
Passenger Facility Charges	488.2	518.7	493.3	-4.9%	6,436.1	4,734.5	4,716.8	4,740.9	
Other Revenue	1,176.5	1,179.3	1,396.1	18.4%	15,215.1	11,567.7	11,252.2	11,938.0	
Total Operating Revenue	**4,567.6**	**5,328.3**	**5,487.8**	**3.0%**	**66,352.4**	**45,475.5**	**49,182.8**	**50,194.6**	
II. Operating Expenses:									
Personnel Services	1,144.7	1,328.4	1,500.0	12.9%	17,269.0	10,783.6	13,283.9	12,674.7	
Contractual Services	2,099.8	1,777.2	1,408.2	-20.8%	20,824.5	14,714.2	15,807.5	13,871.4	
Materials & Supplies	64.4	135.4	87.4	-35.5%	1,499.9	729.3	1,200.6	795.5	
Equipment/Furnishings	0.0	0.0	0.0	0.0%	177.0	0.0	177.0	0.0	
Total Operating Expenses	**3,309.0**	**3,241.1**	**2,995.6**	**-7.6%**	**39,770.5**	**26,227.1**	**30,469.0**	**27,341.6**	
Net income from Operations	**1,258.6**	**2,087.2**	**2,492.3**	**19.4%**	**26,581.9**	**19,248.4**	**18,713.8**	**22,853.0**	

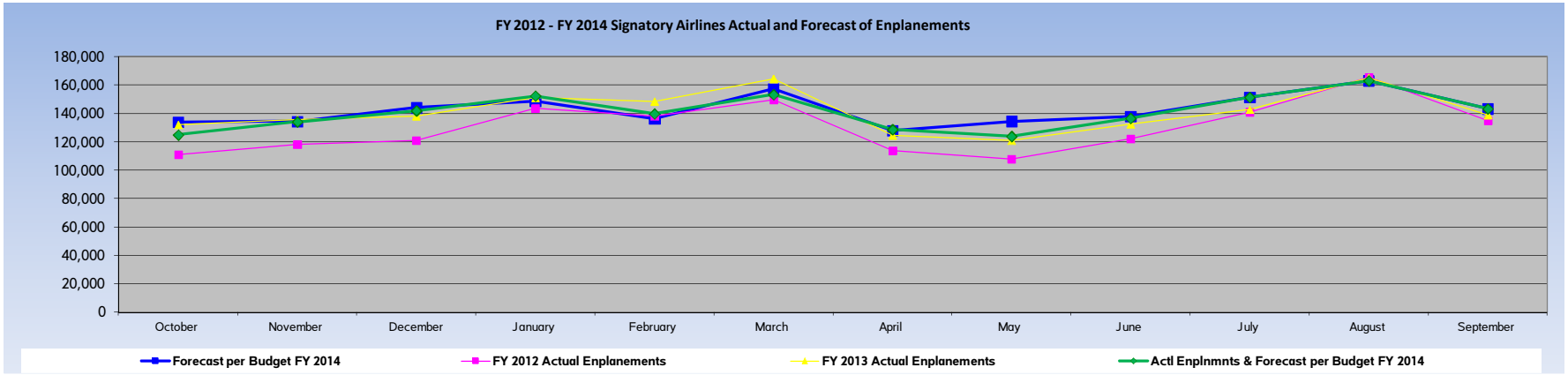
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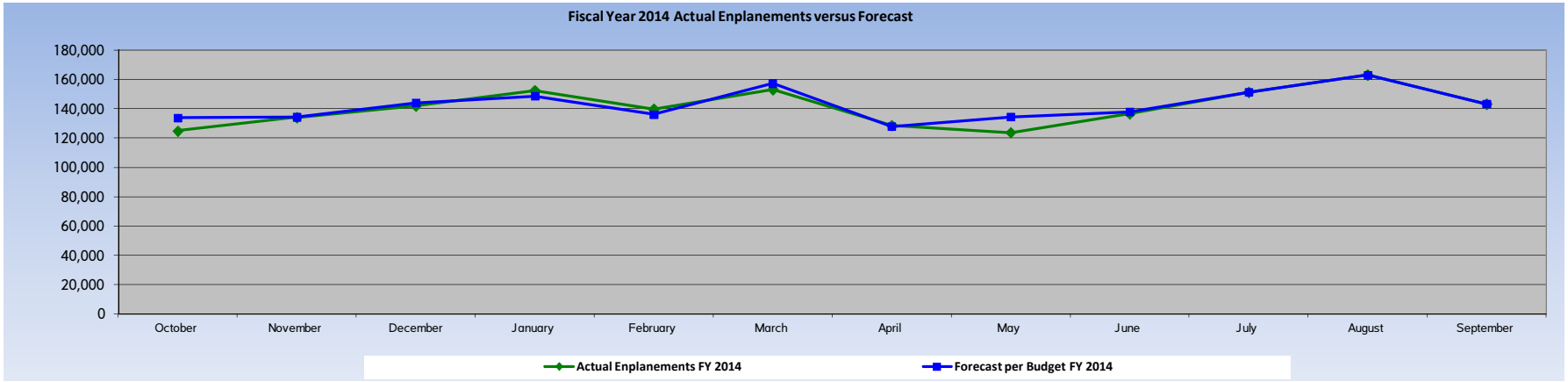
GUAM INTERNATIONAL AIRPORT AUTHORITY
KEY OPERATING RESULTS ($000's)
as of June 30, 2014

	CURRENT MONTH					YEAR - TO - DATE			
	Actual FY2013	Budget FY2014	Actual FY2014	%Var Bud Vs Act'l	Budget Full Year	Actual FY2013	Budget FY2014	Actual FY2014	E
III. Other Revenues and Expenses									
Less: Non Operating Expense(Ret/DOI/OHS)	79.0	0.0	0.0	0.0%	500.0	339.7	500.0	232.3	
Add: Interest on Investments	135.6	83.6	42.3	-49.4%	1,003.1	819.6	752.3	391.2	
Net Revenues	1,315.3	2,170.8	2,534.6	16.8%	27,085.0	19,728.3	18,966.1	23,011.8	
Add: Other Sources of Funds	31.9	37.9	49.5	30.6%	454.8	467.8	341.1	270.4	
Add: Other Available Moneys	360.7	527.3	527.3	0.0%	6,327.9	3,246.4	4,745.9	4,745.9	
Net Revenues and Other Available Moneys	**1,707.9**	**2,736.0**	**3,111.4**	**13.7%**	**33,867.7**	**23,442.4**	**24,053.1**	**28,028.1**	
Debt Service payments	1,442.8	2,109.3	2,109.3	0.0%	25,311.4	12,985.5	18,983.6	18,142.9	
Debt Service Coverage	**1.18**	**1.30**	**1.48**	**13.7%**	**1.34**	**1.81**	**1.27**	**1.54**	
Debt Service Requirement	**1.25**	**1.25**	**1.25**		**1.25**	**1.25**	**1.25**	**1.25**	

SUMMARY SIGNATORY AIRLINES

Enplanements	October	November	December	January	February	March	April	May	June	July	August	September	Total
Forecast per Budget FY 2014	133,792	134,289	144,046	148,586	136,168	157,310	127,908	134,404	137,919	151,310	163,010	143,217	1,711,959
FY 2009 Actual Enplanements	96,587	102,001	100,515	123,234	114,550	123,061	99,415	98,005	84,556	111,273	119,504	108,317	1,281,018
FY 2010 Actual Enplanements	94,630	105,230	108,410	132,016	129,523	137,257	102,312	112,910	111,671	133,353	147,419	132,165	1,446,896
FY 2011 Actual Enplanements	112,043	117,861	115,206	137,595	131,263	128,645	90,184	99,827	100,434	119,730	140,999	123,086	1,416,873
FY 2012 Actual Enplanements	110,962	118,092	121,031	143,545	137,851	149,600	113,893	107,914	122,061	141,014	165,376	135,017	1,566,356
FY 2013 Actual Enplanements	131,910	135,518	138,186	150,971	148,524	164,380	124,701	120,751	132,315	142,773	165,026	138,907	1,693,962
Actl Enplnmnts & Forecast per Budget FY 2014	124,805	134,044	141,808	152,311	139,712	153,242	128,621	123,763	136,513	151,310	163,010	143,217	1,692,356
FY 2014 versus FY 2013	-5.39%	-1.09%	2.62%	0.89%	-5.93%	-6.78%	3.14%	2.49%	3.17%	5.98%	-1.22%	3.10%	-0.09%





					Actual versus Forecast								
Enplanements	October	November	December	January	February	March	April	May	June	July	August	September	Total
Actual Enplanements FY 2014	124,805	134,044	141,808	152,311	139,712	153,242	128,621	123,763	136,513	151,310	163,010	143,217	1,692,356
Forecast per Budget FY 2014	133,792	134,289	144,046	148,586	136,168	157,310	127,908	134,404	137,919	151,310	163,010	143,217	1,711,959
Actual Enplanements Over/(Under) Forecast	(8,987)	(245)	(2,238)	3,725	3,544	(4,068)	713	(10,641)	(1,406)	0	0	0	(19,603)
Cumulative Total	(8,987)	(9,232)	(11,470)	(7,745)	(4,202)	(8,269)	(7,556)	(18,197)	(19,603)	0	0	0	
					Percentage Over/(Under) Forecast								
	October	November	December	January	February	March	April	May	June	July	August	September	
% Monthly	-6.7%	-0.2%	-1.6%	2.5%	2.6%	-2.6%	0.6%	-7.9%	-1.0%	0.0%	0.0%	0.0%	
% Cumulative Total	-6.7%	-3.4%	-2.8%	-1.4%	0.8%	-2.9%	2.3%	1.1%	0.5%	0.0%	0.0%	0.0%	
					Month to Month Trend								
	October	November	December	January	February	March	April	May	June	July	August	September	
Actual Enplanements	124,805	134,044	141,808	152,311	139,712	153,242	128,621	123,763	136,513	0	0	0	
Month to Month Increase/(Decrease)		9,239	7,764	10,503	-12,599	13,530	-24,621	-4,858	12,750	0	0	0	
Month to Month Increase/(Decrease) in %		7.4%	5.8%	7.4%	-8.3%	9.7%	-16.1%	-3.8%	10.3%	0.0%	0.0%	0.0%	

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RECOMMENDATION OF COUNSEL

TO: Board of Directors
ANTONIO B. WON PAT INTERNATIONAL AIRPORT AUTHORITY, GUAM

CC: Mr. Charles H. Ada II
Executive Manager
ANTONIO B. WON PAT INTERNATIONAL AIRPORT AUTHORITY, GUAM

FROM: Janalynn Cruz Damian
CALVO FISHER & JACOB LLP

DATE: July 23, 2014

SUBJECT: **Executive Session**

Pursuant to 5 G.C.A. § 8111(c)(1), I hereby recommend that the Board of Directors of GIAA conduct an Executive Session at the next regularly scheduled Board meeting to discuss pending or threatened litigation to which GIAA is or may be a party.

Doc. No. 35GL-19-0628.*

MINUTES OF THE REGULAR MEETING OF THE BOARD OF DIRECTORS OF THE A.B. WON PAT INTERNATIONAL AIRPORT AUTHORITY, GUAM
Thursday, August 28, 2014, 3:00p.m.
GIAA TERMINAL CONFERENCE ROOM #3

1. CALL TO ORDER AND ATTENDANCE

The August 28, 2014 regular meeting of the Board of Directors of the A.B. Won Pat International Airport Authority, Guam ("GIAA" or the "Authority") was called to order by Chairman Untalan at 3:14p.m. at the GIAA Terminal Conference Room #3, 355 Chalan Pasaheru, Tamuning, Guam, 96913.

Directors Present:	**Offices or positions:**
Edward G. Untalan	Chairman
Martin Gerber	
Gurvinder Sobti	
Lucy M. Alcorn	
Directors Absent:	
Jesus Q. Torres(unexcused)	Vice Chairman
Rosalinda A. Tolan (Excused)	
GIAA Officials:	
Charles H. Ada II	Executive Manager
Peter Roy Martinez	Deputy Executive Manager
Carlos P. Bordallo	Acting Assistant Comptroller
Frank R. Santos	Business and Financial Consultant
Jean M. Arriola	Air Services Manager
Gerard Bautista	Air Terminal Manager
Benny A. Baza	Chief of ARFF
Victor Cruz	Engineer Supervisor
EdMuna	Airport Operations Superintendent
Joseph G. Javellana	Program Coordinator IV
Franklin P. Taitano	Procurement Administrator
Janalynn Cruz Damian, Esq.	GIAA Legal Counsel

The Chairman welcomed the presence of Airport tenants, stakeholders, and members of the public who are noted in a sign-in sheet made as an attachment to these minutes.

2. APPROVAL OF AGENDA

The Chairman asked if there were any changes to the agenda. Chairman Untalan then commented that the July 31, 2014 Regular Board Meeting minutes would be tabled. Chairman Untalan then moved New Business Item (A.)Approval of Proposed GIAA Fiscal Year 2015 Budget, to the last of the New Business Items to be addressed.On motion duly made by Director Gerber, seconded by Director Alcorn, the agenda as amended, was unanimously approved.

3. APPROVAL OF MINUTES

A. July 31, 2014 Regular Meeting

The next item on the agenda was approval of the minutes of the July 31, 2014regular meeting.

On motion duly made by Chairman Untalan, the minutes of were tabled.

4. CORRESPONDENCE

The next item on the agenda was Correspondence.

Executive Manager Charles Ada stated that there was no significant correspondence to report. The EM then called to attention that on this exact date, one year ago, GIAA was successful in its Municipal Bond Sale.

5. OLD BUSINESS

The next item on the agenda was Old Business.

A. Status of Capital Improvement Projects

The first matter discussed was the Status of Capital Improvement Projects. Mr. Frank Santos, Business and Financial Consultant, presented three (3) schedules to the Board for review. The first schedule presented was the Undistributed Obligations Analysis (UDO). The only significant update was in regards to the 2010 projects, given a four-year performance period. Of the four (4) Outstanding Grants, the Authority has three (3) to close out and with funds to be de-obligated, and one (1) that is completely closed out.

The first project mentioned was the AIP73 Rehabilitative Runway 6L/24R -Phase 1 (Design only) with $45,738 in funds to be de-obligated. The second project was AIP75 Noise Mitigation Measures, with a balance of $1.1 million to be de-obligated. However,

in discussion with the FAA, the Authority will continue working using those monies to use towards additional homes covered under the current project, provided that a majority of reimbursements would occur around June of 2015. Mr. Santos pointed out that in this case, though the Authority is de-obligating this amount, they are not losing the opportunity to soundproof as many homes as possible under the current criteria.

Chairman inquired as to whether former navy/military homes were eligible under this grant, with Mr. Santos answering that they were not. He did mention, however, that beginning October 1, 2015, a new program with new criteria would begin. Director Sobti inquired as to approximately how many homes would be covered under this project, with Mr. Santos answering that there would be fifteen (15) homes covered.

The third project mentioned was AIP76 Approve Airport Utility Infrastructure (Sewer and Storm Water Drainage) - Phase 1 (Design Only), as of July 31, 2014 there was $545,586 which has since been zeroed out and is now closed out.

The final project was AIP79 Conduct Environmental Assessment for Sewer and Storm Water Drainage. Grant amount was for $700,000, little more than half of which ($355,000) is being de-obligated. The Environmental Assessment has already been published in the newspaper and is also available on GIAA's website.

Chairman inquired as to who authors the grants to which Mr. Santos responded that it was a team effort. Upcoming grant applications to be submitted this year were identified as: 1. The new ARFF facility 2. Revisions to the Air Cargo Apron 3.Second ARFF Vehicle along with a Rapid Intervention Vehicle (RIV).

The ARFF facility project is estimated to cost $11.6 million with $10.4 coming from Federal Grants. Chairman inquired as to whether those funds were already acquired to which Mr. Santos replied that they are not, but plans are in order to apply for those Federal Grants, but the Authority has Bond proceeds, and the same goes for the Cargo Apron Relocation.

The top two Bond Priority Projects presented were In-Line Baggage Handling System and Arrivals Corridor. The expected presentation date of the new Arrivals Corridor is October 8-10, 2014 at GIAA, which will include a cost assessment. Members of the Board inquired as to the typical cost of an assessment, to which Mr. Santos replied that it was a fixed fee of $5 million. Once a cost estimate is obtained, focus on other projects may resume. This project is expected to bid out in April of 2015.

6. NEW BUSINESS

The next item on the agenda was New Business.

A. Approval of Award - IFB No. GIAA-005-FY14,Purchase and Delivery of Boom Lift and Trailer

The first matter discussed was the approval of award under the Invitation for Bid Purchase and Delivery of Boom Lift and Trailer No. GIAA-005-FY14 (the "IFB"). The Executive Manager mentioned that this was budgeted in FY2013, but was deferred by the Board, but because of the current state of the fleet instructions were given to move forward with this project. The proposed boom lift and trailer are to be used by Properties & Facilities Division for repair and maintenance of parking and ramp lights, security cameras, and the terminal building.Four (4) firms purchased the bid package and only one (1) firm submitted a bid proposal before the submission deadline. The firm was evaluated and determined to be acceptable. As required by the Guam Procurement Regulations, the bid was publicly opened and read aloud in the presence of the bidder. The submitted bid was presented as follows: Morrico Equipment LLC, Item (1) Boom Lift in the amount of $188,890.00 and Item (2) Trailer in the amount of $13,495.00. The total contract award for this bid is $202,385.00, funding for which is available under the CIP budget. Upon approval of award, the contract will be processed through issuance of a Purchase Order in conformance with the Guam Procurement Regulations. The Chairman inquired as to why only one firm submitted its bid, and was informed that the other interested parties were unable to commit on the delivery, with one company submitting in writing, their intentions to withdraw (their bid). Mr. Franklin P. Taitano, Procurement Administrator, informed the Board that the timing of the year was a factor. Director Sobti inquired as to how a fair comparison of cost could be made with only one company's bid, and Mr. Taitano reported that the cost from the previous Boom Lift purchase from previous years was slightly less than the current purchase price.

After further discussion, on motion duly made by Director Alcorn, seconded by Director Sobti, the following resolution was unanimously approved:

Resolution No. 14-51

The Board hereby approves award of the contract of Purchase and Delivery of Boom Lift and Trailer, IFB No. GIAA-005-FY14, to Morrico Equipment LLC for $188,890.00 for the Boom Lift and $13,495.00 for the Trailer, for a total contract amount of $202,385.00, subject to review by legal counsel.

B. Approval of Award - RFP No. GIAA-008-FY14 - Insurance Brokerage Services

The second matter discussed was the approval of award under the Request for Proposal for Insurance Brokerage Services, RFP No. GIAA-008-FY14.The Executive Manager

informed the Board that the referenced RFP was to solicit proposals from professional insurance brokerage services firms to assist GIAA in management and placement of its insurance coverage. The contract term is for a year to year basis, not to exceed a total term of five (5) years. A total of six (6) firms showed their interest by obtaining the RFP package; however, three (3) firms responded by submitting their proposals before the established deadline. After receipt of all proposals, an Evaluation Committee was established to perform an independent evaluation of the proposals to determine the best qualified proposer. The proposals were evaluated based on the point system assigned for each criteria identified in the RFP package. As a result of the evaluation committee's tabulation, the selected firms in the order of their ranking are as follows:

1. Proposer C
2. Proposer A
3. Proposer B

Management recommends the approval of the ranking results and the contract award to Proposer C, as the highest ranked proposer, subject to negotiations of fair and reasonable fees. In the event that negotiations prove unsuccessful, GIAA Management will enter negotiations with the next highest ranked proposer. Chairman Untalan suggested that in the following years, that the process of attaining insurance brokerage services start in June rather than August, given that the policy expires September 30, to give GIAA adequate time to process all aspects to ensure the best outcome.His suggestion was noted by the Executive Manager.

After further discussion, on motion duly made by Director Alcorn, seconded by Director Sobti, the following resolution was unanimously approved:

Resolution No. 14-52

The Board hereby approves the ranking results and contract award to Proposer C for Insurance Brokerage Services, RFP No. GIAA-118-FY14, subject to negotiation of fair and reasonable fees, and legal counsel review.If negotiations prove unsuccessful, Management can enter into negotiations with next highest ranked proposer.

The Executive Manager announced to the Board that Proposer "C" is AM Insurance, who is the GIAA incumbent provider.

C. Approval of Proposed GIAA Fiscal Year 2015 Budget

The third matter discussed was the approval of the proposed GIAA Fiscal Year 2015 Budget as presented by Comptroller Carlos P. Bordallo. Mr. Bordallo reported on two meetings with Signatory Airlines, the first meeting which took place July 29, where the initial proposed Cost Per Enplaned Passengers payment of $16.80was presented to

Signatory Airlines. GIAA was asked to revisit and look at areas to possibly bring cost down. The second meeting between GIAA and Signatory Airlines took place August 12, where the cost was presented at $15.80, which was still a 1.2% increase from existing FY 2014 Cost Per Enplaned Passenger at $15.61. Mr. Bordallo reported that Signatory Airlines was receptive to and thankful for the adjusted Cost Per Enplaned Passenger (CP).

Operation and maintenance expenses and assumptions: 5.6% increase projected in enplanements for FY2015; in actual estimate retirement contribution rates going down to 29.67 next year. The rate is set by statute every year, which is part of the budget process. GIAA contractual services are going to increase by $456,000. GIAA will continue to fund projects essential to airport primary functions, overall 2.59% increase in total airport revenue over the actual estimate. Allocation of aeronautical revenues is at 38% with non-aeronautical at 51%. Mr. Bordallo pointed out the higher the non-aeronautical, the less impact to the cost of theairlines.GIAA is going to contribute another $250,000 to the Risk and Loss Management Fund, which is currently at $5.1 million. Amortization reduced by 50%. In the first meeting, Mr. Bordallo fully amortized all outstanding projects and this was one of the areas he was asked to look at. Mr. Bordallo and Mr. Frank Santos, Expansion Consultant, discussed and agreed at 50% reduction in amortization, which will be recovered in the oncoming years. GIAA will continue to reassess and pursue revenue streams that promote air service and development which may include incentives and exploration of the markets, initiating those projects federally funded or essential to the airport's primary functions. Mr. Bordallo noted that within the Signatory agreement, there is a clause which allows GIAA to adjust the landing fee in the event that GIAA revenues fall short. Finally, Mr. Bordallo reported that GIAA is going to deposit all of its CIF (Capital Improvement Fund) monies, and all available monies at the end of the year into the CIF account, which has been GIAA common practice since 2008.

Allocation of revenue: broken down between Signatory Airlines, revenues from other sources other than Signatory, passenger facility service charge, and Federal reimbursement for operating grants. Mr. Bordallo reported that there was an increase in Signatory Airlines rents and fees primarily attributable to the increase in number of enplanements that is projected for next year. Aeronautical and non aeronautical, and other revenue: special retail concession part of the major improvement of the non-aeronautical side. Signatory Airline rents and fees: Cost per enplanement: debt service coverage is at 1.31, for 2014 GIAA was projecting a 1.4 at the time the budget was prepared, with potential to improve to over 1.5 at the end of the year. Mr. Bordallo noted that a large increase was in Personal Services with the primary reason being the fifteen (15) ARFF employees GIAA acquired last year. Mr. Bordallo also noted that retirement is not part of the increase in the budget. Mr. Chairman inquired as to how many GIAA employees were included in the budget, with Mr. Bordallo responding that there were two hundred and forty-four (244). Currently, there are approximately 32

vacancies primarily in the Properties and Facilities (P&F) section, according to Mr. Bordallo's notes. Mr. Chairman suggested this year's focus be on development of non-aeronautical departments to stimulate revenues in that area which will in turn drive down enplaned passenger cost.

Mr. Chairman commented on the challenges Mr. Santos will be facing in terms of grants for the upcoming Fiscal Year. Mr. Chairman inquired as to whether GIAA will see an increase or decrease at the end of FY2014, with Mr. Santos responding that there will be a decrease, based on current information regarding works in progress. Calculation of rates and fees, FY2014 under Capital Improvement Funds and other available funding sub account and Capital Improvement Sub Account, there will $3.3 million available at the end of the year. Mr. Santos noted that normally, that amount would be fifty percent (50%) less, but as indicated in the assumptions as well as in the negotiations with the airlines, GIAA is keeping one hundred percent (100%). With a total of eight (8) Capital Improvement Projects, a total budget of approximately $19.7 million, of which $16.6 million is being targeted for Federal grants. Mr. Chairman inquired as to how much revenue was generated by GIAA and Mr. Santos responded with approximately $4.4 million. Mr. Chairman then brought to attention the intent of GIAA to focus on boosting non-aeronautical sources of revenue to therefore become less reliant on Federal grants. Mr. Chairman then posed the assumption that if all projected plans and projects were completed as predicted, that at the end of FY2015, GIAA would see an increase in assets, which was affirmed by Mr. Santos. Mr. Chairman then inquired as to when the audit would begin, and Mr. Bordallo responded that GIAA has already started the process and is currently working with the auditors to have the report ready no later than January 31, 2015.

On motion duly made by Director Gerber to approveProposed GIAA Fiscal Year 2015 Budget, seconded by Director Alcorn, the budget was unanimously passed.

7. REPORT OF EXECUTIVE MANAGER

The next item on the agenda was the report of the Executive Manager.

The Executive Manager reported on matters concerning various airlines, starting with Cebu Pacific. GIAA management met with Cebu Pacific officials August 7, 2014. Starting December 2014, Cebu Pacific will utilize an A320 Aircraft with a seat capacity of 180, operated 4x weekly. This operation will add 2880 seats to the monthly inventory of the Manila market. China Airlines will operate eight(8) charter flights in the month of September 2014, utilizing an A330-300 aircraft, totaling in 2384 potential passengers. United Airlines will be adding two routes from Guam; the Seoul route will be operated daily, utilizing B737-800 aircraft with a seat capacity of 155, which will create 4650 passenger seats monthly and 55800 annually. The other route, which is Shanghai Pu

Dong, will operate twice (2x) weekly, serviced by a B737-800 aircraft, providing 1240 seats monthly and 14880 annually. This route is the first regularly scheduled direct flight from China to Guam. Beginning October 26, 2014, Philippine Airlines will increase their Manila-Guam operations from five (5) to seven (7) flights weekly, utilizing an Airbus 320, which increases seat capacity by 300 weekly, increasing annual seats available from 39,000 to 54,600. Lastly, Star Marianas has submitted a Letter of Intent to operate regular commercial and on-demand services to Saipan, Rota, and Guam.GIAA and Star Marianas met to discuss ideas and acquire information on regulatory, operational, and technical requirements to operate on Guam.

Tenant issues was the second matter addressed, mainly focused on the decline in tour bus facility charges. This decline is due to a new breed of tourists, whom prefer and/or expect personalized shuttle services directly to their hotel. Key operators PMT, RNC, and HIS have taken initiative to address and accommodate these passengers. Miki Taxi and Independent Taxi Operators have been engaged to provide personalized transportation. Airport management and staff are in discussions with current ground transportation operators to find a win-win solution wherein customers are provided with quality service without jeopardizing the Airport's revenue system.

Deputy Executive Manager Peter Roy Martinez and Air Terminal Manager Gerard Bautista attended the FAA's Western-Pacific Regional Director's Workshop in Los Angeles where they met with new FAA Pacific Regional Administrator Glen Martin. Key topics of discussion were Essential Air Services, with Guam and American Samoa as examples of main islands whose connectivity to outer islands is dependent on a sole provider.

The FAA issues a Notice of Finding of No Significant Impact (FONSI) on the proposed Guam Airport Storm Water and Wastewater System Improvement Project.

As of August 12, 2014, all discrepancies noted in FAA's inspection of GIAA facilities has been fully addressed, with GIAA submitting a letter of correction which was accepted by the FAA.

Lastly, the Executive Manager brought to attention the TSA Official Site Visit by John S. Pistole which took place August 29, 2014. Mr. Pistole is an Administrator of the Transportation Security Administration whose visit was to discuss Guam based regulatory, operational and technical issues as well as inspect TSA facilities and operations on island.

The twentieth (20th) World Route Development Forum will be taking place in Chicago, IL at the McCormick Place on September 20-23, 2014. Airport as well as GVB will be

attending to continue joint efforts to explore potential and/or secure new service and routes.

Regarding procurement, an Invitation for Bid (IFB) for Purchase and Delivery Police Pursuit K-9 Vehicle was announced September 1, 2014, with Pre-Bid September 2, 2014 at 10 a.m., and a submission deadline September 9, 2014 at 4 p.m.

The A.B. Won Pat International Airport Authority, Guam presented its Noise Compatibility Program (NCP) at a public meeting held August 26, 2014 at 6 p.m. and was published in both the Pacific Daily News and Marianas Variety for community awareness.

8. REPORT OF THE COMPTROLLER

The next item on the agenda was the report of the Comptroller.

Mr. Carlos Bordallo, Comptroller, provided a report to the Board on the revenues and expenses of the Authorityas of July 31, 2014. Signatory revenues were reported to be slightly below budgeted revenues by 0.02%. Year-to-date (YTD) Total Concession Revenues were above estimates by 1.3% and Passenger Facility Charges are below 5%. YTD Total Other Revenues inclusive of non-signatory and non-airlines revenues are above budget estimates by 4.4%. YTD Total Operating Revenues Actual of $55.5 million is 1.3% above budget estimate of $54.8 million. Operating expenses are down by 8.8% from budget including a 3.8% decrease in Personnel Services, 10.3% decrease from Contractual Services, a 32.4% decrease in Materials and Supplies and a 100% decrease in Equipment and Furnishings. YTD net revenues from Operations is $24.9 million to expect an increase of 17.4% over the YTD budgeted amount of $21.2 million. The Authority's Debt Service Coverage ratio is at 1.53 versus the 1.25 required.

Chairman Untalan then inquired if the estimated amount YTD Operating Expenses would be approximately 7.5% below budget, to which Mr. Bordallo affirmed. Chairman commented on the amount of Cash On Hand (approx $320,000) that the Authority has and how it was relative to the positive rating of the Authority.

The Chairman then congratulated the Management Team on the current condition of the Authority due to their extreme competence.

9. EXECUTIVE SESSION

There was no Executive Session held.

Doc. No. 35GL-19-0628.*

10. PUBLIC COMMENTS

The next item on the agenda was Public Comments. Chairman Untalancalled upon any public member wishing to make comments. There were none.

11. ADJOURNMENT

There being no further business to address before the Board, on motion duly made by Director Alcorn, seconded by Director Sobti, at 4:26p.m., the meeting was adjourned.

Dated this _____, day of _____, 2014.

Attest:

Edward G. Untalan
Chairman

Gurvinder Sobti
Secretary

Prepared and Submitted By:

Maria DeVille Sablan
Corresponding Secretary

A.B. WON PAT
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BOARD OF DIRECTORS REGULAR MEETING

3:00 p.m., Thursday, August 28, 2014

GIAA TERMINAL CONFERENCE ROOM #3

Public Notice

First Notice:
Marianas Variety – August 21, 2014
Notice to Media – August 21, 2014

Second Notice:
Marianas Variety – August 26, 2014
Notice to Media – August 26, 2014

AGENDA

1. Call to Order and Attendance
2. Approval of Agenda
3. Approval of Minutes
   - **A.** July 31, 2014 Regular Meeting
4. Correspondence
5. Old Business
6. New Business
   - **A.** Approval of Proposed GIAA Fiscal Year 2015 Budget
   - **B.** Approval of Award - IFB No. GIAA-005-FY14 - Purchase and Delivery of Boom Lift & Trailer
   - **C.** Approval of Award - RFP No. GIAA-008-FY14 - Insurance Brokerage Services
7. Report of Executive Manager
8. Report of the Comptroller
9. Executive Session
10. Public Comments
11. Adjournment

A.B. WON PAT INTERNATIONAL AIRPORT AUTHORITY, GUAM
BOARD OF DIRECTORS REGULAR MEETING
3:00 P.M., THURSDAY, AUGUST 28, 2014
GIAA TERMINAL CONFERENCE ROOM #3

SIGN IN SHEET

	PRINT NAME	COMPANY/AGENCY
1.	FRANK P. TAITANO	GIAA
2.	BENNY A. BAZA	ARFF
3.	J. G JAVELLANA	GIAA
4.	HUGHE WILLIAMS	ARFF
5.	VICTOR J. CRUZ	GIAA
6.	Kenneth Tyrone	Variety
7.	E. KOSHIBA	GIAA Mtce.
8.	TRICIA GRANILLO	AM INS.
9.	Gerard BAUTISTA	ATM
10.	EDWARD HUMA	GIAA-OPERATIONS
11.		GIAA
12.		
13.		
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Gaza war resumes with deadly strikes, rocket fire

NEW YORK (Reuters) – Hamas militants in the Gaza Strip fired rockets at Israel for a second day on Wednesday after fighting resumed with the collapse of truce talks and an Israeli air strike that killed three people in Gaza.

Charging that Israel had "opened a gateway to hell," Hamas's armed wing vowed to target Israel's Ben-Gurion International Airport with rocket fire, possibly to retaliate for what Hamas was quoted by Israeli media as saying was an Israeli attempt to assassinate its top militant leader, Mohammed Deif, in a Gaza City strike.

It was not clear whether Deif, who has survived previous Israeli attacks, had survived the strike that killed a woman and a two-year-old girl who media reports said may have been his wife and daughter.

Deif has topped Israel's wanted lists for years, as mastermind of deadly suicide bombings more than a decade ago. He is currently believed to be a behind-the-scenes leader of Hamas's campaign against Israel.

Palestinian health officials said the strike on a house in Gaza City killed three people but did not provide any details on the third victim.

The Israeli military would not specify any of the targets of some 30 attacks across Gaza it said was in response to rocket fire aimed at Israel.

Another air strike launched later on Wednesday morning killed seven members of a family in central Gaza, among them a woman and three children, Palestinian health officials said. There was no immediate comment from the Israeli military.

In addition to the deaths, more than 50 people were wounded in the air strikes across Gaza, ordered after rockets were fired at Israel. Hamas initially denied firing any rockets, then claimed responsibility for shooting dozens as far as the Tel Aviv and Jerusalem areas.

There were no reported casualties but falling shrapnel damaged a car in Tel Aviv, and a building was damaged in southern Israel. Some of the rockets were shot down by Israel's Iron Dome interceptor.The violence shattered a 10-day period of calm since a first truce brokered by Egypt, about a month after the conflict flared on July 8.

Accusing Gaza Islamists of breaking the truce with rocket fire eight hours before it was to have expired, Israel recalled its negotiators from truce talks in Cairo on Tuesday, leaving the fate of the Egyptian-brokered efforts to secure a lasting peace hanging in the balance.

Liberia president declares Ebola curfew

MONROVIA, Liberia (AP) – Liberia's president declared a curfew and ordered security forces to quarantine a slum home to at least 50,000 people late Tuesday as the West African country battled to stop the spread of Ebola in the capital.

The measures came as authorities said that three health workers in the country who received an experimental drug for the disease are showing signs of recovery, though medical experts caution it is not certain if the drug is effective.

At least 1,229 people have died of Ebola in Guinea, Liberia, Sierra Leone and Nigeria in the current outbreak, and more than 2,240 have been sickened, according to the World Health Organization. The fastest rising number of cases has been reported in Liberia, with at least 466 dead.

Authorities here have struggled to treat and isolate the sick, in part because of widespread fear that treatment centers are places where people go to die. Many sick people have hidden in their homes, relatives have sometimes taken their loved ones away from health centers, and mobs have occasionally attacked health workers.



Liberia's president declared a curfew and ordered security forces to quarantine a slum home to at least 50,000 people late Tuesday as the West African country battled to stop the spread of Ebola in the capital. Reuters

Liberian President Ellen Johnson Sirleaf announced late Tuesday that a curfew is going into place from 9 p.m. to 6 a.m. Security forces also will be ensuring no one goes in or out of West Point, a slum in the capital where angry residents attacked an Ebola observation center over the weekend.

"We have been unable to control the spread due to continued denials, cultural burying practices, disregard for the advice of health workers and disrespect for the warnings by the government," she said. "As a result and due to the large population concentration the disease has spread widely in Monrovia and environs."

The Honorable
EDDIE B. CALVO
Governor

The Honorable
RAY TENORIO
Lt. Governor

A.B. WON PAT
INTERNATIONAL AIRPORT AUTHORITY, GUAM

PUBLIC NOTICE

TThe Board of Directors of the A.B. Won Pat International Airport Authority, Guam (GIAA) will convene its Regular Board meeting on Thursday, August 28, 2014 at 3:00 p.m. in Terminal Conference Room No. 3. In addition to regular matters, pursuant to 5 G.C.A. §8111(c)(2), Executive Session will be held to discuss pending litigation to which GIAA is a party. Parking is available in the Public Parking Lot.

For special accommodations or agenda items, please call the Board Office at 642-4717/18.
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Doc. No. 35GL-19-0628.1

Invasive insect threatens iconic Florida citrus trade

LAKE WALES, Fla. (AP) – The juice is cold and sweet. It tastes like the Sunshine State.

Once, emerald green trees bursting with citrus carpeted more than half of the state, from the northern reaches of Jacksonville and the parks of Orlando to the Miami coastline. Oranges, especially, have long been synonymous with the magic of Florida.

Now the $9 billion industry is facing its biggest threat yet, putting at risk the state's economy and very identity. Blame a mottled brown bug no bigger than a pencil eraser and a disease called "the yellow dragon."

Have you seen those commercials that begin with a farmer's leather-gloved hands opening to reveal a blossom that ripens into an orange? The ads are for Florida's Natural juice, and Ellis Hunt Jr. is the man behind the brand.

His family owns 5,000-plus acres of groves and is part of the co-op that contributes to Florida's Natural – the third-largest juice brand in the country, behind Pepsi's Tropicana and Coca-Cola's Minute Maid.



In this July 25 photo, Benny McLean, of Uncle Matt's organic orange juice company, holds up a vial containing the tamarixia wasp which they release in their orange groves in hopes of combating the citrus greening disease, in Clermont, Fla. AP

This summer, Hunt's has been driving his truck through his groves in Polk County, the state's top citrus-producing region, and what he sees is uncertainty. Many of his trees look beautiful, acres upon acres of vibrant green. But trouble can be spotted if you look closely.

Hunt stops his truck, climbs out and points to a tree's limb. Some leaves have turned yellow, and the hue is spreading in waves. He guesses that 75 percent of his groves are infected.

In China, where it was first found, the disease is called huanglongbing. Translation: "the yellow dragon." In Florida, it's known simply as "greening."

It arrived here via a tiny invasive bug called the Asian Citrus Psyllid, which carries bacteria that are left behind when the psyllid feeds on a citrus tree's leaves. The tree continues to produce useable fruit, but eventually disease clogs the vascular system. Fruit falls, and the tree slowly dies.

The psyllid isn't native to Florida but is believed to have arrived from someone who perhaps unknowingly brought a slip of a tree from Asia. The bug was first spotted in the state in 1998, and some think it then spread on the winds of hurricanes. Greening showed up in 2005. There is no cure, and no country has ever successfully eradicated it.

New threat to U.S. orange crop

Citrus greening, a bacterial disease that kills citrus trees, is spread by the Asian citrus psyllid insect first seen in Florida in 1998.

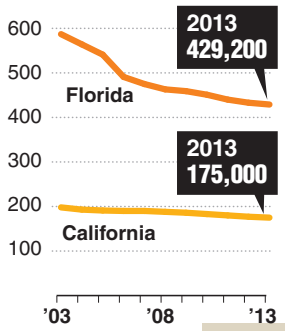
- For Asian citrus psyllid
- Part of state for psyllid
- For citrus greening and psyllid



NOTE: Calif., Texas, La., S.C. also have citrus greening quarantine in very small part of state

Growing orange trees

Acres cultivated for the two biggest producing states, in thousands



Little bug, big problem

- Bacteria not harmful to humans
- Infected insect spreads disease as it feeds on the leaves and stems of citrus trees
- Also spread by moving infected plants, bud wood and leaves
- Once tree is infected, there is no cure; dies in about five years

Damaged fruit

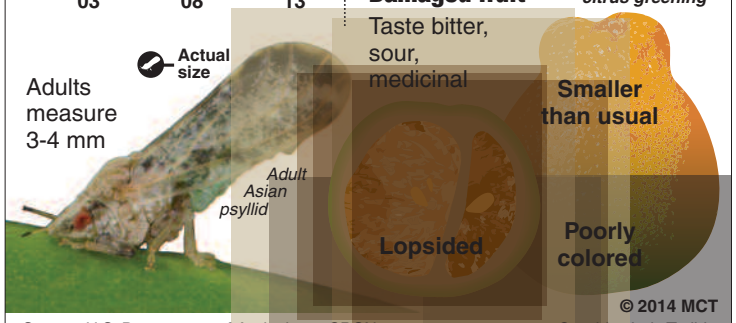
Fruit with citrus greening

Taste bitter, sour, medicinal

Smaller than usual

Poorly colored

Lopsided



Source: U.S. Department of Agriculture, CBCNews, California Department of Food and Agriculture

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Graphic: Judy Treible, Melina Yingling

Dollar stores battle to double down on the poor

SEATTLE (Reuters) – Like millions of Americans, Darnel Ware needs to save money, even if it's 40 cents on a bag of flour. He searches for those savings during his daily visits to the Family Dollar Store near his home in Fraser, Michigan, sometimes stopping by as many as 10 times a week.

The small but frequent purchases of low-income customers such as Ware add up: Family Dollar Stores, which operates about 8,200 stores in mainly urban sections of the U.S., is the target of an $9 billion cash takeover offer from rival Dollar General and an $8.5 billion cash and stock offer from Dollar Tree. Both competitors are betting not only on the health of the deep discount retail sector but also on the intractability of poverty in America.

Mid-market retailers like Wal-Mart Stores Inc., Macy's Inc. and J.C. Penney Company Inc. have been struggling in recent years as consumers have been slow to return to their pre-recession, freer spending ways. On Wednesday, Target said it was cutting its full-year earnings and slashing prices.



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Doc. No. 35GL-19-0628.*

The Honorable EDDIE B. CALVO Governor

The Honorable RAY TENORIO Lt. Governor

A.B. WON PAT INTERNATIONAL AIRPORT AUTHORITY, GUAM

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(This ad paid for by GIAA)

GIAA Program Status and UDO Analysis on Open AIP Grants

FY	Loc ID	Description	Grant #	Grant Amount	Balance as of 7/31/14	UDO	Balance as of 8/28/14	UDO	Comments
2010	GUM	Extend Runway 6L/24R - Phase 8	3-66-0001-72	$4,000,000	$0	0%	$0	0%	Closed Out
		Amendment No. 1 to AIP 72	*3-66-0001-72*	*$600,000*	$0	0%	$0	0%	Closed Out
2010	GUM	Rehabilitate Runway 6L/24R - Phase 1 (Design only)	3-66-0001-73	$1,500,000	$94,445	6%	$45,728	3%	To be de-obligated
2010	GUM	Install Instrument Landing System (ILS) Runway 6L - Phase 1	3-66-0001-74	$2,172,362	$0	0%	$0	0%	Closed Out
		Amendment No. 1 to AIP 74	*3-66-0001-74*	$325,854	$0	0%	$0	0%	
2010	GUM	Noise Mitigation Measures for Residences w/n 65-69 DNL - Phase 6	3-66-0001-75	$2,000,000	$1,309,895	65%	$1,108,999	55%	To be de-obligated
2010	GUM	Improve Airport Utility Infrastructure (Sewer & Storm Water Drainage) - Phase 1 (Design only)	3-66-0001-76	$1,550,000	$545,586	35%	$0	0%	To be closed out
2010	GUM	Collect Airport Data for the Airports Geographic Information System (AGIS)	3-66-0001-77	$675,000	$0	0%	$0	0%	Closed Out
2010	GUM	Install Instrument Landing System (ILS) Runway 6L - Phase 2	3-66-0001-78	$4,827,638	$0	0%	$0	0%	Closed Out
2010	GUM	Conduct Environmental Assessment for Sewer and Storm water Drainage	3-66-0001-79	$700,000	$389,719	56%	$355,590	51%	To be de-obligated
			Sub Total:	**$18,350,854**	**$2,339,645**	**13%**	**$1,510,317**	**8%**	
2011	GUM	Extend Runway 6L/24R - Phase 9	3-66-0001-80	$1,975,678	$0	0%	$0	0%	Closed Out
2011	GUM	Miscellaneous Airport Improvements - Phase 3	3-66-0001-81	$2,304,801	$1,720,836	75%	$1,664,764	72%	
2011	GUM	Miscellaneous Airport Improvements - Phase 4	3-66-0001-82	$1,400,000	$790,507	56%	$790,507	56%	
			Sub Total:	**$5,680,479**	**$2,511,343**	**44%**	**$2,455,271**	**43%**	
2012	GUM	Extend Runway 6L/24R - Phase 10	3-66-0001-83	$2,000,000	$0	0%	$0	0%	Closed Out
2012	GUM	Rehabilitate Runway 6L/24R - Phase 2	3-66-0001-84	$5,441,024	$1,719,733	32%	$1,402,830	26%	
			Sub Total:	**$7,441,024**	**$1,719,733**	**23%**	**$1,402,830**	**19%**	

GIAA Program Status and UDO Analysis on Open AIP Grants

FY	Loc ID	Description	Grant #	Grant Amount	Balance as of 7/31/14	UDO	Balance as of 8/28/14	UDO	Comments
2013	GUM	Extend Runway 06L/24R - Phase XI	3-66-0001-85	$2,005,605	$0	0%	$0	0%	Closed Out
2013	GUM	Rehabilitate Runway 06/24R - Phase 3	3-66-0001-86	$1,876,981	$1,472,362	78%	$1,324,342	71%	
2013	GUM	Acquire one (1) 3,000-gallon Aircraft Rescue & Fire Fighting (ARFF) Vehicle	3-66-0001-87	$1,017,000	$1,006,305	99%	$1,006,305	99%	
2013	GUM	Update Airport Master Plan Study	3-66-0001-88	$500,000	$124,283	25%	$124,283	25%	
			Sub Total:	**$5,399,586**	**$2,602,950**	**48%**	**$2,454,930**	**45%**	
2014	GUM	Rehabilitate Runway 06L/24R - Phase IV	3-66-0001-89	$2,950,939	$2,950,939	100%	$2,950,939	100%	
2014	GUM	Install Instrument Landing System (ILS) Runway 06L - Phase III	3-66-0001-90	$1,556,987	$307,013	20%	$307,013	20%	
			Sub Total:	**$4,507,926**	**$3,257,952**		**$3,257,952**		
			GRAND TOTAL:	**$41,379,869**	**$12,431,623**	**30%**	**$11,081,300**	**27%**	

A.B. WON PAT INTERNATIONAL AIRPORT AUTHORITY, GUAM

SERIES 2013 BOND CAPITAL IMPROVEMENT PROJECTS

	Project Title	Total Project Cost	Federal Grants	Bond Proceeds	Balance as of 8/28/14	Purpose / Comments	Status
				PRIORITY 1			
1	International Arrivals Corridor with Building Seismic Upgrades	$53,900,000	$13,200,000	$39,633,184	52,833,183.65	Permanent solution to TSA mandate. 3rd level corridor for arrivals only with vertical circulation from gate groups. Must include seismic upgrades.	Concepts presented in July 15/17. Design for 30% due in October.
2	Hold Bag Screening Relocation	$26,069,263	$24,899,330	$517,307	25,416,637.08	In-line bag screening with BHS. Check in capacity restored. Reduced costs for TSA and airlines.	Project Kick-off June 26, 2014.
3	SSCP Improvements	$3,100,000		$3,100,000	3,100,000.00	Increase security screening lanes and expand queuing area.	Under Execution IDIQ Agreement
4	FIDS Replacement	$5,000,000		$4,693,582	4,693,582.19	Replace obsolete and non-reliable system with multimedia multipurpose software/hardware.	Prioritized upgrades in progress.
5	Integrated PLB Replacement	$8,200,000	$2,000,000	$3,410,113	5,410,113.31	Replace 1 loading bridge and 34 power and pre-conditioned air point of use units. Other budget for refurbishment.	34 power and preconditioned air units - installation complete. Replacement loading bridge being ordered.
6	Common Use Check-In Facilities	$2,800,000		$2,800,000	2,800,000.00	Single airline check-in program with counter modifications and expanded use of kiosks. Avoids expanded building footprint.	Common use study for airline review and comment.
7	Fuel System Improvements	$1,000,000		$1,000,000	1,000,000.00	Improve fire suppression system and connections.	Improvements being handled through fuel system operator.
8	Parking Expansion	$7,400,000		$7,001,664	7,001,664.45	Single level parking deck over commercial vehicle area to replace capacity loss from expanded access road. Improves passenger service.	Under Execution IDIQ Agreement
9	Interisland Passenger Facility	$3,000,000		$3,000,000	3,000,000.00	Separate processing facility for domestic interisland operations. No CBP and minimal TSA inspections.	Planning session with CBP, TSA and Guam Customs followed by prospective users.
10	ARFF Facility Replacement	$11,600,000	$10,440,000	$740,274	11,180,274.19	Replace aged Navy structure with code compliant facility meeting FAA standards.	Preliminary engineering completed. Grant application to the FAA being prepared.
11	Cargo Apron Relocation	$7,700,000	$6,930,000	$610,759	$7,540,759.17	New cargo only apron adjacent to integrated air cargo facility. Hydrant fuel capability.	Preliminary engineering study and FAA grant application being updated.
12	Replace Terminal Seating	$3,500,000		$3,500,000	$3,500,000.00	Replace dilapidated seating and expand additional seating to other terminal areas.	Under Execution IDIQ Agreement
	SUB TOTALS	$133,269,263	$57,469,330	$70,006,884	$127,476,214		

8/28/2014

A.B. WON PAT INTERNATIONAL AIRPORT AUTHORITY, GUAM

SERIES 2013 BOND CAPITAL IMPROVEMENT PROJECTS

	Project Title	Total Project Cost	Federal Grants	Bond Proceeds	Balance as of 8/28/14	Purpose / Comments	Status
				PRIORITY 2			
13	Access Control and Security Improvements	$4,000,000		$3,989,014	3,989,013.74	Replace security access control system with biometric system. Facility modifications as security solutions.	Under Execution IDIQ Agreement
14	Terminal Flooring Replacement	$2,700,000		$2,700,000	2,700,000.00	Replace deteriorating tile surface with durable non-skid material with longer life cycle.	Under Execution IDIQ Agreement
15	Upgrade Airport IT and FMS	$2,000,000		$1,660,150.13	1,660,150.13	Upgrade financial management system, add facility management GIS and improve infrastructure.	Partial upgrades completed
16	Route 10A Landscape Component	$1,700,000		$1,700,000	1,700,000.00	Incorporate landscaping mediums consistent with DPW project to expand the Route 10A access roadways.	Under Execution IDIQ Agreement
17	Enclose Arrival Tunnels	$1,200,000		$1,200,000	1,200,000.00	Increase arrivals lobby area through enclosing arrival tunnel with climate control. Adds commercial areas.	Under Execution IDIQ Agreement
18	Replace Conveyance Systems	$2,600,000		$2,600,000	2,600,000.00	Replace with energy efficient equipment. Includes elevators, escalators and moving walks.	Under Execution IDIQ Agreement
19	Strengthen and Expand Curbside Canopies	$2,800,000		$2,800,000	2,800,000.00	Expand departures curbside canopies for extended weather protection and security reinforcement.	Under Execution IDIQ Agreement
20	Bar Insurance/Soft Costs	$2,000,000		$2,000,000	2,000,000.00	For Builders All Risk insurance and Administrative Costs.	For Board Approval.
21	1% Arts Program	$639,000		$639,000	639,000.00		For further discussion with the Guam Council of the Arts & Humanities.
22	Unencumbered Proceeds	$14,271,067		$14,271,067	14,271,067.00		
	SUB TOTALS	$33,910,067	$0	$33,559,231	33,559,230.87		
	TOTALS	**$167,179,330**	**$57,469,330**	**$103,566,115**	**$161,035,445**		$6,143,885

8/29/2014

A.B. WON PAT INTERNATIONAL AIRPORT AUTHORITY, GUAM
CAPITAL IMPROVEMENT PROJECTS FOR FISCAL YEARS THROUGH 2014
CAPITAL IMPROVEMENT FUND

	PROJECT NAME	BUDGET	CIF	FEDERAL	BALANCE AS OF 8/28/14	DESCRIPTION AND NEED
1	Facilities Fire Alarm/Suppression System Replacement	2,700,000	2,700,000	-	2,003,232.13	Upgrade & improve fire alarm system for airport facilities
2	Upgrades to Public Restrooms - Phase 5A	600,000	600,000	-	333,661.85	Continue upgrades & improvements to airport facilities on phased-in basis
3	Sustainable Airport Management	300,000	300,000	-	300,000	Implement green initiatives for efficiency & environmental sustainability
4	Noise Mitigation Program 65 DNL & Higher - Phase 5	4,328,264	328,264	4,000,000	4,328,264	Implementation of findings under the Part 150 Noise Study (multi-year)
5	Maintenance Equipment	562,000	562,000	-	562,000	Airfield maintenance equipment & boom lifts
6	Airport Facilities Upgrades, Phased	2,300,000	2,300,000	-	1,814,812.67	Continue upgrades & improvements to airport facilities including restrooms
7	Vehicular Re-fleeting Program - Ph 2	650,000	650,000	-	650,000	Continue program to replace airport vehicular fleet for security, safety & support functions with emphasis on fuel efficiency

A.B. WON PAT INTERNATIONAL AIRPORT AUTHORITY, GUAM
CAPITAL IMPROVEMENT PROJECTS FOR FISCAL YEARS THROUGH 2014
CAPITAL IMPROVEMENT FUND

	PROJECT NAME	BUDGET	CIF	FEDERAL	BALANCE AS OF 8/28/14	DESCRIPTION AND NEED
8	Rehabilitate Runway 6L/24R, Completion	4,500,000	450,000	4,050,000	4,500,000	Install new overlay on runway and shoulders, RWY 24L PAPI, Central Ave. closure
9	Acquire ARFF Truck/RIV - Pkg 2	1,390,000	139,000	1,251,000	1,390,000	Replacement of second ARFF truck and Rapid Intervention Vehicle
10	Painting & Exterior Surface Improvements and Replace Roofing Systems	2,850,000	2,850,000	-	2,673,026.70	Repainting and surface improvements to key airport facilities after 10 years and to mitigate prevalent leakage with roof replacment & crack repairs.
11	Upgrades to VQ-1 Hanger	500,000	500,000	-	500,000	Replace hangar door and upgrade roof and floor systems
12	Airfield Support Vehicles & Equipment	400,000	400,000	-	400,000	Maintenance of ramp lights, electrical and airfield lighting
13	Improve GSE & Technology Buildings	500,000	500,000	-	500,000	Improve roof systems and overhangs
14	Improve Arrival and Inspection Facilities	2,500,000	2,500,000	-	2,500,000	Enhance passenger facilitation through improvements to CBP, CQA and public areas. Includes Automated Passport Control kiosks.
	Totals:	**$ 24,280,264**	**$ 14,979,264**	**$ 9,301,000**	**22,454,997.35**	

Note: All projects are subject to funding availability and FAA issuance of grant agreements. Excludes bond financed projects.

A.B. WON PAT
INTERNATIONAL AIRPORT AUTHORITY, GUAM

Fiscal Year 2015
OPERATING BUDGET



Doc. No. 35GL-19-0628.*

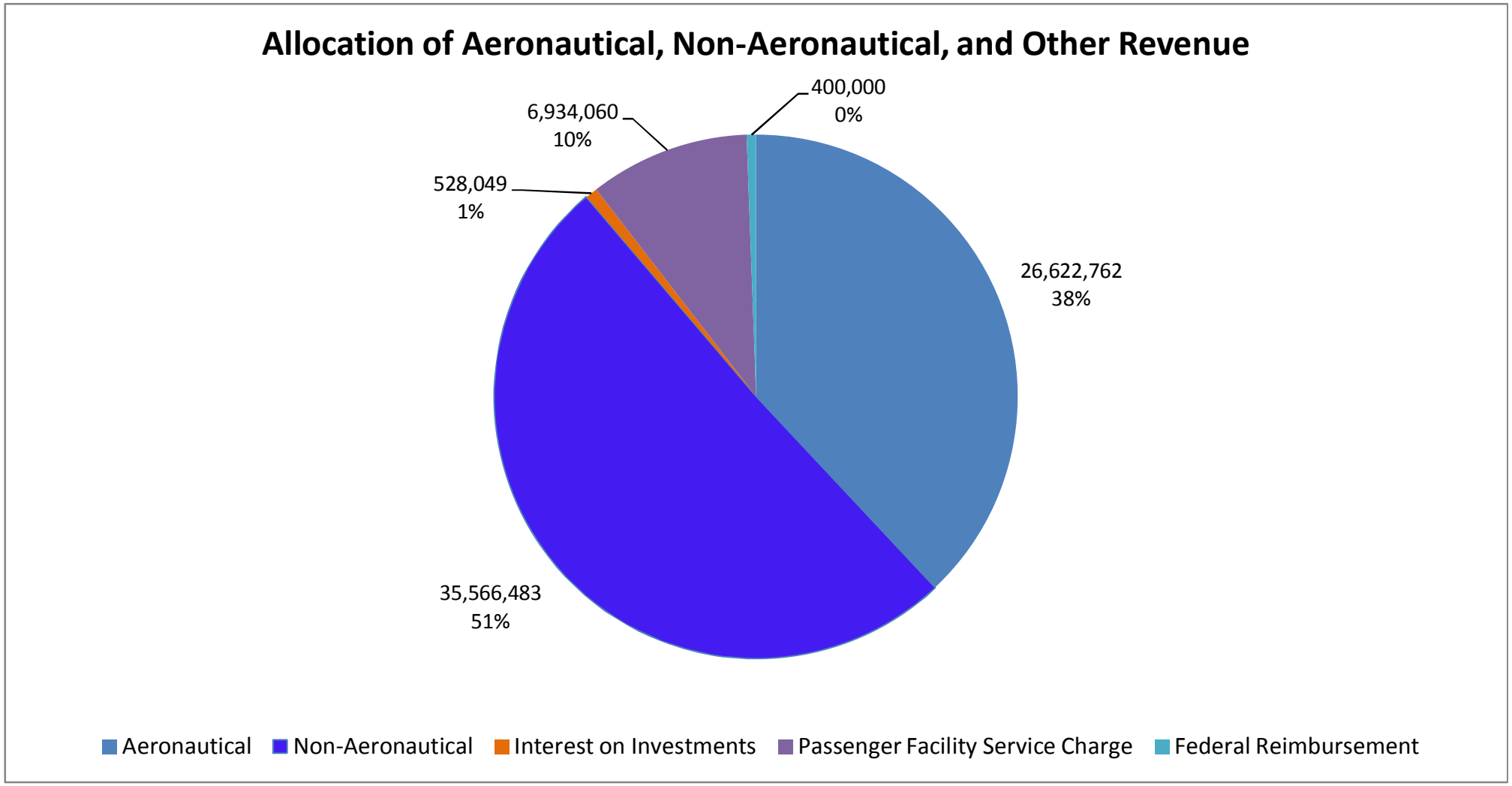
A.B. Won Pat International Airport Authority, Guam (GIAA)

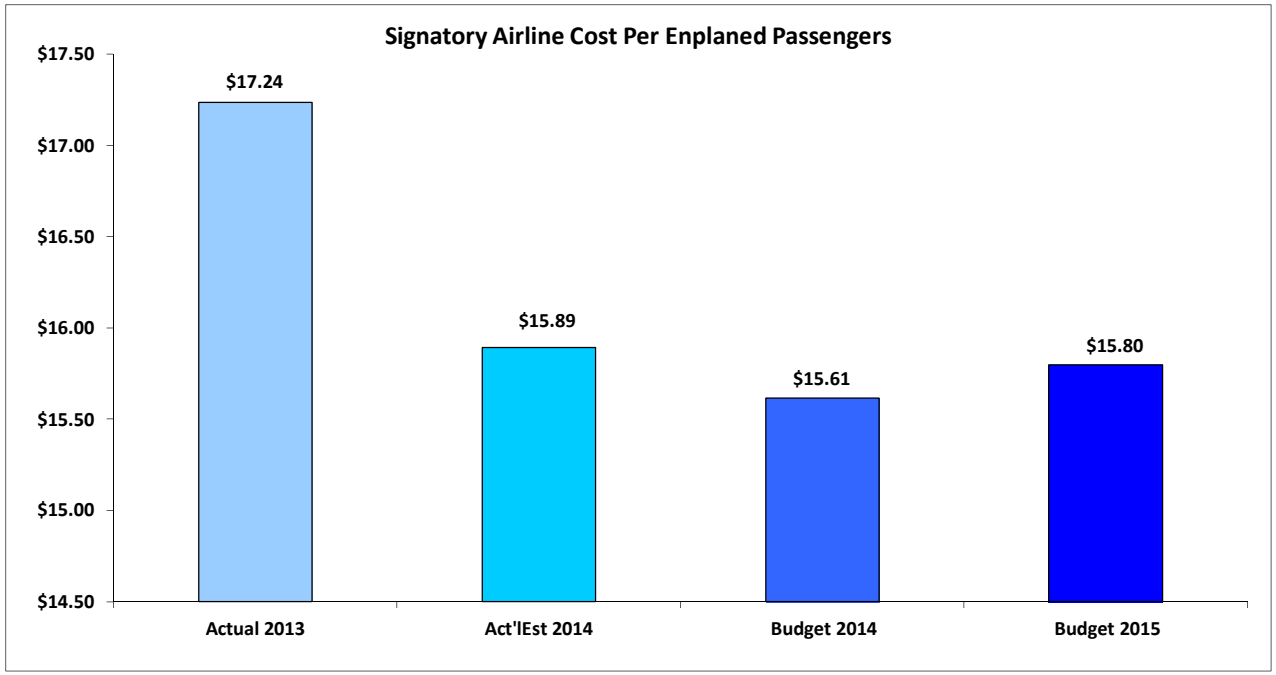
Fiscal Year 2015 Budget

Edward G. Untalan
Chairman

Charles H. Ada III
Executive Manager

Doc. No. 35GL-19-0628.*

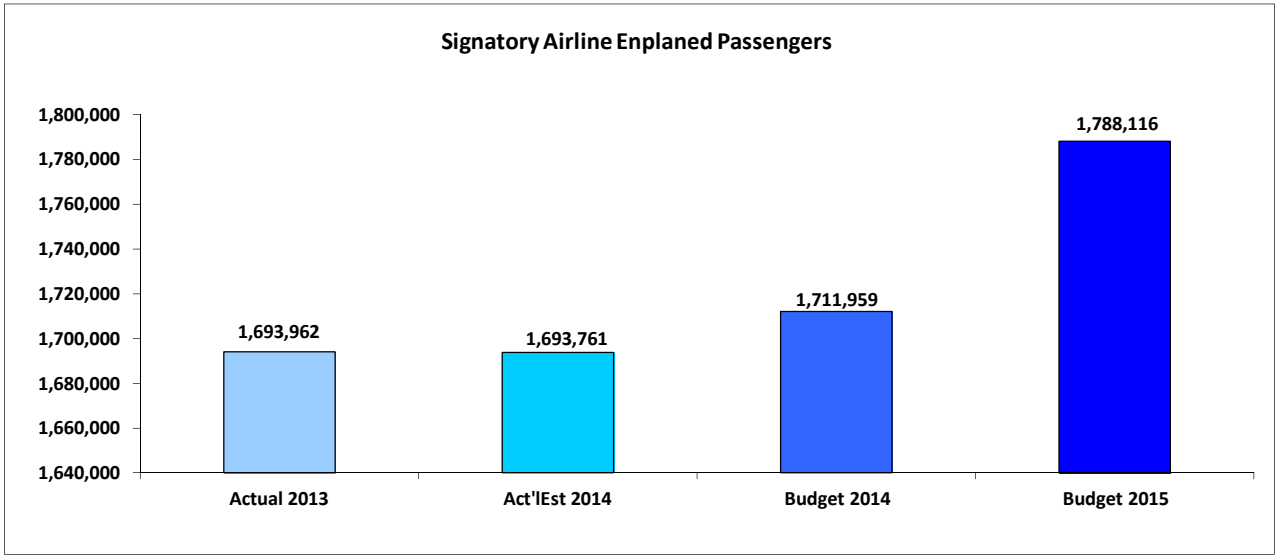

Allocation of Aeronautical, Non-Aeronautical, and Other Revenue
400,000
0%
6,934,060
10%
528,049
1%
26,622,762
38%
35,566,483
51%
Aeronautical
Non-Aeronautical
Interest on Investments
Passenger Facility Service Charge
Federal Reimbursement



Signatory Airline Cost Per Enplaned Passengers			
Actual 2013	Act'lEst 2014	Budget 2014	Budget 2015
$17.24	$15.89	$15.61	$15.80

% Increase/(Decrease) CPE Passengers			
Actual 2013	Act'lEst 2014	Budget 2014	Act'lEst 2014
-7.8%		1.8%	

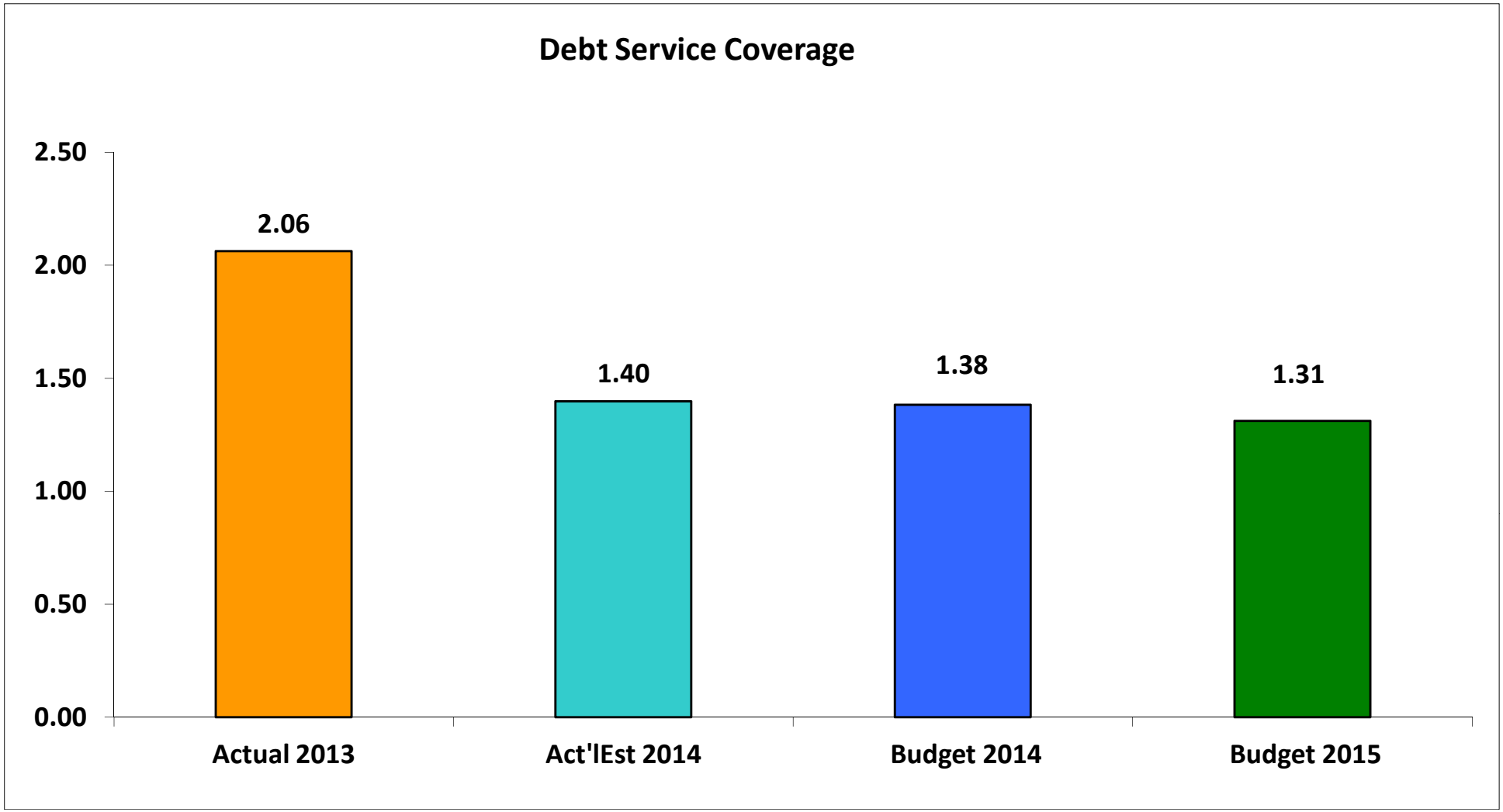
Act'lEst 2014	Budget 2015	Budget 2014	Budget 2015
-0.6%		1.2%	



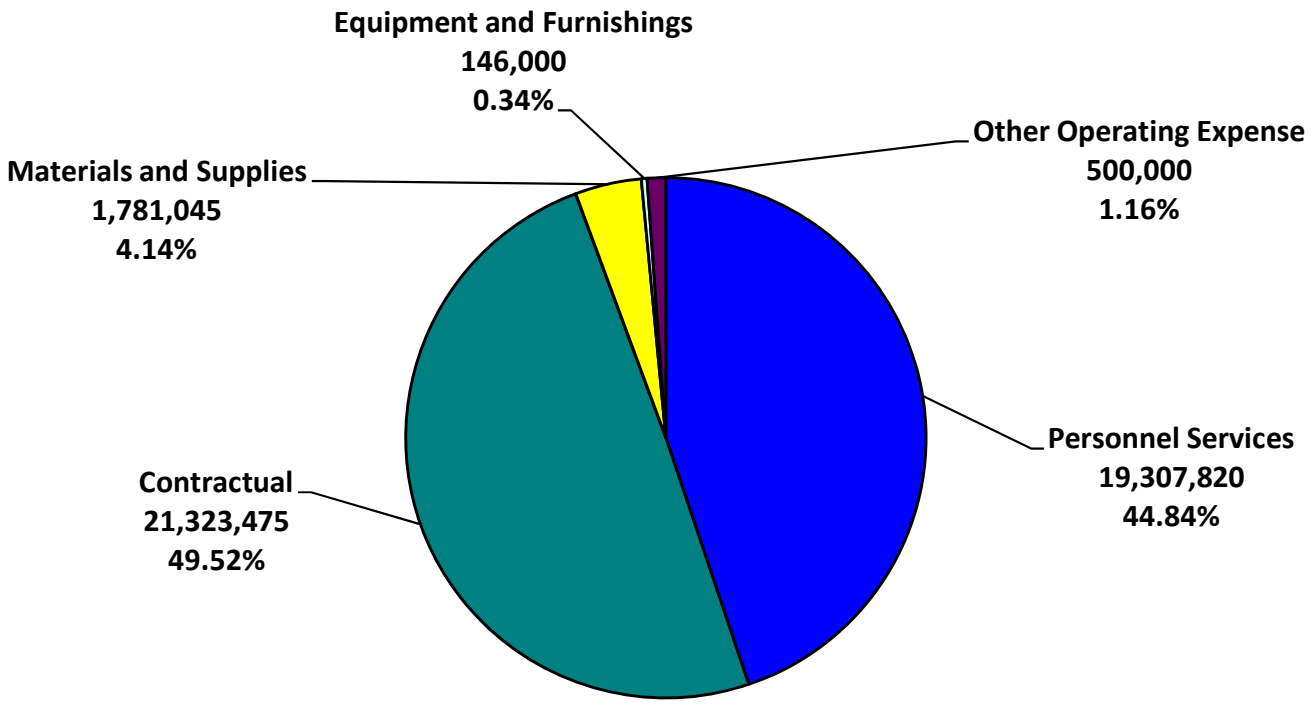
Signatory Airline Enplaned Passengers			
Actual 2013	Act'lEst 2014	Budget 2014	Budget 2015
1,693,962	1,693,761	1,711,959	1,788,116

Percentage Growth/(Decline)			
Actual 2013	Act'lEst 2014	Budget 2014	Act'lEst 2014
0.0%		-1.1%	

Act'lEst 2014	Budget 2015	Budget 2014	Budget 2015
5.6%		4.4%	


Debt Service Coverage
2.50
2.00
1.50
1.00
0.50
0.00
2.06
1.40
1.38
1.31
Actual 2013
Act'lEst 2014
Budget 2014
Budget 2015

Proposed Budget FY 2015



OPERATION AND MAINTENANCE EXPENSES

A.B. WONPAT INTERNATIONAL AIRPORT AUTHORITY, GUAM
Fiscal Years Ending September 30
Exhibit D

	Actual 2013	Act'lEst 2014	Budget 2014	Budget 2015
Personnel services	$ 17,463,657	17,511,437	$ 17,269,047	19,307,820
Contractual services	$ 19,387,119	20,867,811	20,824,546	21,323,475
Materials and Supplies	$ 1,078,754	1,290,981	1,499,880	1,781,045
Equipment	$ -	289,474	177,000	146,000
Bad Debt	$ 497,176	-	-	-
	38,426,706	39,959,703	39,770,473	42,558,340
Retirement supplemental (GIAA retirees)	$ 424,123	451,282	500,000	500,000
Other Expenses	$ -	-	-	-
	$ 38,850,830	**$ 40,410,985**	**$ 40,270,473**	**$ 43,058,340**
By cost center				
Terminal Building	$ 21,619,563	$ 21,086,129	$ 22,842,913	$ 23,989,142
Loading Bridges	3,194,551	$ 3,506,632	2,291,803	$ 1,718,777
Airfield Area	5,466,103	$ 6,257,047	5,623,695	$ 7,256,859
Apron Area	369,936	$ 643,730	444,308	$ 486,987
Terminal Area	1,031,037	$ 1,135,064	964,663	$ 1,299,656
Other Buildings and Areas	7,169,640	$ 7,782,383	8,103,091	$ 8,306,919
	$ 38,850,830	**$ 40,410,985**	**$ 40,270,473**	**$ 43,058,340**

FORECAST AIRPORT REVENUES
A.B. WONPAT INTERNATIONAL AIRPORT AUTHORITY, GUAM
Fiscal Years Ending September 30
Exhibit E

	Actual 2013	Act'lEst 2014	Budget 2014	Budget 2015
Signatory Airline Rents and Fees				
Terminal Building Rentals	$ 3,361,644	$ 3,095,523	$ 3,082,119	$ 3,234,078
Departure Fees	$ 6,928,305	5,914,034	5,951,374	6,244,796
Arrival Fees	$ 7,320,166	6,062,640	5,908,922	6,200,252
Immigration Inspection Fees	$ 2,730,556	2,225,227	2,042,850	2,143,569
Loading Bridge Use Fees	$ 4,633,611	5,839,136	6,045,503	5,787,092
Apron Use Fees	$ 1,591,777	1,553,648	1,532,743	2,411,848
Landing Fees	$ 2,631,787	2,227,632	2,167,020	2,228,548
Total Signatory Airline Rents & Fees	$ 29,197,845	$ 26,917,840	$ 26,730,531	$ 28,250,183
Signatory Airline enplaned passengers	1693962	1693761	1711959	1788116
Signatory Airline cost per enplaned passengers	**$ 17.24**	**$ 15.89**	**$ 15.61**	**$ 15.80**
Revenue from sources other than Signatory Airline Rents & Fees				
Terminal Building				
Concession Revenue				
General Merchandise (Duty Free)	$ 9,079,528	$ 14,633,485	$ 14,414,891	$ 15,214,000
Allowance for Duty Free	-	$ -	-	-
In-flight Catering	811,521	$ 843,024	802,063	896,185
Food and Beverage	913,962	$ 938,558	942,340	993,445
Rental Cars	948,903	$ 973,575	970,020	999,149
Other Concession Revenue	798,908	$ 728,918	841,802	749,380
	$ 12,552,822	$ 18,117,560	$ 17,971,116	$ 18,852,159

FORECAST AIRPORT REVENUES
A.B. WONPAT INTERNATIONAL AIRPORT AUTHORITY, GUAM
Fiscal Years Ending September 30
Exhibit E

	Actual 2013	Act'lEst 2014	Budget 2014	Budget 2015
Rentals and other charges	4,033,116	3,946,707	3,600,734	3,763,462
	$ 16,585,938	$ 22,064,267	$ 21,571,850	$ 22,615,621
Terminal Area				
Public parking	175,655	$ 165,905	$ 162,500	$ 120,000
Ground transportation	5,294,226	5,161,235	5,589,032	5,375,555
	$ 5,469,881	$ 5,327,140	$ 5,751,532	$ 5,495,555
Airfield Area				
Non-Sig & commuter airline landing fees	331,640	$ 323,631	$ 289,490	$ 300,005
Apron Area				
Non-Sig & commuter airline parking fees	244,923	$ 200,617	$ 156,150	$ 249,052
Other Buildings and Area				
Tiyan Rental Revenue	2,904,518	2,641,578	2,614,210	2,783,310
Industrial Park Rental Revenue	481,198	499,363	624,670	436,765
Fuel System and Storage Revenues	214,179	220,535	209,608	203,878
System Rent	610,644	608,204	626,416	599,100
Cargo Building Revenue	266,746	260,991	271,439	275,969
Commuter Terminal Building Rentals and Fees	425,362	425,383	425,427	408,340
Other Revenues	158,772	142,533	158,772	165,656
	$ 5,061,419	$ 4,798,586	$ 4,930,542	$ 4,873,018
Miscellaneous Revenues	2,956,191	1,087,256	486,151	405,811
Interest Income	2,873,345	683,216	1,003,128	528,048
Total Revenue from Sources Other Than Signatory Airline Rents and Fees	$ 33,523,336	$ 34,484,714	$ 34,188,843	$ 34,467,111
Total Airport revenues	$ 62,721,181	$ 61,402,555	$ 60,919,374	$ 62,717,294

FORECAST AIRPORT REVENUES
A.B. WONPAT INTERNATIONAL AIRPORT AUTHORITY, GUAM
Fiscal Years Ending September 30
Exhibit E

	Actual 2013	Act'lEst 2014	Budget 2014	Budget 2015
Passenger Facility Service Charge	6,559,691	6,485,635	6,436,128	6,934,060
Airline incentives	-			
Federal reimbursement of operating expenses	960,974	387,207	454,800	400,000
Total Airport revenues including PFCs and interest on investments	**$ 70,241,846**	**$ 68,275,397**	**$ 67,810,303**	**$ 70,051,354**

A.B. WONPAT INTERNATIONAL AIRPORT AUTHORITY, GUAM
CONSOLIDATED DIVISIONAL OPERATING BUDGET
FISCAL YEAR 2015

OPERATING EXPENSES	BOARD	ADMIN	PMO	ACCTG	ENG	OPS	P&F	SEC POL	ARFF	TOTAL AIRPORT
Personnel Services										
Salaries and Wages										
Regular	37,555	2,000,017	677,730	682,032	365,068	1,247,552	1,977,626	2,787,545	2,643,369	12,418,494
Overtime			20,452	28,327	120,624	162,892	332,295			
Shift Differential			39,347	34,778	56,372	153,193	283,690			
Hazardous Pay										
EMT Pay										
Total Salaries and Wages	**37,555**	**2,000,017**	**677,730**	**682,032**	**365,068**	**1,307,351**	**2,040,731**	**2,964,541**	**2,959,454**	**13,034,479**
Employee Fringe Benefits										
Retirement Contributions	11,588	616,439	208,896	209,967	111,158	384,118	628,158	911,519	931,342	4,013,185
Medicare	566	30,125	10,209	10,261	5,432	19,639	30,699	44,554	45,514	196,999
Retirement Death & Disability	495	11,880	3,465	4,455	2,970	6,930	17,820	31,185	15,840	95,040
Health Insurance	2,582	81,921	25,670	21,646	6,139	51,910	124,625	207,326	217,620	739,439
Life Insurance	178	6,586	2,314	2,310	890	4,094	8,900	13,884	8,366	47,522
Dental Insurance	223	6,588	1,893	2,008	415	3,870	5,714	15,438	11,396	47,545
Annual Leave Earned	1,953	210,338	69,285	64,070	35,312	110,422	194,335	267,194	180,702	1,133,611
Total Employee Fringe Benefits	**17,585**	**963,877**	**321,732**	**314,717**	**162,316**	**580,983**	**1,010,251**	**1,491,100**	**1,410,780**	**6,273,341**
Total Personnel Services	**55,140**	**2,963,894**	**999,462**	**996,749**	**527,384**	**1,888,334**	**3,050,982**	**4,455,641**	**4,370,234**	**19,307,820**
Contractual Services										
Repairs and Maintenance		402,800			89,700	263,000	5,241,500			5,997,000
Water & Sewer		612,000								612,000
Power		6,100,000								6,100,000
Telecommunications		223,700	400					600		224,700
Postage		7,000	500							7,500
Printing		28,800	2,360		3,510	4,200		1,000		39,870
Licenses, Dues & Subscriptions	4,475	69,400	325	875	6,738	760		4,300	1,200	88,073
Insurance		0	1,790,000							1,790,000
Travel		283,204								283,204
Equipment Rental		40,000			11,350		12,500			63,850
Professional Services		2,017,500	322,250	299,800	838,313	120,000				3,597,863
Advertising/Promotional Activities	7,000	505,000							500	512,500
Uniforms		15,000		5,000		15,000	30,000	39,500	21,000	125,500
Miscellaneous Contractual Services										
Board Stipend	8,400									8,400
Other		231,800	1,400,000	10,400		6,000	127,000	92,500	5,315	1,873,015
Total Contractual Services	**19,875**	**10,536,204**	**3,515,835**	**316,075**	**949,611**	**408,960**	**5,411,000**	**137,900**	**28,015**	**21,323,475**

A.B. WONPAT INTERNATIONAL AIRPORT AUTHORITY, GUAM
CONSOLIDATED DIVISIONAL OPERATING BUDGET
FISCAL YEAR 2015

OPERATING EXPENSES	BOARD	ADMIN	PMO	ACCTG	ENG	OPS	P&F	SEC POL	ARFF	TOTAL AIRPORT
Materials and Supplies										
Building Maint. Mat'l. & Supplies							22,000			22,000
Paving Maint. Mat'l. & Supplies							14,500			14,500
Grnd Maint. & Horti. Supplies							1,500			1,500
Elect., Plumbing & Hardware							137,500			137,500
Equip. & Motor Veh. Parts/Supplies		65,000			19,000	27,000	268,000			379,000
Chemicals and Paints							71,000			71,000
Cleaning & Janitorial Supplies							20,250	1,150		21,400
Fuel, Oil and Lubricants							276,750	16,000		292,750
Small Tools							30,000		20,000	50,000
Signs										
Office Supplies	1,500	251,250		6,500	16,000	6,000	5,500	25,000	12,000	323,750
Security Supplies								111,500		111,500
Misc. Materials & Supplies		14,060			1,485	11,000	64,500	12,200	252,900	356,145
Total Materials and Supplies	**1,500**	**330,310**		**6,500**	**36,485**	**44,000**	**911,500**	**165,850**	**284,900**	**1,781,045**
TOTAL OPERATING EXPENSES	**76,515**	**13,830,408**	**4,515,297**	**1,319,324**	**1,513,480**	**2,341,294**	**9,373,482**	**4,759,391**	**4,683,149**	**42,412,340**
Equipment and Furnishings										
Equipment		90,000				6,000	50,000			146,000
Furnishings										-
Total Equipment and Furnishings:		**90,000**				**6,000**	**50,000**			**146,000**
Total Operating Expenses including Equipment/Furnishings	**76,515**	**13,920,408**	**4,515,297**	**1,319,324**	**1,513,480**	**2,347,294**	**9,423,482**	**4,759,391**	**4,683,149**	**42,558,340**
Aviation Security										
Typhoon										
Retirement Supplemental (GIAA retirees)		500,000					500,000			
Total Operating Expense	**76,515**	**14,420,408**	**4,515,297**	**1,319,324**	**1,513,480**	**2,347,294**	**9,423,482**	**4,759,391**	**4,683,149**	**43,058,340**
Total number of positions - FTE	**1**	**37**	**11**	**13**	**9**	**23**	**50**	**53**	**47**	**244**
Total number of positions - LTA		**2**	**2**					**35**		**39**



A.B. WON PAT
INTERNATIONAL AIRPORT AUTHORITY, GUAM

P.O. Box 8770 Tamuning, Guam 96931

TEL: 671.646.0300~02 • FAX: 671.646.8823

www.guamairport.com

Doc. No. 35GL-19-0628.*

ANTONIO B. WON PAT
INTERNATIONAL AIRPORT AUTHORITY, GUAM
BOARD OF DIRECTORS
EXECUTIVE SUMMARY

INVITATION FOR BID
PURCHASE AND DELIVERY OF BOOM LIFT & TRAILER
IFB NO. GIAA-005-FY14

August 28, 2014

Purpose

Board action is requested to approve the bid award of the above purchase under the Invitation For Bid No. GIAA-005-FY14.

Background

The bid is for the purchase and delivery of exterior boom lift & trailer to be used for the Properties & Facilities Division for facility repair and maintenance, i.e. parking & ramp lights, security cameras, painting & repairs of terminal building.

Procurement Background

The solicitation announcement was advertised through the local newspapers during the month of July 2014. The bid submission deadline and bid opening took place on August 19, 2014.

Four (4) firms/individuals purchased bid package and only one (1) firm submitted bid proposal before the submission deadline. The firm was evaluated and determined to be acceptable. As required by the Procurement Rules and Regulations, the bid was publicly opened and read aloud in the presence of the bidder.

The submitted bid is presented below:

Bidder/Firm's Name	Item 1 Boom Lift	Item 2 Trailer
Morrico Equipment LLC	$188,890.00	$13,495.00

Legal Review

Upon approval of award, the contract will be processed through issuance of a Purchase Order in conformance with the Government of Guam Procurement Regulations.

Financial Review

The total contract award for this bid is $202,385.00 Funding for this bid is available under the CIP budget.

Recommendation

Management recommends the contract award of **$202,385.00** to Morrico Equipment LLC, who has been determined to have met the standards of responsibility and responsiveness outlined in Guam Procurement Regulation.

A.B. WON PAT
INTERNATIONAL AIRPORT AUTHORITY, GUAM
ATURIDAT PUETTON BATKON AIREN GUAHAN ENTENASIONAT

P.O. Box 8770
Tamuning, GU 96931

Tel: (671) 646-0300
Fax: (671) 646-8823

www.guamairport.com

August 20, 2014

MEMORANDUM

TO: Charles H. Ada II, Executive Manager

FROM: Franklin P. Taitano, Supply Management Administrator

SUBJECT: Bid Evaluation and Recommendation "Invitation For Bid"
Purchase and Delivery of Boom Lift & Trailer
IFB No. GIAA-005-FY14

Procurement Background:
The above referenced Invitation For Bid was publicly announced through the local newspaper during the month of July, 2014. The bid submission deadline and bid opening took place on August 19, 2014.

Four (4) firms/individuals purchased the bid package and only one (1) firm submitted bid before the bid submission deadline. The bid submittal was opened in the presence of the bidder, and several GIAA representatives. The bid offer was read aloud by the Supply Management Administrator and tabulated by a Procurement staff.

The results of the bid price submittals are as follows in the order they were received and opened:

Bidder/Firm's Name	Item 1 Boom Lift	Item 2 Trailer
Morrico Equipment LLC.	$188,890.00	$13,495.00

Bid Analysis and Evaluation:
The bid is packaged to provide separate awards for each of the following items:

Item 1: Boom Lift, 1 each
Item 2: Trailer, 1 each

AMERICAN ASSOCIATION OF AIRPORT EXECUTIVES
AIRPORTS COUNCIL INTERNATIONAL
NASAO National Association of State Aviation Officials
TIACA THE INTERNATIONAL AIR CARGO ASSOCIATION

Pursuant to Section 8 of the Instructions to Bidders, the contract is to be awarded to the lowest responsible, responsive bidder, provided his bid is reasonable and it is in the best interest of the GIAA to accept it. To determine the responsibility of bidders, the bid package specified the required documents that bidders must submit with their bid packages. The attached abstract illustrates the inventory of required documents and bidders' submittal.

Morrico Equipment LLC.: The firm submitted a bid for Item 1 in the amount of **$188,890.00** and Item 2 in the amount of **$13,495.00** respectively. The bidder submitted a copy of their current Guam Business License **#151935.** All other documents were complete and in conformance with the Invitation For Bid.

Recommendation:
Pursuant to the guidelines in Item 8 of the Instruction to Bidders, the award of contract will be made to the **lowest responsible, responsive bidder** for each Item Bid, provided his bid is reasonable and in the best interest of GIAA.

Morrico Equipment LLC. has been determined to have met the standards of responsibility and responsiveness outlined in the Guam Procurement Regulation. Therefore, it is recommended that the contract awards be made according to the following:

Item & Description	Awarded to:	Total Amount
Item 1: Boom Lift	Morrico Equipment LLC.	$188,890.00
Item 2: Trailer	Morrico Equipment LLC.	$13,495.00
	Total Contract Award:	**$202,385.00**

Should you have any questions or concerns, please call our office at your convenience.

Franklin P. Taitano

APPROVED:

CHARLES H. ADA II
Executive Manager

Attachment

cc: Admin/Proc/ATM/P&F

INVITATION NUMBER: GIAA-005-FY14

PURCHASE AND DELIVERY OF BOOM LIFT & TRAILER

Antonio B. Won Pat
Guam International Airport Authority
BID ABSTRACT

Opening Date: 19-Aug-14

Opening Time: 2:00 P.M.

No. of Invitation Issued: 4

No. of Bids Received: 1

	SUMMARY OF SCOPE OF WORK:	Special Reminder to Prospective Bidders	BID GUARANTEE Cashier's Check Letter of Credit Bid Bond	Affidavit Disclosing Ownership / Commissions	Non-Collusion Affidavit	Affidavit re No Gratuities or Kickbacks	Affidavit re Contingent Fees	Designation of Sub-contractors	Affidavit re Ethical Standards	Declaration re Compliance with U.S. DOL Wage	Grant Assurance Form	Certification Contracts, Grants, Loans, & Coop Agrmnt	Standard Clause for DBE	Business or Contractors License	ADDENDUM(S) A	ADDENDUM(S) B	ITEM NO. 1.0 TOTAL COST	ITEM NO. 2.0 TOTAL COST
1	MORRICO EQUIPMENT LLC	✓	BB# BDGum 15% ✓	20141068 ✓	✓	✓	✓	NR	✓	✓	✓	NR	NR	✓	✓	✓	$188,890.00	$13,495.00
2																		
3																		
4																		
5																		
6																		
7																		
8																		
9																		
10																		

I hereby certify that all bids received in response to this invitaiton were opened under my personal supervison, and that the names of all bidders have been entered hereon.

SIGNATURE

TABULATED BY: SIGNATURE

Date: 8/19/14

BASIS FOR AWARD:

- ✓ LOWEST RESPONSIVE & RESPONSIBLE BIDDER
- \ \ HIGHEST RESPONSIVE & RESPONSIBLE BIDDER
- \ \ OTHER AWARD
- \ \ TIE BID
- \ \ COMBINDED TOTAL
- ✓ ITEM PER ITEM

A.B. WON PAT
INTERNATIONAL AIRPORT AUTHORITY, GUAM

AFFIDAVIT DISCLOSING OWNERSHIP and COMMISSIONS

CITY OF TAMUNING)
) ss.
ISLAND OF GUAM)

A. I, the undersigned, being first duly sworn, depose and say that I am an authorized representative of the offeror and that *[please check only one]:*

[ ] The offeror is an individual or sole proprietor and owns the entire (100%) interest in the offering business.

[x] The offeror is a corporation, partnership, joint venture, or association known as MORRICO EQUIPMENT LLC *[please state name of offeror company],* and the persons, companies, partners, or joint venturers who have held more than 10% of the shares or interest in the offering business during the 365 days immediately preceding the submission date of the proposal are as follows *[if none, please so state]:*

Name	Address	% of Interest
ALLAN MORRISON	197 YPAO ROAD, TAMUNING, GUAM	42.5%
ROSS MORRISON	SAME AS ABOVE	42.5%
TORGUN SMITH	SAME AS ABOVE	15.0%

B. Further, I say that the persons who have received or are entitled to receive a commission, gratuity or other compensation for procuring or assisting in obtaining business related to the bid or proposal for which this affidavit is submitted are as follows *[([none, please so state]:*

Name	Address	Compensation
NONE		

C. If the ownership of the offering business should change between the time this affidavit is made and the time an award is made or a contract is entered into, then I promise personally to update the disclosure required by 5 GCA §5233 by delivering another affidavit to the government.

Signature of one of the following:
Offeror, if the offeror is an individual: Partner, if the offeror is a partnershhip; Officer, if the offeror is a corporation.

Subscribed and sworn to before me this 14TH day of AUGUST, 2014.

NOTARY PUBLIC
My commission expires DEC. 03, 2016.

MARY ROSE R. SANTAYANA
NOTARY PUBLIC
In and for Guam, U.S.A.
My Commission Expires: Dec. 03, 2016
P. O. Box 5554 Hagatna, Guam 96932

ORIGINAL

Antonio B. WonPat
INTERNATIONAL AIRPORT AUTHORITY, GUAM
BOARD OF DIRECTORS
EXECUTIVE SUMMARY

REQUEST FOR PROPOSALS, RFP NO. GIAA-008-FY14
INSURANCE BROKERAGE SERVICES

August 28, 2014

Purpose

Board action is requested to approve the ranking results based on the evaluation process performed through the Request For Proposals (RFP) No. GIAA-008-FY14 for Insurance Brokerage Services.

Background

The referenced RFP solicits proposals from professional Insurance Brokerage Services firms to assist GIAA in management and placement of its insurance coverage according to specifications and requirements. The preliminary scope of work includes, but not limited to; develop a plan for renewing GIAA's insurance policies each year, implementation of the plan and solicitation of coverage through different insurance markets, and provide scheduled reports highlighting the different coverages, exclusions, premiums, and policy status and provide assistance in claims management and processing. The contract term is for a period of three (3) years, with options to renew the contract for two (2) additional one (1) year term, not to exceed a total term of five (5) years.

The Firm or Consultant is required to have particular expertise in insurance brokerage services to provide of insurance for commercial airports, and knowledge in vast types of insurance coverages. Also, the firm must be knowledgeable of the applicable insurance laws, regulations and management of claims.

Procurement Background

The above referenced RFP was advertised in the local newspapers throughout the months of July & August 2014. The established deadline to submit the proposals was on August 15, 2014.

A total of six (6) firms showed their interest by obtaining the RFP package; however, three (3) firms responded by submitting their proposals before the established deadline.

After receipt of all proposals, an Evaluation Committee was established to perform an independent evaluation of the proposals to determine the best qualified proposer. The proposals were evaluated based on the point system assigned for each criteria identified in the RFP package.

The Evaluation Committee has completed their evaluations and the scores sheets were gathered and tabulated by Procurement Office. As a result, the selected firms in the order of their ranking are as follows:

1. Proposer C
2. Proposer A
3. Proposer B

Legal Review

Upon Board approval, a standard professional services contract will be forwarded to Legal Counsel for review and approval as to form.

Financial Review

The Insurance Brokerage Services Agreement will be funded from the O & M Budget for Fiscal Year 2014.

Recommendation

Management recommends the approval of the ranking results and the contract award to **Proposer C,** as the highest ranked proposer for the Insurance Brokerage Services subject to negotiations of fair and reasonable fees. In the event that the negotiations prove unsuccessful, GIAA Management will enter negotiations with the next highest ranked proposer.

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August 25, 2014

MEMORANDUM

TO: Charles H. Ada II, Executive Manager

FROM: Franklin P. Taitano, Supply Management Administrator

SUBJECT: Evaluation and Recommendation - Request For Proposal (RFP)
Insurance Brokerage Services
RFP No. GIAA-008-FY14

The referenced Request for Proposal (RFP) solicits interests from firms or individuals to provide professional services for the Insurance Brokerage Services. The advertisement for this RFP was published in the local newspaper for the months of July & August 2014. The deadline to submit the proposals was on August 15, 2014.

Six (6) firms/individuals acknowledged receipt of the package and three (3) firms submitted qualification documents before the submission deadline.

Evaluation and Selection

Pursuant to Basis for Evaluation of the package, after receipt of all proposals, the GIAA Evaluation Committee conducted an independent evaluation for the purpose of selecting the most responsive and responsible offeror based on the evaluation criteria. The committee which Management established to evaluate the firms' qualifications included the following:

a. Jean M. Arriola, Airport Services Manager
b. Carlos Bordallo, Controller
c. Joe Javellana, Property Management Office
d. Frank Santos, Expansion Office

The committee completed their evaluation and the scores were tabulated as reflected on the attached summary worksheet. As a result of our tabulation, the firms selected in the order of their ranking are as follows:

1. Proposer C
2. Proposer A
3. Proposer B

Recommendation

Based on the tabulation of the proposers ranking, it is determined that **Proposer C** ranked number one and the best qualified firm to perform the required services in accordance with the criteria set forth in the RFP. Also, as a result of our review of the submitted required documents, the firm has been deemed to have met the standards of responsibility and responsiveness outlined in the Guam Procurement Regulations.

Therefore, management recommends the approval of the ranking results and the contract award to **Proposer C**, as the highest ranked proposer for the Insurance Brokerage Services subject to negotiations of fair and reasonable fees**.** In the event that the aforementioned negotiations prove unsuccessful, the GIAA may enter negotiations with the next highest ranked proposer.

Should you have any questions or need to discuss this matter further, I am available at your request.

Franklin P. Taitano

APPROVED:

CHARLES H. ADA II
Executive Manager

Attachments

cc: Evaluation Committee
Procurement File

Antonio B. Won Pat
International Airport Authority, Guam

Evaluation Score Tally Sheet

INSURANCE BROKERAGE SERVICES
RFP NO. RFP-008-FY14

NAME OF FIRM/PROPOSER	Evaluator 1		Evaluator 2		Evaluator 3		Evaluator 4		AVERAGE
	Score	Rank	Score	Rank	Score	Rank	Score	Rank	Rank
Proposer A	89	3	86	2	84	2	88	2	2
Proposer C	92	1	91	1	91	1	90	1	1
Proposer B	90	2	82	3	82	3	82	3	3

Evaluators	
No. 1:	**Jean M. Arriola**
No. 2:	**Carlos Bordallo**
No. 3:	**Joe Javellana**
No. 4:	**Frank Santos**

A.B. WON PAT
INTERNATIONAL AIRPORT AUTHORITY, GUAM

Executive Manager's Report
GIAA Board of Directors Meeting
August 28, 2014

AIRLINE ISSUES

Cebu Pacific
Cebu Pacific officials met with GIAA Management on August 7, 2014 to discuss the airline's plans for service to Guam. They intend to start service in December 2014, operating 4x weekly, utilizing an A320 aircraft with a seat capacity of 180 passengers. Cebu Pacific's operation will add 2880 seats monthly to the inventory for the Manila market. The service also has a convenient arrival time of 11:35am, outside of the peak periods of current operations.

China Airlines
China Airlines will operate 8 charter flights during the month of September, serving the Fukuoka/Guam market. Utilizing an A330-300 aircraft, seat capacity on this route is increased by 2,384 passengers for the month of September.

United Airlines
Effective October 27, 2014, United Airlines will be adding 2 routes from Guam, with service to Seoul and Shanghai. The Seoul route will be operated daily, utilizing B737-800 aircraft with 155-seat configuration. Monthly inventory for Seoul market will increase by 4,650 monthly, or 55,800 annually. This route was last served by Continental Micronesia on non-stop, scheduled basis since February 1997.

The Shanghai Pu Dong route will operate twice weekly, offering the first, regularly scheduled direct flight from China to Guam. This route will be serviced with a B737-800 series aircraft, effective October 28, 2014 with a seat capacity of 1,240 monthly and 14,880 annually.

Philippine Airlines
Beginning October 26, 2014, Philippine Airlines will be increasing operations on **Manila–Guam**, from five flights to seven flights weekly, utilizing Airbus 320 aircraft. This increases seat capacity by 300 weekly, and adds more seat capacity annually, from 39,000 to 54,600 seats.

Star Marianas
Star Marianas has submitted a Letter of Intent to operate regular commercial and on-demand services to points in the CNMI (Saipan and Rota) and Guam. Star Marianas met with GIAA to discuss some of their plans and acquire information on the regulatory and operational and technical requirements to operate on Guam.

TENANT ISSUES

Tour Operators
Due to the huge demand of tourists who expect personalized shuttle services from the airport directly to their hotel, our key tour operators PMT, RNC and HIS have taken the initiative to

address and accommodate the needs of this new breed of tour passengers. Miki Taxi and the Independent Taxi Operators have been engaged to provide this personalized transportation support and as a consequence the Airport has experienced a decline in its tour bus facility charges. Airport management and staff are engaged in discussions with our ground transportation operators to find a win-win solution wherein our customers are afforded quality service without jeopardizing the Airport's revenue stream. A plan guiding this activity moving forward, should be formalized over the next couple of weeks.

REGULATORY ISSUES

Federal Aviation Administration

Deputy Executive Manager Peter Roy Martinez and Air Terminal Manager Gerard Bautista attended the FAA 's Western -Pacific Regional Directors Workshop in Los Angeles. They met with the new FAA Pacific Regional Administrator Glen Martin, who had previous experience of and on Guam in the area of Air Traffic Control. Key topics for the regional directors included Essential Air Services, a hot topic for Guam and American Samoa, whose connectivity with smaller, outer islands is dependent upon a sole provider.

FONSI Report

The FAA issued a Notice of Finding of No Significant Impact (FONSI) on the proposed Guam Airport Storm Water and Wastewater System Improvement Project. The report is available for public view in the administrative offices for interested members of the community.

FAA Annual Inspection

As of August 12, 2014, all discrepancies noted in FAA's inspection of our facilities (last held in April) has been fully addressed. GIAA submitted a letter of correction, which was accepted by FAA, and noted that all discrepancies were resolved.

TSA Official Site Visit

John S. Pistole, Administrator of the Transportation Security Administration, will be visiting Guam to inspect TSA facilities and operations on island. GIAA officials are scheduled to meet with him on Friday, August 29, 2014 to discuss Guam based regulatory, operational and technical issues. Mr. Pistole is a 26-year veteran of the FBI with extensive national security and counterterrorism experience and was formerly the FBI's Executive Assistant Director for National Security, and Deputy Director for the FBI.

AIR SERVICE DEVELOPMENT

World Routes 2014

The 20th World Route Development Forum will be taking place in Chicago, IL at the McCormick Place on September 20-23, 2014. World Routes forms the essential global gathering for aviation organizations from across all continents and countries, bringing together the largest range of

airlines, airports, tourism authorities, civil aviation authorities and more from all corners of the world. This is one of the largest and most prestigious events of those who wish to meet, plan and conduct business for new global routes and attracts the most senior representatives from a wide variety of organizations. Airport will be attending along with GVB to continue joint efforts to explore potential and/or secure new service and routes.

Philippine Airlines (PAL)
The Airport is in the process of scheduling follow-up meetings between our Management and Board and PAL to discuss new opportunities such as the direct Guam-Honolulu service.

Cebu Pacific
Additional follow-up meetings with Cebu Pacific are also being planned needing high level airport representation as the carrier finalizes their application process and we near the planned launch of new service between Guam and the Philippines in December.

PROCUREMENT

IFB Purchase and Delivery Police Pursuit K-9 Vehicle

Announced:	September 1, 2014
Pre-Bid:	September 2, 2014, 10am
Submission Deadline:	September 9, 2014, 4pm

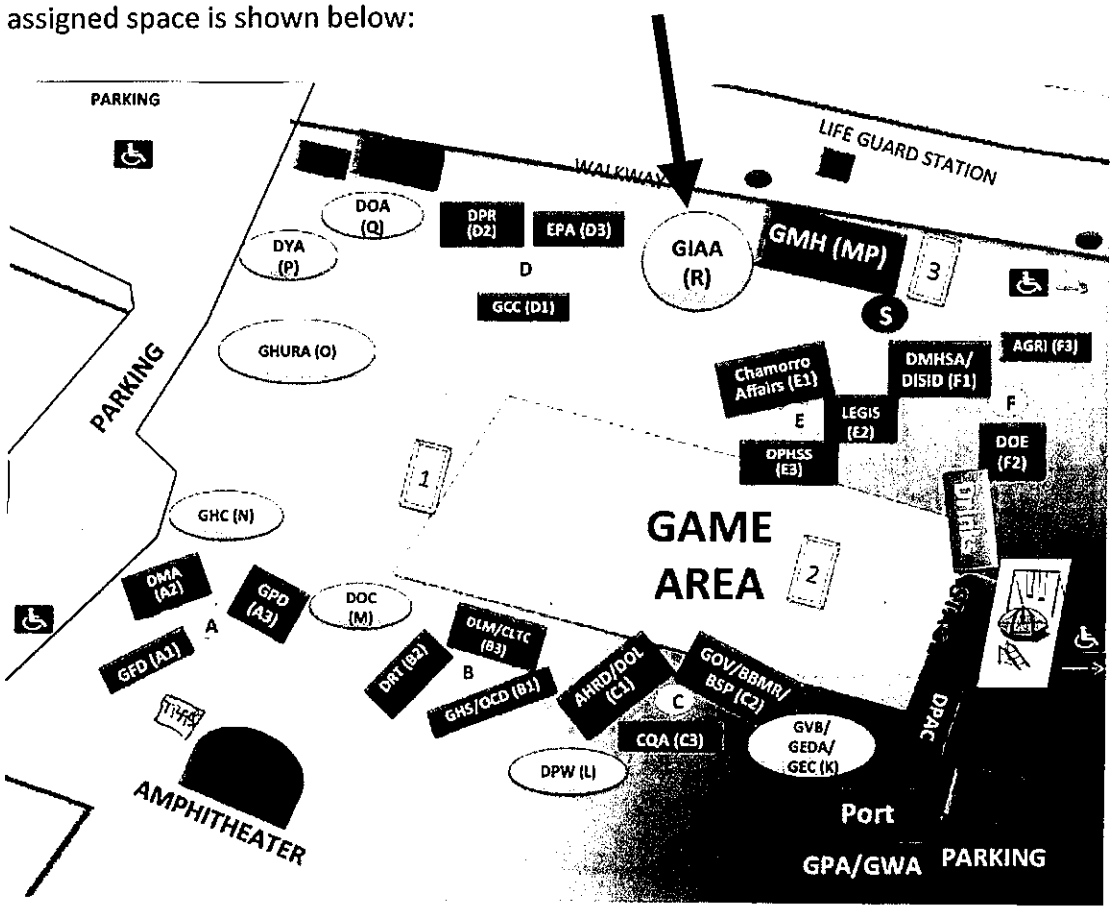
ANNOUNCEMENTS:

- The A.B. Won Pat International Airport Authority, Guam presented its Noise Compatibility Program (NCP) at a public meeting held August 26, 2014, 6:00pm. Advertising of the public meeting appeared once in both the Pacific Daily News and Marianas Variety for community awareness. Parsons, our program administrator, presented the program and related Noise Exposure Maps (NEM)s for view, and were available to field individuals, federal and local government agencies oral and written comments. Parsons will provide a comprehensive report on the program and public comments at a later time.

- GIAA Airport Police will be conducting DUI and traffic enforcement checkpoints throughout the Labor Day weekend from August 29 through September 1, 2014. The public was advised via email blast and releases to media of Airport Police's enforcement plans on Routes 10A, the Tiyan thoroughfare, and other areas throughout the Airport vicinity.

- All Board Members are encouraged to attend the annual Government of Guam Labor Day Picnic scheduled for Sunday, August 31, 2014 at 10am. We would like to acknowledge the Properties and Facilities and Operations divisions for their work and

efforts in this year's picnic honoring the hard work of our employees. The Airport's assigned space is shown below:



NOTE: GIAA Satellite Parking for Airport Employee's and Tenants. Employees & Tenants ***must*** park in their respective employee parking lot and assemble at West Reserve Parking Lot for rides down to Ypao Park and back up to Airport. The first run starts at 10am and ends 4pm. Radio Dispatch will handle communications for delivery and returns, call 642-4520 or 31.

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August 26, 2014

MEMORANDUM

To: Mr. Edward G. Untalan
Chairman
GIAA Board of Directors

From: Carlos Bordallo
Comptroller

Subject: **Operating Results - Revenues and Expenses as of July 31, 2014**

Attached herewith is GIAA's Operating Results Report for the month ending July 30, 2014. This report summarizes the Budgeted versus Actual Revenues and Expenses for the month and year-to-date results ended July 31, 2014.

The key operating results for 10 month(s) of FY 2014 ending July 31, 2014 - (in $000's) are:

CATEGORY	YEAR-TO-DATE				FORECAST FOR FULL YEAR-FY14	
	Budget FY 14 Y-T-D	Actual FY 14 Y-T-D	% Variance Budget vs. Actual		Actual Y-T-D + Remaining FY 14 Budget	% Variance Budget vs. Estimate for Full Year
			Y-T-D Current Month	Y-T-D Last Month		
Total Signatory Revenues	$22,057.3	$22,053.4	0.02%	0.6%	$26,726.6	0.0%
Total Concession Revenues	$14,948.3	$15,145.3	1.3%	1.4%	$18,167.6	1.1 %
Total PFC's	$5,285.5	$5,261.0	-0.5%	0.5%	$6,411.6	-0.4%
Total Other Revenues	$12,528.5	$13,080.7	4.4%	6.1%	$15,767.3	3.6%
Total Operating Revenues	$54,819.7	$55,540.3	1.3%	2.1%	$67,073.0	1.1%
Total Operating Expenses	$33,600.9	$30,637.4	-8.8%	-10.3%	$36,806.9	-7.5%
Net Revenues from Operations	$21,218.8	$24,903.0	17.4%	22.1%	$30,266.1	13.9%
Non-Operating Expenses	$500.0	$232.3	-53..5%	-53..5%	$232.3	-53.5%
Other Available Moneys/other sources of funds	$5,652.2	$5,632.2	-0.4%	-1.4%	$6,762.7	-0.3%
Net Debt Service Coverage	**1.29**	**1.52**	**17.7%**	**21.9%**	**1.53**	**14.2%**

Year-to-date Total Signatory Revenues for the month ending July 31, 2014 are slightly below Budgeted revenues by **.02%.** Signatory revenue estimates are based on projections submitted by Signatory airlines and adopted in the annual budget.

Year-to-date Total Concession Revenues are above budget estimates by **1.3%** and Passenger Facility Charges below **-.5%.**

Year-to date Total Other Revenues, inclusive of non-signatory and non-airline revenues, are above the budget estimate by **4.4%.**

Year-to-date Total Operating Revenues Actual of **$55.5M** is **1.3%** above the budget estimate of **$54.8M.**

Year-to-date Total Operating Expenses are below budget by **-8.8 %.** Components of this line item include a **-3.8%** decrease in Personnel Service, a **-10.3%**decrease in Contractual Services, a **-32.4%** decrease in Materials & Supplies and a **-100%** decrease in Equipment/Furnishings from budgeted amounts for these respective categories.

The actual year-to-date Net Revenues from Operations of **$24.9M** reflects an increase of **17.4%** over the year-to-date budgeted amount of **$21.2M.**

Finally, our year-to-date results for Debt Service Coverage is at **1.53** versus the requirement of **1.25.**

Should you have any questions, please contact me at your convenience.

Attachments

cc: Board of Directors
Executive Manager
Deputy Executive Manager
Frank R. Santos, Expansion
Division Heads

GUAM INTERNATIONAL AIRPORT AUTHORITY
KEY OPERATING RESULTS ($000's)
as of July 31, 2014

	CURRENT MONTH				YEAR - TO - DATE					FULL YEAR FORECAST	
	Actual FY2013	Budget FY2014	Actual FY2014	%Var Bud Vs Act'l	Budget Full Year	Actual FY2013	Budget FY2014	Actual FY2014	%Var Bud Vs Act'l	Actual/Est	%Var Bud Vs Act'l
I. Signatory Airline Rents & Fees											
Terminal Bldg Rentals	282.1	256.8	258.5	0.7%	3,082.1	2,758.0	2,568.4	2,585.2	0.7%	3,098.9	0.5%
Departure Fees	585.2	526.0	481.8	-8.4%	5,951.4	5,621.4	4,886.8	4,785.9	-2.1%	5,850.4	-1.7%
Arrival Fees	636.2	525.8	506.2	-3.7%	5,908.9	5,887.3	4,848.8	4,974.8	2.6%	6,034.9	2.1%
Immigration Inspection Fees	235.7	179.8	172.4	-4.1%	2,042.9	2,229.6	1,679.0	1,870.8	11.4%	2,234.7	9.4%
Loading Bridge Use Fees	374.9	514.9	456.5	-11.3%	6,045.5	3,753.5	4,984.6	4,671.0	-6.3%	5,731.9	-5.2%
Apron Use Fees	120.0	117.8	122.1	3.6%	1,532.7	1,369.1	1,280.0	1,298.4	1.4%	1,551.1	1.2%
Landing Fees	198.5	166.6	173.0	3.8%	2,167.0	2,218.3	1,809.7	1,867.3	3.2%	2,224.6	2.7%
Total Signatory Revenue	**2,432.8**	**2,287.8**	**2,170.5**	**-5.1%**	**26,730.5**	**23,837.3**	**22,057.3**	**22,053.4**	**0.0%**	**26,726.6**	**0.0%**
Enplaned Signatory Pax	142,773	151,310	138,462	-8.5%	1,711,959	1,366,016	1,405,732	1,373,281	-2.3%	1,679,508	-1.9%
Cost per Enplaned Pax	**$17.04**	**$15.12**	**$15.68**	**3.7%**	**$15.61**	**$17.45**	**$15.69**	**$16.06**	**2.3%**	**$15.91**	**1.9%**
Revenues from Sources other than Signatory Airlines Rents & Fees											
Concession Revenues											
Gen Mdse (DFS)	466.1	1,201.2	1,229.6	2.4%	14,414.9	5,656.4	12,012.4	12,286.3	2.3%	14,688.8	1.9%
In-flight Catering	66.1	71.3	63.0	-11.6%	802.1	653.6	658.9	708.1	7.5%	851.3	6.1%
Food & Beverage	77.3	80.7	79.7	-1.3%	942.3	747.7	768.5	771.3	0.4%	945.2	0.3%
Rental Cars	77.3	80.6	82.8	2.7%	970.0	782.7	807.1	812.9	0.7%	975.8	0.6%
Other Concession Rev	62.4	70.1	57.4	-18.1%	841.3	677.8	701.5	566.7	-19.2%	706.5	-16.0%
Total Concession Revenues	**749.3**	**1,504.0**	**1,512.5**	**0.6%**	**17,970.6**	**8,518.2**	**14,948.3**	**15,145.3**	**1.3%**	**18,167.6**	**1.1%**
Passenger Facility Charges	**562.1**	**568.8**	**520.0**	**-8.6%**	**6,436.1**	**5,296.6**	**5,285.5**	**5,261.0**	**-0.5%**	6,411.6	-0.4%
Other Revenue	**3,179.9**	**1,276.4**	**1,143.3**	**-10.4%**	**15,215.1**	**14,747.5**	**12,528.5**	**13,080.7**	**4.4%**	15,767.3	3.6%
Total Operating Revenue	**6,924.1**	**5,636.9**	**5,346.4**	**-5.2%**	**66,352.4**	**52,399.6**	**54,819.7**	**55,540.3**	**1.3%**	**67,073.0**	**1.1%**
II. Operating Expenses:											
Personnel Services	1,867.0	1,328.4	1,579.2	18.9%	17,269.0	12,650.6	14,612.3	14,057.7	-3.8%	16,714.5	-3.2%
Contractual Services	1,610.4	1,697.3	1,827.6	7.7%	20,824.5	16,324.5	17,504.8	15,696.2	-10.3%	19,016.0	-8.7%
Materials & Supplies	115.5	106.3	87.9	-17.3%	1,499.9	844.8	1,306.9	883.4	-32.4%	1,076.4	-28.2%
Equipment/Furnishings	0.0	0.0	0.0	0.0%	177.0	0.0	177.0	0.0	-100.0%	0.0	-100.0%
Total Operating Expenses	**3,592.8**	**3,131.9**	**3,494.8**	**11.6%**	**39,770.5**	**29,819.9**	**33,600.9**	**30,637.4**	**-8.8%**	**36,806.9**	**-7.5%**
Net income from Operations	**3,331.3**	**2,505.0**	**1,851.7**	**-26.1%**	**26,581.9**	**22,579.6**	**21,218.8**	**24,903.0**	**17.4%**	**30,266.1**	**13.9%**

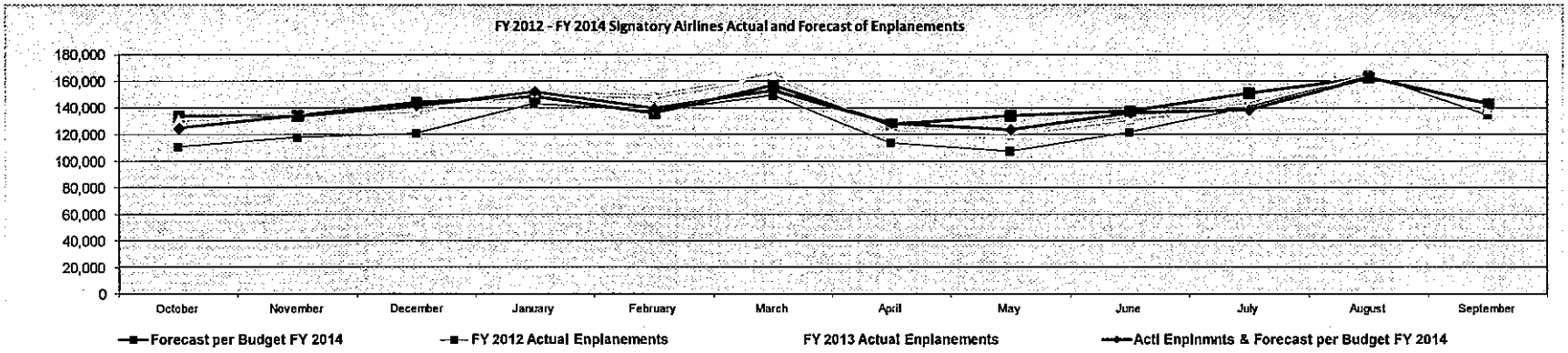
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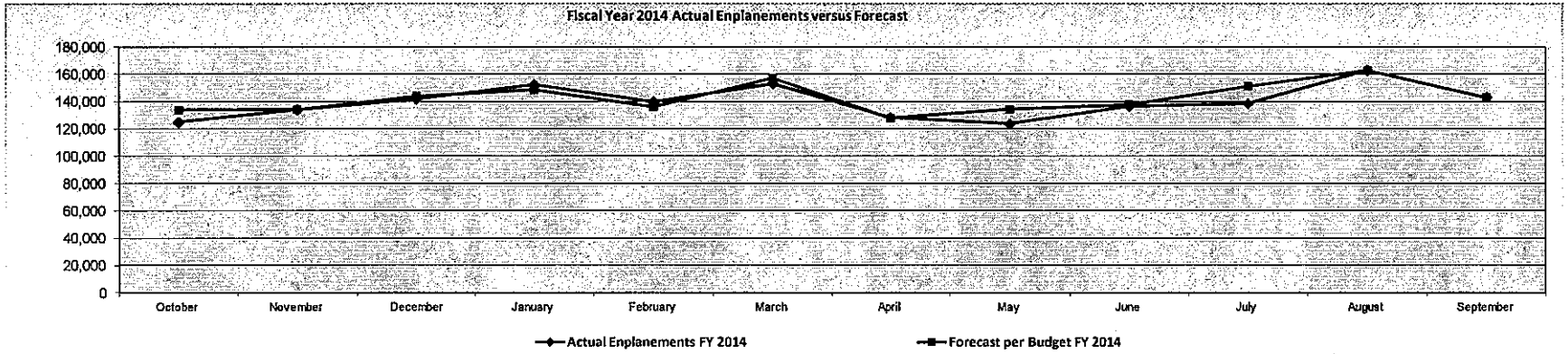
GUAM INTERNATIONAL AIRPORT AUTHORITY
KEY OPERATING RESULTS ($000's)
as of July 31, 2014

	CURRENT MONTH					YEAR - TO - DATE				FULL YEAR FORECAST	
	Actual FY2013	Budget FY2014	Actual FY2014	%Var Bud Vs Act'l	Budget Full Year	Actual FY2013	Budget FY2014	Actual FY2014	%Var Bud Vs Act'l	Actual/Est	%Var Bud Vs Act'l
III. Other Revenues and Expenses											
Less: Non Operating Expense(Ret/DOI/OHS)	28.1	0.0	0.0	0.0%	500.0	367.9	500.0	232.3	-53.5%	232.3	-53.5%
Add: Interest on Investments	75.8	83.6	45.3	-45.9%	1,003.1	895.4	835.9	436.1	-47.8%	603.3	-39.9%
Net Revenues	3,378.9	2,588.6	1,896.9	-26.7%	27,085.0	23,107.2	21,554.7	25,106.7	16.5%	30,637.1	13.1%
Add: Other Sources of Funds	37.1	37.9	59.3	56.5%	454.8	504.8	379.0	359.0	-5.3%	434.8	-4.4%
Add: Other Available Moneys	360.7	527.3	527.3	0.0%	6,327.9	3,607.1	5,273.2	5,273.2	0.0%	6,327.9	0.0%
Net Revenues and Other Available Moneys	**3,776.7**	**3,153.8**	**2,483.5**	**-21.3%**	**33,867.7**	**27,219.1**	**27,206.9**	**30,739.0**	**13.0%**	**37,399.7**	**10.4%**
Debt Service payments	1,442.8	2,109.3	2,109.3	0.0%	25,311.4	14,428.3	21,092.9	20,252.2	-4.0%	24,470.8	-3.3%
Debt Service Coverage	**2.62**	**1.50**	**1.18**	**-21.3%**	**1.34**	**1.89**	**1.29**	**1.52**	**17.7%**	**1.53**	**14.2%**
Debt Service Requirement	**1.25**	**1.25**	**1.25**		**1.25**	**1.25**	**1.25**	**1.25**		**1.25**	

SUMMARY SIGNATORY AIRLINES

Enplanements	October	November	December	January	February	March	April	May	June	July	August	September	Total
Forecast per Budget FY 2014	133,792	134,289	144,046	148,586	136,168	157,310	127,908	134,404	137,919	151,310	163,010	143,217	1,711,959
FY 2009 Actual Enplanements	96,587	102,001	100,515	123,234	114,550	123,061	99,415	98,005	84,556	111,273	119,504	108,317	1,281,018
FY 2010 Actual Enplanements	94,630	105,230	108,410	132,016	129,523	137,257	102,312	112,910	111,671	133,353	147,419	132,165	1,446,896
FY 2011 Actual Enplanements	112,043	117,861	115,206	137,595	131,263	128,645	90,184	99,827	100,434	119,730	140,999	123,086	1,416,873
FY 2012 Actual Enplanements	110,962	118,092	121,031	143,545	137,851	149,600	113,893	107,914	122,061	141,014	165,376	135,017	1,566,356
FY 2013 Actual Enplanements	131,910	135,518	138,186	150,971	148,524	164,380	124,701	120,751	132,315	142,773	165,026	138,907	1,693,962
Actl Enplnmnts & Forecast per Budget FY 2014	124,805	134,044	141,808	152,311	139,712	153,242	128,621	123,763	136,513	138,462	163,010	143,217	1,679,508
FY 2014 versus FY 2013 Monthly%	-5.39%	-1.09%	2.62%	0.89%	-5.93%	-6.78%	3.14%	2.49%	3.17%	-3.02%	-1.22%	3.10%	-0.85%
FY 2014 versus FY 2013 Monthly	-7,105	-1,474	3,622	1,340	-8,812	-11,138	3,920	3,012	4,198	-4,311	-2,016	4,310	-14,454
FY 2014 versus FY 2013 Cumulative	-7,105	-8,579	-4,957	-3,617	-12,429	-23,567	-19,647	-16,635	-12,437	-16,748	-18,764	-14,454	-14,454
	-5.39%	-6.33%	-3.59%	-2.40%	-8.37%	-14.34%	-15.76%	-13.78%	-9.40%	-11.73%	-11.37%	-10.41%	-0.85%





	Actual versus Forecast												
Enplanements	October	November	December	January	February	March	April	May	June	July	August	September	Total
Actual Enplanements FY 2014	124,805	134,044	141,808	152,311	139,712	153,242	128,621	123,763	136,513	138,462	163,010	143,217	1,679,508
Forecast per Budget FY 2014	133,792	134,289	144,046	148,586	136,168	157,310	127,908	134,404	137,919	151,310	163,010	143,217	1,711,959
Actual Enplanements Over/(Under) Forecast	(8,987)	(245)	(2,238)	3,725	3,544	(4,068)	713	(10,641)	(1,406)	(12,848)	0	0	(32,451)
Cumulative Total	(8,987)	(9,232)	(11,470)	(7,745)	(4,202)	(8,269)	(7,556)	(18,197)	(19,603)	(32,451)	0	0	-1.9%
	Percentage Over/(Under) Forecast												
	October	November	December	January	February	March	April	May	June	July	August	September	
% Monthly	-6.7%	-0.2%	-1.6%	2.5%	2.6%	-2.6%	0.6%	-7.9%	-1.0%	-8.5%	0.0%	0.0%	
% Cumulative Total	-6.7%	-3.4%	-2.8%	-1.4%	0.8%	-2.9%	2.3%	1.1%	0.5%	-1.9%	0.0%	0.0%	
	Month to Month Trend												
	October	November	December	January	February	March	April	May	June	July	August	September	
Actual Enplanements	124,805	134,044	141,808	152,311	139,712	153,242	128,621	123,763	136,513	138,462	0	0	
Month to Month Increase/(Decrease)		9,239	7,764	10,503	-12,599	13,530	-24,621	-4,858	12,750	1,949	0	0	
Month to Month Increase/(Decrease) in %		7.4%	5.8%	7.4%	-8.3%	9.7%	-16.1%	-3.8%	10.3%	1.4%	0.0%	0.0%	

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RECOMMENDATION OF COUNSEL

TO: Board of Directors
ANTONIO B. WON PAT INTERNATIONAL AIRPORT AUTHORITY, GUAM

CC: Mr. Charles H. Ada II
Executive Manager
ANTONIO B. WON PAT INTERNATIONAL AIRPORT AUTHORITY, GUAM

FROM: Janalynn Cruz Damian
CALVO FISHER & JACOB LLP

DATE: August 20, 2014

SUBJECT: **Executive Session**

Pursuant to 5 G.C.A. § 8111(c)(1), I hereby recommend that the Board of Directors of GIAA conduct an Executive Session at the next regularly scheduled Board meeting to discuss pending or threatened litigation to which GIAA is or may be a party.

MINUTES OF THE REGULAR MEETING OF THE BOARD OF DIRECTORS OF THE A.B. WON PAT INTERNATIONAL AIRPORT AUTHORITY, GUAM
Friday, September 26, 2014, 3:00p.m.
GIAA TERMINAL CONFERENCE ROOM #3

1. CALL TO ORDER AND ATTENDANCE

The September 26, 2014 regular meeting of the Board of Directors of the A.B. Won Pat International Airport Authority, Guam ("GIAA" or the "Authority") was called to order by Chairman Untalan at 3:21p.m. at the GIAA Terminal Conference Room #3, 355 Chalan Pasaheru, Tamuning, Guam, 96913.

Directors Present:	**Offices or positions:**
Edward G. Untalan	Chairman
Gurvinder Sobti	
Rosalinda A. Tolan	
Lucy M. Alcorn	
Directors Absent:	
Jesus Q. Torres(Unexcused)	Vice Chairman
Martin Gerber (Excused)	
GIAA Officials:	
Charles H. Ada II	Executive Manager
Peter Roy Martinez	Deputy Executive Manager
Carlos P. Bordallo	Acting Assistant Comptroller
Frank R. Santos	Business and Financial Consultant
Jean M. Arriola	Air Services Manager
Gerard Bautista	Air Terminal Manager
Victor Cruz	Engineer Supervisor
EdMuna	Airport Operations Superintendent
Joseph G. Javellana	Program Coordinator IV
Benny Baza	ARFF Chief
Janalynn Cruz Damian, Esq.	GIAA Legal Counsel

The Chairman welcomed the presence of Airport tenants, stakeholders, and members of the public who are noted in a sign-in sheet made as an attachment to these minutes.

sept minutes edited

2. APPROVAL OF AGENDA

The Chairman asked if there were any changes to the agenda. The Chairman first moved New Business item A. Renewal of Insurance Program to be addressed directly after the Minutes, and Old Business Item B, New GIAA Logo Launch to be the first matter of Old Business. The Chairman also moved Correspondence to be addressed after the Executive Manager's Report. On motion duly made by Director Tolan, seconded by Director Alcorn, the agenda as amended was unanimously approved.

3. APPROVAL OF MINUTES

A. July 31, 2014 Regular Meeting

The next item on the agenda was approval of the minutes of the July 31, 2014 regular meeting.

B. August 28, 2014 Regular Meeting

The next item on the agenda was approval of the minutes of the August 28, 2014 regular meeting.

On motion duly made by Director Tolan and seconded by Director Alcorn, the following resolution was unanimously approved:

Resolution No. 14-53

The Board hereby approves the minutes of the July 31, 2014 and August 28, 2014 regular meetings, subject to corrections.

4. NEW BUSINESS

The next item on the agenda was General Airport Insurance- Renewal for Fiscal Year 2015.

AM Insurance Representative AnnMarie Muna was in attendance to present to the Board the FY2015 Insurance Program, which included six (6) policies: Property Insurance with Catastrophe, Airport Operators Liability, Directors and Officers Liability, Workman's Compensation, Automobile Insurance, and Crime Insurance.

Property Insurance including Catastrophe - Blanket coverage for all risks of direct and physical loss or damage to all Real and Personal property,limit of $200 million with $500,000 deductible and Boiler and Machinery sub-limit of $5 million. Catastrophe

insurance which includes windstorm, typhoon and earthquake; coverage will include sub-limit of $5 million with a $5 million deductible.

Airport Operators Liability - this includes coverage against claims from members of the general public (third parties) arising from operations at the Airport or elsewhere in the course of the Airport business. Coverage includes limit of $500 million with Personal Injury limit of $25 million and $100,000 deductible for Property Damage.

Directors and Officers Liability - Coverage for GIAA's Directors and Officers for loss in the cases in which they may be legally obligated to pay for a Wrongful Act. Includes Employment Practices Liability (EPL) that provides coverage for loss in which GIAA becomes legally obligated to pay for an employee's or former employee's claim for Wrongful Termination, Unfair Dismissal, Harassment, Discrimination, Emotional Distress, Invasion of Privacy, Failure to Employ or Promote, Wrongful Discipline, etc. Coverage includes limit of $4 million with EPL sub-limit of $1 million and no deductible.

Workman's Compensation - Coverage for costs and benefits for job related injuries sustained by GIAA employees. Provides Employer's liability in the case that the Authority is sued by the employee. Coverage includes P.L. 80 Statutory Benefits, Employer's Liability limit of $1 million with no deductible.

Automobile Insurance - Provides for bodily injury and property damage to third parties arising from the use of owned, non-owned, or hired vehicles. Coverage has no Aviation Risk Exclusion clause. Coverage on comprehensive, collision and typhoon on all vehicles with a current market value of $10,000 or more. Coverage includes combined single limit of $2 million for bodily injury and property damage liability. Comprehensive and Collision on all vehicles covers actual cash value with deductible of $1,000.

Crime Insurance -

Employee Dishonesty - coverage provides indemnity to the Authority for the loss of money or other property through the fraudulent or dishonest acts committed by employees. Coverage includes limit of $1 million with $50,000 deductible.

Money and Securities - provides indemnity for loss or destruction of money, securities or negotiable instruments inside the premises and off premises. Coverage sustained from accepting counterfeit money orders or currency. Coverage includes limit of $100,000 for Loss outside premises and $100,000 for Counterfeit Paper Currency. Deductible is $10,000 for each occurrence for Premises, Transit, and Offices, and $50,000 for Counterfeit paper.

Deposit Forgery - Coverage provides indemnity for loss of money as a result of forgery or alteration of or in any check, draft, promissory note, bill of exchange or similar written promise made or drawn from the account. Coverage includes limit of $100,000 with $50,000 deductible.

Computer Fraud - Provides loss resulting directly from fraudulent acts involving electronic data or computer systems. Coverage includes limit of $100,000 with $50,000 deductible.

The total premium cost for all coverage including Catastrophic perils for FY2015 is $887,474 net of the broker's commissions. This represents a total savings of $234,359 per annum, or, of more than 20% compared to FY2014 premium cost of $1,121,833.

Director Alcorn commented that although the cost of the premiums went down, coverage went up. The Board unanimously agreed, and Chairman Untalan commended Ms. Muna and her staff for doing an excellent job, and thanked them, as did the rest of the Board members present. Chairman Untalan then inquired as to how long the agreement was for, and Ms. Muna replied that it was a one-year contract. Chairman Untalan then asked why not a multiple-year contract, and Ms. Jean Arriola, Air Services Manager, replied that that would be looked into for the next fiscal year insurance renewal.

After further discussion, on motion duly made by Director Sobti, seconded by Director Alcorn, the following resolution was unanimously approved:

Resolution No. 14-54

The Board hereby approves GIAA's General Airport Insurance - Renewal for Fiscal Year 2015, as presented during the Board meeting.

5. OLD BUSINESS

The next item on the agenda was Old Business.

A. New GIAA Logo Launch

Ms. Rolenda Faasuamalie of GIAA Marketing presented to the Board the 2014 Re-Brand and Logo Launch of A.B. Won Pat International Airport, Guam.

The current logo design was adopted in January 2007 in an Island-wide art contest. The brand/logo characteristics included: Airport façade (flying Proa), Coconut tree as a cultural element, an airplane as an aviation component, and forward motion and progress represented through an aircraft trail from past with forward movement.

When posed the question "Why re-brand?" Ms. Faasuamalie responded with the fact that GIAA is "going places" literally and figuratively. Services are expanding, assets are increasing, and GIAA is in the process of enhancing facilities. Ms. Faasuamalie presented the Agency's redesign as a sign of a new stage of growth and a new future of business

opportunities. This new design will also appeal to technical applications and modern design. Ms. Faasuamalie declared that the new logo will stand out in Social Media applications, is "Iconic" in design, and is a strong representation of GIAA across print, visual and technological platforms, and is simple, bold, and fresh.

The rationale behind the logo, as presented by Ms. Faasuamalie, is that it is no longer an abstract interpretation of the Airport brand, the new logo takes a literal approach combining the most unique aspects of Guam and the Airport. The design is simple and clean, uses broad lines and a bold palette.

The four (4) main aspects of the new logo design are the Proa, the visual image of an airplane taking flight, the fonts, and the colors. The front and center image is of the iconic Proa - a unique physical feature of the Airport's architectural design, representing strength, pride, and innovation. "Taking Flight" - just over the Proa structure, a sleek plane graphic flies smoothly through the middle of the logo suggesting upward movement and mobility. The font is bold, modern, and versatile. "Guam" takes center stage as GIAA aims to focus on the international marketability of the island and enhance Guam's reputation as a preferred and viable destination as well as a place to do business. The contrasting light and dark blue colors of the logo seek to convey boundless opportunities for progress ahead.

Color variations include one-color logo variations in Pantone 295C on white, and Black on white. Both colors are offered in reverse, with a Pantone or Black background, and bold, white logo.

Ms. Faasuamalie suggested to commence the launching of the re-brand/logo design at the October employee's meeting. Ms. Faauamalie said that this would be a nice way to restate the organization's vision, and that the redesign marks the beginning of a new chapter for the Agency. She stated that she felt that an improved logo is reflective of where GIAA employees work, and is a positive enhancement of the agency and the facility's image. Another way to spread awareness of the new logo, as suggested by Ms. Faasuamalie, was to announce the new logo to stakeholders and customers with the catchy phrase "We're on it 24/7" messaging and proudly announcing a "new stage of growth" or "same agency, new look." Ms. Faasuamalie feels that this can be an opportunity to mark a season of positive change in the organization. Ms. Faasuamalie suggested that GIAA implement the new logo across the board; across all platforms, in all manners, to represent the Agency.

Ms. Faasuamalie's "roll out plan and execution" is a two-part series, starting with an internal initiative. Starting September 30, 2014, GIAA Corporate/Employee uniforms will be issued. The new logo will also be present on stationery and envelopes, business cards, and office signage and agency postings. The external plan is for a refreshed

website - RTG - Ready to Go! This includes a re-design and site that is code-ready for transfer to mobile application as well as email blasts. The mobile, or "RTG" application is intended to be activated in the concourse area through GIAA's wireless service. The new logo will also be present on all IFBs, RFPs, Notice Ads, Banners, Pop Up signs, and Promotional Items.

The Mobile Web Application will serve as an interactive tool to find services, shopping, and dining options in the Airport Terminal, as well as Traveler requirements and Ground transportation, airline, and other information. Future Applications that GIAA hopes to include its new logo are popular social media applications such as Facebook, Twitter, and Instagram.

After further discussion, on motion duly made by Director Tolan, seconded by Director Sobti, the following resolution was unanimously approved:

Resolution No. 14-55

The Board hereby approves the New GIAA Logo as presented during the Board meeting.

B. Status Updates of Capital Improvement Projects

The next order of business was Status Updates of Capital Improvement Projects. Before Financial Consultant Mr. Frank Santos provided his update, he called upon Mr. Michael Makio of Taniguchi, Ruth, Makio Architects (TRMA) to present visual displays of paint color options for the exterior of the Airport. Mr. Makio informed the Board that the current color scheme is dated, and is a color combination popular from fourteen (14) years ago.

Mr. Makio explained the purpose behind certain colors and combinations, to accent certain architectural elements of the Airport's main "showcase" building. He also explained proper preparation of the substrate along with choices of satin or gloss finishes which will allow the paint to look fresher for a longer period of time.

After being presented over 20 color-combinations and options, and after much deliberation, the Board unanimously agreed to color option #4, a Sand, Beige, and light Gray, which will appear Pewter in the sunlight, which Mr. Makio described as an "easier evolution of color at the Terminal."

On motion duly made by Director Sobti, seconded by Director Alcorn, the following resolution was unanimously approved:

Resolution No. 14-56

The Board hereby approves Color Option number four (4) a Sand, Beige, and Light Gray color combination as presented by Mr. Mike Makio of TRMA for the exterior painting of the Main Terminal Building.

Mr. Frank Santos then proceeded to provide updates to the Airport capital improvement projects. He brought to attention that the Government of Guam, through Federal Highway has purchased airport land for Phase 1 of the Tiyan Parkway Project as a perpetual easement. The Airport has received $3.76 million from the Government of Guam; one (1) of the three (3) determined objectives was to use those funds to procure properties that GovGuam will purchase in Phase II which is called "Remnant Parcels" that is of value to the Airport. As a result, GIAA plans to place the money in a special fund created as an unrestricted account designated as 'Tiyan Land Acquisition and Redevelopment Fund.'

On motion duly made by Director Alcorn, seconded by Director Sobti, the following resolution was unanimously approved:

Resolution No. 14-57

The Board hereby authorizes the Management to establish a special fund created as an unrestricted account in the amount of $3.76 million dollars, titled "Tiyan Land Acquisition and Redevelopment Fund."

The next item addressed was the 2011 UDO (Undistributed Obligation) analysis on Open AIP (Airport Improvement Projects) Grants. Mr. Santos highlighted that now all 2010 projects are closed out. Three items were brought to the Board's attention, the first being that the Authority is now ready to bid out Phase III of the demolition project, which involves five structures located on a recently purchased lot by GovGuam. The second matter was a second meeting with Morrico Equipment LLC regarding the ARFF Fire truck, which confirmed the delivery of the vehicle in May or June of 2015. The last item was the completion of the final draft including a session with public involvement regarding the Noise Exposure Map update. Mr. Santos brought up that there will be a notice in the newspaper in the week of September 29 to October 3, announcing the availability of the map update and the environmental assessment for the purchase of the remnant parcels with the findings being of no significant impact (FONSI).

The next schedule was the Bond Capital Improvement Projects (CIP). Two days prior to the meeting, September 24, 2014, the Authority advertised the Hold Bag Screening Relocation, the project for the general construction for the baggage handling which will be opened October 22, 2014. This will be the critical path project which will lead to the beginning of the baggage handling screeningby Siemens. The schedule still holds for the completion date of the full baggage handling system by April 20, 2016.

Regarding the International Arrivals Corridor, has scheduled a briefing on the design, at a 30% level, with a Board overview meeting scheduled for October 8, 2014 at 2:00 p.m., to be followed by a presentation to Signatory Airlines and regulatory agencies on October 9, 2014. Mr. Santos emphasized that this project is critical, because it is the driving force for the Airport to proceed with the remainder of the projects.

6. REPORT OF EXECUTIVE MANAGER

The next item on the agenda was the report of the Executive Manager.

In the interest of time, Chairman Untalan instructed Board members and GIAA management to read the Executive Manager's Report in their own time and save questions and comments for the next Regular Board Meeting, scheduled for October 30, 2014.

7. REPORT OF THE COMPTROLLER

The next item on the agenda was the report of the Comptroller.

In the interest of time, Chairman Untalan instructed Board members and GIAA management to read the Comptroller's Report in their own time and save questions and comments for the next Regular Board Meeting, scheduled for October 30, 2014.

8. EXECUTIVE SESSION

On motion duly made by Director Tolan, seconded by Director Alcorn, at 4:14 p.m. the Board recessed regular session.

Upon written recommendation of counsel, the Board convened executive session at 4:14 p.m. to discuss pending litigation. Executive Session adjourned at 4:28 p.m., at which time the Board reconvened the regular session.

9. PUBLIC COMMENTS

The next item on the agenda was Public Comments. Chairman Untalancalled upon any public member wishing to make comments. There were none.

10. ADJOURNMENT

There being no further business to address before the Board, on motion duly made by Director Alcorn, seconded by Director Sobti, at 4:29p.m., the meeting was adjourned.

sept minutes edited

Dated this 3, day of December, 2014.

Attest:

Edward G. Untalan
Chairman

GurvinderSobti
Secretary

Prepared and Submitted By:

Maria DeVille Sablan
Corresponding Secretary

sept minutes edited

A.B. WON PAT
INTERNATIONAL AIRPORT AUTHORITY, GUAM
ATURIDAT PUETTON BATKON AIREN GUAHAN ENTENASIONAT

P.O. Box 8770
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BOARD OF DIRECTORS REGULAR MEETING

3:00 p.m., Friday, September 26, 2014

GIAA TERMINAL CONFERENCE ROOM #3

Public Notice

First Notice:
Marianas Variety – September 19, 2014
Notice to Media – September 19, 2014

Second Notice:
Marianas Variety – September 24, 2014
Notice to Media – September 24, 2014

AGENDA

1. Call to Order and Attendance
2. Approval of Agenda
3. Approval of Minutes
   - **A.** July 31, 2014 Regular Meeting
   - **B.** August 28, 2014 Regular Meeting
4. Correspondence
5. Old Business
   - **A.** Status Updates of Capital Improvement Projects
   - **B.** New GIAA Logo Launch
6. New Business
   - **A.** Renewal of Insurance Program FY 2015
7. Report of Executive Manager
8. Report of the Comptroller
9. Executive Session
10. Public Comments
11. Adjournment

A.B. WON PAT INTERNATIONAL AIRPORT AUTHORITY, GUAM

Board of Directors Regular Board Meeting

3:00 p.m. Friday, September 26, 2014

GIAA Terminal Conference Room #3

SIGN IN SHEET

	PRINT NAME	COMPANY/AGENCY
1.	CHARLES H. ADA II	GIAA
2.	Gerard Bautista	GIAA ATM
3.	VICTOR J. CRUZ	GIAA.
4.	R. Faasuamelue	GIAA MHg
5.	J. ARRIOLA	GCAA
6.	MIKE MAFFO	TRMAT
7.	J. JAVELLANA	GIAA
8.	TRICIA Granillo	AMINS
9.	ANNMARIE MINA	AMINS.
10.	BENNY BAZA	ARFF
11.	D& CEPEDA	ARFF
12.	ED DUENA	OPS-GIAA
13.	FRANK SANTOS	GIAA EPC
14.		
15.		
16.		
17.		
18.		
19.		

GPA sells out $76.4M in revenue bonds

By Louella Losinio
louella@mvguam.com
Variety News Staff

THE Guam Power Authority yesterday successfully sold $76.47 million worth of revenue bonds that will be used to fund energy storage systems, system improvements and the initial phase of GPA's proposed energy conversion plan.

According to Gov. Eddie Calvo, GPA's bond sale was well received by investors who submitted nearly $700 million of orders in less than an hour.

"Investors have once again heard our message and have demonstrated their support for our island by continuing to invest in our community. GPA was able to take advantage of favorable market conditions and low interest rates to secure financing for needed capital improvements," Calvo said in a statement reacting to the bond sale.

Lester Carlson, public finance manager for the Guam Economic Development Authority, said this latest bond sale built off other recent successful sales by GPA in 2010 and 2012 as well as the Guam Waterworks Authority 2013 new money issue and GWA's 2014 bond issue.

He added that representatives from both GPA and GEDA spent the days leading up to the sale marketing GPA and Guam to investors.

"We continue to deliver on Gov. Calvo's promise three years ago to increase transparency and communication with investors. Under the governor's direction, we have prioritized meeting on a regular basis with both rating agencies and investors. This open communication and the governor's commitment to fiscal responsibility have increased investor interest in Guam, resulting in lower interest rates on all Guam credits," Carlson said.



Gov. Eddie Calvo said GPA was able to take advantage of favorable market conditions and low interest rates to secure financing for needed capital improvements. Variety file photo

Significant premium

Due to the strong demand, Carlson said investors were willing to pay a significant premium to purchase the bonds, which enabled GPA to reduce the par amount borrowed by $7.8 million while still receiving $83.6 million in net proceeds.

In addition to the direct investor outreach, the GPA sale also received national media attention from an article published in Bloomberg the week prior to the bond sale. In that article, Bloomberg stated that GPA's bonds are expected to be popular with investors because Guam's economy grew 24 percent in the five years through 2012 in contrast to Puerto Rico and the U.S. Virgin Islands which have faced persistent deficits.

"Compared with the Virgin Islands, we recognize Guam as the stronger of the two credits," Bloomberg quoted a report by UBS Wealth Management analysts led by Thomas McLoughlin.

"Once again, the accomplishments of Guam and GPA have been recognized by the financial media, further evidence of the success we've had over the past several years," said Joaquin Flores, GPA general manager.

He added that GPA was able to take advantage of favorable market conditions and low interest rates to secure financing for needed capital improvements and leverage strong demand for the bonds, resulting in reducing the repayment of the bonds by nearly $1 million.

Refunds out, AG cautions public on theft

By Moneth G. Deposa
moneth@mvguam.com
Variety News Staff

AS THOUSANDS of taxpayers will receive their refund checks soon, Attorney General Leonardo Rapadas cautioned the public to be wary as these refunds may open doors to theft.

GovGuam announced the other day that approximately $10 million in tax refunds will be mailed out today to nearly 5,000 taxpayers.

As the money makes its way into consumers' hands, Rapadas said this may make them susceptible to scam artists and thieves.

He urged island consumers to be proactive and practice safety measures when handling their refunds.

"Thieves may try to take advantage of this situation. Whether you are running your errands, doing some shopping, paying bills, or at the ATM, be aware of your surroundings," he said yesterday in a statement.

He said consumers should also use credit or debit cards with caution. He advised people to check their bank accounts daily and report any suspicious activity to the bank immediately.

"If you suspect theft or fraud, please contact local law authorities and report that as well," he said.

Museum $1.5M over budget

By Jasmine Stole
jasmine@mvguam.com
Variety News Staff

DURING yesterday's Guam Economic Development Authority board meeting, project coordinator Larry Toves told board members that the Guam and Chamorro Educational Facility would cost about $1.5 million more than its original projected cost.

Toves said the issue with the foundation and the piles has been resolved, at a cost of $200,000. However, he said there will be change orders issued in the future which is why the cost for the museum's construction is expected to be over budget by $1.5 million.

The foundation has begun to be poured, he said, but the recent rainy weather has delayed the work.

Toves told board members that contractors are attempting to work as much as they can, given the weather conditions.

Gavin Thomas, part of the design management team, told board members yesterday that the recent earthquake did not have any adverse effect on the museum.

The Honorable
EDDIE B. CALVO
Governor

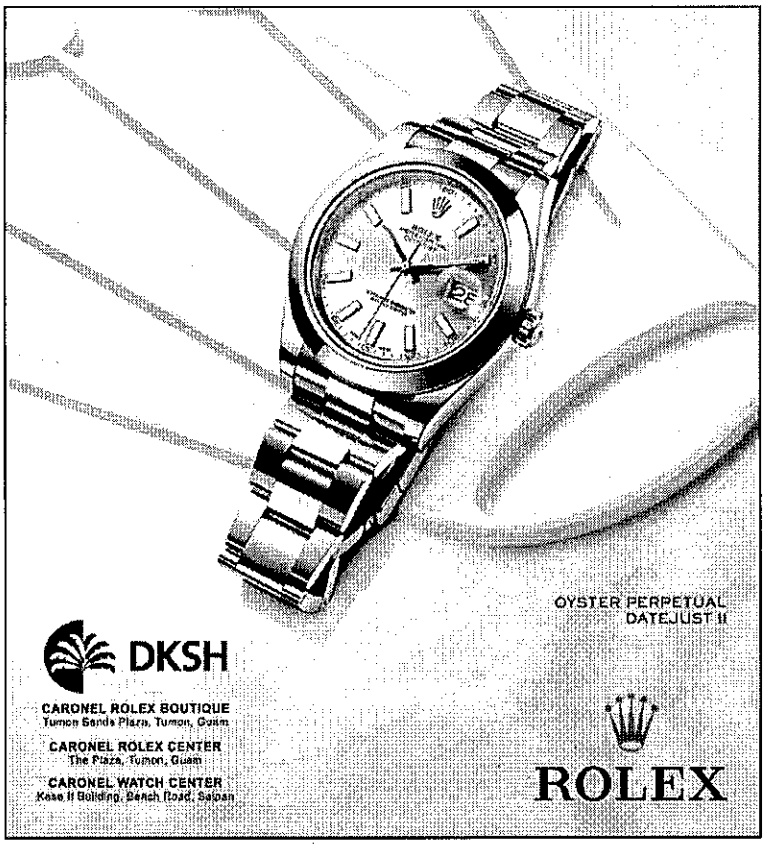
The Honorable
RAY TENORIO
Lt. Governor

A.B. WON PAT

PUBLIC NOTICE

The Board of Directors of the A.B. Won Pat International Airport Authority, Guam (GIAA) will convene its Regular Board meeting on Friday, September 26, 2014 at 3:00 p.m. in Terminal Conference Room No. 3. In addition to regular matters, pursuant to 5 G.C.A. §8111(c)(2), Executive Session will be held to discuss pending litigation to which GIAA is a party. Parking is available in the Public Parking Lot.

For special accommodations or agenda items, please call the Board Office at 642-4717/18.
(This ad paid for by GIAA)



GM expert says 21 deaths eligible for compensation

DETROIT (AP) – The death toll from crashes involving General Motors small cars with faulty ignition switches is at least 21.

Attorney Kenneth Feinberg, who was hired by the company to compensate victims, said Monday in an Internet posting that he received 143 death claims as of Friday, and 21 of those have been deemed eligible for payments.

A spokeswoman said the rest of the claims are under review and not all will be eligible. The death toll rose from a week ago, when Feinberg had determined 19 claims would get payments.

The website also said that Feinberg received 532 injury claims as of Friday. Of those, 16 are eligible for compensation thus far. The others are still being reviewed.

The defective switches can unexpectedly move to the "accessory" or "off" positions, shutting down the engine and knocking out power steering and brakes. With engines shut off, people can lose control of their cars and crash. If that happens, the air bags won't inflate.

GM has admitted knowing about the problem for more than a decade in small cars such as the Chevrolet Cobalt. Yet it didn't begin recalling the 2.6 million small cars until February.

Death toll

For months, the company said at least 13 people died in crashes linked to the faulty switches, but GM acknowledged that the death toll would go higher. Some lawmakers have estimated that it's close to 100.

Feinberg has said GM has not limited the total amount he can pay in compensation. GM has estimated the cost of compensating victims at $400 million, but says it could rise to $600 million.

A Feinberg spokeswoman said Monday that his office is in the process of sending out letters telling people how much money he is offering. Those filing claims can reject Feinberg's offer and seek compensation through lawsuits.

Feinberg won't identify those getting payments, citing confidentiality agreements. GM has not identified the 13 victims.

The Honorable
EDDIE B. CALVO
Governor

The Honorable
RAY TENORIO
Lt. Governor

A.B. WON PAT

PUBLIC NOTICE

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DEPARTMENT OF PUBLIC HEALTH AND SOCIAL SERVICES
GOVERNMENT OF GUAM
123 CHALAN KARETA
MANGILAO, GUAM 96913-6304

REQUEST FOR PROPOSALS
RFP/DPHSS 2014-006

The Department of Public Health and Social Services is soliciting proposals for Clinical laboratory and pathology services for the Northern and Southern Region Community Health Centers.

Copies of the request for proposals will be available beginning September 03, 2014 at the Northern Region Community Health Center, Administration Office, Room 53, 8:00 am to 12:00 pm and 1:00 pm to 5:00 pm. Additionally, the Request for Proposal can also be downloaded from the Department of Public Health and Social Services' website at www.dphss.guam.gov

Deadline for submission of the proposal(s) under this solicitation is on October 06, 2014. For more information, contact Linda Unpingco-DeNorcey, MPH, Health Services Administrator, at 634-7447/638-7544.

JAMES W. GILLAN
Director, Department of Public Health and Social Services

10M new iPhones sold in first 3 days



Eric Huertas, 32, one of the first customers to get a new iPhone 6 Plus, left, shows how it size compares to his original iPhone 5s model, right, for customers awaiting in line at the Apple Store for the launch and sale of the new iPhone models in Pasadena, Calif., on Sept 19. AP

PASADENA, Calif. (Reuters) – Apple Inc. said it sold more than 10 million iPhones in the first weekend after its new models went on sale on Friday, underscoring strong demand for phones with larger displays.

Chief Executive Tim Cook said the company could have sold even more iPhone 6 and iPhone 6 Plus models if supplies had been available.

Analysts had estimated first-weekend sales of up to 10 million iPhones, after Apple booked record pre-orders of 4 million on Sept. 12, the day pre-orders opened.

Apple's shares were little changed at $100.98 in afternoon trading on the Nasdaq on Monday.

The company's first-quarter revenue is likely to be 9 percent higher than Wall Street estimates, based on reported sales and projected demand for the new iPhones, Piper Jaffray & Co. analyst Gene Munster wrote in a note.

Munster said he expected earnings per share to be 12 percent higher than estimates.

"Despite the supply chain constraints around the iPhone 6 Plus and tightness around certain models of the iPhone 6, we believe (Monday's) strong print demonstrates that Apple executed extremely well in the face of severe supply constraints," Cantor Fitzgerald analyst Brian White wrote in a note.

First-day pre-orders for the new phones, which went on sale in 10 countries, far surpassed the 2 million recorded for the iPhone 5 model two years ago.

"While our team managed the manufacturing ramp better than ever before, we could have sold many more iPhones with greater supply and we are working hard to fill orders as quickly as possible," Cook said in a statement.

Sales

Apple sold 9 million iPhone 5S and 5C models last year in 11 countries, including China, in the first weekend they were available.

Sales of the latest models in China, the world's largest smartphone market, have been delayed by regulatory issues.

The new iPhones will be available in 20 more countries on Sept. 26, Apple said.

Investors fret over Yahoo's future as stock dips

SAN FRANCISCO (AP) – Yahoo may be losing some appeal on Wall Street now that U.S. investors can buy directly into Alibaba.

Yahoo's stock fell Monday as investors grappled with uncertainty about CEO Marissa Mayer's efforts to turn around the struggling Silicon Valley company. The sell-off came even though Yahoo reaped more than $9 billion last week from selling some of its stake in Alibaba, as the Chinese e-commerce company held a record-setting initial public offering of stock.

Yahoo has promised to return at least half of the after-tax proceeds to shareholders – likely through stock buybacks.

But some investors aren't waiting, now that they're able to buy Alibaba shares directly, according to Brian Wieser, an Internet stocks analyst at Pivotal Research.

Before the Alibaba IPO, Yahoo was one of the few ways U.S. investors could tap into the growth of e-commerce in the world's most populous country. That was because of Yahoo's large stake in the Chinese company. Yahoo's stock has risen more than 30 percent over the past year, largely on the strength of investor excitement about Alibaba's booming business.

On the second day of public trading for Alibaba, Yahoo shares fell more than 5 percent to close Monday at $38.65.

Airbus, Boeing spar over jet production strategy

ISTANBUL (Reuters) – Airbus and Boeing clashed over jet production on Monday, with the European planemaker questioning the viability of its rival's proposals to hike output and Boeing insisting it will only build the number of jets that its buyers and suppliers can handle.

A debate over the sustainability of record production and burgeoning orders for jetliners dominated an aviation gathering in Istanbul, where a minority of participants expressed fears of a glut while most remained confident about air transport growth.

Despite the economic downturn, aircraft demand has been rising as cash-starved airlines upgrade to new fuel-saving models and emerging markets give rise to a boom in air travel.

Assembly lines for narrow body jets, such as the Airbus A320 and Boeing 737, are running faster than ever and both the world's leading planemakers are studying plans for further increases after switching to new fuel-saving models in mid-decade.

But a senior Airbus executive warned against a "Field of Dreams" strategy of raising output in the hope of spurring more sales and vowed not to chase marginal deals.

"Smooth production is critically important to the manufacturers of aircraft ... but also to those who finance the aircraft," John Leahy told the Istat Europe air finance conference.

"Running production up and chasing after orders and then doubling back down is not necessarily the right way to go," he said, pointing to a chart demonstrating greater historical production volatility at Boeing, which has been around longer.

Airbus says it is considering increasing production of its A320 family from 42 a month now to 46 a month in 2016. It is looking at a future increase to 50 A320 planes a month.

MINUTES OF THE REGULAR MEETING OF THE BOARD OF DIRECTORS OF THE A.B. WON PAT INTERNATIONAL AIRPORT AUTHORITY, GUAM
Thursday, July 31, 2014, 3:00p.m.
GIAA TERMINAL CONFERENCE ROOM #3

1. CALL TO ORDER AND ATTENDANCE

The July 31, 2014 regular meeting of the Board of Directors of the A.B. Won Pat International Airport Authority, Guam ("GIAA" or the "Authority") was called to order by Chairman Untalan at 3:17p.m. at the GIAA Terminal Conference Room #3, 355 Chalan Pasaheru, Tamuning, Guam, 96913.

Directors Present:	**Offices or positions:**
Edward G. Untalan	Chairman
Martin Gerber	
Rosalinda A. Tolan	
Lucy M. Alcorn	
Directors Absent:	
Jesus Q. Torres(Excused)	Vice Chairman
Gurvinder Sobti (Excused)	
GIAA Officials:	
Charles H. Ada II	Executive Manager
Pedro R. Martinez	Deputy Executive Manager
Carlos P. Bordallo	Acting Assistant Comptroller
Frank R. Santos	Business and Financial Consultant
Jean M. Arriola	Air Services Manager
Gerard Bautista	Air Terminal Manager
Robert D. Camacho	Chief of Police
Victor Cruz	Engineer Supervisor
Ed Muna	Airport Operations Superintendent
Joseph G. Javellana	Program Coordinator IV
Franklin Taitano	Procurement Administrator
Janalynn Cruz Damian, Esq.	GIAA Legal Counsel

The Chairman welcomed the presence of Airport tenants, stakeholders, and members of the public who are noted in a sign-in sheet made as an attachment to these minutes.

2. APPROVAL OF AGENDA

The Chairman asked if there were any changes to the agenda. No changes were requested. On motion duly made by Director Alcorn, seconded by Director Tolan, the agenda as presented was unanimously approved.

3. APPROVAL OF MINUTES

A. June 26, 2014 Regular Meeting

The next item on the agenda was approval of the minutes of the June 26, 2014regular meeting.

On motion duly made by Director Alcorn, seconded by Director Tolan, the following resolution was unanimously approved:

Resolution No. 14-46

The Board hereby approves the minutes of the June 26, 2014 regular meeting.

4. CORRESPONDENCE

The next item on the agenda was Correspondence.

The Executive Manager informed the Board that there was no significant Correspondence to report, however announced that Mr. Ron Simpson of the FAA's Hawaii Office and a representative of the Los Angeles Office would be on Guam for a very short visit this upcoming weekend, and will meet with the GIAA Management team.

At this time, Chairman Untalan announced the resignation of Board Secretary, Amanda O'Brien-Rios. The Chairman stated that she has represented the Board very well and kept the Board well informed during her tenure, that she would be greatly missed. The Board and Management presented a certificate of appreciation to Ms. O'Brien-Rios.

5. OLD BUSINESS

The next item on the agenda was Old Business.

A. Status of Capital Improvement Projects

The first matter discussed was the Status of Capital Improvement Projects. Mr. Frank Santos, Business and Financial Consultant, presented three (3) schedules to the Board

for review. The first schedule presented was the UDO (Undistributed Obligations Analysis). Mr. Santos provided updates relative to2010 projects, announcing that the FAA stated that the four (4) projects needed to be closed out before the end of the fiscal year. Mr. Santos announced that the FAA has approved the extension of the noise mitigation project in the amount of $1.3M. He went on to announce that with regard to AIP79, the FAA published the notification of the environmental assessment report for the storm water and sewer design, which is available for review at their regional office and on GIAA's website. The result of the finding was that there was no significant impact; approximately $370,000 will be de-obligated, and returned; it cannot be used for anything other than the purpose of the grant. Mr. Santos provided additional updates on FAA grants.

Reporting on the Capital Improvement Fund, Mr. Santos informed the Board that the balances included are as of July 31, 2014 and went on to provide brief updates to the Board.

The last schedule, the Bond Capital Improvement projects, Mr. Santos informed the Board that a presentation to the Stakeholders was held on the Hold Bag Screening project in late June; the bid for the general construction is expected to be advertised in October 2014. Reporting on the International Arrivals Corridor, Mr. Santos announced that recently a working session was held to discuss the 10% conceptual design effort; in attendance were Management and a number of Board members, with a presentation to the stakeholders occurring two (2) days later. Mr. Santos directed the Board to images relative to the International Arrivals Corridor, and provided insight into the project. Discussion followed relative to the International Arrivals Corridor, with Mr. Santos announcing that more details will be available at the 30% level, expected October 2014; with a single bid, phased approach expected for April 2015. Mr. Santos announced that the budget offered was $53.9M. Chairman Untalan suggested that for Gensler & Associate's next visit in September 2014 that GIAA hold a press release to get the public excited about the new changes expected at the Airport.

Mr. Santos informed the Board of another item Management would like to bring to the Board's attention. The Board approved a lease agreement with Tandum Skydive in March 2012 in the construction of a hanger on the south ramp side. Legal Counsel, Janalynn Damian informed the Board that Management is requesting for the Board to reaffirm the prior approval of the lease agreement. Chairman Untalan inquired on the terms. Mr. Santos announced the terms of agreement, and stated that it is for a twenty (20) year term with two (2) five (5) year options. Discussion followed relative to the finance terms. For clarification, Chairman Untalan informed the Board that due to a recent Bill passed; any lease agreements longer than five (5) years would need prior approval from the Legislature, unless the agreement was entered into before the Bill was passed.

On motion duly made by Director Tolan, seconded by Director Gerber, the following resolution was unanimously approved:

Resolution No. 14-47

The Board hereby reaffirms the prior approval of the lease agreement between GIAA and Tandum Skydive, subject to legal counsel review.

6. NEW BUSINESS

The next item on the agenda was New Business.

A. Approval of Award –IFB No. GIAA-003-FY14, Purchase and Delivery of Crew Cab & King Cab Vehicles

The first matter discussed was the approval of award under the Invitation for Bid for Purchase and Delivery of Crew Cab & King Cab Vehicles, IFB No. GIAA-003-FY14 (the "IFB").The Executive Manager informed the Board that the IFB solicited bids from professional firms for purchase and delivery of crew cab and king cab vehicles to be used for the Properties & Facilities Division. Two (2) firms purchased the bid package, however only one (1) firm submitted a bid proposal before the established deadline. The firm was evaluated and determined to be acceptable. The Executive Manager informed the Board that the total contract award for this bid is $129,560.00, submitted by Atkins Kroll Inc. Funding for this bid is available under the CIP budget. Management recommends that the Board approve the contract award of $129,560.00 to Atkins Kroll Inc., who has been determined to have met the standards of responsibility and responsiveness outlined in the Guam Procurement Regulations.

Mr. Franklin Taitano, the Procurement Administrator announced that the vehicles offered were 2014 Toyota Tacoma, Pre-Runner Sports with crew cab and king cab options; a total of four (4) vehicles. Discussion followed relative to details of the vehicles, with Mr. Taitano announcing that the color of the vehicles would be white.

Chairman Untalan inquired on the fact there was only one company that responded to the bid. Mr. Taitano replied that a number of other companies have existing bids that are being held by other government agencies which he felt was the reason they were deterred from participating.

After further discussion, on motion duly made by Director Gerber, seconded by Director Tolan, the following resolution was unanimously approved:

Resolution No. 14-48

The Board hereby approves the contract award for Purchase and Delivery of Crew Cab & King Cab Vehicles, IFB No. GIAA-003-FY14 to Atkins Kroll Inc. in the amount of $129,560.00.

The Executive Manager announced that Management would like to present Agenda Item C next.

C. Approval of Award – IFB No. GIAA-004-FY14, Purchase and Delivery of Police Package Motorcycles

The second matter discussed was the approval of award under the Invitation for Bid for Purchase and Delivery of Police Package Motorcycles, IFB No. GIAA-004-FY14 (the "Police Motorcycles IFB"). The Executive Manager informed the Board that the Police Motorcycles IFB solicited bids from professional firms for purchase and delivery of police package motorcycles to be used for Airport Police Division. Two (2) firms purchased the bid package, however only one (1) firm submitted a bid proposal before the established deadline. The firm was evaluated and determined to be acceptable. The Executive Manager informed the Board that the total contract award for this bid is $101,460.00, submitted by Cycles Plus. Funding for this bid is available under the CIP budget. Management recommends that the Board approve the contract award of $101,460.00, to Cycles Plus, who has been determined to have met the standards of responsibility and responsiveness outlined in the Guam Procurement Regulations.

Discussion followed relative to the details of the Police Motorcycles IFB and the current motorcycle inventory.

After further discussion, on motion duly made by Director Alcorn, seconded by Director Tolan, the following resolution was unanimously approved:

Resolution No. 14-49

The Board hereby approves the contract award for Purchase and Delivery of Police Package Motorcycles, IFB No. GIAA-004-FY14 to Cycles Plus in the amount of $101,460.00.

B. Approval of Award – RFP No. GIAA-007-FY14, Insurance Consulting Services

The third matter discussed was the approval of award under the Request for Proposals for Insurance Consulting Services, RFP No. GIAA-007-FY14 (the "RFP"). The Executive Manager informed the Board that the RFP solicited proposals from professional insurance firms to assist GIAA in managing its Insurance Programs. As required under the Airport Bond Indenture, the Authority is required to engage an insurance consultant

to review the Authority's self-insurance program. The contract term is for a year to year basis, not to exceed a total term of five (5) years. A total of five (5) firms showed their interest by obtaining the RFP package; however, four (4) firms responded by submitting their proposals before the established deadline. After receipt of all proposals, an Evaluation Committee was established to perform an independent evaluation of the proposals to determine the best qualified proposer. The proposals were evaluated based on the point system assigned for each criteria identified in the RFP package. As a result of the evaluation committee's tabulation, the selected firms in order of their ranking are as follows:

1. Proposer A
2. Proposer D
3. Proposer B
4. Proposer C

Management recommends the approval of the ranking results and the contract award to Proposer A, as the highest ranked proposer, subject to negotiations of fair and reasonable fees. In the event that the negotiations prove unsuccessful, GIAA Management will enter into negotiations with the next highest ranked proposer.

Director Alcorn inquired on the evaluation committee. The Executive Manager announced the members of the evaluation committee. Discussion followed relative to the firms.

The Chairman inquired on the contract amount. The Executive Manager responded $48,000.

After further discussion, on motion duly made by Director Gerber, seconded by Director Alcorn, the following resolution was unanimously approved:

Resolution No. 14-50

The Board hereby approves the ranking results and contract award to Proposer A for Insurance Consulting Services, RFP No. GIAA-007-FY14, subject to negotiation of fair and reasonable fees, and legal counsel review. If negotiations prove unsuccessful, GIAA Management will enter into negotiations with the next highest ranked proposer.

The Executive Manager announced to the Board that Proposer 'A' is Iris Ltd.

7. REPORT OF EXECUTIVE MANAGER

The next item on the agenda was the report of the Executive Manager.

The Executive Manager reported on various matters concerning airline and charter operations to include United Airlines announcing on July 26, 2014 the termination of three (3) Japan routes, effective December 14, 2014

1. Guam – Hiroshima, effective December 19, 2014, weekly seat capacity of 266 passengers
2. Guam – Okayama, effective December 20, 2014, weekly seat capacity of 266 passengers
3. Guam – Niigata, effective December 14, 2014, weekly seat capacity of 266 passengers

United also announced decreased frequency on the Guam – Sapporo route from four (4) times weekly to two (2) times weekly, and cancellation of a fourth daily flight planned to be implemented in February 2015.

Reporting on Customer Service, the Executive Manager informed the Board that in preparation for various customer service initiatives, and to use technology to inform passengers and the public to have greater and quicker access to airport information, the Airport is in its final phases to roll out the following services:

1. Wireless access in the concourse areas
2. Guam Airport mobile application for smart phones and iPads
3. Refreshed Website with streamlined look
4. Refreshed Airport logo for contemporary uses as icons on different promotional and identity platforms

All programs are at the 90% completion stage, with equipment installation being the final piece to finally make these programs active and announced to the public within the next 30 days. The Executive Manager directed the Board to an attachment on the Executive Manager's Report containing a refreshed Airport logo design. The Chairman inquired if the design required approval from the Board. The Executive Manager replied that he did not believe so, as the existing Airport logo was not previously approved.

Director Tolan inquired on who designed the logo. The Executive Manager replied that the design was completed by Big Fish Creative. Discussion followed relative to the design, with Ms. Jean Arriola informing the Board that the old design would be phased out slowly. Ms. Elfrie Koshiba, of GIAA's Marketing Division informed the Board that the new design will firstly be used for electronic devices and apps.

Director Tolan requested for an update relative to Cebu Pacific. The Executive Manager announced that TSA had informed Management of a meeting with the Airline during the upcoming week, and provided the Board with a brief update.

Director Gerber inquired on Charter flight numbers. Chairman Untalan added by requesting from Management a spreadsheet of sorts containing information on the charter flights. The Executive Manager replied that he would have that put together.

The Executive Manager announced that GIAA's Fiscal Year 2015 Financial Budget has been compiled with all divisions' input. An overview of the Preliminary Budget was presented to Signatory Airlines at a meeting held on Tuesday, July 29, 2014.

Relative to Procurement, the Executive Manager announced that the submission for the Boom Lift and Trailer IFB is August 5, 2014; and the submission deadline for the Insurance Broker Services RFP is August 8, 2014. Brief discussion followed relative to the Boom Lift.

Lotte Duty Free celebrated its one (1) year in operation at the Airport, with a ribbon cutting of its upgraded facilities on July 23, 2014. Improvements and enhancements in the retail core, the food court, restrooms and new construction of a family room and a world class aquarium represents $20M in upgrades invested in the Guam Airport. The opening was covered by the prestigious Moodie's Report - a Travel Retail and Duty Free Business Intelligence publication.

The A.B. Won Pat International Airport Authority, Guam and its airlines and tenants took a first look at options to constructing the International Arrivals Corridor in the Main Terminal at a stakeholder meeting held July 17, 2014. Design concepts were presented by the Airport's design firm, Gensler and Associates.

At this time the Executive Manager announced that even though GIAA did not place in the float competition at the recent Liberation Day Parade, he commended both the ARFF and Police Division's for a job well done. The Executive Manager also announced the upcoming Governor's MagPro awards to be held in August 2014.

Going back to the Airport's logo, the Board offered suggestions for the design.

8. REPORT OF THE COMPTROLLER

The next item on the agenda was the report of the Comptroller.

Mr. Carlos Bordallo, Comptroller, provided a report to the Board on the revenues and expenses of the Authority as of June 30, 2014. Mr. Bordallo reported that year-to-date Total Signatory Revenues are above budgeted revenues by 0.6%, year-to-date Total Concession Revenues and Passenger Facility Charges are above budget estimates by 1.4% and 0.5%, respectively. Further, year-to-date Total Other Revenues, inclusive of non-signatory and non-airline revenues, are above the budget estimate by 6.1%. Year-

to-date Total Operating Revenues Actual of $50.2M is 2.1% above the budget estimate of $49.2M. Year-to-date Total Operating Expenses are below budget by -10.3%. The actual year-to-date Net Revenues from Operations of $22.8M reflects an increase of 22.1% over the year-to-date budgeted amount of $18.7M. The Authority's year-to-date results for Debt Service Coverage is at 1.55 versus the requirement of 1.25.

Discussion followed relative to the amount of GIAA's cash on hand.

9. EXECUTIVE SESSION

On motion duly made by Director Tolan, seconded by Director Alcorn, at 4:35 p.m. the Board recessed regular session.

Upon written recommendation of counsel, the Board convened executive session at 4:40 p.m. to discuss pending litigation. Executive Session adjourned at 4:49 p.m., at which time the Board reconvened the regular session.

10. PUBLIC COMMENTS

The next item on the agenda was Public Comments. Chairman Untalan called upon any public member wishing to make comments. There were none.

At this time Director Tolan requested for an update relative to the Signage Policy which was approved by the Board at the April 2014 regular meeting. The Executive Manager provided a brief update, stating that with the technology upgrades being launched within the next 30 days, it would be wise to launch the announcement for signage at the same time.

11. ADJOURNMENT

There being no further business to address before the Board, on motion duly made by Director Tolan, seconded by Director Alcorn, at 4:51p.m., the meeting was adjourned.

Dated this _____, day of _____, 2014.

Attest:

Edward G. Untalan	Gurvinder Sobti
Chairman	Secretary

Prepared and Submitted By:

Amanda O'Brien-Rios
Corresponding Secretary

MINUTES OF THE REGULAR MEETING OF THE BOARD OF DIRECTORS OF THE A.B. WON PAT INTERNATIONAL AIRPORT AUTHORITY, GUAM
Thursday, August 28, 2014, 3:00p.m.
GIAA TERMINAL CONFERENCE ROOM #3

1. CALL TO ORDER AND ATTENDANCE

The August 28, 2014regular meeting of the Board of Directors of the A.B. Won Pat International Airport Authority, Guam ("GIAA" or the "Authority") was called to order by Chairman Untalan at 3:14p.m. at the GIAA Terminal Conference Room #3, 355 Chalan Pasaheru, Tamuning, Guam, 96913.

Directors Present:	**Offices or positions:**
Edward G. Untalan	Chairman
Martin Gerber	
Gurvinder Sobti	
Lucy M. Alcorn	
Directors Absent:	
Jesus Q. Torres (unexcused)	Vice Chairman
Rosalinda A. Tolan (Excused)	
GIAA Officials:	
Charles H. Ada II	Executive Manager
Peter Roy Martinez	Deputy Executive Manager
Carlos P. Bordallo	Acting Assistant Comptroller
Frank R. Santos	Business and Financial Consultant
Jean M. Arriola	Air Services Manager
Gerard Bautista	Air Terminal Manager
Benny A. Baza	Chief of ARFF
Victor Cruz	Engineer Supervisor
Ed Muna	Airport Operations Superintendent
Joseph G. Javellana	Program Coordinator IV
Franklin P. Taitano	Procurement Administrator
Janalynn Cruz Damian, Esq.	GIAA Legal Counsel

The Chairman welcomed the presence of Airport tenants, stakeholders, and members of the public who are noted in a sign-in sheet made as an attachment to these minutes.

2. APPROVAL OF AGENDA

The Chairman asked if there were any changes to the agenda. Chairman Untalan then commented that the July 31, 2014 Regular Board Meeting minutes would be tabled. Chairman Untalan then moved New Business Item (A.)Approval of Proposed GIAA Fiscal Year 2015 Budget, to the last of the New Business Items to be addressed. On motion duly made by Director Gerber, seconded by Director Alcorn, the agenda as amended, was unanimously approved.

3. APPROVAL OF MINUTES

A. July 31, 2014 Regular Meeting

The next item on the agenda was approval of the minutes of the July 31, 2014regular meeting.

On motion duly made by Chairman Untalan, the minutes of were tabled.

4. CORRESPONDENCE

The next item on the agenda was Correspondence.

Executive Manager Charles Ada stated that there was no significant correspondence to report. The EM then called to attention that on this exact date, one year ago, GIAA was successful in its Municipal Bond Sale.

5. OLD BUSINESS

The next item on the agenda was Old Business.

A. Status of Capital Improvement Projects

The first matter discussed was the Status of Capital Improvement Projects. Mr. Frank Santos, Business and Financial Consultant, presented three (3) schedules to the Board for review. The first schedule presented was the Undistributed Obligations Analysis (UDO). The only significant update was in regards to the 2010 projects, given a four-year performance period. Of the four (4) Outstanding Grants, the Authority has three (3) to close out and with funds to be de-obligated, and one (1) that is completely closed out.

The first project mentioned was the AIP73 Rehabilitative Runway 6L/24R -Phase 1 (Design only) with $45,738 in funds to be de-obligated. The second project was AIP75 Noise Mitigation Measures, with a balance of $1.1 million to be de-obligated. However,

in discussion with the FAA, the Authority will continue working using those monies to use towards additional homes covered under the current project, provided that a majority of reimbursements would occur around June of 2015. Mr. Santos pointed out that in this case, though the Authority is de-obligating this amount, they are not losing the opportunity to soundproof as many homes as possible under the current criteria.

Chairman inquired as to whether former navy/military homes were eligible under this grant, with Mr. Santos answering that they were not. He did mention, however, that beginning October 1, 2015, a new program with new criteria would begin. Director Sobti inquired as to approximately how many homes would be covered under this project, with Mr. Santos answering that there would be fifteen (15) homes covered.

The third project mentioned was AIP76 Approve Airport Utility Infrastructure (Sewer and Storm Water Drainage) - Phase 1 (Design Only), as of July 31, 2014 there was $545,586 which has since been zeroed out and is now closed out.

The final project was AIP79 Conduct Environmental Assessment for Sewer and Storm Water Drainage. Grant amount was for $700,000, little more than half of which ($355,000) is being de-obligated. The Environmental Assessment has already been published in the newspaper and is also available on GIAA's website.

Chairman inquired as to who authors the grants to which Mr. Santos responded that it was a team effort. Upcoming grant applications to be submitted this year were identified as: 1. The new ARFF facility 2. Revisions to the Air Cargo Apron 3.Second ARFF Vehicle along with a Rapid Intervention Vehicle (RIV).

The ARFF facility project is estimated to cost $11.6 million with $10.4 coming from Federal Grants. Chairman inquired as to whether those funds were already acquired to which Mr. Santos replied that they are not, but plans are in order to apply for those Federal Grants, but the Authority has Bond proceeds, and the same goes for the Cargo Apron Relocation.

The top two Bond Priority Projects presented were In-Line Baggage Handling System and Arrivals Corridor. The expected presentation date of the new Arrivals Corridor is October 8-10, 2014 at GIAA, which will include a cost assessment. Members of the Board inquired as to the typical cost of an assessment, to which Mr. Santos replied that it was a fixed fee of $5 million. Once a cost estimate is obtained, focus on other projects may resume. This project is expected to bid out in April of 2015.

6. NEW BUSINESS

The next item on the agenda was New Business.

A. Approval of Award - IFB No. GIAA-005-FY14,Purchase and Delivery of Boom Lift and Trailer

The first matter discussed was the approval of award under the Invitation for Bid Purchase and Delivery of Boom Lift and Trailer No. GIAA-005-FY14 (the "IFB"). The Executive Manager mentioned that this was budgeted in FY2013, but was deferred by the Board, but because of the current state of the fleet instructions were given to move forward with this project. The proposed boom lift and trailer are to be used by Properties & Facilities Division for repair and maintenance of parking and ramp lights, security cameras, and the terminal building. Four (4) firms purchased the bid package and only one (1) firm submitted a bid proposal before the submission deadline. The firm was evaluated and determined to be acceptable. As required by the Guam Procurement Regulations, the bid was publicly opened and read aloud in the presence of the bidder. The submitted bid was presented as follows: Morrico Equipment LLC, Item (1) Boom Lift in the amount of $188,890.00 and Item (2) Trailer in the amount of $13,495.00. The total contract award for this bid is $202,385.00, funding for which is available under the Capital Improvement Project "CIP" budget. Upon approval of award, the contract will be processed through issuance of a Purchase Order in conformance with the Guam Procurement Regulations. The Chairman inquired as to why only one firm submitted its bid, and was informed that the other interested parties were unable to commit on the delivery, with one company submitting in writing, their intentions to withdraw (their bid). Mr. Franklin P. Taitano, Procurement Administrator, informed the Board that the timing of the year was a factor. Director Sobti inquired as to how a fair comparison of cost could be made with only one company's bid, and Mr. Taitano reported that the cost from the previous Boom Lift purchase from previous years was slightly less than the current purchase price.

After further discussion, on motion duly made by Director Alcorn, seconded by Director Sobti, the following resolution was unanimously approved:

Resolution No. 14-51

The Board hereby approves award of the contract of Purchase and Delivery of Boom Lift and Trailer, IFB No. GIAA-005-FY14, to Morrico Equipment LLC for $188,890.00 for the Boom Lift and $13,495.00 for the Trailer, for a total contract amount of $202,385.00, subject to review by legal counsel.

B. Approval of Award - RFP No. GIAA-008-FY14 - Insurance Brokerage Services

The second matter discussed was the approval of award under the Request for Proposal for Insurance Brokerage Services, RFP No. GIAA-008-FY14.The Executive Manager

informed the Board that the referenced RFP was to solicit proposals from professional insurance brokerage services firms to assist GIAA in management and placement of its insurance coverage. The contract term is for a year to year basis, not to exceed a total term of five (5) years. A total of six (6) firms showed their interest by obtaining the RFP package; however, three (3) firms responded by submitting their proposals before the established deadline. After receipt of all proposals, an Evaluation Committee was established to perform an independent evaluation of the proposals to determine the best qualified proposer. The proposals were evaluated based on the point system assigned for each criteria identified in the RFP package. As a result of the evaluation committee's tabulation, the selected firms in the order of their ranking are as follows:

1. Proposer C
2. Proposer A
3. Proposer B

Management recommends the approval of the ranking results and the contract award to Proposer C, as the highest ranked proposer, subject to negotiations of fair and reasonable fees. In the event that negotiations prove unsuccessful, GIAA Management will enter negotiations with the next highest ranked proposer. Chairman Untalan suggested that in the following years, that the process of attaining insurance brokerage services start in June rather than August, given that the policy expires September 30, to give GIAA adequate time to process all aspects to ensure the best outcome.His suggestion was noted by the Executive Manager.

After further discussion, on motion duly made by Director Alcorn, seconded by Director Sobti, the following resolution was unanimously approved:

Resolution No. 14-52

The Board hereby approves the ranking results and contract award to Proposer C for Insurance Brokerage Services, RFP No. GIAA-118-FY14, subject to negotiation of fair and reasonable fees, and legal counsel review. If negotiations prove unsuccessful, Management can enter into negotiations with next highest ranked proposer.

The Executive Manager announced to the Board that Proposer "C" is AM Insurance, who is the GIAA incumbent provider.

C. Approval of Proposed GIAA Fiscal Year 2015 Budget

The third matter discussed was the approval of the proposed GIAA Fiscal Year 2015 Budget as presented by Comptroller Carlos P. Bordallo. Mr. Bordallo reported on two meetings with Signatory Airlines, the first meeting which took place July 29, where the initial proposed Cost Per Enplaned Passengers payment of $16.80was presented to

Signatory Airlines. GIAA was asked to revisit and look at areas to possibly bring cost down. The second meeting between GIAA and Signatory Airlines took place August 12, where the cost was presented at $15.80, which was still a 1.2% increase from existing FY 2014 Cost Per Enplaned Passenger at $15.61. Mr. Bordallo reported that Signatory Airlines was receptive to and thankful for the adjusted Cost Per Enplaned Passenger (CP).

Operation and maintenance expenses and assumptions: 5.6% increase projected in enplanements for FY2015; in actual estimate retirement contribution rates going down to 29.67 next year. The rate is set by statute every year, which is part of the budget process. GIAA contractual services are going to increase by $456,000. GIAA will continue to fund projects essential to airport primary functions, overall 2.59% increase in total airport revenue over the actual estimate. Allocation of aeronautical revenues is at 38% with non-aeronautical at 51%. Mr. Bordallo pointed out the higher the non-aeronautical, the less impact to the cost of the airlines. is going to contribute another $250,000 to the Risk and Loss Management Fund, which is currently at $5.1 million. Amortization reduced by 50%. In the first meeting, Mr. Bordallo fully amortized all outstanding projects and this was one of the areas he was asked to look at. Mr. Bordallo and Mr. Frank Santos, Expansion Consultant, discussed and agreed at 50% reduction in amortization, which will be recovered in the oncoming years. GIAA will continue to reassess and pursue revenue streams that promote air service and development which may include incentives and exploration of the markets, initiating those projects federally funded or essential to the airport's primary functions. Mr. Bordallo noted that within the Signatory agreement, there is a clause which allows GIAA to adjust the landing fee in the event that GIAA revenues fall short. Finally, Mr. Bordallo reported that GIAA is going to deposit all of its CIF (Capital Improvement Fund) monies, and all available monies at the end of the year into the CIF account, which has been GIAA common practice since 2008.

Allocation of revenue: broken down between Signatory Airlines, revenues from other sources other than Signatory, passenger facility service charge, and Federal reimbursement for operating grants. Mr. Bordallo reported that there was an increase in Signatory Airlines rents and fees primarily attributable to the increase in number of enplanements that is projected for next year. Aeronautical and non aeronautical, and other revenue: special retail concession part of the major improvement of the non-aeronautical side. Signatory Airline rents and fees: Cost per enplanement: debt service coverage is at 1.31, for 2014 GIAA was projecting a 1.4 at the time the budget was prepared, with potential to improve to over 1.5 at the end of the year. Mr. Bordallo noted that a large increase was in Personal Services with the primary reason being the fifteen (15) ARFF employees GIAA acquired last year. Mr. Bordallo also noted that retirement is not part of the increase in the budget. Mr. Chairman inquired as to how many GIAA employees were included in the budget, with Mr. Bordallo responding that there were two hundred and forty-four (244). Currently, there are approximately 32

vacancies primarily in the Properties and Facilities (P&F) section, according to Mr. Bordallo's notes. Mr. Chairman suggested this year's focus be on development of non-aeronautical departments to stimulate revenues in that area which will in turn drive down enplaned passenger cost.

Mr. Chairman commented on the challenges Mr. Santos will be facing in terms of grants for the upcoming Fiscal Year. Mr. Chairman inquired as to whether GIAA will see an increase or decrease at the end of FY2014, with Mr. Santos responding that there will be a decrease, based on current information regarding works in progress. Calculation of rates and fees, FY2014 under Capital Improvement Funds and other available funding sub account and Capital Improvement Sub Account, there will $3.3 million available at the end of the year. Mr. Santos noted that normally, that amount would be fifty percent (50%) less, but as indicated in the assumptions as well as in the negotiations with the airlines, GIAA is keeping one hundred percent (100%). With a total of eight (8) Capital Improvement Projects, a total budget of approximately $19.7 million, of which $16.6 million is being targeted for Federal grants. Mr. Chairman inquired as to how much revenue was generated by GIAA and Mr. Santos responded with approximately $4.4 million. Mr. Chairman then brought to attention the intent of GIAA to focus on boosting non-aeronautical sources of revenue to therefore become less reliant on Federal grants. Mr. Chairman then posed the assumption that if all projected plans and projects were completed as predicted, that at the end of FY2015, GIAA would see an increase in assets, which was affirmed by Mr. Santos. Mr. Chairman then inquired as to when the audit would begin, and Mr. Bordallo responded that GIAA has already started the process and is currently working with the auditors to have the report ready no later than January 31, 2015.

On motion duly made by Director Gerber to approve Proposed GIAA Fiscal Year 2015 Budget, seconded by Director Alcorn, the budget was unanimously passed.

7. REPORT OF EXECUTIVE MANAGER

The next item on the agenda was the report of the Executive Manager.

The Executive Manager reported on matters concerning various airlines, starting with Cebu Pacific. GIAA management met with Cebu Pacific officials August 7, 2014. Starting December 2014, Cebu Pacific will utilize an A320 Aircraft with a seat capacity of 180, operated 4x weekly. This operation will add 2880 seats to the monthly inventory of the Manila market. China Airlines will operate eight(8) charter flights in the month of September 2014, utilizing an A330-300 aircraft, totaling in 2384 potential passengers. United Airlines will be adding two routes from Guam; the Seoul route will be operated daily, utilizing B737-800 aircraft with a seat capacity of 155, which will create 4650 passenger seats monthly and 55800 annually. The other route, which is Shanghai Pu

Dong, will operate twice (2x) weekly, serviced by a B737-800 aircraft, providing 1240 seats monthly and 14880 annually. This route is the first regularly scheduled direct flight from China to Guam. Beginning October 26, 2014, Philippine Airlines will increase their Manila-Guam operations from five (5) to seven (7) flights weekly, utilizing an Airbus 320, which increases seat capacity by 300 weekly, increasing annual seats available from 39,000 to 54,600. Lastly, Star Marianas has submitted a Letter of Intent to operate regular commercial and on-demand services to Saipan, Rota, and Guam. GIAA and Star Marianas met to discuss ideas and acquire information on regulatory, operational, and technical requirements to operate on Guam.

Tenant issues was the second matter addressed, mainly focused on the decline in tour bus facility charges. This decline is due to a new breed of tourists, whom prefer and/or expect personalized shuttle services directly to their hotel. Key operators PMT, RNC, and HIS have taken initiative to address and accommodate these passengers. Miki Taxi and Independent Taxi Operators have been engaged to provide personalized transportation. Airport management and staff are in discussions with current ground transportation operators to find a win-win solution wherein customers are provided with quality service without jeopardizing the Airport's revenue system.

Deputy Executive Manager Peter Roy Martinez and Air Terminal Manager Gerard Bautista attended the FAA's Western-Pacific Regional Director's Workshop in Los Angeles where they met with new FAA Pacific Regional Administrator Glen Martin. Key topics of discussion were Essential Air Services, with Guam and American Samoa as examples of main islands whose connectivity to outer islands is dependent on a sole provider.

The FAA issues a Notice of Finding of No Significant Impact (FONSI) on the proposed Guam Airport Storm Water and Wastewater System Improvement Project.

As of August 12, 2014, all discrepancies noted in FAA's inspection of GIAA facilities has been fully addressed, with GIAA submitting a letter of correction which was accepted by the FAA.

Lastly, the Executive Manager brought to attention the TSA Official Site Visit by John S. Pistole which took place August 29, 2014. Mr. Pistole is an Administrator of the Transportation Security Administration whose visit was to discuss Guam based regulatory, operational and technical issues as well as inspect TSA facilities and operations on island.

The twentieth (20th) World Route Development Forum will be taking place in Chicago, IL at the McCormick Place on September 20-23, 2014. Airport as well as GVB will be

attending to continue joint efforts to explore potential and/or secure new service and routes.

Regarding procurement, an Invitation for Bid (IFB) for Purchase and Delivery Police Pursuit K-9 Vehicle was announced September 1, 2014, with Pre-Bid September 2, 2014 at 10 a.m., and a submission deadline September 9, 2014 at 4 p.m.

The A.B. Won Pat International Airport Authority, Guam presented its Noise Compatibility Program (NCP) at a public meeting held August 26, 2014 at 6 p.m. and was published in both the Pacific Daily News and Marianas Variety for community awareness.

8. REPORT OF THE COMPTROLLER

The next item on the agenda was the report of the Comptroller.

Mr. Carlos Bordallo, Comptroller, provided a report to the Board on the revenues and expenses of the Authority as of July 31, 2014. Signatory revenues were reported to be slightly below budgeted revenues by 0.02%. Year-to-date (YTD) Total Concession Revenues were above estimates by 1.3% and Passenger Facility Charges are below 5%. YTD Total Other Revenues inclusive of non-signatory and non-airlines revenues are above budget estimates by 4.4%. YTD Total Operating Revenues Actual of $55.5 million is 1.3% above budget estimate of $54.8 million. Operating expenses are down by 8.8% from budget including a 3.8% decrease in Personnel Services, 10.3% decrease from Contractual Services, a 32.4% decrease in Materials and Supplies and a 100% decrease in Equipment and Furnishings. YTD net revenues from Operations is $24.9 million to expect an increase of 17.4% over the YTD budgeted amount of $21.2 million. The Authority's Debt Service Coverage ratio is at 1.53 versus the 1.25 required.

Chairman Untalan then inquired if the estimated amount YTD Operating Expenses would be approximately 7.5% below budget, to which Mr. Bordallo affirmed. Chairman commented on the amount of Cash On Hand (approx $320,000) that the Authority has and how it was relative to the positive rating of the Authority.

The Chairman then congratulated the Management Team on the current condition of the Authority due to their extreme competence.

9. EXECUTIVE SESSION

There was no Executive Session held.

10. PUBLIC COMMENTS

The next item on the agenda was Public Comments. Chairman Untalan called upon any public member wishing to make comments. There were none.

11. ADJOURNMENT

There being no further business to address before the Board, on motion duly made by Director Alcorn, seconded by Director Sobti, at 4:26p.m., the meeting was adjourned.

Dated this _____, day of _____, 2014.

Attest:

Edward G. Untalan Chairman	Gurvinder Sobti Secretary

Prepared and Submitted By:

Maria DeVille Sablan
Corresponding Secretary

GIAA Program Status and UDO Analysis on Open AIP Grants

FY	Loc ID	Description	Grant #	Grant Amount	Balance as of 8/28/14	UDO	Balance as of 9/26/14	UDO	Comments
2011	GUM	Extend Runway 6L/24R - Phase 9	3-66-0001-80	$1,975,678	$0	0%	$0	0%	Closed Out
2011	GUM	Miscellaneous Airport Improvements - Phase 3	3-66-0001-81	$2,304,801	$1,664,764	72%	$1,664,764	72%	
2011	GUM	Miscellaneous Airport Improvements - Phase 4	3-66-0001-82	$1,400,000	$790,507	56%	$790,507	56%	
			Sub Total:	**$5,680,479**	**$2,455,271**	**43%**	**$2,455,271**	**43%**	
2012	GUM	Extend Runway 6L/24R - Phase 10	3-66-0001-83	$2,000,000	$0	0%	$0	0%	Closed Out
2012	GUM	Rehabilitate Runway 6L/24R - Phase 2	3-66-0001-84	$5,441,024	$1,402,830	26%	$797,029	15%	
			Sub Total:	**$7,441,024**	**$1,402,830**	**19%**	**$797,029**	**11%**	
2013	GUM	Extend Runway 06L/24R - Phase XI	3-66-0001-85	$2,005,605	$0	0%	$0	0%	Closed Out
2013	GUM	Rehabilitate Runway 06/24R - Phase 3	3-66-0001-86	$1,876,981	$1,324,342	71%	$961,564	51%	
2013	GUM	Acquire one (1) 3,000-gallon Aircraft Rescue & Fire Fighting (ARFF) Vehicle	3-66-0001-87	$1,017,000	$1,006,305	99%	$736,271	72%	
2013	GUM	Update Airport Master Plan Study	3-66-0001-88	$500,000	$124,283	25%	$112,615	23%	
			Sub Total:	**$5,399,586**	**$2,454,930**	**45%**	**$1,810,450**	**34%**	
2014	GUM	Rehabilitate Runway 06L/24R - Phase IV	3-66-0001-89	$2,950,939	$2,950,939	100%	$2,891,884	98%	
2014	GUM	Install Instrument Landing System (ILS) Runway 06L - Phase III	3-66-0001-90	$1,556,987	$307,013	20%	$307,013	20%	
			Sub Total:	**$4,507,926**	**$3,257,952**	**72%**	**$3,198,897**	**100%**	
			GRAND TOTAL:	**$23,029,015**	**$9,570,983**	**42%**	**$8,261,647**	**36%**	

UDO 9-26-14

A.B. WON PAT INTERNATIONAL AIRPORT AUTHORITY, GUAM

SERIES 2013 BOND CAPITAL IMPROVEMENT PROJECTS

	Project Title	Total Project Cost	Federal Grants	Bond Proceeds	Balance as of 9/26/14	Purpose / Comments	Status
				PRIORITY 1			
1	International Arrivals Corridor with Building Seismic Upgrades	$53,900,000	$13,200,000	$38,815,694	52,015,694.20	Permanent solution to TSA mandate. 3rd level corridor for arrivals only with vertical circulation from gate groups. Must include seismic upgrades.	Design presentation for 30% on October 8th.
2	Hold Bag Screening Relocation	$26,069,263	$24,899,330	$487,433	25,386,762.83	In-line bag screening with BHS. Check in capacity restored. Reduced costs for TSA and airlines.	General Construction Bid advertised 9/24/14.
3	SSCP Improvements	$3,100,000		$3,100,000	3,100,000.00	Increase security screening lanes and expand queuing area.	IDIQ Agreement
4	FIDS Replacement	$5,000,000		$4,690,836	4,690,835.63	Replace obsolete and non-reliable system with multimedia multipurpose software/hardware.	Prioritized upgrades in progress.
5	Integrated PLB Replacement	$8,200,000	$2,000,000	$3,365,392	5,365,391.75	Replace 1 loading bridge and 34 power and pre-conditioned air point of use units. Other budget for refurbishment.	34 power and preconditioned air units - installation complete. Replacement loading bridge for Gate 21 pending.
6	Common Use Check-In Facilities	$2,800,000		$2,800,000	2,800,000.00	Single airline check-in program with counter modifications and expanded use of kiosks. Avoids expanded building footprint.	Common use study for airline review and comment.
7	Fuel System Improvements	$1,000,000		$878,007	878,006.81	Improve fire suppression system and connections.	Improvements being handled through fuel system operator.
8	Parking Expansion	$7,400,000		$6,998,918	6,998,917.89	Single level parking deck over commercial vehicle area to replace capacity loss from expanded access road. Improves passenger service.	IDIQ Agreement
9	Interisland Passenger Facility	$3,000,000		$3,000,000	3,000,000.00	Separate processing facility for domestic interisland operations. No CBP and minimal TSA inspections.	Planning session with CBP, TSA and Guam Customs followed by prospective users.
10	ARFF Facility Replacement	$11,600,000	$10,440,000	$737,528	11,177,527.62	Replace aged Navy structure with code compliant facility meeting FAA standards.	Preliminary engineering completed. Grant application to the FAA being prepared.
11	Cargo Apron Relocation	$7,700,000	$6,930,000	$608,013	$7,538,012.60	New cargo only apron adjacent to integrated air cargo facility. Hydrant fuel capability.	Preliminary engineering study and FAA grant application being updated.
12	Replace Terminal Seating	$3,500,000		$3,500,000	$3,500,000.00	Replace dilapidated seating and expand additional seating to other terminal areas.	IDIQ Agreement
	SUB TOTALS	$133,269,263	$57,469,330	$68,981,819	$126,451,149		

9/25/2014

A.B. WON PAT INTERNATIONAL AIRPORT AUTHORITY, GUAM

SERIES 2013 BOND CAPITAL IMPROVEMENT PROJECTS

	Project Title	Total Project Cost	Federal Grants	Bond Proceeds	Balance as of 9/26/14	Purpose / Comments	Status
				PRIORITY 2			
13	Access Control and Security Improvements	$4,000,000		$3,989,014	3,989,013.74	Replace security access control system with biometric system. Facility modifications as security solutions.	IDIQ Agreement
14	Terminal Flooring Replacement	$2,700,000		$2,700,000	2,700,000.00	Replace deteriorating tile surface with durable non-skid material with longer life cycle.	IDIQ Agreement
15	Upgrade Airport IT and FMS	$2,000,000		$1,657,403.56	1,657,403.56	Upgrade financial management system, add facility management GIS and improve infrastructure.	Partial upgrades completed
16	Route 10A Landscape Component	$1,700,000		$1,700,000	1,700,000.00	Incorporate landscaping mediums consistent with DPW project to expand the Route 10A access roadways.	IDIQ Agreement
17	Enclose Arrival Tunnels	$1,200,000		$1,200,000	1,200,000.00	Increase arrivals lobby area through enclosing arrival tunnel with climate control. Adds commercial areas.	IDIQ Agreement
18	Replace Conveyance Systems	$2,600,000		$2,600,000	2,600,000.00	Replace with energy efficient equipment. Includes elevators, escalators and moving walks.	IDIQ Agreement
19	Strengthen and Expand Curbside Canopies	$2,800,000		$2,800,000	2,800,000.00	Expand departures curbside canopies for extended weather protection and security reinforcement.	IDIQ Agreement
20	Bar Insurance/Soft Costs	$2,000,000		$2,000,000	2,000,000.00	For Builders All Risk insurance and Administrative Costs.	Board Approval pending
21	1% Arts Program	$639,000		$639,000	639,000.00		For further discussion with the Guam Council of the Arts & Humanities.
22	Unencumbered Proceeds	$14,271,067		$14,268,320	14,268,320.43		
	SUB TOTALS	$33,910,067	$0	$33,553,738	33,553,737.73		
	TOTALS	**$167,179,330**	**$57,469,330**	**$102,535,557**	**$160,004,887**		$7,174,443

9/25/2014

A.B. WON PAT INTERNATIONAL AIRPORT AUTHORITY, GUAM
CAPITAL IMPROVEMENT PROJECTS FOR FISCAL YEARS THROUGH 2014
CAPITAL IMPROVEMENT FUND

	PROJECT NAME	BUDGET	CIF	FEDERAL	BALANCE AS OF 9/26/14	DESCRIPTION AND NEED
1	Facilities Fire Alarm/Suppression System Replacement	2,700,000	2,700,000	-	1,988,706.45	Upgrade & improve fire alarm system for airport facilities
2	Upgrades to Public Restrooms - Phase 5A	600,000	600,000	-	370,936.71	Continue upgrades & improvements to airport facilities on phased-in basis
3	Sustainable Airport Management	300,000	300,000	-	300,000	Implement green initiatives for efficiency & environmental sustainability
4	Noise Mitigation Program 65 DNL & Higher - Phase 5	4,328,264	328,264	4,000,000	4,328,264	Implementation of findings under the Part 150 Noise Study (multi-year)
5	Maintenance Equipment	562,000	562,000	-	562,000	Airfield maintenance equipment & boom lifts
6	Airport Facilities Upgrades, Phased	2,300,000	2,300,000	-	1,801,020.67	Continue upgrades & improvements to airport facilities including restrooms
7	Vehicular Re-fleeting Program - Ph 2	650,000	650,000	-	650,000	Continue program to replace airport vehicular fleet for security, safety & support functions with emphasis on fuel efficiency
8	Rehabilitate Runway 6L/24R, Completion	4,500,000	450,000	4,050,000	4,500,000	Install new overlay on runway and shoulders, RWY 24L PAPI, Central Ave. closure

A.B. WON PAT INTERNATIONAL AIRPORT AUTHORITY, GUAM
CAPITAL IMPROVEMENT PROJECTS FOR FISCAL YEARS THROUGH 2014
CAPITAL IMPROVEMENT FUND

	PROJECT NAME	BUDGET	CIF	FEDERAL	BALANCE AS OF 9/26/14	DESCRIPTION AND NEED
9	Acquire ARFF Truck/RIV - Pkg 2	1,390,000	139,000	1,251,000	1,390,000	Replacement of second ARFF truck and Rapid Intervention Vehicle
10	Painting & Exterior Surface Improvements and Replace Roofing Systems	2,850,000	2,850,000	-	2,647,653.90	Repainting and surface improvements to key airport facilities after 10 years and to mitigate prevalent leakage with roof replacment & crack repairs.
11	Upgrades to VQ-1 Hanger	500,000	500,000	-	500,000	Replace hangar door and upgrade roof and floor systems
12	Airfield Support Vehicles & Equipment	400,000	400,000	-	400,000	Maintenance of ramp lights, electrical and airfield lighting
13	Improve GSE & Technology Buildings	500,000	500,000	-	500,000	Improve roof systems and overhangs
14	Improve Arrival and Inspection Facilities	2,500,000	2,500,000	-	2,500,000	Enhance passenger facilitation through improvements to CBP, CQA and public areas. Includes Automated Passport Control kiosks.
	Totals:	**$ 24,280,264**	**$ 14,979,264**	**$ 9,301,000**	**22,438,581.73**	

Note: All projects are subject to funding availability and FAA issuance of grant agreements. Excludes bond financed projects.

A. B. WON PAT INTERNATIONAL AIRPORT, GUAM

2014 Re-Brand & Logo Launch

Presentation to :

The GIAA Board of Directors

September 26, 2014

Current Brand /Logo Representation

A.B. WON PAT
INTERNATIONAL AIRPORT
GUAM
ATURIDAT PUETTON BATKON AIREN GUAHAN ENTENASIONAT

- Adopted in January 2007 Island-wide Art Contest
- Brand/Logo Characteristics:
  - Airport Façade (Flying Proa)
  - Cultural Element (Coconut Tree)
  - Incorporated Aviation (Airplane)
  - Incorporated Forward Motion and Progress (Aircraft trail from past with forward movement)

Why Re -Brand?

- **We are going places, literally and figuratively**
  - Expanding Services
  - Increasing Assets
  - Enhanced Facilities

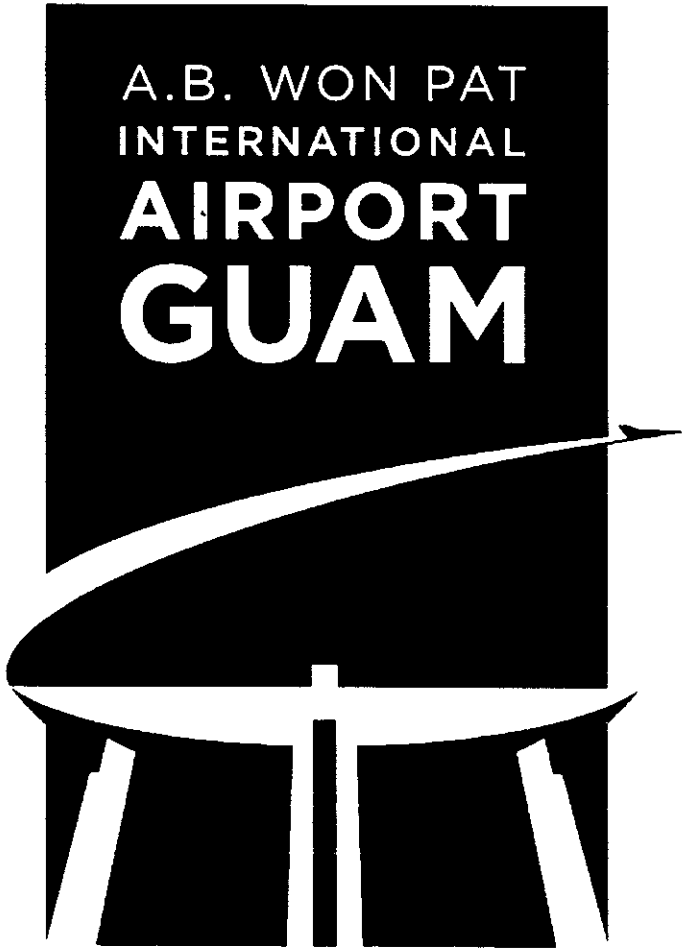
- **The agency's redesign is a sign of**
  - A new stage of growth
  - A new future of business opportunity

- **Technical applications and Modern Design**
  - Stand out in Social media applications
  - "Iconic" in design, a strong representation across print, visual and technological platforms
  - Simple, Bold, and Fresh

Re-Branding &

Logo Rationale

No longer an abstract interpretation of the Airport brand, the new logo takes a literal approach combining the most unique aspects of Guam and her Airport. The design is simple and clean using broad lines and a palette that is both exciting and bold.



THE PROA
The new re-designed A.B. Won Pat International Airport Guam logo showcases the iconic Proa shape — a unique physical feature of the Airport's architectural design representing strength, pride and innovation.

TAKING FLIGHT
Just over the Proa structure, a sleek plane graphic flies smoothly through the middle of the logo suggesting upward movement and mobility.

THE FONTS
The font is bold, modern and versatile. "GUAM" takes center stage as we focus on the international marketability of the island and enhance our reputation as a preferred and viable destination and place to do business.

THE COLORS
A modern, contemporary palette of contrasting light and dark blues convey boundless opportunities for progress ahead.

ONE COLOR LOGO VARIATIONS

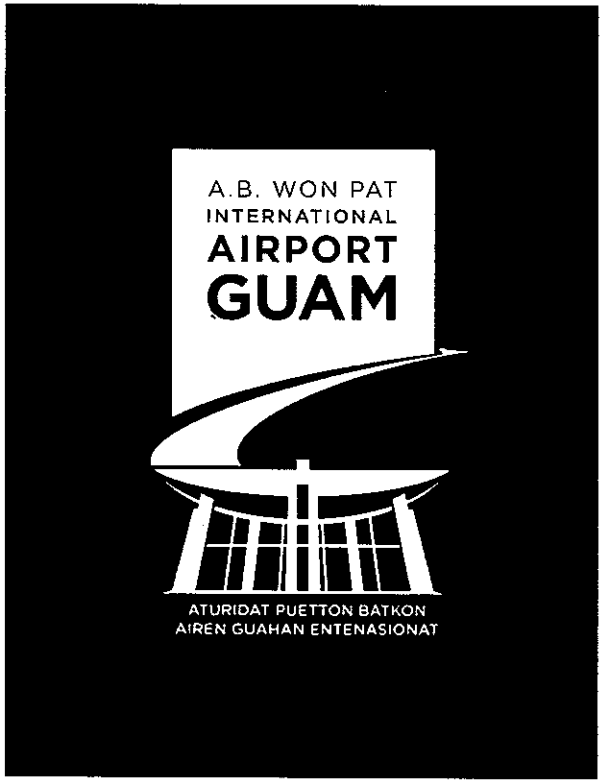


1-COLOR LOGO
PANTONE 295C

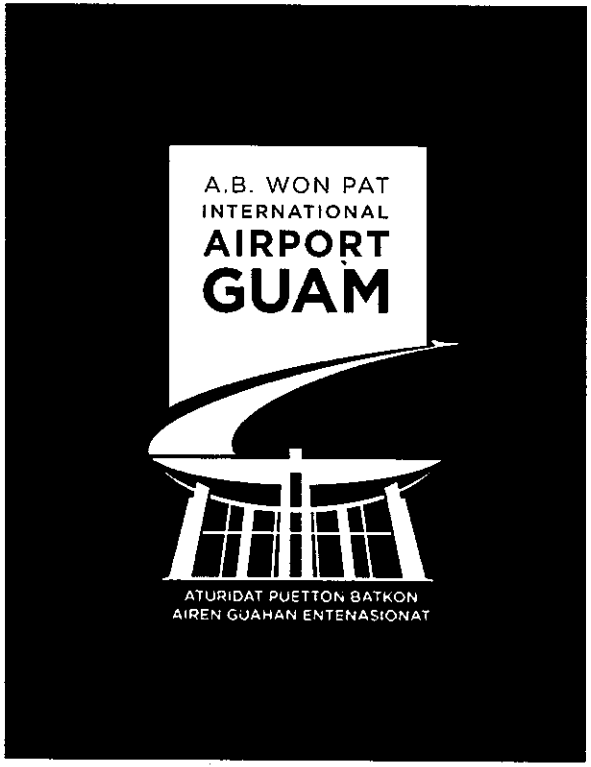


1-COLOR LOGO
BLACK

ONE COLOR LOGO VARIATIONS - REVERSED



1-COLOR LOGO
PANTONE 295C (REVERSED)



1-COLOR LOGO
BLACK (REVERSED)

Launching of the Re-Brand/Logo

Tell Employees

- No surprise! Announce logo at next employees meeting to be scheduled in early October, 2014. Include in agenda excitement of a new logo by having a Logo Launch Party, (i.e. pizza party or coffee and donuts).
- Nice way to restate organization's vision, and redesign marks a new chapter for the Agency
- An improved logo is reflective of where they work, and is a positive enhancement of the agency, and facility's image.

Tell Our Stakeholders and Customers

- Announce logo to stakeholders and customers with catchy phrase "We're on it 24/7" messaging – proudly announcing a ***"new stage of growth"*** or ***"same agency, new look"*** It is an opportunity to mark a season of positive change at organization.

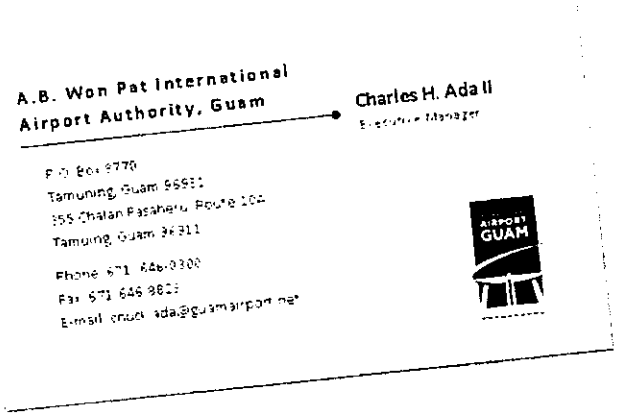
Implement Across the Board

- Across all platforms, in all manners, representing the Agency.

Roll Out Plan and Execution

- Internal
  - Corporate/ Employee Uniforms - Arrival September 30, 2014
  - Stationery and Envelopes
  - Business Cards
  - Office Signage and Agency Postings

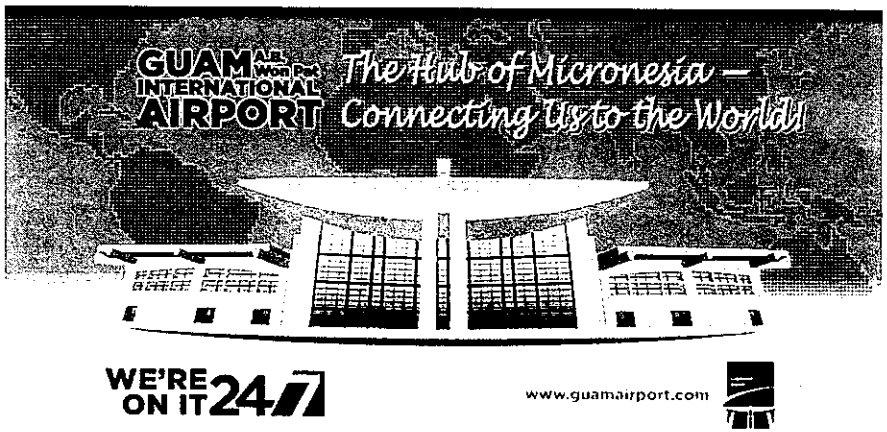


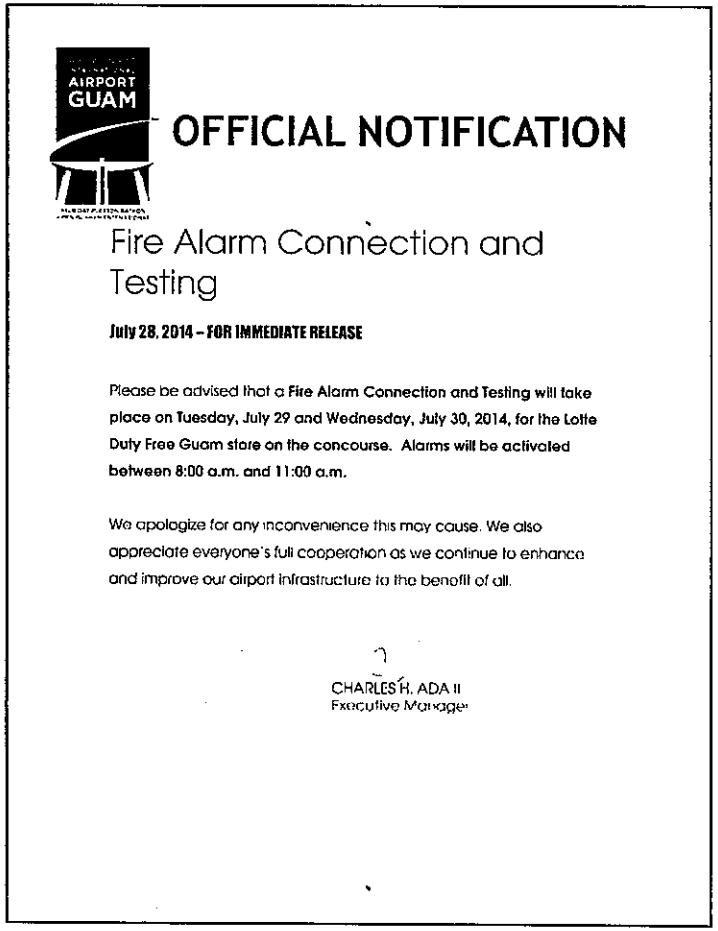




Roll Out Plan and Execution

- External
  - Refreshed Website – RTG – Ready to Go!
    - Re-design and code ready for transfer to mobile application.
    - Email Blasts
  - Mobile Application – RTG- Ready to Go!
    - Wireless service on concourse activated
  - IFBs, RFPs and Notices Ads
  - Banners, Pop Up Signs
  - Promotional Items





AIRPORT GUAM

OFFICIAL NOTIFICATION

Fire Alarm Connection and Testing

July 28, 2014 – FOR IMMEDIATE RELEASE

Please be advised that a **Fire Alarm Connection and Testing will take place on Tuesday, July 29 and Wednesday, July 30, 2014, for the Lotte Duty Free Guam store on the concourse. Alarms will be activated between 8:00 a.m. and 11:00 a.m.**

We apologize for any inconvenience this may cause. We also appreciate everyone's full cooperation as we continue to enhance and improve our airport infrastructure to the benefit of all.

CHARLES H. ADA II
Executive Manager

Refreshed Website



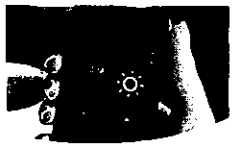
Lost & Found

Airlines

FAQ

News Release

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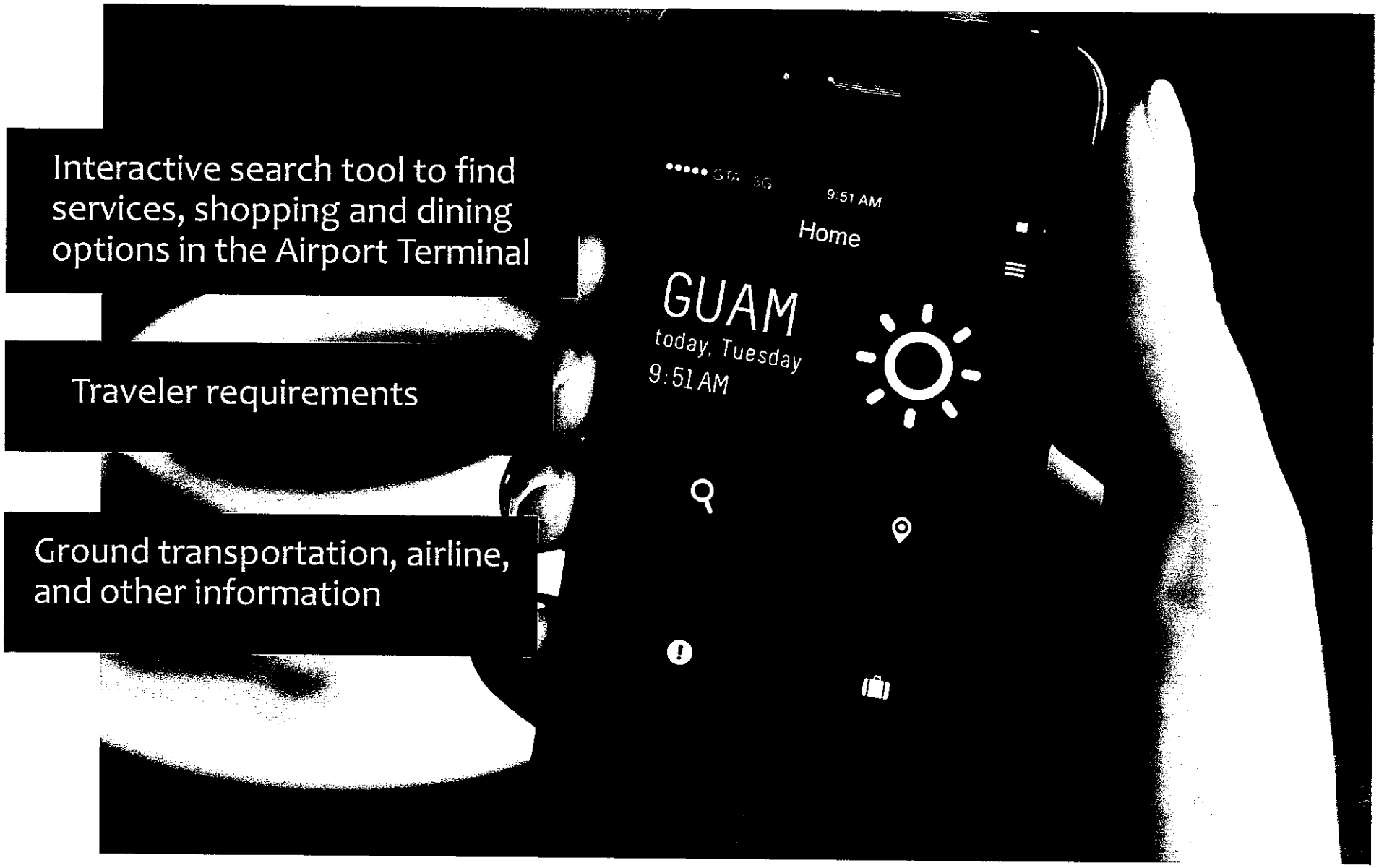
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GIAA BOARD OF DIRECTORS
Executive Summary
Regular Board Meeting
September 26, 2014

GENERAL AIRPORT INSURANCE – RENEWAL FOR FISCAL YEAR 2015

INTRODUCTION

The A.B. Won Pat International Airport Authority, Guam as required by the GIAA Bond Indenture is required to carry on adequate amount of insurance coverage to protect the Authority, its officers and bondholders. The Airport Insurance Program, which consists of Conventional Insurance covers general airport operations and was developed by GIAA with the assistance of its Insurance Consultant. The Insurance Program includes six (6) policies, Property Insurance with Catastrophe; Airport Operators Liability, Directors & Officers Liability, Workman's Compensation, Automobile Insurance, and Crime Insurance, all of which are described in detail below.

CONVENTIONAL INSURANCE COVERAGE

The General Airport Insurance is provided to protect GIAA from potential losses resulting from its operations. Listed below are the types of insurance and coverage provided and described in the Premium Comparison analysis and Markets & Underwriters indications attached:

Property Insurance Including Catastrophe	Blanket coverage for All risks of direct and physical loss or damage to all Real and Personal Property. Renewal of coverage includes limit of $200M with $500,000 deductible and B&M sub-limit of $5M. Catastrophe insurance; Windstorm, Typhoon & Earthquake. Renewal of coverages includes sub-limit of $5M with $5M deductible.
Airport Operators Liability	Legal Liability Coverage against claims from members of the general public (third parties) arising from operations at the Airport or elsewhere in the course of the Airports business. Renewal of coverage includes limit of $500M with Personal Injury limit of $25M and $100,000 deductible for Property Damage.

Directors & Officers Liab.	Coverage for GIAA's Directors & Officers for loss in which the parties become legally obligate to pay for a Wrongful Act. Includes Employment Practices Liability (EPL) that provides coverage for loss in which the GIAA becomes legally obligated to pay for employee's or former employee's claim for Wrongful Termination, Unfair Dismissal, Harassment, Discrimination, Emotional Distress, Invasion of Privacy, Failure to Employ or Promote, Wrongful discipline, etc. Renewal of coverage includes limit of $4M with EPL sub-limit of $1M and no deductible.
Workman's Compensation	Coverage for costs and benefits for job related injuries sustained by GIAA employees. Provides Employer's Liability in the event the Authority is sued by the employee. Renewal of coverage includes P.L. 80 Statutory Benefits, Employers Liability limit of $1M with no deductible.
Automobile Insurance	Coverage provides for bodily injury and property damage to third parties arising from the use of owned, non-owned or hired vehicles. Coverage has no Aviation Risk Exclusion clause. Coverage on comprehensive, collision & typhoon on all vehicles with a current market value of $10,000 or more. Renewal of coverage includes combined single limit of $2M for bodily injury and property damage liability. Comprehensive & Collision on all vehicles covers actual cash value with deductible of $1,000.
Crime Insurance	Employee Dishonesty - Coverage provides indemnity to the Authority for the loss of money or other property through the fraudulent or dishonest acts committed by employees. Renewal of coverage includes limit of $1M with $50,000 deductible. Money & Securities - Coverage provides indemnity for loss or destruction of money, securities or negotiable instruments inside the premises and off premises. Coverage sustained from accepting counterfeit money orders or currency. Renewal of coverage includes limit of $100,000 for Loss inside of premises, $100,000 for Loss outside premises and $100,000 for Counterfeit Paper Currency. Deductible is $10,000 for each occurrence for Premises, Transit, and Offices & $50,000 for Counterfeit paper. Depositors Forgery – Coverage provides indemnity for loss of money as a result of forgery or alteration of or in any check,

draft, promissory note, bill of exchange or similar written promise made or drawn from the account.
Renewal of coverage includes limit of $100,000 with $50,000 deductible.

Computer Fraud – Coverage provides loss resulting directly from fraudulent acts involving electronic data or computer systems.
Renewal of coverage includes limit of $100,000 with $50,000 deductible.

RECOMMENDATION

The appended schedule illustrates the recommended program for FY2015. Management recommends the Board adopt the FY2015 insurance program as appended.

The total premium costs for all coverage including Catastrophic perils for FY2015 is **$887,474** net of the broker's commissions. This represents a total savings of **$234,359** per annum compared to FY2014 premium cost of **$1,121,833**.

MEMORANDUM **IRIS, Ltd.**

25 September 2014

To: Charles H. Ada, Executive Manager

Copy: Joe Javellana, Jean Arriola, Liz Blas, Carlos Bordallo, Gerard Bautista, Vanessa Pangindian

From: Mike Moody

Re: FY 2015 Insurance Renewal
Purchase Recommendations

I have reviewed the following documents submitted by AM Insurance:

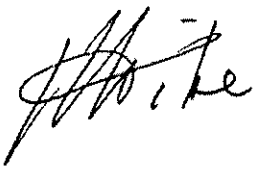
- FY2015 Insurance Quotes
- FY2015 Markets & Underwriters
- Premium Comparison FY2014 – FY2015 (Updated on: 9/25/2014 @ 2:33 PM)

Assuming the policies offered by the carriers meet the FY 2015 Insurance Specifications, I recommend the Authority effect the following purchases:

Property Insurance:	Calvo's	$440,000
Airport Liability:	Calvo's	$273,360
Workers Compensation:	Calvo's	$ 60,000
Directors & Officers:	Calvo's	$ 70,000
Automobile Insurance:	Moylan's	$ 35,624
Crime Insurance:	Moylan's	$ 8,490

The overall savings for fiscal year 2015 will be more than 20% ($234,359). This is extraordinary and the brokers are to be complimented for their outstanding work.

Regards,



A.B. WON PAT INT'L AIRPORT AUTHORITY, GUAM
FY2015 INSURANCE QUOTES

POLICY DESCRIPTION	COVERAGE	FY2014 PREMIUM	MOYLAN'S	AON	NANBO	CALVO'S
PROPERTY COVERAGE (All Risk incl Windstorm, Typhoon & Earthquake) FY14 Property & Equipment Value - $412,020,433 FY15 Property & Equipment Value - $422,787,689 Increase: $10,767,256	$200,000,000	$564,468	$476,504	No Quote	No Quote	$440,000
Windstorm, Typhoon & Earthquake Shock **(Excess of $5,000,000):**	$5,000,000		Included			**In annual aggregate**
Enhancements: Mold Coverage:	$600,000					**$750,000**
DEDUCTIBLE $500,000 each & every loss Including Boiler & Machinery Breakdown Business Interruption-72 Hrs.						**$450,000 eel**
AIRPORT OPERATORS LIABILITY	$500,000,000	$377,000	$332,500	**$321,750**	No Quote	$273,360
Personal Injury Limit	$25,000,000					
Deductible - Property Damage	**$100,000**		$100,000			**$75,000**
War & Terrorism excluded	**Excluded**		Excluded			
DIRECTORS & OFFICERS LIABILITY	$4,000,000	$ 75,000.00	$75,000	No Quote	No Quote	$70,000
Employment Practices Liability Sublimit	$1,000,000 *Entity Coverage*					
WORKMENS COMPENSATION	PL80 Stat. Benefits. $1,000,000 E.L.	$ 70,000.00	$65,800	No Quote	$155,046	$60,000
Coverage is extended to apply in respect of Executive Officer of the Authority						

Please Note: This is a summary only. Complete terms conditions are spelled out in the policies.

Doc No. 85CL-19-0628

A.B. WON PAT INT'L AIRPORT AUTHORITY, GUAM
FY2015 INSURANCE QUOTES

POLICY DESCRIPTION	COVERAGE	FY2014 PREMIUM	MOYLAN'S	AON	NANBO	CALVO'S
AUTOMOBILE INSURANCE		$ 25,015.08	$35,624	No Quote	$74,510	
A. Bodily Injury & Property Damage Liability	$2,000,000					No Quote
B. Comprehensive & Collision Incl Typhoon	Actual Cash Value					
Deductible Comp, Coll & Typhoon - $1,000						
C. Medical Payments - each person	$1,000					
FY2014: 54 Vehicles						
FY2015: 68 Vehicles						
CRIME INSURANCE		$ 10,350.00	**$10,000** (1st Quote)	No Quote	**$12,292**	**$10,000** (1st Quote)
Deductible:						
$50,000 each & every loss EXCEPT Premises & Transit at $10,000 each occur.						
A. Aggregate	$1,000,000					
B. Employee Dishonesty Coverage	$1,000,000		**$8,490** (Best and Final)			**$10,000** (Best and Final)
C. Money & Securities Loss Inside	$100,000					
Money & Securities Loss Outside	$100,000					
D. Money Orders and Counterfeit currency	$100,000					
E. Depositors Forgery	$100,000					
F. Cheque Forgery	$100,000					
G. Third Party Computer & Funds Transfer Fraud	$100,000					
H. Cost	$100,000					
REQUIRED CONDITIONS:						
Retroactive date - 10/01/2004 - Employee Dishonesty in excess of $500,000 and 10/01/2003 - All other coverages.						
TOTAL :		**$ 1,121,833.08**				

05 Sept 2014-Transmitted Specs to all carriers; **22 Sept 2014**-Quotes due from Carrier to AMI **22 Sept 2014**-Quotes due to GIAA

CALVO'S:
PROPERTY - Mold coverage (in the aggregate) is **$750,000** provided as an enhancement. Catastrophe SIR **(in annual aggregate)**. Deductible for All Other Perils **$450,000.**
AIRPORT LIABILITY - Deductible is **$75,000.**

NANBO:
CRIME - **No retroactive date as required by specifications. No Specifications received as required.**

AON
AIRPORT LIABILITY - Proposal received after 5pm deadline.

(**) CALVO'S & MOYLAN'S
Crime - Both carriers initially submitted quotes for $10,000. They were asked to submit their best and final proposal. Calvo's premium of $10,000 remain unchanged, as Moylan's submitted a revised premium of $8,490.

Please Note: This is a summary only. Complete terms & conditions are spelled out in the policies

Doc No. 25Civil 19-0628

A.B. Won Pat International Airport Authority, Guam
FY2015 MARKETS & UNDERWRITERS

GENERAL AGENT	CARRIER	BEST RATING/ FINANCIAL STRENGTH	PROPERTY	AIRPORT LIABILITY	WORKERS COMP	DIRECTORS & OFFICERS	EPL	COMMERCIAL AUTO	CRIME
AON (*)	Century	B++ / V	No Quote	$321,750	Carrier did not provide quote for these risks				
CALVO'S	National Union	A / XV	$440,000	$273,360	$60,000	$70,000	Included	No quote	$10,000
CASSIDY'S	Pacific Indemnity	A- / V	Carrier did not respond to Request for Proposal						
GNIU			Carrier declined to quote due to company financial rating						
MOYLAN'S	Dongbu	A / XV	No Quote	No Quote	$65,800	$75,000	Included	$35,624	$8,490
MOYLAN'S	First Net (100% Reinsured w/Lloyds)	A / XV	$476,504	$332,500	Carrier did not provide quote for these risks				
NANBO	Tokio Marine	A+ / VII	No Quote	No Quote	$155,046	No Quote	No Quote	$74,510	$12,292
GUAHAN INSURANCE	Nippon Koa	A+	Carrier did not respond to Request for Proposal						
TAKAGI & ASSOCIATES	Aioi	A+ / XV	Carrier did not respond to Request for Proposal						

05 Sept 2014-Transmitted Specs to all carriers; **22 Sept 2014**-Quotes due from Carrier to AMI

(*) AON

Aviation Liability Proposal received at 5:06pm which is after the deadline.

(**) CALVO'S & MOYLAN'S

Crime - Both carriers initially submitted quotes for $10,000. They were asked to submit their best and final proposal. Calvo's premium of $10,000 remained unchanged, as Moylan's submitted a premium of $8,490.

A.B. WON PAT
INTERNATIONAL AIRPORT AUTHORITY, GUAM
PREMIUM COMPARISON
FY2014 - FY2015

POLICY	FY2014	FY2015	PREMIUM DIFFERENCE
Property (Including Catastrophe Cover)	$ 564,468	$ 440,000	**$ (124,468)**
Airport Operators Liability	$ 377,000	$ 273,360	**$ (103,640)**
Directors & Officers	$ 75,000	$ 70,000	**$ (5,000)**
Workers Compensation	$ 70,000	$ 60,000	**$ (10,000)**
Automobile Insurance	$ 25,015	$ 35,624	**$ 10,609**
Crime Insurance	$ 10,350	$ 8,490	**$ (1,860)**
TOTAL:	$ 1,121,833	$ 887,474	**$ (234,359)**

Premium Difference from Year Before: $ (234,359)

Updated on: 9/25/2014 2:33 PM

A.B. WON PAT
INTERNATIONAL AIRPORT AUTHORITY, GUAM

Executive Manager's Report
GIAA Board of Directors Meeting
September 26, 2014

AIRLINE ISSUES

Dynamic Airways
Dynamic Air will continue its Beijing/Guam direct charters with six flights in October, utilizing a 767-200 ER aircraft with a capacity of 235 passengers.

United Airlines
Effective October 27, 2014, United Airlines will be adding 2 routes from Guam, with service to Seoul and Shanghai. The Seoul route will be operated daily, utilizing B737-800 aircraft with 155-seat configuration. Monthly inventory for Seoul market will increase by 4,650 monthly, or 55,800 annually. This route was last served by Continental Micronesia on non-stop, scheduled basis since February 1997. The Shanghai Pu Dong route will operate twice weekly, offering the first, regularly scheduled direct flight from China to Guam. This route will be serviced with a B737-800 series aircraft, effective October 28, 2014 with a seat capacity of 1,240 monthly and 14,880 annually.

Philippine Airlines
Beginning October 26, 2014, Philippine Airlines will be increasing operations on **Manila–Guam**, from five flights to seven flights weekly, utilizing Airbus 320 aircraft. This increases seat capacity by 300 weekly, and adds more seat capacity annually, from 39,000 to 54,600 seats.

Jin Air
Effective December 12, 2014, Jin Air will be upgauging their aircraft from a B737-800 with 183 pax to a B777-200 with 355 pax capacity. This increases annual seat capacity from 66,745 to 129,575 seats and continues a trend of capacity growth from the South Korea market.

Cebu Pacific Airlines
The December 2014 launch of Cebu Pacific to serve Manila/Guam will be deferred until March 2015. The Manila Airports Authority has placed a limitation on slots in Terminal 3 at this time, where Cebu Pacific's Guam operations were to operate, due to the recent transfer of 5 international carriers from Terminal 1 to Terminal 3. Cebu Pacific has advised that they will still continue lobbying for a slot and will continue station set up in Manila and necessary approvals with FAA and DHS for a March 2015 launch.

Oren Air
Oren Air has suspended its Russia/Guam operations while it resolves issues between their travel agent and the airline. They have provided charter service biweekly since November 2013, from Vladivostok and Khabarovsk, and later servicing direct flights from 3 other Russian origination points (Petropavlosk-Kamchatsky(PKC), Yuzino-Sakhalinsk (UUS), and Blagoveschensk (BQS)) in April 2014. All service was provided utilizing a B737-800, with a capacity of 189 seats. Oren Air still maintains its license to operate at the Guam Airport and all required approvals with federal entities.

TENANT ISSUES
A meeting with stakeholders is scheduled for October 9, 2014 for signatory airlines and regulatory agencies. Gensler and Associates will be presenting the updated design of the International Arrivals Corridor, first presented to stakeholders in mid July 2014. The initial concept was presented by the Airport's design firm in mid July 2014.

Executive Manager's Report
GIAA Board of Directors Meeting
September 26, 2014

SAFETY AND SECURITY

GIAA K-9 Recertification
Two GIAA K-9 teams successfully underwent their annual certification and evaluation with TSA National Explosives Detection Canine Team trainer, Ken Gaymon. Training took place August 23 through 25, 2014, in Guam, within the K-9 teams working environment. The K-9 teams, Airport Police Officer Joe Untalan, handler of K9 "Jully" and Officer John Flores, handler of K9 "Garraro" were evaluated on their testing handler skills, explosives safety, and safe handling and accountability of explosives canine training aids. In their evaluation for searching for explosives in the terminal, cargo building, baggage system areas and parking lots, both teams scored a 100% find rate.

Fire Truck on Assembly Line
GIAA Board and Management received a status report on the new fire truck that is being manufactured to custom specifications under an FAA grant, to be delivered to GIAA ARFF unit in May of 2015. The truck is being manufactured by Rosenbauer America and delivered to the Airport through local company Morrico Equipment, who was awarded the contract through a competitive bid process in May of 2014. The new fire truck is valued at $891,966.00, and will meet several code standards and will be equipped to handle wide body aircraft such as the A380 and B737.

Enforcement of Driving and Traffic Laws
Airport Police has been conducting enforcement measures during weekends and holidays throughout Airport roadways that include Route 10-A, and the Tiyan thoroughfare. These roadways are often used as an alternate route by those who are trying to avoid traffic stops. Airport Police strongly encourages everyone to drive safe and sober, or get pulled over, and are working to keep our airport roadways safe.

Earthquake Assessment
Immediately following the September 17, 2014 6.7 magnitude earthquake, a GIAA assessment team performed a preliminary assessment of the terminal, ramp and runways for damages to facilities and/or equipment, with no findings that would affect safety and security and Airport operations continued without any interruption or delay as a result of the earthquake. A more detailed survey followed on September 18 and 19, 2014 for a very thorough inspection. A report will be provided to the Board for their reference.

New Badging Office
Operations at the new Airport Police Badging office began on Monday, September 15, 2014 at 8am. The badging office is now located on the basement level of the Main Terminal, right next to the GIAA Procurement office. A screen with instructions and service numbers, multi seating units, a service counter and tables to fill out forms are now available as enhanced customer service features.

PROCUREMENT

IFB: Grasscutting & Herbicidal Treatment Services
Announced: September 9, 2014
Pre- Bid: September 15, 2014, 10am
Submission Deadline: October 2, 2014, 2pm

Executive Manager's Report
GIAA Board of Directors Meeting
September 26, 2014

IFB Purchase and Delivery of Small SUV Vehicles

Announced:	September 12, 2014
Pre-Bid:	September 18, 2014, 10am
Submission Deadline:	September 25, 2014, 2pm

IFB TSA Recapitalization & Optimization Project

Announced:	September 24, 2014
Pre-Bid:	October 7, 2014, 10am
Submission Deadline:	October 22, 2014, 2pm

ANNOUNCEMENTS:

- The ARFF unit will be participating in National Fire Prevention Week scheduled for October 4-11, 2014. Exhibits will be held at Kmart on October 4 and 5, 2014, and at the Home Depot on October 11, 2014. ARFF will also be making presentations on vehicle extraction and fire evacuation. School tours will include the ARFF Fire Station throughout the month of October and several classroom visits and presentations are being coordinated.

- Management would like to congratulate and acknowledge the dedicated service our recent retirees have given to the Airport Authority. Maintenance Supervisor Santiago Crisostomo, aka "Sandy", has worked at the Airport for 31 years and Airport Police Officer II Johnny Esteves served the Authority for 19 years. We sincerely thank you for contributing to the success of the Airport and wish you well on your future endeavors.

- The A.B. Won Pat International Airport Authority, Guam congratulates all its nominees for the 2014 Magpro Awards program. These employees have set the standard of excellence in the following areas, deserving of the nomination and GovGuam wide recognition:
    - Department of the Year – A.B. Won Pat International Airport Authority, Guam
    - Unit of the Year – Airport Police
    - Project/Program of the Year – Runway & Air Operations Areas Safety Program
    - Medal of Valor - Gilbert Q. Aguon, APO I
    - Community & Volunteerism – Elfrieda Koshiba, Marketing PC IV
    - Employee(s) of the Year
        - Marcia D. Taitano, Marketing PC I (Program Administration)
        - Lewis Santos, ARFF Driver Operator (Public Safety)
        - Gregory J. Cruz, APO I (Security & Correction)
    - Supevisor(s) of the Year
        - Rolenda Faasuamalie, Marketing Administrator (Program Administration)
        - Daniel C. Stone, ARFF Fire Captain (Public Safety)

  We ask the Board of Directors to join us, as gold sponsors and nominators, at the 2014 Magpro Awards banquet scheduled for October 11, 2014 at 6pm, @ Leo Palace Resort.

A.B. WON PAT
INTERNATIONAL AIRPORT AUTHORITY, GUAM
ATURIDAT PUETTON BATKON AIREN GUAHAN ENTENASIONAT

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September 22, 2014

MEMORANDUM

To: Mr. Edward G. Untalan
Chairman
GIAA Board of Directors

From: Carlos Bordallo
Comptroller

Subject: **Operating Results - Revenues and Expenses as of August 31, 2014**

Attached herewith is GIAA's Operating Results Report for the month ending August 31, 2014. This report summarizes the Budgeted versus Actual Revenues and Expenses for the month and year-to-date results ended August 31, 2014.

The key operating results for 11 month(s) of FY 2014 ending August 31, 2014 - (in $000's) are:

CATEGORY	YEAR-TO-DATE				FORECAST FOR FULL YEAR-FY14	
	Budget FY 14 Y-T-D	Actual FY 14 Y-T-D	% Variance Budget vs. Actual		Actual Y-T-D + Remaining FY 14 Budget	% Variance Budget vs. Estimate for Full Year
			Y-T-D Current Month	Y-T-D Last Month		
Total Signatory Revenues	$24,515.1	$24,622.9	0.4%	0.02%	$26,838.3	0.4%
Total Concession Revenues	$16,468.4	$16,718.9	1.5%	1.3%	$18,221.2	1.4 %
Total PFC's	$5,897.8	$5,910.1	0.2%	-0.5%	$6,448.4	0.2%
Total Other Revenues	$13,908.9	$14,688.1	5.6%	4.4%	$15,994.3	5.1%
Total Operating Revenues	$60,790.2	$61,940.1	1.9%	1.3%	$67,502.3	1.7%
Total Operating Expenses	$36,685.3	$33,696.6	-8.1%	-8.8%	$36,781.8	-7.5%
Net Revenues from Operations	$24,104.9	$28,243.5	17.2%	17.4%	$30,720.5	15.6%
Non-Operating Expenses	$500.0	$232.3	-53..5%	-53..5%	$232.3	-53.5%
Other Available Moneys/other sources of funds	$6,217.4	$6,216.5	-0.02%	-0.4%	$6,781.7	-0.01%
Net Debt Service Coverage	**1.329**	**1.55**	**17.1%**	**17.7%**	**1.55**	**15.5%**

Year-to-date Total Signatory Revenues for the month ending August 31, 2014 are above Budgeted revenues by **.4%.** Signatory revenue estimates are based on projections submitted by Signatory airlines and adopted in the annual budget.

Year-to-date Total Concession Revenues and Passenger Facility Charges are above budget estimates by **1.5%** and **.2%,** respectively.

Year-to date Total Other Revenues, inclusive of non-signatory and non-airline revenues, are above the budget estimate by **5.6%.**

Year-to-date Total Operating Revenues Actual of **$61.94M** is **1.9%** above the budget estimate of **$60.8M**.

Year-to-date Total Operating Expenses are below budget by **-8.1 %**. Components of this line item include a **-3.2%** decrease in Personnel Service, a **-9.7%** decrease in Contractual Services, a **-31.9%** decrease in Materials & Supplies and a **-100%** decrease in Equipment/Furnishings from budgeted amounts for these respective categories**.**

The actual year-to-date Net Revenues from Operations of **$28.2M** reflects an increase of **17.2%** over the year-to-date budgeted amount of **$24.1M**.

Finally, our year-to-date results for Debt Service Coverage is at **1.55** versus the requirement of **1.25**.

Should you have any questions, please contact me at your convenience.

Attachments

cc: Board of Directors
Executive Manager
Deputy Executive Manager
Frank R. Santos, Expansion
Division Heads

GUAM INTERNATIONAL AIRPORT AUTHORITY
KEY OPERATING RESULTS ($000's)
as of August 31, 2014

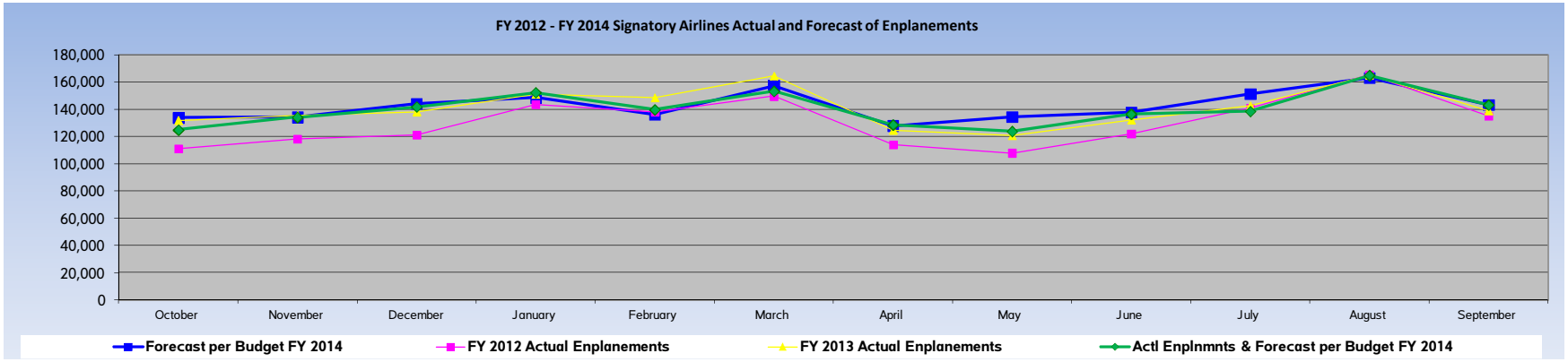
	CURRENT MONTH					YEAR - TO - DATE				FULL YEAR FORECAST	
	Actual FY2013	Budget FY2014	Actual FY2014	%Var Bud Vs Act'l	Budget Full Year	Actual FY2013	Budget FY2014	Actual FY2014	%Var Bud Vs Act'l	Actual/Est	%Var Bud Vs Act'l
I. Signatory Airline Rents & Fees											
Terminal Bldg Rentals	282.1	256.8	258.5	0.7%	3,082.1	3,040.1	2,825.3	2,843.7	0.7%	3,100.5	0.6%
Departure Fees	675.6	566.7	574.3	1.3%	5,951.4	6,297.1	5,453.5	5,360.2	-1.7%	5,858.0	-1.6%
Arrival Fees	735.2	567.1	607.8	7.2%	5,908.9	6,622.4	5,415.9	5,582.6	3.1%	6,075.7	2.8%
Immigration Inspection Fees	274.9	193.0	222.9	15.5%	2,042.9	2,504.5	1,871.9	2,093.7	11.8%	2,264.6	10.9%
Loading Bridge Use Fees	434.3	554.8	545.7	-1.6%	6,045.5	4,187.8	5,539.3	5,216.8	-5.8%	5,722.9	-5.3%
Apron Use Fees	144.1	132.3	149.0	12.6%	1,532.7	1,513.2	1,412.3	1,447.4	2.5%	1,567.8	2.3%
Landing Fees	238.1	187.1	211.2	12.9%	2,167.0	2,456.4	1,996.8	2,078.5	4.1%	2,248.7	3.8%
Total Signatory Revenue	**2,784.3**	**2,457.8**	**2,569.5**	**4.5%**	**26,730.5**	**26,621.6**	**24,515.1**	**24,622.9**	**0.4%**	**26,838.3**	**0.4%**
Enplaned Signatory Pax	165,026	163,010	164,872	1.1%	1,711,959	1,531,042	1,568,742	1,538,153	-1.9%	1,681,370	-1.8%
Cost per Enplaned Pax	**$16.87**	**$15.08**	**$15.58**	**3.4%**	**$15.61**	**$17.39**	**$15.63**	**$16.01**	**2.4%**	**$15.96**	**2.2%**
Revenues from Sources other than Signatory Airlines Rents & Fees											
Concession Revenues											
Gen Mdse (DFS)	1,664.3	1,201.2	1,227.8	2.2%	14,414.9	7,320.7	13,213.7	13,528.9	2.4%	14,730.2	2.2%
In-flight Catering	81.5	75.3	87.3	15.9%	802.1	735.1	734.2	795.4	8.3%	863.3	7.6%
Food & Beverage	86.6	91.4	90.5	-1.0%	942.3	834.3	859.9	861.8	0.2%	944.2	0.2%
Rental Cars	85.2	81.9	90.6	10.6%	970.0	867.9	889.0	905.6	1.9%	986.6	1.7%
Other Concession Rev	66.7	70.1	59.0	-15.8%	841.3	744.5	771.6	627.2	-18.7%	696.8	-17.2%
Total Concession Revenues	**1,984.4**	**1,520.0**	**1,555.2**	**2.3%**	**17,970.6**	**10,502.6**	**16,468.4**	**16,718.9**	**1.5%**	**18,221.2**	**1.4%**
Passenger Facility Charges	**629.4**	**612.3**	**649.1**	**6.0%**	**6,436.1**	**5,926.0**	**5,897.8**	**5,910.1**	**0.2%**	**6,448.4**	**0.2%**
Other Revenue	**1,209.2**	**1,380.4**	**1,351.1**	**-2.1%**	**15,215.1**	**15,956.8**	**13,908.9**	**14,688.1**	**5.6%**	**15,994.3**	**5.1%**
Total Operating Revenue	**6,607.4**	**5,970.5**	**6,124.9**	**2.6%**	**66,352.4**	**59,007.0**	**60,790.2**	**61,940.1**	**1.9%**	**67,502.3**	**1.7%**
II. Operating Expenses:											
Personnel Services	1,314.5	1,328.4	1,369.8	3.1%	17,269.0	13,965.1	15,940.7	15,427.5	-3.2%	16,755.9	-3.0%
Contractual Services	1,835.1	1,654.1	1,394.9	-15.7%	20,824.5	18,159.6	19,158.8	17,309.7	-9.7%	18,975.4	-8.9%
Materials & Supplies	77.0	101.9	73.4	-28.0%	1,499.9	921.8	1,408.8	959.4	-31.9%	1,050.5	-30.0%
Equipment/Furnishings	0.0	0.0	0.0	0.0%	177.0	0.0	177.0	0.0	-100.0%	0.0	-100.0%
Total Operating Expenses	**3,226.6**	**3,084.4**	**2,838.1**	**-8.0%**	**39,770.5**	**33,046.5**	**36,685.3**	**33,696.6**	**-8.1%**	**36,781.8**	**-7.5%**
Net income from Operations	**3,380.8**	**2,886.2**	**3,286.8**	**13.9%**	**26,581.9**	**25,960.4**	**24,104.9**	**28,243.5**	**17.2%**	**30,720.5**	**15.6%**

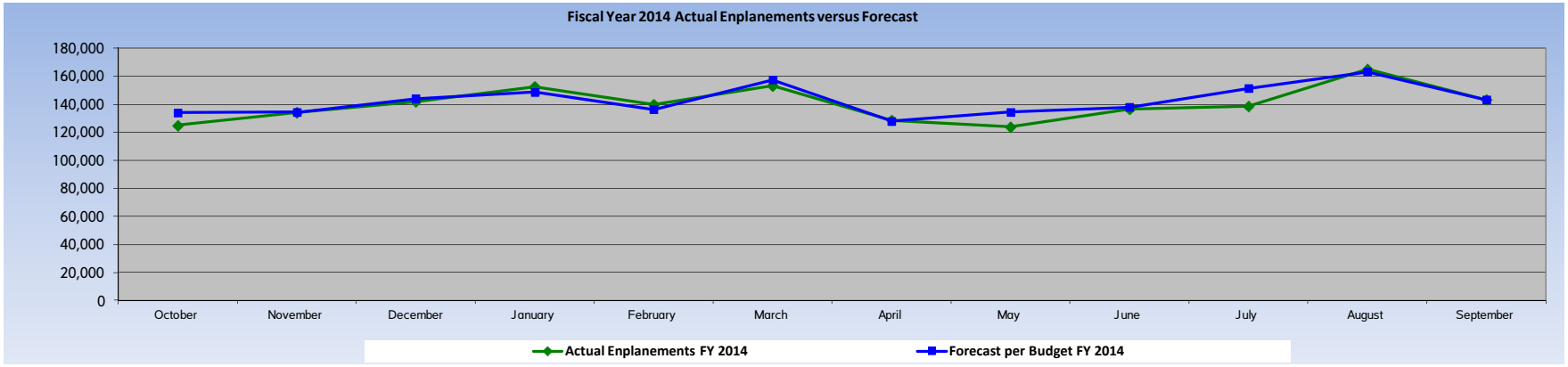
GUAM INTERNATIONAL AIRPORT AUTHORITY
KEY OPERATING RESULTS ($000's)
as of August 31, 2014

	CURRENT MONTH					YEAR - TO - DATE				FULL YEAR FORECAST	
	Actual FY2013	Budget FY2014	Actual FY2014	%Var Bud Vs Act'l	Budget Full Year	Actual FY2013	Budget FY2014	Actual FY2014	%Var Bud Vs Act'l	Actual/Est	%Var Bud Vs Act'l
III. Other Revenues and Expenses											
Less: Non Operating Expense(Ret/DOI/OHS)	0.0	0.0	0.0	0.0%	500.0	367.9	500.0	232.3	-53.5%	232.3	-53.5%
Add: Interest on Investments	70.9	83.6	44.9	-46.3%	1,003.1	966.3	919.5	481.0	-47.7%	564.5	-43.7%
Net Revenues	3,451.6	2,969.8	3,331.7	12.2%	27,085.0	26,558.9	24,524.5	28,492.2	16.2%	31,052.7	14.6%
Add: Other Sources of Funds	0.0	37.9	10.4	-72.5%	454.8	504.8	416.9	415.9	-0.2%	453.8	-0.2%
Add: Other Available Moneys	360.7	527.3	527.3	0.0%	6,327.9	3,967.8	5,800.5	5,800.5	0.0%	6,327.9	0.0%
Net Revenues and Other Available Moneys	**3,812.4**	**3,535.0**	**3,869.5**	**9.5%**	**33,867.7**	**31,031.5**	**30,741.9**	**34,708.6**	**12.9%**	**37,834.4**	**11.7%**
Debt Service payments	1,442.8	2,109.3	2,109.3	0.0%	25,311.4	15,871.1	23,202.1	22,361.5	-3.6%	24,470.8	-3.3%
Debt Service Coverage	**2.64**	**1.68**	**1.83**	**9.5%**	**1.34**	**1.96**	**1.32**	**1.55**	**17.1%**	**1.55**	**15.5%**
Debt Service Requirement	**1.25**	**1.25**	**1.25**		**1.25**	**1.25**	**1.25**	**1.25**		**1.25**	

SUMMARY SIGNATORY AIRLINES

Enplanements	October	November	December	January	February	March	April	May	June	July	August	September	Total
Forecast per Budget FY 2014	133,792	134,289	144,046	148,586	136,168	157,310	127,908	134,404	137,919	151,310	163,010	143,217	1,711,959
FY 2009 Actual Enplanements	96,587	102,001	100,515	123,234	114,550	123,061	99,415	98,005	84,556	111,273	119,504	108,317	1,281,018
FY 2010 Actual Enplanements	94,630	105,230	108,410	132,016	129,523	137,257	102,312	112,910	111,671	133,353	147,419	132,165	1,446,896
FY 2011 Actual Enplanements	112,043	117,861	115,206	137,595	131,263	128,645	90,184	99,827	100,434	119,730	140,999	123,086	1,416,873
FY 2012 Actual Enplanements	110,962	118,092	121,031	143,545	137,851	149,600	113,893	107,914	122,061	141,014	165,376	135,017	1,566,356
FY 2013 Actual Enplanements	131,910	135,518	138,186	150,971	148,524	164,380	124,701	120,751	132,315	142,773	165,026	138,907	1,693,962
Actl Enplnmnts & Forecast per Budget FY 2014	124,805	134,044	141,808	152,311	139,712	153,242	128,621	123,763	136,513	138,462	164,872	143,217	1,681,370
FY 2014 versus FY 2013 Monthly%	-5.39%	-1.09%	2.62%	0.89%	-5.93%	-6.78%	3.14%	2.49%	3.17%	-3.02%	-0.09%	3.10%	-0.74%
FY 2014 versus FY 2013 Monthly	-7,105	-1,474	3,622	1,340	-8,812	-11,138	3,920	3,012	4,198	-4,311	-154	4,310	-12,592
FY 2014 versus FY 2013 Cumulative	-7,105	-8,579	-4,957	-3,617	-12,429	-23,567	-19,647	-16,635	-12,437	-16,748	-16,902	-12,592	-12,592
	-5.39%	-6.33%	-3.59%	-2.40%	-8.37%	-14.34%	-15.76%	-13.78%	-9.40%	-11.73%	-10.24%	-9.07%	-0.74%





	Actual versus Forecast												
Enplanements	October	November	December	January	February	March	April	May	June	July	August	September	Total
Actual Enplanements FY 2014	124,805	134,044	141,808	152,311	139,712	153,242	128,621	123,763	136,513	138,462	164,872	143,217	1,681,370
Forecast per Budget FY 2014	133,792	134,289	144,046	148,586	136,168	157,310	127,908	134,404	137,919	151,310	163,010	143,217	1,711,959
Actual Enplanements Over/(Under) Forecast	(8,987)	(245)	(2,238)	3,725	3,544	(4,068)	713	(10,641)	(1,406)	(12,848)	1,862	0	(30,589)
Cumulative Total	(8,987)	(9,232)	(11,470)	(7,745)	(4,202)	(8,269)	(7,556)	(18,197)	(19,603)	(32,451)	(30,589)	0	-1.8%
	Percentage Over/(Under) Forecast												
	October	November	December	January	February	March	April	May	June	July	August	September	
% Monthly versus Forecast	-6.7%	-0.2%	-1.6%	2.5%	2.6%	-2.6%	0.6%	-7.9%	-1.0%	-8.5%	1.1%	0.0%	
% Cumulative Total	-6.7%	-3.4%	-2.8%	-1.4%	0.8%	-2.9%	2.3%	1.1%	0.5%	-1.9%	-4.0%	0.0%	
	Month to Month Trend												
	October	November	December	January	February	March	April	May	June	July	August	September	
Actual Enplanements	124,805	134,044	141,808	152,311	139,712	153,242	128,621	123,763	136,513	138,462	164,872	0	
Month to Month Increase/(Decrease)		9,239	7,764	10,503	-12,599	13,530	-24,621	-4,858	12,750	1,949	26,410	0	
Month to Month Increase/(Decrease) in %		7.4%	5.8%	7.4%	-8.3%	9.7%	-16.1%	-3.8%	10.3%	1.4%	19.1%	0.0%	

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RECOMMENDATION OF COUNSEL

TO: Board of Directors
ANTONIO B. WON PAT INTERNATIONAL AIRPORT AUTHORITY, GUAM

CC: Mr. Charles H. Ada II
Executive Manager
ANTONIO B. WON PAT INTERNATIONAL AIRPORT AUTHORITY, GUAM

FROM: Janalynn Cruz Damian
CALVO FISHER & JACOB LLP

DATE: September 16, 2014

SUBJECT: **Executive Session**

Pursuant to 5 GCA § 8111(c)(1), I hereby recommend that the Board of Directors of GIAA conduct an Executive Session at the next regularly scheduled Board meeting to discuss pending or threatened litigation to which GIAA is or may be a party.

MINUTES OF THE REGULAR MEETING OF THE BOARD OF DIRECTORS OF THE A.B. WON PAT INTERNATIONAL AIRPORT AUTHORITY, GUAM
Wednesday, December 3, 2014, 3:00p.m.
GIAA TERMINAL CONFERENCE ROOM #3

1. CALL TO ORDER AND ATTENDANCE

The December 3, 2014 regular meeting of the Board of Directors of the A.B. Won Pat International Airport Authority, Guam ("GIAA" or the "Authority") was called to order by Chairman Untalan at 3:03p.m. at the GIAA Terminal Conference Room #3, 355 Chalan Pasaheru, Tamuning, Guam, 96913.

Directors Present:	**Offices or positions:**
Edward G. Untalan	Chairman
Gurvinder Sobti	
Rosalinda A. Tolan	
Lucy M. Alcorn	
Martin J. Gerber	

Directors Absent:
All Present

GIAA Officials:	
Charles H. Ada II	Executive Manager
Peter Roy Martinez	Deputy Executive Manager
Carlos P. Bordallo	Comptroller
Frank R. Santos	Business and Financial Consultant
Jean M. Arriola	Air Services Manager
Gerard Bautista	Air Terminal Manager
Victor Cruz	Engineer Supervisor
Ed Muna	Airport Operations Superintendent
Joseph G. Javellana	Program Coordinator IV
Benny Baza	ARFF Chief
Joseph Calvo	Properties and Facilities Superintendent
Robert Camacho	Airport Police Chief
Franklin Taitano	Procurement Supervisor
Janalynn Cruz Damian, Esq.	GIAA Legal Counsel

The Chairman first clarified that this meeting was the November Regular Board meeting which had to be postponed due to notification issues. He then welcomed the presence of Airport tenants, stakeholders, and members of the public who are noted in a sign-in sheet made as an attachment to these minutes.

2. APPROVAL OF AGENDA

The Chairman asked if there were any changes to the agenda. No changes were made. On motion duly made by Director Tolan to approve agenda as presented, seconded by Director Sobti; motion carried.

3. APPROVAL OF MINUTES

A. September 26, 2014 Regular Meeting

The next item on the agenda was approval of the minutes of the September 26, 2014 Minutes.

On motion duly made by Director Alcorn and seconded by Director Tolan, the Minutes of the September 26, 2014 regular meeting were unanimously approved, subject to corrections.

4. CORRESPONDENCE

A. Executive Manager Charles Ada II brought to the Board's attention correspondence from the FAA in reference to Star Marianas. The FAA informed GIAA that Star Marianas's complaint was dismissed. GIAA communicated with FAA that the letter was received and that the Authority is moving forward with their plans and staying in communication with Star Marianas.

5. OLD BUSINESS

The next item on the agenda was Old Business.

A. Status Updates of Capital Improvement Projects

The first matter discussed was the Status of Capital Improvement Projects. Mr. Frank Santos, Business and Finance Consultant, presented three schedules; one dealing with the Bond project, the second dealing with the FAA UDO projects, and lastly the CIP, for the Board's information. Mr. Santos reported that the design is at 60% progress for the International Arrivals Corridor, with the project being scheduled for bid in April 2015

with a construction period of eighteen (18) months. For the next report, Mr. Santos informed the Board that there would be an amendment for the project cost to reflect current estimates.

Mr. Santos then touched upon the planning for an Interim Interisland Facility to handle nine (9) pax or less commuter flights. The planned location is situated between the old terminal and cargo building.

Mr. Santos reported that to date, the Authority has expended about $7.2M of the $110M new Bond money it has received, with that number expected to increase with the revised cost estimates for the corridor. Other projects are now moving forward with design with the PLB Replacement, the Parking Expansion, ARFF Facility, Terminal Seating, and the Security Screening project.

The second schedule presented was the UDO Analysis. Mr. Santos reported that the only matter to be highlighted was that the Authority is doing very well in all years except 2011 as far as the FAA is concerned regarding rate of use. As soon as legal review is completed, the IFB will be announced for Phase III of the demolition project. Last item presented was a request for an amendment to IP-84 for another $800,000 which is available, upon approval.

The third schedule was then presented by Mr. Santos starting with the Public Restroom Upgrades regarding the restrooms located on the Apron level and Baggage Claim, which is scheduled for bid before December 25, 2014. The second project of the third schedule presented was the Roof Design, which could be bid out as a singular project, or combined with the Third Floor Roof project, ensuring that specifications for both packages are consistent. Chairman Untalan then commented that it would make sense to do the roof projects at the same time. Mr. Santos then informed the Board that pros and cons and timing would all be looked at as factors to determine whether or not to combine the projects. Mr. Santos then presented smaller projects out for bid, mainly waterlines. He informed the Board that the roof being replaced would in turn address the leaking waterlines.

The Chairman then asked the Board and attendees if there were any questions, there were none. He then thanked Mr. Santos.

6. NEW BUSINESS

The next item on the agenda was New Business.

A. Approval of Award - RFP No. GIAA-001-FY15- Business and Finance Consultant

The first matter discussed was the approval of award of the Business and Finance Consultant services contract, RFP No. GIAA-001-FY14. The Executive Manager informed the board that a Request for Proposal was announced to solicit proposals from professional Airport Business and Financial Consultant firms to advise and assist management on airport, aviation, planning, and capital improvement projects. The contract term is for five (5) years.

A total of two (2) firms picked up the RFP package, and both submitted proposals before the established deadline. After receipt of all proposals, an Evaluation Committee was established to perform an independent evaluation of the proposals to determine the best qualified proposer based on the evaluation criteria set forth in the RFP. As a result of the evaluation committee's tabulation, the selected firms in order of their ranking are as follows:

1. Proposer A
2. Proposer B

Management recommends that the contract is awarded to proposer A, the most qualified ranking proposer A, as the highest ranked proposer, subject to negotiations of fair and reasonable fees. In the event that the negotiations prove unsuccessful, GIAA Management will enter negotiations with the next highest ranked proposer.

On motion duly made by Director Sobti, seconded by Director Tolan, the following resolution was unanimously approved:

Resolution No. 15-01

The Board Hereby approves the ranking and contract award to proposer A, as the highest ranked proposer for the Business and Finance Consultant, RFP No. GIAA-001-FY15, subject to negotiation of fair and reasonable fees and legal review. If negotiations prove unsuccessful, Management can enter into negotiations with the next highest ranked proposer.

Executive Manager Ada then announced that Proposer A is TMG Transportation Management Group.

B. Approval of Award - IFB No. GIAA-007-FY14 - Grasscutting and Herbicidal Treatment Services

The next item discussed was approval of the contract award for Grasscutting and Herbicidal Treatment Services, IFB No. GIAA-007-FY14. The Executive manager informed the Board that an Invitation for Bid was announced to solicit bids from businesses who provide grasscutting and herbicidal treatment services inclusive of all labor, materials, supplies and equipment to airport areas. The term of the contract is for a period of three (3) years with an option of renewal for a one (1) year period, not to exceed a total contract term of five (5) years.

Twenty-one (21) firms/individuals purchased bid package and six (6) firms submitted bid proposal before submission deadline. The additive bid is to be awarded upon availability of the Tiyan Parkway Project. The aforementioned area is currently under construction and is estimated to be available within the first quarter of 2015.

There are a total of four (4) different areas of responsibility on Airport grounds, in which two companies bid lowest. The areas as described in the bid package are: 1. Item 1 Area 1 AOA, 2. Item 2 Area 2a North Tiyan, 3. Item 2b Additive Bid, 4. Item 3 Area 3, South Tiyan, 5. Item 4 Area 4 Industrial Park. The Executive Manager informed the Board that according to the proposals, total savings for the Authority in this matter would be in the range of $31,000.00.

Chairman Untalan inquired into who held the current contract for the grasscutting and herbicidal treatment services, with Executive Manager Ada responding that the duties were spread out amongst different contractors. Chairman then inquired if any of the current contract holders were able to submit competitive proposals, and the Executive Manager informed him that they had not.

By recommendation of Management, the Executive Manager requested that the Board authorize the contract award to both Legend Pacific LLC and G-Crew Maintenance for bid items. It has been determined that both firms have met the standards of responsibility and responsiveness outlined in the Guam Procurement Regulations.

After further discussion, on motion duly made by Director Tolan, seconded by Director Sobti, the recommendation was accepted.

Resolution No. 15-02

The Board hereby approves the contract awards for the Grasscutting and Herbicidal Treatment Services, IFB No. GIAA-002-FY14 to (1) Legend Pacific LLC in the amount of $153,758.71 for Items 1 (AOA) and 2a (N. Tiyan Area), with additive bid option $8,756.75 for Item 2b , and (2) G-Crew Maintenance in the amount of $61,700.00 for Items 3 (S. Tiyan Area) & 4 (Airport Industrial Park).

C. Approval of Award - IFB No. GIAA-001-FY15 - Landscaping and Plant Rental Services

The next item discussed was the approval of contract award for Landscaping and Plant Rental Services, IFB No. GIAA-001-FY15. The project is to provide landscaping and plant rental services within the Main Terminal Building and Terminal Areas. The awarded bidder will be required to provide potted plants of different types and sizes to be displayed in different areas of the Main Terminal Building. This invitation for bid was advertised for one (1) year, with the option of renewal for one (1) year, not to exceed at total of five (5) years.

Seven (7) firms/individuals purchased the bid package, with five (5) submitting proposals before the submission deadline. All five (5) firms were determined to be acceptable. According to evaluation, of those firms, GPF Corp. submitted the lowest bid at $106,740.60, saving the Authority approximately $5,000.00.

After further discussion, on motion duly made by Director Sobti, seconded by Director Tolan, the following resolution was unanimously approved:

Resolution No. 15-03

The Board hereby approves the contract award for Landscaping and Plant Rental Services, IFB No. GIAA-001-FY15 to GPF Corp. in the amount of $106,740.60.

D. Approval of Award - IFB No. GIAA-CO3-FY14 - TSA Recapitalization & Optimization Project

The next matter discussed was the approval of award under invitations for bid for TSA recapitalization and optimization project, IFB No. GIAA-CO3-FY14. The Executive Manager informed the Board that the IFB solicited bids from firms to provide construction and renovation work inclusive of all labor, materials, supplies and equipment to TSA recapitalization & optimization project. Ten (10) firms/individuals picked up bid package and seven (7) submitted their proposal before the submission deadline. The firms were evaluated and deemed acceptable. Based on evaluations, the Management's recommends that the Board approve the contract award of $3,983,586.00 to BME & Sons Inc, who has been determined to have met the standards of responsibility and responsiveness outlined in the Guam Procurement Regulations.

The Executive Manager informed the Board that the project should complete construction in January of 2016 and be in full service by April of 2016.

On motion duly made by Director Sobti, seconded by Director Alcorn, the following resolution was unanimously approved:

Resolution No. 15-04

The Board hereby approves the contract award for TSA Recapitalization & Optimization project, IFB No. GIAA-CO3-FY14 to BME & Sons Inc. in the amount of $3,983,586.00.

E. Exchange License Agreement - Core Tech

The last item of New Business discussed was the Exchange License agreement with Core Tech International Corp. Mr. Frank Santos, GIAA Business and Finance Consultant informed the Board of Core Tech's request for the Airport to consent to the assignment between Core Tech International Corporation and Arizona GFF Tiyan LLC, a non-profit group. The terms of the existing license agreement does not change any rights that the Authority currently has. It is the recommendation of the Management to 1) authorize Management and Legal Counsel to amend, if required, the license agreement to permit the assignment, and secondly, 2) for the Board to authorize Management to execute the consent.

Chairman Untalan informed the Board and Management that Core Tech is a client of his, so he recused himself from the action, appointing Director Gerber as Chairman for the action. Director Gerber then asked Mr. Santos if the agreement has been reviewed by the Authority's legal team, in which Mr. Santos replied that it would be reviewed, upon the Board's approval.

On motion duly made by Director Sobti, seconded by Director Alcorn, the following resolution was unanimously approved:

Resolution No. 15-05

The Board hereby approves, subject to legal review, two actions: the authorization of Management and Legal counsel to amend, if required, the license agreement to permit the assignment, and secondly, the authorization of Management to execute the consent.

7. REPORT OF THE EXECUTIVE MANAGER

The next item on the agenda was the report of the Executive Manager.

The Executive Manager touched upon a few issues, starting with a scheduled meeting with Jin Air in relation to airline issues. He also mentioned the Airport Employee

Association's donation of eight turkeys to DYA, and toiletries and cleaning supplies to Catholic Social Services.

8. REPORT OF THE COMPTROLLER

The next item on the agenda was the report of the Comptroller.

Mr. Carlos Bordallo, Comptroller, presented the monthly financial report. He reported to the Board on the revenues and expenses of the Authority as of October 31, 2014. Mr. Bordallo reported that year-to-date Total Signatory Revenues are under budgeted revenues by -3.2%, year-to-date Total Concession Revenues and Passenger Facility Charges are under budget by -4.3% and -10.2%. Year-to-date Total Other Revenues, inclusive of non-signatory and non-airline revenues are above the budget estimate by 12.3%. Year-to-date Total Operating Revenues Actual of $5.42M is -0.7% below the budget estimate of $5.5M. Year-to-date Total Operating Expenses are below budget by -22.9%. Components of this line item include a -32.86% decrease in Personnel Service, a -11.0% decrease in Contractual Services, a 90.5% increase in Materials & Supplies and n -0.0% increase/decrease in Equipment/Furnishings from budgeted amounts for these respective categories. The actual year-to-date New Revenues from Operations of $2.41M reflects an increase of 54.5% over the year-to-date budgeted amount of $1.56M. Finally, Mr. Bordallo reports that the year-to-date Debt Service Coverage is at 1.35 versus the requirement of 1.25.

9. EXECUTIVE SESSION

The next item on the agenda was Executive Session.

Upon written recommendation of counsel, on motion duly made by Director Gerber and seconded by Director Alcorn, and unanimously approved, at 3:34 p.m. the Board recessed to convene executive session to discuss pending litigation. Due to the late arrival of the Court Reporter, no Executive Session was held. At 4:04 p.m., the Board reconvened the regular session.

10. PUBLIC COMMENTS

The next item on the agenda was Public Comments. Chairman Untalan called upon any public member wishing to make comments. There were none.

11. ADJOURNMENT

There being no further business to address before the Board, on motion duly made by Director Alcorn, seconded by Director Sobti, at 4:04 p.m., the meeting was adjourned.

Dated this 8th, day of January, 2015.

Attest:

Edward G. Untalan
Chairman

Gurvinder Sobti
Secretary

Prepared and Submitted By:

Maria DeVille Sablan
Corresponding Secretary

A.B. WON PAT
INTERNATIONAL AIRPORT AUTHORITY, GUAM
ATURIDAT PUETTON BATKON AIREN GUAHAN ENTENASIONAT

P.O. Box 8770
Tamuning, GU 96931

Tel (671) 646-0300
Fax (671) 646-8823

www.guamairport.com

BOARD OF DIRECTORS REGULAR MEETING

3:00 p.m., Wednesday, December 3, 2014

GIAA TERMINAL CONFERENCE ROOM #3

Public Notice

First Notice:
Marianas Variety –November 24, 2014
Notice to Media – November 24, 2014

Second Notice:
Marianas Variety and PDN – December 1, 2014
Notice to Media – December 1, 2014

AGENDA

1. Call to Order and Attendance
2. Approval of Agenda
3. Approval of Minutes
   - **A.** September 26, 2014 Regular Meeting
4. Correspondence
5. Old Business
   - **A.** Status Updates of Capital Improvement Projects
6. New Business
   - **A.** Approval of Award - RFP- 001 - FY15 - Business and Finance Consultant
   - **B.** Approval of Award - IFB No. GIAA - 007- FY14 - Grasscutting and Herbicidal Treatment Services
   - **C.** Approval of Award - Landscaping and Plant Rental Services IFB No. GIAA-001-FY15
   - **D.** Approval of Award - TSA Recapitalization & Optimization Project IFB No. GIAA-C03-FY14
   - **F.** Exchange License Agreement - Core Tech
7. Report of Executive Manager
8. Report of the Comptroller
9. Executive Session
10. Public Comments
11. Adjournment

A.B. WONPAT INTERNATIONAL AIRPORT AUTHORITY

Board of Directors Regular Board Meeting

3:00 p.m. Wednesday, December 3, 2014

GIAA Terminal Conference Room #3

SIGN IN SHEET

	PRINT NAME	COMPANY/AGENCY
1.	CHARLES H. ADA II	GIAA
2.	JOAQUIN J. SEQUIA	GIAA
3.	JOHN BALLESTA	GIAA-ARFF
4.	JOAN ARRIOLA	GIAA
5.	FRANK P. TAITANO	GIAA
6.	Eduardo Muna	GIAA
7.	Carlos Bordallo	GIAA
8.	J. JAVELLANA	GIAA
9.	VICTOR J. CRUZ	GIAA
10.	ROBERT CAMACHO	A.P.
11.	FE SINGH - DENNIS	
12.	M. FAASHALEC	
13.	Gerard Bautista	ATM
14.	FRANK SANTOS	GIAA EXE
15.		

are to open next month

:tors will be able to focus on ergency patients, reducing time between arrival and atment.

"It's more expensive to go the emergency department, the use of emergency care ctors and nurses and diagnos- tests and supplies are much ore expensive. In the urgent re they're non-life threaten- g cases so we don't need the ecialized care and specialized ofessionals we're required to ve in the emergency room," erez said.

The hospital is currently oking to hire health profes- onals to work in the urgent are center.

The urgent care center will nly open during the peak hours a day, Perez said. For now, the enter is scheduled to be open rom 3 p.m. through midnight o help alleviate the strain on the mergency department.

"Right now, they will be start- ing with limited hours, around 3 p.m. to midnight shift to cover the peak hours of the emer- gency department when most of our patients tend to be coming in," Perez said. "If the demand requires us to extend the hours, the hospital will (extend) the hours to where we really need it."

The emergency department at the hospital acts as a 24-hour public health clinic for many people on Guam, Perez said. Because the hospital is mandated to treat all patients regardless of whether they are able to pay for the services, GMH is often the only option for medical care for some residents.

"It's also like a public health clinic. So they will come and that is why we are extending our services to provide an Urgent Care center," she said.

The urgent care center was mandated by P.L. 32-60.

ement sets up gov't age mayors computers

Mayors often encounter problems between neighbors about property lines, and this information can be helpful with some of those disputes.

updated on the mayors' soft- ware next year.

Although the land map soft- ware cannot be used for legal services, it provides a decent representation of the land lots for other uses. The software also doesn't provide informa- tion about the value of any property.

Mayors often encounter problems between neighbors about property lines, and this information can be helpful with some of those disputes.

For example, there are privately owned lots adja- cent to government land that sometimes residents ask the job to clear those areas.

The map software can also help buyers beware of the land they could be purchasing, Borja said.

In addition to the mayors' software, there is also a map website maintained by the government found online that shows basic boundaries and areas where public schools, streets, land parcels, emer- gency response agencies and medical facilities are located throughout the island. The information is on www.maps.guam.gov. Although it does not provide lot numbers and land owner information, it does provide an environmental assessment tool.

The tool shows areas on Guam that have been iden- tified as wetlands, sink- holes, Federal Emergency Management Agency flood zones, zoning information,

a second-degree felony, fraud- ulent use of credit cards, elud- ing a police officer and special allegation of commission of a felony while on felony release.

On Nov. 17 at around 2 p.m., police responded to a burglary of a motor vehicle complaint at Our Lady of Peace Cemetery in Windward Hills. A woman told police that after attend- ing a funeral service that after- noon, she discovered that her vehicle had been broken into. The suspect allegedly took the victim's purse, driver's license and credit cards from inside the vehicle. The victim said the value of the branded purse is $1,800.

Police later discovered that there were two unauthor- ized transactions made on the victim's credit card totaling $100 at a gas station. Police suspect vehicle in Umatac and identified the operator as Guer- rero. When police attempted to effectuate a traffic stop, the suspect sped off toward the Umatac water reservoir.

Police found that the defen- dant had parked the vehicle and had possibly run into the jungle. He was later arrested at a residence in Umatac.

Police also discovered that the vehicle Guerrero was driv- ing was reportedly stolen from an auto shop in Tamuning on the morning of Nov. 16.

Surveillance footage from that establishment showed a male individual climbing the fence into the auto company's parking lot and then stealing the vehicle.

Guerrero is on pre-trial release for theft.

The Honorable
EDDIE B. CALVO
Governor

The Honorable
RAY TENORIO
Lt. Governor

A.B. WON PAT
INTERNATIONAL AIRPORT AUTHORITY GUAM

PUBLIC NOTICE

The Board of Directors of the A.B. Won Pat International Airport Authority, Guam (GIAA) will convene its Regular Board meeting on Wednesday, December 3, 2014 at 3:00 p.m. in Terminal Confer- ence Room No. 3. In addition to regular matters, pursuant to 5 G.C.A. §8111(c)(2), Executive Session will be held to discuss pending litigation to which GIAA is a party. Parking is available in the Public Parking Lot.

For special accommodations or agenda items, please call the Board Office at 642-4717/18.

(This ad paid for by GIAA)

ATTENTION CUSTOMERS

Our office will be closed on Thursday, November 27, 2014 in observance of Thanksgiving.

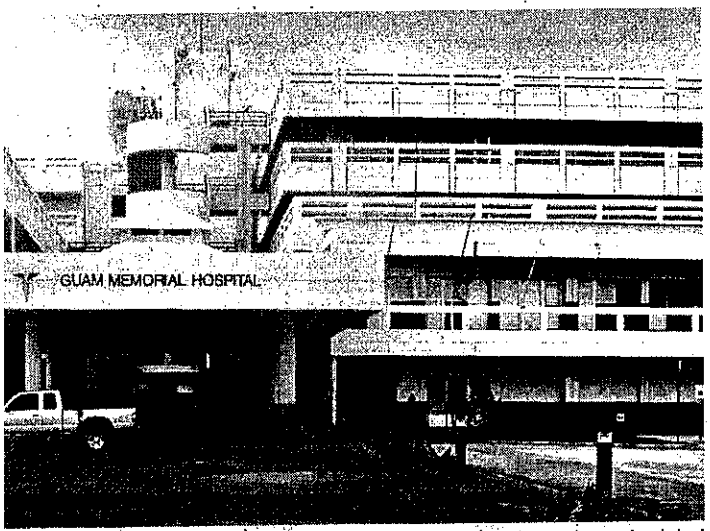
We will resume regular business hours on Friday, November 28, 2014.

EARLY DEADLINES

PUBLICATION DATE:	DUE DATE:
Thursday, November 27, 2014	Monday, November 24, 2014 at 12 noon
Friday November 28, 2014	Tuesday November 25, 2014 at 12 noon

Please feel free to call our office or send us an email if you have any questions. Thank you.

Doc No. 35GL-19-0628.



it is expected to be completed next month with a grand opening scheduled

are to open next month

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ement sets up gov't age mayors computers

Defendant on pre-trial release arrested in new burglary case

By Moneth Deposa-Eleco
moneth@mvguam.com
Variety News Staff

A woman told police that after attending a funeral service that afternoon, she discovered that her vehicle had been broken into.

A DEFENDANT in an ongoing felony case in Superior Court was arrested by police last week after allegedly committing another burglary.

Kevin Anthony Guerrero, 54, was apprehended and charged with theft of a motor vehicle as a second-degree felony, burglary of a motor vehicle as a second-degree felony, theft as a second-degree felony, fraudulent use of credit cards, eluding a police officer and special allegation of commission of a felony while on felony release.

On Nov. 17 at around 2 p.m., police responded to a burglary of a motor vehicle complaint at Our Lady of Peace Cemetery in Windward Hills. A woman told police that after attending a funeral service that afternoon, she discovered that her vehicle had been broken into. The suspect allegedly took the victim's purse, driver's license and credit cards from inside the vehicle. The victim said the value of the branded purse is $1,800.

Police later discovered that there were two unauthorized transactions made on the victim's credit card totaling $100 at a gas station. Police obtained video surveillance footage from the establishment where the transactions took place and observed two suspected vehicles that were possibly involved.

On Nov. 18, police spotted the suspect vehicle in Umatac and identified the operator as Guerrero. When police attempted to effectuate a traffic stop, the suspect sped off toward the Umatac water reservoir.

Police found that the defendant had parked the vehicle and had possibly run into the jungle. He was later arrested at a residence in Umatac.

Police also discovered that the vehicle Guerrero was driving was reportedly stolen from an auto shop in Tamuning on the morning of Nov. 16.

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A.B. WON PAT
INTERNATIONAL AIRPORT AUTHORITY GUAM

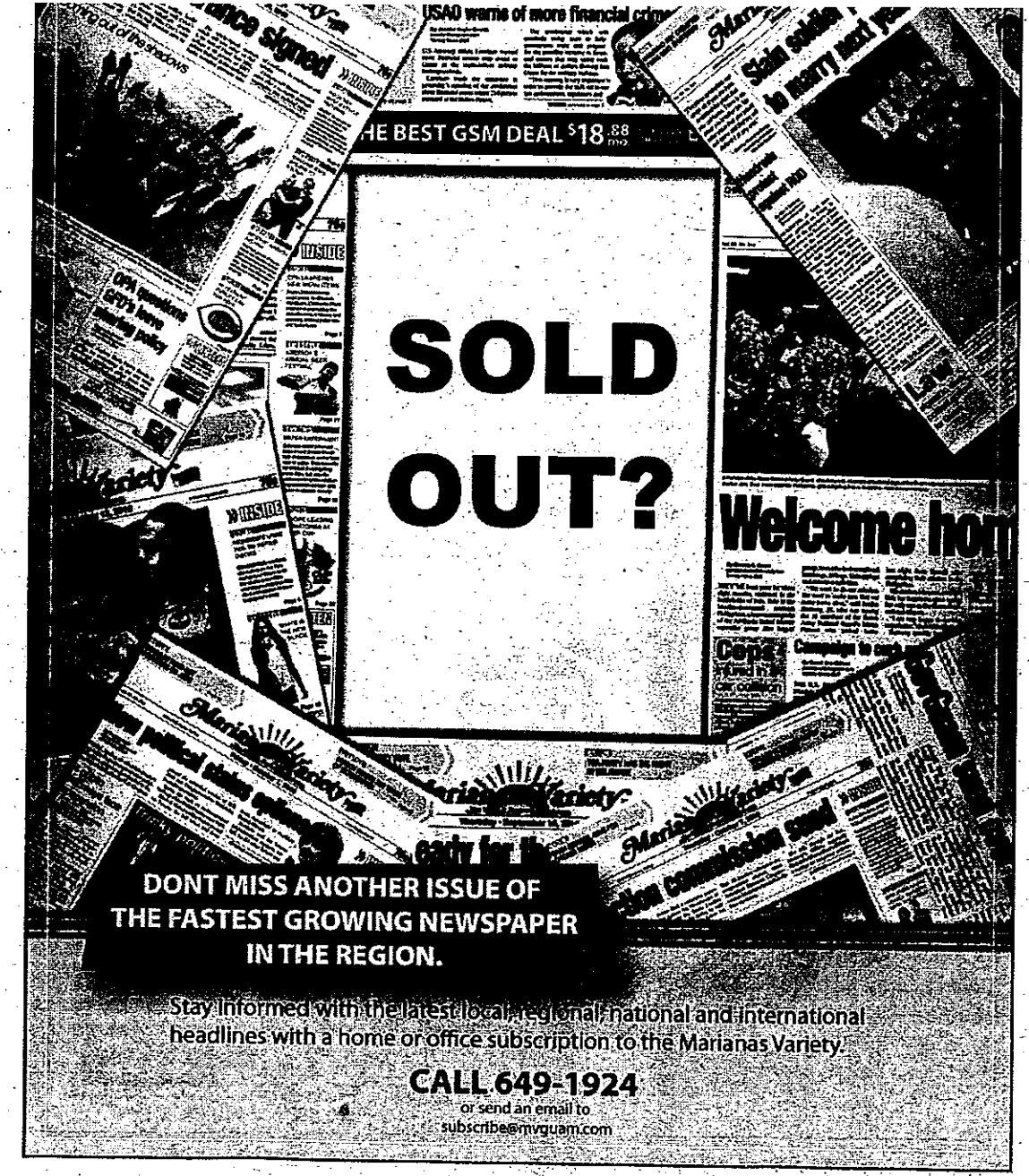
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from Black Friday."

The popularity of shopping online has also lured people away from brick-and-mortar

long lines on Black Friday. At JC Penney, the two found a $50 house coat for Christine's grandmother for $20, and bought another $200 coat for $20.



PUBLIC NOTICE

The Guam Council on the Arts and Humanities Agency will hold its Regular Board Meeting on Tuesday, December 9, 2014 at 3:00 pm at the CAHA Office, 1st Floor, Terlaje Professional Building in Hagatna.

Persons requiring special accommodations should contact the GCAHA Office at 300-1204-8 or fax at 300-1209.

"Paid with government funds by Guam CAHA"

The Honorable
EDDIE B. CALVO
Governor

The Honorable
RAY TENORIO
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A.B. WON PAT
INTERNATIONAL AIRPORT AUTHORITY, GUAM

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(This ad paid for by GIAA)

Doc. No. 35GL-19-0628.*

GIAA Program Status and UDO Analysis on Open AIP Grants

FY	Loc ID	Description	Grant #	Grant Amount	Balance as of 10/30/14	UDO	Balance as of 11/21/14	UDO	Comments
2011	GUM	Extend Runway 6L/24R - Phase 9	3-66-0001-80	$1,975,678	$0	0%	$0	0%	Closed Out
2011	GUM	Miscellaneous Airport Improvements - Phase 3	3-66-0001-81	$2,304,801	$1,620,085	70%	$1,620,085	70%	
2011	GUM	Miscellaneous Airport Improvements - Phase 4	3-66-0001-82	$1,400,000	$752,781	54%	$752,781	54%	
			Sub Total:	**$5,680,479**	**$2,372,866**	**42%**	**$2,372,866**	**42%**	
2012	GUM	Extend Runway 6L/24R - Phase 10	3-66-0001-83	$2,000,000	$0	0%	$0	0%	Closed Out
2012	GUM	Rehabilitate Runway 6L/24R - Phase 2	3-66-0001-84	$5,441,024	$0	0%	$0	0%	
			Sub Total:	**$7,441,024**	**$0**	**0%**	**$0**	**0%**	
2013	GUM	Extend Runway 06L/24R - Phase XI	3-66-0001-85	$2,005,605	$0	0%	$0	0%	Closed Out
2013	GUM	Rehabilitate Runway 06/24R - Phase 3	3-66-0001-86	$1,876,981	$787,954	42%	$787,954	42%	
2013	GUM	Acquire one (1) 3,000-gallon Aircraft Rescue & Fire Fighting (ARFF) Vehicle	3-66-0001-87	$1,017,000	$736,271	72%	$736,271	72%	
2013	GUM	Update Airport Master Plan Study	3-66-0001-88	$500,000	$112,615	23%	$112,615	23%	
			Sub Total:	**$5,399,586**	**$1,636,840**	**30%**	**$1,636,840**	**30%**	
2014	GUM	Rehabilitate Runway 06L/24R - Phase IV	3-66-0001-89	$2,950,939	$2,891,884	98%	$2,891,884	98%	
2014	GUM	Install Instrument Landing System (ILS) Runway 06L - Phase III	3-66-0001-90	$1,556,987	$307,013	20%	$307,013	20%	
			Sub Total:	**$4,507,926**	**$3,198,897**	**71%**	**$3,198,897**	**71%**	
			GRAND TOTAL:	**$23,029,015**	**$7,208,603**	**31%**	**$7,208,603**	**31%**	

A.B. WON PAT INTERNATIONAL AIRPORT AUTHORITY, GUAM

SERIES 2013 BOND CAPITAL IMPROVEMENT PROJECTS

	Project Title	Total Project Cost	Federal Grants	Bond Proceeds	Balance as of 11/21/14	Purpose / Comments	Status
				PRIORITY 1			
1	International Arrivals Corridor with Building Seismic Upgrades	$53,900,000	$13,200,000	$38,815,694	52,015,694.20	Permanent solution to TSA mandate. 3rd level corridor for arrivals only with vertical circulation from gate groups. Must include seismic upgrades.	Design in progress to 60%. Estimate to be updated in next report.
2	Hold Bag Screening Relocation	$26,069,263	$24,899,330	$467,631	25,366,960.83	In-line bag screening with BHS. Check in capacity restored. Reduced costs for TSA and airlines.	General Construction Bid for Board award
3	SSCP Improvements	$3,100,000		$3,100,000	3,100,000.00	Increase security screening lanes and expand queuing area.	IDIQ A-E to be selected
4	FIDS Replacement	$5,000,000		$4,677,850	4,677,849.63	Replace obsolete and non-reliable system with multimedia multipurpose software/hardware.	Prioritized upgrades in progress.
5	Integrated PLB Replacement	$8,200,000	$2,000,000	$3,336,796	5,336,795.85	Replace 1 loading bridge and 34 power and pre-conditioned air point of use units. Other budget for refurbishment.	34 power and preconditioned air units - installation complete. Replacement loading bridge for Gate 21 pending.
6	Common Use Check-In Facilities	$2,800,000		$2,800,000	2,800,000.00	Single airline check-in program with counter modifications and expanded use of kiosks. Avoids expanded building footprint.	Common use study for airline review and comment.
7	Fuel System Improvements	$1,000,000		$878,007	878,006.81	Improve fire suppression system and connections.	Improvements being handled through fuel system operator.
8	Parking Expansion	$7,400,000		$6,998,918	6,998,917.89	Single level parking deck over commercial vehicle area to replace capacity loss from expanded access road. Improves passenger service.	Preliminary engineering complete. Design in progress.
9	Interisland Passenger Facility	$3,000,000		$3,000,000	3,000,000.00	Separate processing facility for domestic interisland operations. No CBP and minimal TSA inspections.	A-E design for interim facility in progress
10	ARFF Facility Replacement	$11,600,000	$10,440,000	$737,528	11,177,527.62	Replace aged Navy structure with code compliant facility meeting FAA standards.	Preliminary engineering completed. Grant application to the FAA being prepared.
11	Cargo Apron Relocation	$7,700,000	$6,930,000	$608,013	$7,538,012.60	New cargo only apron adjacent to integrated air cargo facility. Hydrant fuel capability.	Preliminary engineering study and FAA grant application being updated.
12	Replace Terminal Seating	$3,500,000		$3,500,000	$3,500,000.00	Replace dilapidated seating and expand additional seating to other terminal areas.	IDIQ A-E negotiation
	SUB TOTALS	$133,269,263	$57,469,330	$68,920,435	$126,389,765		

A.B. WON PAT INTERNATIONAL AIRPORT AUTHORITY, GUAM

SERIES 2013 BOND CAPITAL IMPROVEMENT PROJECTS

	Project Title	Total Project Cost	Federal Grants	Bond Proceeds	Balance as of 11/21/14	Purpose / Comments	Status
	PRIORITY 2						
13	Access Control and Security Improvements	$4,000,000		$3,989,014	3,989,013.74	Replace security access control system with biometric system. Facility modifications as security solutions.	IDIQ A-E selection pending
14	Terminal Flooring Replacement	$2,700,000		$2,700,000	2,700,000.00	Replace deteriorating tile surface with durable non-skid material with longer life cycle.	IDIQ A-E selection pending
15	Upgrade Airport IT and FMS	$2,000,000		$1,657,403.56	1,657,403.56	Upgrade financial management system, add facility management GIS and improve infrastructure.	Partial upgrades completed
16	Route 10A Landscape Component	$1,700,000		$1,700,000	1,700,000.00	Incorporate landscaping mediums consistent with DPW project to expand the Route 10A access roadways.	Coordination with DPW on design progress for roadway
17	Enclose Arrival Tunnels	$1,200,000		$1,200,000	1,200,000.00	Increase arrivals lobby area through enclosing arrival tunnel with climate control. Adds commercial areas.	IDIQ A-E selection pending
18	Replace Conveyance Systems	$2,600,000		$2,600,000	2,600,000.00	Replace with energy efficient equipment. Includes elevators, escalators and moving walks.	Coordination with Concourse Isolation project design
19	Strengthen and Expand Curbside Canopies	$2,800,000		$2,800,000	2,800,000.00	Expand departures curbside canopies for extended weather protection and security reinforcement.	IDIQ A-E selection pending
20	OCIP Insurance/Soft Costs	$2,000,000		$2,000,000	2,000,000.00	For Owner Controlled Insurance Program and administrative/legal costs.	Board Approval pending
21	1% Arts Program	$639,000		$639,000	639,000.00		For further discussion with the Guam Council of the Arts & Humanities.
22	Unencumbered Proceeds	$14,271,067		$14,268,320	14,268,320.43		
	SUB TOTALS	$33,910,067	$0	$33,553,738	33,553,737.73		
	TOTALS	**$167,179,330**	**$57,469,330**	**$102,474,173**	**$159,943,503**		$7,235,827

A.B. WON PAT INTERNATIONAL AIRPORT AUTHORITY, GUAM
CAPITAL IMPROVEMENT PROJECTS FOR FISCAL YEARS THROUGH 2014
CAPITAL IMPROVEMENT FUND

	PROJECT NAME	BUDGET	CIF	FEDERAL	BALANCE AS OF 11/21/14	DESCRIPTION AND NEED
1	Facilities Fire Alarm/Suppression System Replacement	2,700,000	2,700,000	-	1,952,905.07	Upgrade & improve fire alarm system for airport facilities
2	Upgrades to Public Restrooms - Phase 5A	600,000	600,000	-	370,936.71	Continue upgrades & improvements to airport facilities on phased-in basis
3	Sustainable Airport Management	300,000	300,000	-	300,000	Implement green initiatives for efficiency & environmental sustainability
4	Noise Mitigation Program 65 DNL & Higher - Phase 5	4,328,264	328,264	4,000,000	4,328,264	Implementation of findings under the Part 150 Noise Study (multi-year)
5	Maintenance Equipment	562,000	562,000	-	562,000	Airfield maintenance equipment & boom lifts
6	Airport Facilities Upgrades, Phased	2,300,000	2,300,000	-	*1,681,390.87*	Continue upgrades & improvements to airport facilities including restrooms
7	Vehicular Re-fleeting Program - Ph 2	650,000	650,000	-	650,000	Continue program to replace airport vehicular fleet for security, safety & support functions with emphasis on fuel efficiency

A.B. WON PAT INTERNATIONAL AIRPORT AUTHORITY, GUAM
CAPITAL IMPROVEMENT PROJECTS FOR FISCAL YEARS THROUGH 2014
CAPITAL IMPROVEMENT FUND

	PROJECT NAME	BUDGET	CIF	FEDERAL	BALANCE AS OF 11/21/14	DESCRIPTION AND NEED
8	Rehabilitate Runway 6L/24R, Completion	4,500,000	450,000	4,050,000	4,500,000	Install new overlay on runway and shoulders, RWY 24L PAPI, Central Ave. closure
9	Acquire ARFF Truck/RIV - Pkg 2	1,390,000	139,000	1,251,000	1,390,000	Replacement of second ARFF truck and Rapid Intervention Vehicle
10	Painting & Exterior Surface Improvements and Replace Roofing Systems	2,850,000	2,850,000	-	2,647,653.90	Repainting and surface improvements to key airport facilities after 10 years and to mitigate prevalent leakage with roof replacment & crack repairs.
11	Upgrades to VQ-1 Hanger	500,000	500,000	-	500,000	Replace hangar door and upgrade roof and floor systems
12	Airfield Support Vehicles & Equipment	400,000	400,000	-	400,000	Maintenance of ramp lights, electrical and airfield lighting
13	Improve GSE & Technology Buildings	500,000	500,000	-	500,000	Improve roof systems and overhangs
14	Improve Arrival and Inspection Facilities	2,500,000	2,500,000	-	2,500,000	Enhance passenger facilitation through improvements to CBP, CQA and public areas. Includes Automated Passport Control kiosks.
	Totals:	**$ 24,280,264**	**$ 14,979,264**	**$ 9,301,000**	**22,283,150.55**	

Note: All projects are subject to funding availability and FAA issuance of grant agreements. Excludes bond financed projects.

Antonio B. WonPat
INTERNATIONAL AIRPORT AUTHORITY, GUAM
BOARD OF DIRECTORS
EXECUTIVE SUMMARY

REQUEST FOR PROPOSALS, RFP NO. GIAA-001-FY15
AIRPORT BUSINESS & FINANCE CONSULTANT

October 30, 2014

Purpose

Board action is requested to approve the ranking results based on the evaluation process performed through the Request For Proposals (RFP) No. GIAA-001-FY15 for Airport Business & Finance Consultant.

Background

The referenced RFP solicits proposals from professional Airport Business & Finance Consultant firms to advise and assist management of GIAA on airport, aviation, planning and capital improvement projects and other related matters. The contract term is for a total term of five (5) years.

Procurement Background

The above referenced RFP was advertised in the local newspapers throughout the month of October 2014. The established deadline to submit the proposals was on October 24, 2014.

A total of two (2) firms showed their interest by obtaining the RFP package; and the two (2) firms responded by submitting their proposals before the established deadline.

After receipt of all proposals, an Evaluation Committee was established to perform an independent evaluation of the proposals to determine the best qualified proposer. The proposals were evaluated based on the point system assigned for each criteria identified in the RFP package.

The Evaluation Committee has completed their evaluations and the scores sheets were gathered and tabulated by Procurement Office. As a result, the selected firms in the order of their ranking are as follows:

1. Proposer A
2. Proposer B

Legal Review

Upon Board approval, a standard professional services contract will be forwarded to Legal Counsel for review and approval as to form.

Financial Review

The Airport Business & Finance Consultant Agreement will be funded from the O & M Budget for Fiscal Year 2015.

Recommendation

Management recommends the approval of the ranking results and the contract award to **Proposer A,** as the highest ranked proposer for the Airport Business & Finance Consultant subject to negotiations of fair and reasonable fees. In the event that the negotiations prove unsuccessful, GIAA Management will enter negotiations with the next highest ranked proposer.

A.B. WON PAT
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P.O. Box 8770
Tamuning, GU 96931

Tel (671) 646-0300
Fax (671) 646-8823

www.guamairport.com

October 30, 2014

MEMORANDUM

TO: Charles H. Ada II, Executive Manager

FROM: Franklin P. Taitano, Supply Management Administrator

SUBJECT: Evaluation and Recommendation - Request For Proposal (RFP)
Airport Business & Finance Consultant
RFP No. GIAA-001-FY15

The referenced Request for Proposal (RFP) solicits interests from firms or individuals to provide professional services for the Airport Business & Finance Consultant. The advertisement for this RFP was published in the local newspaper for the month of October 2014. The deadline to submit the proposals was on October 24, 2014.

Two (2) firms/individuals acknowledged receipt of the package and the two (2) firms submitted qualification documents before the submission deadline.

Evaluation and Selection

Pursuant to Basis for Evaluation of the package, after receipt of all proposals, the GIAA Evaluation Committee conducted an independent evaluation for the purpose of selecting the most responsive and responsible offeror based on the evaluation criteria. The committee which Management established to evaluate the firms' qualifications included the following:

a. Pedro R. Martinez, Deputy Executive Manager
b. Carlos Bordallo, Comptroller
c. Gerard Bautista, Air Terminal Manager

The committee completed their evaluation and the scores were tabulated as reflected on the attached summary worksheet. As a result of our tabulation, the firms selected in the order of their ranking are as follows:

1. Proposer A
2. Proposer B

Recommendation

Based on the tabulation of the proposers ranking, it is determined that **Proposer A** ranked number one and the best qualified firm to perform the required services in accordance with the criteria set forth in the RFP. Also, as a result of our review of the submitted required documents, the firm has been deemed to have met the standards of responsibility and responsiveness outlined in the Guam Procurement Regulations.

Therefore, management recommends the approval of the ranking results and the contract award to **Proposer A**, as the highest ranked proposer for the Airport Business & Finance Consultant subject to negotiations of fair and reasonable fees**.** In the event that the aforementioned negotiations prove unsuccessful, the GIAA may enter negotiations with the next highest ranked proposer.

Should you have any questions or need to discuss this matter further, I am available at your request.

Franklin P. Taitano

APPROVED:

CHARLES H. ADA II
Executive Manager

Attachments

cc: Evaluation Committee
Procurement File

Antonio B. Won Pat
International Airport Authority, Guam

Evaluation Score Tally Sheet

AIRPORT BUSINESS & FINANCE CONSULTANT
RFP NO. RFP-001-FY15

NAME OF FIRM/PROPOSER	Evaluator 1		Evaluator 2		Evaluator 3		AVERAGE
	Score	Rank	Score	Rank	Score	Rank	Rank
Proposer A	100	1	99	1	94	1	1
Proposer B	70	2	75	2	88	2	2

ANTONIO B. WON PAT
INTERNATIONAL AIRPORT AUTHORITY, GUAM
BOARD OF DIRECTORS
EXECUTIVE SUMMARY

INVITATION FOR BID
GRASSCUTTING AND HERBICIDAL TREATMENT SERVICES
IFB NO. GIAA-007-FY14

October 30, 2014

Purpose

Board action is requested to approve the bid award of the above project under the Invitation For Bid No. GIAA-007-FY14.

Background

The project is to provide grasscutting and herbicidal treatment services inclusive of all labor, materials, supplies and equipment to airport areas.

The bid award provides a contract term of three (3) years. The contract may be renewed annually at GIAA's sole option for additional one-year period(s), not to exceed the total contract term of five (5) years.

Procurement Background

The solicitation announcement was advertised through the local newspapers during the month of September 2014. The bid submission deadline and bid opening took place on October 20, 2014.

Twenty One (21) firms/individuals purchased bid package and six (6) firms submitted bid proposal before the submission deadline. All six (6) firms were evaluated and determined that all firms to be acceptable. As required by the Procurement Rules and Regulations, the bids were publicly opened and read aloud in the presence of the bidders.

The additive bid is to be awarded upon availability of the Tiyan Parkway Project. The aforementioned area is currently under construction and is estimated to be available within the first quarter of 2015.

The submitted bids are presented below:

Bidder/Firm's Name	Item 1 Area 1 AOA	Item 2 Area 2a North Tiyan	Item 2 Area 2b Additive Bid	Item 3 Area 3 South Tiyan	Item 4 Area 4 Industrial Park
GUAM CLEANING MASTERS	$348,888.00	$90,000.00	$31,888.00	$48,988.00	$53,888.00
K CLEANING SERVICES	NO BID	$56,168.00	$25,160.00	$51,470.00	$60,610.00
INFRATECH LLC	$205,920.00	$108,304.00	$36,288.00	$60,480.00	$72,576.00
G-CREW MAINTENANCE	NO BID	$90,000.00	$34,800.00	**$28,200.00**	**$33,500.00**
LEGEND PACIFIC LLC	**$121,896.80**	**$31,861.91**	**$8,756.75**	$29,234.94	$48,897.24
SERVICE MASTER GUAM INC.	$199,023.00	$124,015.00	$49,446.00	NO BID	NO BID

Legal Review

Upon approval of award, the contract will be processed through issuance of a Purchase Order in conformance with the Government of Guam Procurement Regulations.

Financial Review

The total contract award for this bid is $215,458.71. Funding for this bid is available under the FY2015 O&M budget.

Recommendation

Management recommends the contract award based on the following:

Item & Description	Awarded to:	Total Amount
Item 1: AOA	Legend Pacific LLC	$121,896.80
Item 2a: North Tiyan Area	Legend Pacific LLC	$31,861.91
Item 3: South Tiyan Area	G-Crew Maintenance	$28,200.00
Item 4: Airport Industrial Park	G-Crew Maintenance	$33,500.00
	Total Contract Award:	**$215,458.71**

A.B. WON PAT
INTERNATIONAL AIRPORT AUTHORITY, GUAM
ATURIDAT PUETTON BATKON AIREN GUAHAN ENTENASIONAT

P.O. Box 8770
Tamuning, GU 96931

Tel (671) 646-0300
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www.guamairport.com

October 24, 2014

MEMORANDUM

TO: Charles H. Ada II, Executive Manager

FROM: Franklin P. Taitano, Supply Management Administrator

SUBJECT: Bid Evaluation and Recommendation "Invitation For Bid"
Grasscutting and Herbicidal Treatment Services
IFB No. GIAA-007-FY14

Procurement Background:
The above referenced Invitation For Bid was publicly announced through the local newspaper on the month of September 2014. The bid submission deadline and bid opening took place on October 20, 2014 at 2:00 p.m.

Twenty-One (21) firms/individuals purchased the bid package and six (6) firms submitted bids before the bid submission deadline. The bid submittal was opened in the presence of the bidders, members of the public and several GIAA representatives. The bid offer was read aloud by the Supply Management Administrator and tabulated by a Procurement staff.

The additive bid is to be awarded upon availability of the Tiyan Parkway Project. The aforementioned area is currently under construction and is estimated to be available within the first quarter of 2015.

The results of the bid price submittals are as follows in the order they were received and opened:

Bidder/Firm's Name	Item 1 Area 1 AOA	Item 2 Area 2a North Tiyan	Item 2 Area 2b Additive Bid	Item 3 Area 3 South Tiyan	Item 4 Area 4 Industrial Park
GUAM CLEANING MASTERS	$348,888.00	$90,000.00	$31,888.00	$48,988.00	$53,888.00
K CLEANING SERVICES	NO BID	$56,168.00	$25,160.00	$51,470.00	$60,610.00
INFRATECH LLC	$205,920.00	$108,304.00	$36,288.00	$60,480.00	$72,576.00
G-CREW MAINTENANCE	NO BID	$90,000.00	$34,800.00	**$28,200.00**	**$33,500.00**
LEGEND PACIFIC LLC	**$121,896.80**	**$31,861.91**	**$8,756.75**	$29,234.94	$48,897.24
SERVICE MASTER GUAM INC.	$199,023.00	$124,015.00	$49,446.00	NO BID	NO BID

Pursuant to Section 8 of the Instructions to Bidders, the contract is to be awarded to the lowest responsible, responsive bidder, provided his bid is reasonable and it is in the best interest of the GIAA to accept it. To determine the responsibility of bidders, the bid package specified the required documents that bidders must submit with their bid packages. The attached abstract illustrates the inventory of required documents and bidders' submittal.

Guam Cleaning Masters: The firm submitted a bid for Item 1 in the amount of $348,888.00 and Item 2a in the amount of $90,000.00 and Item 2b in the amount of $31,888.00 and Item 3 in the amount of $48,988.00 and Item 4 in the amount of $53,888.00 respectively. All other documents were complete and in conformance with the Invitation For Bid.

K Cleaning Services: The firm submitted a bid for Item 1 No Bid and Item 2a in the amount of $56,168.00 and Item 2b in the amount of $25,160.00 and Item 3 in the amount of $51,470.00 and Item 4 in the amount of $60,610.00 respectively. All other documents were complete and in conformance with the Invitation For Bid.

InfraTech LLC: The firm submitted a bid for Item 1 in the amount of $205,920.00 and Item 2a in the amount of $108,304.00 and Item 2b in the amount of $36,288.00 and Item 3 in the amount of $60,480.00 and Item 4 in the amount of $72,576.00 respectively. All other documents were complete and in conformance with the Invitation For Bid.

G-Crew Maintenance: The firm submitted a bid for Item 1 No bid and Item 2a in the amount of $90,000.00 and Item 2b in the amount of $34,800.00 and Item 3 in the amount of $28,200.00 and Item 4 in the amount of $33,500.00 respectively. All other documents were complete and in conformance with the Invitation For Bid.

Legend Pacific LLC: The firm submitted a bid for Item 1 in the amount of $121,896.80 and Item 2a in the amount of $31,861.91 and Item 2b in the amount of $8,756.75 and Item 3 in the amount of $29,234.94 and Item 4 in the amount of $48,897.24 respectively. All other documents were complete and in conformance with the Invitation For Bid.

Service Master Guam Inc.: The firm submitted a bid for Item 1 in the amount of $199,023.00 and Item 2a in the amount of $124,015.00 and Item 2b in the amount of $49,446.00 and Item 3 No Bid and Item 4 No Bid respectively. All other documents were complete and in conformance with the Invitation For Bid.

Recommendation:
Pursuant to the guidelines in Item 8 of the Instruction to Bidders, the award of contract will be made to the lowest responsible, responsive bidder for each Item Bid, provided his bid is reasonable and in the best interest of GIAA.

Legend Pacific LL and G-Crew Maintenance have been determined to have met the standards of responsibility and responsiveness outlined in the Guam Procurement Regulation. Therefore, it is recommended that the contract awards be made according to the following:

Item & Description	Awarded to:	Total Amount
Item 1: AOA	Legend Pacific LLC	$121,896.80
Item 2a: North Tiyan Area	Legend Pacific LLC	$31,861.91
Item 3: South Tiyan Area	G-Crew Maintenance	$28,200.00
Item 4: Airport Industrial Park	G-Crew Maintenance	$33,500.00
	Total Contract Award:	**$215,458.71**

Should you have any questions or concerns, I am available at your request.

Franklin P. Taitano

APPROVED:

CHARLES H. ADA II
Executive Manager

Attachment

cc: Acctg/Proc/ATM/P&F

INVITATION NUMBER: GIAA-007-FY14

GRASSCUTTING AND HERBICIDAL TREATMENT SERVICES

Antonio B. Won Pat
International Airport Authority, Guam
BID ABSTRACT

Opening Date: 20-Oct-14
Opening Time: 2:00 P.M.

Page 1 of 1 pages
No. of Invitation Issued: 21
No. of Bids Received: 6

	BIDDER'S NAME	Special Reminder to Prospective Bidders	BID SECURITY CC - Cashiers Check LOC - Letter of Credit BB - Bid Bond	Disclosure of Major Shareholders	Non-Collusion Affidavit	Non-Gratuity Affidavit	Standard DOT Assurance	Business License Copy	ADDENDUM A B C D E	BID ITEM NO. 1 AREA 1	BID ITEM NO. 2 AREA 2a	BID ITEM NO. 2 AREA 2b	BID ITEM NO. 3 AREA 3	BID ITEM NO. 4 AREA 4
1	Guam Cleaning Masters	✓	Kic 13526B 15% ✓	✓	✓	✓	✓	✓	/////	$348,888.00	$90,000.00	$31,888.00	$48,988.00	$53,888.00
2	K Cleaning Services	✓	CK11451AFB $45,000.00 ✓	✓	✓	✓	✓		/////	No bid	$56,168.00	$25,168.00	$51,470.00	$60,610.00
3	Infra Tech LLC	✓	BND 201353A01 15% ✓	✓	✓	✓	✓	✓	/////	$205,920.00	$108,304.00	$36,288.00	$60,480.00	$72,576.00
4	G-Crew Maintenance	✓	CC $485542 - $18,720.00 CC $485541 - $4,230.00 ✓ CC $485540 - $5025.00 ✓		✓	✓	✓	✓	/////	No bid	$90,000.00	$34,800.00	$28,200.00	$33,500.00
5	Legend Pacific LLC	✓	CKI-0016-GN BB-14 $375,000.00 ✓	✓	✓	✓	✓	✓	/////	$121,896.80	$31,861.71	$8,756.75	$29,234.94	$48,897.24
6	Service Masters Guam		AGA 22748 15% ✓	✓	✓	✓	✓	✓	/////	$199,623.00	$124,015.00	$49,446.00	No bid	No bid
7														
8														
9														
10														

I hereby certify that all bids received in response to this invitaiton were opened under my personal supervision, and that the names of all bidders have been entered hereon.

SIGNATURE

TABULATED BY: SIGNATURE 10/20/14

BASIS FOR AWARD:

- ✓ LOWEST RESPONSIVE BIDDER
- \ \ HIGHEST RESPONSIVE BIDDER
- \ \ OTHER AWARD
- \ \ TIE BID
- \ \ COMBINED TOTAL
- \ \ ITEM PER ITEM

A.B. WON PAT
INTERNATIONAL AIRPORT AUTHORITY, GUAM

AFFIDAVIT DISCLOSING OWNERSHIP and COMMISSIONS

CITY OF Maite)
) ss.
ISLAND OF GUAM)

A. I, the undersigned, being first duly sworn, depose and say that I am an authorized representative of the offeror and that *[please check only one]:*

[X] The offeror is an individual or sole proprietor and owns the entire (100%) interest in the offering business.

[ ] The offeror is a corporation, partnership, joint venture, or association known as *[please state name of offeror company],* and the persons, companies, partners, or joint venturers who have held more than 10% of the shares or interest in the offering business during the 365 days immediately preceding the submission date of the proposal are as follows *[if none, please so state]:*

Name	Address	% of Interest
Darren Gutierrez	P.O Box 1724 Hagatna Guam 96932	100%

B. Further, I say that the persons who have received or are entitled to receive a commission, gratuity or other compensation for procuring or assisting in obtaining business related to the bid or proposal for which this affidavit is submitted are as follows *[([none, please so state]:*

Name	Address	Compensation
Darren Gutierrez	P.O Box 1824 Hagatna Guam 96932	100%

C. If the ownership of the offering business should change between the time this affidavit is made and the time an award is made or a contract is entered into, then I promise personally to update the disclosure required by 5 GCA §5233 by delivering another affidavit to the government.

Signature of one of the following:
Offeror, if the offeror is an individual: Partner, if the offeror is a partnershhip; Officer, if the offeror is a corporation.

Subscribed and sworn to before me this day of 14th, ~~2014~~ day October 2014.

Doris C. Garrido

NOTARY PUBLIC
My commission expires 12/31/2015.

Doris C. Garrido
NOTARY PUBLIC
In and for Guam, U.S.A.
My Commission Expires: December 31, 2015
Commission: NP No. 11-0152P
450 Route 8 Maite. Guam 96910

A.B. WON PAT
INTERNATIONAL AIRPORT AUTHORITY, GUAM

AFFIDAVIT DISCLOSING OWNERSHIP and COMMISSIONS

CITY OF Mangilao)
) ss.
ISLAND OF GUAM)

A. I, the undersigned, being first duly sworn, depose and say that I am an authorized representative of the offeror and that *[please check only one]:*

[ ] The offeror is an individual or sole proprietor and owns the entire (100%) interest in the offering business.

[✓] The offeror is a corporation, partnership, joint venture, or association known as *[please state name of offeror company]*, and the persons, companies, partners, or joint venturers who have held more than 10% of the shares or interest in the offering business during the 365 days immediately preceding the submission date of the proposal are as follows *[if none, please so state]:*

Name	Address	% of Interest
Hong Fei Bai	P.O. Box 13059 Tamuning Guam 96931	45%
Haoran Bai	P.O. Box 13059 Tamuing Guam 96931	40%
Guoguan Shi	P.O. Box 13059 Tamuing Guam 96931	14%
Yun Fei Bai	P.O. Box 13059 Tamuning Guam 96931	1%

B. Further, I say that the persons who have received or are entitled to receive a commission, gratuity or other compensation for procuring or assisting in obtaining business related to the bid or proposal for which this affidavit is submitted are as follows *[([none, please so state]:*

Name	Address	Compensation

C. If the ownership of the offering business should change between the time this affidavit is made and the time an award is made or a contract is entered into, then I promise personally to update the disclosure required by 5 GCA §5233 by delivering another affidavit to the government.

Signature of one of the following:
Offeror, if the offeror is an individual: Partner, if the offeror is a partnershhip; Officer, if the offeror is a corporation.

Subscribed and sworn to before me this 19th day of September 2014.

NOTARY PUBLIC
My commission expires May 6, 2017

SAGE S. ROBERTO
NOTARY PUBLIC
In and for Guam, U.S.A.
My Commission Expires: **May 06,2017**
551 Rt.10 Ste 101 Mangilao, Guam 96913

ANTONIO B. WON PAT
INTERNATIONAL AIRPORT AUTHORITY, GUAM
BOARD OF DIRECTORS
EXECUTIVE SUMMARY

INVITATION FOR BID
LANDSCAPING AND PLANT RENTAL SERVICES
IFB NO. GIAA-001-FY15

November 21, 2014

Purpose

Board action is requested to approve the bid award of the above project under the Invitation For Bid No. GIAA-001-FY15.

Background

The project is to provide landscaping and plant rental services within the Main Terminal Building and Terminal Areas. The awarded bidder will also be required to provide potted plants of different types and sizes to be displayed in the different areas of the Main Terminal Building.

The bid award provides a contract term of one (1) year. The contract may be renewed annually at GIAA's sole option for additional one-year period(s), not to exceed the total contract term of five (5) years.

Procurement Background

The solicitation announcement was advertised through the local newspapers during the months of October & November 2014. The bid submission deadline and bid opening took place on November 12, 2014.

Seven (7) firms/individuals purchased bid package and five (5) firms submitted bid proposal before the submission deadline. As required by the Procurement Rules and Regulations, the bids were publicly opened and read aloud in the presence of the bidders. All five (5) firms were evaluated and determined that all firms to be acceptable.

The submitted bids are presented below:

Bidder/Firm's Name	Item 1.0 Total Cost
GUAM CLEANING MASTERS	$111,111.00
LANDSCAPE MANAGEMENT SYSTEMS (LMS)	$153,589.23
JJ GLOBAL	$110,954.00
GPF CORP.	**$106,740.60**
LEGEND PACIFIC LLC	$110,110.00

Legal Review

Upon approval of award, the contract will be processed through issuance of a Purchase Order in conformance with the Government of Guam Procurement Regulations.

Financial Review

The total contract award for this bid is $106,740.60. Funding for this bid is available under the FY2015 O&M budget.

Recommendation

Management recommends the contract award of **$106,740.60** to **GPF Corp.** who has been determined to have met the standards of responsibility and responsiveness outlined in Guam Procurement Regulations.

A.B. WON PAT
INTERNATIONAL AIRPORT AUTHORITY, GUAM
ATURIDAT PUETTON BATKON AIREN GUAHAN ENTENASIONAT

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www.guamairport.com

November 13, 2014

MEMORANDUM

TO: Charles H. Ada II, Executive Manager

FROM: Franklin P. Taitano, Supply Management Administrator

SUBJECT: Bid Evaluation and Recommendation "Invitation For Bid"
Landscaping and Plant Rental Services
IFB No. GIAA-001-FY15

Procurement Background:
The above referenced Invitation For Bid was publicly announced through the local newspaper on the months of October & November 2014. The bid submission deadline and bid opening took place on November 12, 2014 at 2:00 p.m.

Seven (7) firms/individuals purchased the bid package and five (5) firms submitted bids before the bid submission deadline. The bid submittal was opened in the presence of the bidders, members of the public and several GIAA representatives. The bid offer was read aloud by the Supply Management Administrator and tabulated by a Procurement staff.

The results of the bid in the order they were received and opened:

Bidder/Firm's Name	Item 1.0 Total Cost
GUAM CLEANING MASTERS	$111,111.00
LANDSCAPE MANAGEMENT SYSTEMS (LMS)	$153,589.23
JJ GLOBAL	$110,954.00
GPF CORP.	**$106,740.60**
LEGEND PACIFIC LLC	$110,110.00

Pursuant to Section 8 of the Instructions to Bidders, the contract is to be awarded to the lowest responsible, responsive bidder, provided his bid is reasonable and it is in the best interest of the GIAA to accept it. To determine the responsibility of bidders, the bid package specified the required documents that bidders must submit with their bid packages. The attached abstract illustrates the inventory of required documents and bidders' submittal.

Guam Cleaning Masters: The firm submitted a bid for Item 1 in the amount of $111,111.00 respectively. All other documents were complete and in conformance with the Invitation For Bid.

Landscape Management Systems (LMS): The firm submitted a bid for Item 1 in the amount of $153,589.23 respectively. All other documents were complete and in conformance with the Invitation For Bid.

JJ Global: The firm submitted a bid for Item 1 in the amount of $110,954.00 respectively. All other documents were complete and in conformance with the Invitation For Bid.

GPF Corp.: The firm submitted a bid for Item 1 in the amount of $106,740.60 respectively. All other documents were complete and in conformance with the Invitation For Bid.

Legend Pacific Ltd.: The firm submitted a bid for Item 1 in the amount of $110,110.00 respectively. All other documents were complete and in conformance with the Invitation For Bid.

Recommendation:
Pursuant to the guidelines in Item 8 of the Instruction to Bidders, the award of contract will be made to the lowest responsible, responsive bidder, provided his bid is reasonable and in the best interest of GIAA.

GPF Corp. has been determined to have met the standards of responsibility and responsiveness outlined in the Guam Procurement Regulation. Therefore, it is recommended that GPF Corp. be awarded the contract in the amount of $106,740.60 for the Landscaping and Plant Rental Services.

Should you have any questions or concerns, I am available at your request.

Franklin P. Taitano

APPROVED:

CHARLES H. ADA II
Executive Manager

Attachment

cc: Acctg/Proc/ATM/P&F

INVITATION NUMBER: GIAA-001-FY15

LANDSCAPING AND PLANT RENTAL SERVICES

Antonio B. Won Pat
International Airport Authority, Guam
BID ABSTRACT

Opening Date: 12-Nov-14
Opening Time: 2:00 P.M.

Page ___ of ___ pages
No. of Invitation Issued: 7
No. of Bids Received: 5

DESCRIPTION OF SUPPLIES OR SERVICES:

	BIDDER'S NAME	Special Reminder to Prospective Bidders	BID GUARANTEE Cashier's Check Letter of Credit Bid Bond	Affidavit Disclosing Ownership / Commissions	Non-Collusion Affidavit	Affidavit re No Gratuities or Kickbacks	Affidavit re Contingent Fees	Designation of Sub-contractors	Affidavit re Ethical Standards	Declaration re Compliance with U.S. DOL Wage	Grant Assurance Form	Certification Contracts, Grants, Loans, &	Standard Clause for DBE	Business or Contractors License	ADDENDUM(S) A	ITEM NO. 1.0 TOTAL COST
1	Guam Cleaning Masters	✓	BD KIC 13555 G 15% ✓	✓	✓	✓	✓	|	✓	✓	✓	X	✓	✓	✓	$ 111,111.00
2	LMS (Landscape Management Sys.	✓	CC 1779560 $ 24,000.00 ✓	✓	✓	✓	✓	|	✓	✓	✓	X	✓	✓	✓	$ 153,589.23
3	JJ Global	✓	BB 111014 $ 30,000.00	✓	✓	✓	✓	N/R	✓	✓	✓	N/R	✓	✓	✓	$ 110,954.00
4	GPF Corp.	✓	BC162007 $ 17,000.00	✓	✓	✓	✓	|	✓	✓	✓	X	✓	✓	✓	$ 106,740.60
5	Legend Pacific LTD	✓	BB CKL0018GN0814 $ 45,000.00	✓	✓	✓	✓	|	✓	✓	✓	X	✓	✓	✓	$ 110,110.00
6																
7																
8																
9																
10																

I hereby certify that all bids received in response to this invitaiton were opened under my personal supervision, and that the names of all bidders have been entered hereon.

SIGNATURE

11/12/14

TABULATED BY: SIGNATURE

BASIS FOR AWARD:

- ☒ LOWEST RESPONSIVE BIDDER
- \ \ HIGHEST RESPONSIVE BIDDER
- \ \ OTHER AWARD
- \ \ TIE BID
- \ \ COMBINDED TOTAL
- \ \ ITEM PER ITEM

A.B. WON PAT
INTERNATIONAL AIRPORT AUTHORITY, GUAM

AFFIDAVIT DISCLOSING OWNERSHIP and COMMISSIONS

CITY OF AGANA)
) ss.
ISLAND OF GUAM)

A. I, the undersigned, being first duly sworn, depose and say that I am an authorized representative of the offeror and that *[please check only one]:*

[ ] The offeror is an individual or sole proprietor and owns the entire (100%) interest in the offering business.

[X] The offeror is a corporation, partnership, joint venture, or association known as *[please state name of offeror company],* and the persons, companies, partners, or joint venturers who have held more than 10% of the shares or interest in the offering business during the 365 days immediately preceding the submission date of the proposal are as follows *[if none, please so state]:*

Name	Address	% of Interest
GAVINO AGUILAR	199 NUOK AVE MANG GU	25%
DOROTHY AGUILAR	199 NUOK AVE. MAN 96913	25%
PERLA NAVARRO	P.O. BOX 24833 GMF 96921	25%
LORENZO NAVARRO	P.O. BOX 24833 GMF 96921	25%

B. Further, I say that the persons who have received or are entitled to receive a commission, gratuity or other compensation for procuring or assisting in obtaining business related to the bid or proposal for which this affidavit is submitted are as follows *[([none, please so state]:*

Name	Address	Compensation
NONE	NONE	NONE

C. If the ownership of the offering business should change between the time this affidavit is made and the time an award is made or a contract is entered into, then I promise personally to update the disclosure required by 5 GCA §5233 by delivering another affidavit to the government.

Signature of one of the following:
Offeror, if the offeror is an individual: Partner, if the offeror is a partnership; Officer, if the offeror is a corporation.

Subscribed and sworn to before me this day of 10th NOVEMBER 2014.

NOTARY PUBLIC
My commission expires APRIL 6, 2015.

ELIZABETH C. LOPEZ
NOTARY PUBLIC
IN AND FOR GUAM, U.S.A.
MY COMMISSION EXPIRES APRIL 6, 2015
P. O. BOX 26807 GMF, GUAM 96921

ANTONIO B. WON PAT
INTERNATIONAL AIRPORT AUTHORITY, GUAM
BOARD OF DIRECTORS
EXECUTIVE SUMMARY

INVITATION FOR BID
TSA RECAPITALIZATION & OPTIMIZATION PROJECT
IFB NO. GIAA-C03-FY14
PROJECT NO. GIAA-FY14-04-1
OTA NO. HSTS04-1-H-CT1145

November 21, 2014

Purpose

Board action is requested to approve the bid award of the above project under the Invitation For Bid No. GIAA-C03-FY14.

Background

The project is to provide construction and renovation work inclusive of all labor, materials, supplies and equipment to TSA recapitalization & optimization project.

Procurement Background

The solicitation announcement was advertised through the local newspapers during the month of September 2014. The bid submission deadline and bid opening took place on November 19, 2014.

Ten (10) firms/individuals purchased bid package and seven (7) firms submitted bid proposal before the submission deadline. The firms were evaluated and determined to be acceptable. As required by the Procurement Rules and Regulations, the bids were publicly opened and read aloud in the presence of the bidders.

The submitted bids are presented below:

BIDDER'S NAME	AMOUNT
Nippo USA Inc.	$6,244,000.00
Inland Builders Corp.	$4,687,832.00
Sumitomo Mitsui Const.	$5,490,000.00
Black Const. Corp.	$6,987,437.00
Orion Gen. Contractor	$3,998,800.00
BME & Sons Inc.	$3,983,586.00
DCK Worldwide LLC	$5,598,770.00

Legal Review

Upon receipt of the required Performance and Payment Bonds, contract documents will be forwarded to legal counsel for review prior to execution and issuance of Notice to Proceed.

Financial Review

The lowest responsive, responsible total bid amount received is $3,983,586.00 or 29% below government estimate of $5,585,715.00. Funding for this project is available under the CIF.

Recommendation

Management recommends the contract award of **$3,983,586.00** to **BME & Sons Inc.,** who has been determined to have met the standards of responsibility and responsiveness outlined in Guam Procurement Regulation.

A.B. WON PAT
INTERNATIONAL AIRPORT AUTHORITY, GUAM
ATURIDAT PUETTON BATKON AIREN GUAHAN ENTENASIONAT

P.O. Box 8770
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Tel (671) 646-0300
Fax (671) 646-8823

www.guamairport.com

November 20, 2013

MEMORANDUM

TO: Charles H. Ada II, Executive Manager

FROM: Franklin P. Taitano, Supply Management Administrator
Victor J. Cruz, Chief Engineer

SUBJECT: Bid Evaluation and Recommendation "Invitation For Bid"
TSA Recapitalization & Optimization Project
IFB No. GIAA-C03-FY14
Project No. GIAA-FY14-04-1; OTA No. HTSS04-13-H-CT1145

Procurement Background:
The above referenced Invitation For Bid was publicly announced through the local newspaper during the month of September 2014. A pre-bid conference was held on October 7, 2014 at the Terminal Conference Room. The bid submission deadline and bid opening took place on November 19, 2014.

Ten (10) firms/individuals purchased the bid package and seven (7) firms submitted proposal before the bid submission deadline. The bid submittals were opened in the presence of the bidders, members of the public and several GIAA representatives. The bid offer was read aloud by the Supply Management Administrator and tabulated by a Procurement staff.

The results of the bid price submittals are as follows in the order they were received and opened:

BIDDER'S NAME	AMOUNT
Nippo USA Inc.	$6,244,000.00
Inland Builders Corp.	$4,687,832.00
Sumitomo Mitsui Const.	$5,490,000.00
Black Const. Corp.	$6,987,437.00
Orion Gen. Contractor	$3,998,800.00
BME & Sons Inc.	$3,983,586.00
DCK Worldwide LLC	$5,598,770.00

Bid Analysis and Evaluation:
Pursuant to Section 9 of the Instructions to Bidders, the contract is to be awarded, if it is to be awarded, as soon as possible to the lowest responsible, responsive bidder. To determine the responsibility of bidders, the bid package specified the required documents that bidders must submit with their bid packages. The attached abstract illustrates the inventory of required documents and bidders submittal.

Nippo USA Inc.: The firm has submitted a total bid price of **$6,244,000.00.** The submitted Statement of Bidders Experience form included lists of projects from 2007-2014 with resumes. The bidder submitted a copy of their current Guam Contractors License **#CLB09-0450**. All other required documents are complete and in conformance with the Invitation For Bid.

Inland Builders Corp.: The firm has submitted a total bid price of **$4,687,832.00.** The submitted Statement of Bidders Experience form included lists of projects from 1968-2014 with resumes. The bidder submitted a copy of their current Guam Contractors License **#1072**. All other required documents are complete and in conformance with the Invitation For Bid.

Sumitomo Mitsui Corp.: The firm has submitted a total bid price of **$5,490,000.00.** The submitted Statement of Bidders Experience form included lists of projects from 2004-2013 with resumes. The bidder submitted a copy of their current Guam Contractors License **#1522, #1004**. All other required documents are complete and in conformance with the Invitation For Bid.

Black Const. Corp.: The firm has submitted a total bid price of **$6,987,437.00.** The submitted Statement of Bidders Experience form included lists of projects from 2004-2014 with resumes. The bidder submitted a copy of their current Guam Contractors License **#1165, #1092**. All other required documents are complete and in conformance with the Invitation For Bid.

Orion Gen. Contractor: The firm has submitted a total bid price of **$3,998,800.00.** The submitted Statement of Bidders Experience form included lists of projects from 2004-2014 with resumes. The bidder submitted a copy of their current Guam Contractors License **#6959**. All other required documents are complete and in conformance with the Invitation For Bid.

BME & Sons Inc.: The firm has submitted a total bid price of **$3,983,586.00.** The submitted Statement of Bidders Experience form included lists of projects from 2004-2014 with resumes. The bidder submitted a copy of their current Guam Contractors License **#3028**. All other required documents are complete and in conformance with the Invitation For Bid.

DCK Worldwide LLC: The firm has submitted a total bid price of **$5,598,770.00.** The submitted Statement of Bidders Experience form included lists of projects from 2005-

2014 with resumes. The bidder submitted a copy of their current Guam Contractors License **#CLB-0354, #CLB08-0333**. All other required documents are complete and in conformance with the Invitation For Bid.

Recommendation:
Pursuant to the guidelines in Item 9 of the Instruction to Bidders, the award of contract will be made to the **lowest responsible, responsive bidder.** BME & Sons Inc. has been determined to have met the standards of responsibility and responsiveness outlined in the Guam Procurement Regulations and has deemed to be the lowest responsible, responsive bidder.

Therefore, it is recommended that **BME & Sons Inc.** be awarded the contract in the amount of **$3,983,586.00** for this project.

Should you have any questions or concerns, please call our office at your convenience.

Victor Cruz **Franklin P. Taitano**

APPROVED:

CHARLES H. ADA II
Executive Manager

attachment

cc: Admin/Proc/Eng/Expansion

INVITATION NUMBER: GIAA-C03-FY14

PROJECT NO: GIAA-FY14-04-1; OTA No. HSTS04-13-H-CT1145

TSA RECAPITALIZATION & OPTIMIZATION PROJECT

Antonio B. Won Pat

Guam International Airport Authority

BID ABSTRACT

Opening Date: 19-Nov-14

Opening Time: 2:00 P.M.

Page 1 of 1 pages

No. of Invitation Issued: 10

No. of Bids Received: 7

	SUMMARY OF SCOPE OF WORK:	Special Reminder to Prospective Bidders	BID GUARANTEE Cashier's Check Letter of Credit Bid Bond	Disclosure of Major Shareholders	Non-Collusion Affidavit	Statement of Previous Contracts Subject to EEO	Certification of Non-Segregated Facilities	Designation of Sub-contractors	Statement of Experience of Bidders with Resumes	Certificate Concerning Foreign Interest	CFR 49 Part 29 Req for Solicitation	Certification Contracts, Grants, Loans, & Coop Agrmnt	Certification of Bidders Regarding EEO	Buy American Certificate	Standard Clause for DBE	Business or Contractors License	ADDENDUM(S) A B C D E F	TOTAL BID PRICE
1	Nippo USA Inc.	✓	BG 15%	✓	✓	✓	✓	(A) ✓	(B) ✓	✓	✓	✓	✓	✓	✓	(C) ✓	✓ ✓ ✓ ✓ ✓ ✓	$ 6,244,000.00
2	INLand Builders Corp	✓	BB 15%	✓	✓	✓	✓	(A) ✓	(B) ✓	✓	✓	✓	✓	✓	✓	(C) ✓	✓ ✓ ✓ ✓ ✓ ✓	$ 4,687,832.00
3	Sumitomo Mitsui Const.	✓	BBCS016 15%	✓	✓	✓	✓	(A) ✓	(B) ✓	✓	✓	✓	✓	✓	✓	(C) ✓	✓ ✓ ✓ ✓ ✓ ✓	$ 5,490,000.00
4	Black Construction Corp	✓	BB 15%	✓	✓	✓	✓	(A) ✓	(B) ✓	✓	✓	✓	✓	✓	✓	(C) ✓	✓ ✓ ✓ ✓ ✓ ✓	$ 6,987,497.00
5	ORION GBO Contractors	✓	BB 072 15%	✓	✓	✓	✓	(A) ✓	(B) ✓	✓	✓	✓	✓	✓	✓	(C) ✓	✓ ✓ ✓ ✓ ✓ ✓	$ 3,998,800.00
6	BME & Sons Inc.	✓	BB 169 15%	✓	✓	✓	✓	(A) ✓	(B) ✓	✓	✓	✓	✓	✓	✓	(C) ✓	✓ ✓ ✓ ✓ ✓ ✓	$ 3,983,586.00
7	DCK Worldwide LLC	✓	BB BDGum20141100 15%	✓ ✓	✓	✓	✓	(A) ✓	(B) ✓	✓	✓	✓	✓	✓	✓	(C) ✓	✓ ✓ ✓ ✓ ✓ ✓	$ 5,598,770.00
8																		
9																		
10																		

I hereby certify that all bids received in response to this invitaton were opened under my personal supervison, and that the names of all bidders have been entered hereon.

SIGNATURE

TABULATED BY: SIGNATURE

Date: 11/9/14

BASIS FOR AWARD:

- \ \ LOWEST RESPONSIVE & RESPONSIBLE BIDDER
- \ \ HIGHEST RESPONSIVE & RESPONSIBLE BIDDER
- \ \ OTHER AWARD
- \ \ TIE BID
- \ \ COMBINDED TOTAL
- \ \ ITEM PER ITEM

GOV'T ESTIMATE: $5,565,715.00

INVITATION NUMBER: GIAA-C03-FY14	Antonio B. Won Pat
PROJECT NO: GIAA-FY14-04-1; OTA No. HSTS04-13-H-CT1145	International Airport Authority, Guam
TSA RECAPITALIZATION & OPTIMIZATION PROJECT	**NOTES/REMARKS FOR BID ABSTRACT**

Vendor No.	COMMENTS
1	(A) DESIGNATES "E.M.B. ELECTRICAL INC". FOR ELECTRICAL WORKS/"RICO'S GEN. CONST". FOR MECHANICAL WORKS (B) PROJ. LIST 2007 - 2014, W/ RESUMES (C) GCL # CLB09-0450 FOR REQUIRED C3 & C17 / GCL # CLB09-0345 FOR REQUIRED C13
2	(A) DESIGNATES "AMC PAINTING" FOR FLOOR EPOXY, FIREPROOFING/"ROCKY MOUNTAIN" FOR PRECAST EXT. WALL CLADDING (B) PROJ LIST [illegible] 2014, W/ RESUMES (C) GCL # 1072 FOR REQUIRED C3, C13, & C17.
3	(A) DESIGNATES "JFC CORP." FOR CIVIL, STRUCTURAL, ARCHITECTURAL WORKS/"VRM GEN. CONTRACTOR" FOR ELECTRICAL WORK/"PACIFIC MECHAIR CORP." FOR MECHANICAL WORK (B) PROJ LIST 2004 - 2013, W/ RESUMES (C) GCL #1522 & #1004 FOR REQUIRED C3, C13, & C17.
4	(A) DESIGNATES "ARCHITECTURAL PAINTING SERVICES" FOR PAINTING, EPOXY/"HAWAIIN ROCK" FOR ASPHALT PAVING/"JWG CONST" FOR WATERPROOFING (B) PROJ LIST 2004 - 2014, W/ RESUMES (C) GCL #1165, #1092 FOR REQUIRED C3, C13, & C17.
5	(A) DESIGNATES "ROCKY MOUNTAIN" FOR PRECAST WALL & INSTALLATION/"PHOENIX PACIFIC" FOR FIRE PROTECTION SYSTEM/"J&B MODERN/JWS" FOR AIR CONDITIONING/ "SECURE SAFE SOLUTIONS" FOR ACCESS CONTROL SYSTEM (B) PROJ. LIST 2004-2014 W/RESUMES (C) GCL #1659 FOR REQUIRED C13, C3, C17.
6	(A) DESIGNATES "PSI & FIRECOMM" FOR FIRE ALARM SYSTEM (B) PROJ. LIST. 2004-2014 W/RESUMES (C) GCL # 3028 FOR REQUIRED C3, C13, & C17.
7	(A) DESIGNATES "BBR CORP." FOR DEMO & STRUCTURAL WORK/"GUAM METAL WORKS & WELDING" FOR STEEL & WELDING WORK/"GC GOZUM CONST" FOR PAINTING, WATERPROOFING/"PAINT CO." FOR PIPE "BISHMON CONTINENTAL" FOR MECHANICAL, PLUMBING/"E.M.B. INC." FOR ELECTRICAL (B) PROJ. LIST 2005-2014, W/RESUMES (C) GCL # CLB08-0354 # CLB08-0333 FOR REQUIRED C3, C13, & C17.
8	
9	
10	

Prepared By:

SIGNATURE

MAJOR SHAREHOLDERS DISCLOSURE AFFIDAVIT

TERRITORY OF GUAM)
) SS.
HAGATNA, GUAM)

I, the undersigned, Bernadette Maranan, (a partner or officer of the company of, etc.) being first duly sworn, deposes and says:

1. That the persons who have held more than ten percent (10%) of the company's shares during the past twelve (12) months are as follows:

Name	Address	Percentage of Shares Held	Dates Shares Held
Bernie Maranan	Mangilao, Guam	70%	
Bernadette Maranan	Mangilao, Guam	10%	
Danny Natividad	Dededo, Guam	20%	
	Total Number of Shares		

2. Persons who have received or are entitled to receive a commission, gratuity or other compensation for procuring or assisting in obtaining business related to the bid for which this Affidavit is submitted are as follows:

Name	Address	Amount of Commission or Other Compensation
N/A		

Further, affiant sayeth naught.

Date: 11-3-14

Signature of individual if bidder is a sole proprietorship; Partner, if the bidder is a partnership; Officer, if the bidder is a corporation.

Subscribed and sworn to before me this 3rd day of Nov., 2014.

LEONIE N. SAGUN
NOTARY PUBLIC
In and for Guam, U.S.A.
My Commission Expires: SEPT. 14, 2017
124 W. Banalo Ct. Liguan Terrace, Dededo, Guam 96929

Notary Public
In and for the Territory of Guam

My commission expires 9-14-2017

THIS AFFIDAVIT MUST BE COMPLETED AND RETURNED IN THE ENVELOPE CONTAINING THE BID

ASSIGNMENT AND ASSUMPTION OF

EXCHANGE LICENSE AGREEMENT

By and between

CORE TECH INTERNATIONAL CORPORATION,
a Guam corporation
as Assignor

and

AZ GFF TIYAN, LLC,
an Arizona limited liability company
as Assignee

Dated as of December __, 2014

ASSIGNMENT AND ASSUMPTION OF EXCHANGE LICENSE AGREEMENT

THIS ASSIGNMENT AND ASSUMPTION OF EXCHANGE LICENSE AGREEMENT (this "Assignment"), dated as of December ___, 2014 (the "Effective Date"), is by and between Core Tech International Corporation, a Guam corporation (the "Assignor"), and AZ GFF Tiyan, LLC, an Arizona limited liability company (the "Assignee").

WITNESSETH:

WHEREAS, Assignor has entered into that certain Exchange License Agreement dated April 5, 2012, which was recorded on April 24, 2012 as Instrument No. 835863, in the Official Records of the Department of Land Management of the Island of Guam, together with any amendments, modifications, writings and other documents relating thereto (collectively referred to as the "License") attached as Exhibit "A" with the Guam International Airport Authority, an autonomous instrumentality of the government of Guam (the "Licensor"), pursuant to which Assignor, as licensee was granted a license from Licensor to use certain real property and improvements (the "Property") and in return, Assignor granted Licensor a license to use other Lessor property; and

WHEREAS, Assignee is receiving fee title to the real property being licensed by Assignor to Licensor under the License pursuant to the terms of the Purchase Agreement between Assignor and Assignee dated December __, 2014 (the "Purchase Agreement"); and

WHEREAS, Assignor desires to assign and Assignee desires to assume all of Assignor's interest and obligations in, to and under the License for the purpose of exercising the rights and performing the duties and obligations of Assignor under the License.

NOW, THEREFORE, in consideration of the above Property and of the mutual covenants hereinafter contained and for other good and valuable consideration, the parties hereto agree as follows:

Section 1. Assignment of License. For value received, the receipt and sufficiency of which are hereby acknowledged, Assignor hereby irrevocably assigns unto Assignee all of Assignor's right, title, interest, responsibilities, liabilities, obligations, and benefits in, to and under the License from and after the Effective Date.

Section 2. Acceptance and Assumption. As of the Effective Date, Assignee hereby (a) accepts this Assignment of all of Assignor's rights, title, and interest in, to and under the License; and (b) assumes and agrees to perform and observe all of Assignor's covenants, responsibilities, and obligations set forth under the License which accrue from and after the Effective Date.

Section 3. Warranties and Covenants. Assignor hereby represents, warrants and covenants to and with Assignee that:

(a) Assignor has not assigned any of its right, title, interest, responsibilities, liabilities, and obligations under the License to any other party;

(b) Assignor has full power and authority to assign all of its right, title, interest, responsibilities, liabilities and obligations under the License to Assignee by virtue of this Assignment.

(c) The copy of the License attached as Exhibit "A" is the same copy of the License that was delivered to Assignee and is an identical copy of the original License and constitutes the entire writing, obligation and agreement between Licensor and Assignor as the licensee, with respect to the Property.

Section 4. Further Assurances. Assignor shall execute and deliver such further acknowledgments, agreements and instruments of assignment, transfer and assurance, including bills of sale, and do all such further acts and things as may be necessary or appropriate in the opinion of Assignee to give effect to the provisions hereof and more perfectly to conform the rights, titles and interests hereby assigned and transferred to Assignee.

Section 5. Notices. All notices that may be given under the terms of the License to licensee/Assignee shall be in writing and given in the manner permitted under the Purchase Agreement to the address of Assignee listed below or any subsequent address that either party may notify the other party of in the manner permitted under the Purchase Agreement:

To Assignee:

AZ GFF TIYAN, LLC

_____

_____

_____

Section 6. Captions. The headings of the sections of this Assignment are for convenience only and shall not be used to interpret or construe this Assignment.

IN WITNESS WHEREOF, Assignor has caused this Assignment to be duly executed as of the date first above written.

"ASSIGNOR"

CORE TECH INTERNATIONAL CORPORATION, a Guam corporation

By: _____
Name: Ho S. Eun
Title: President

Accepted and agreed to as of the date hereof.

"ASSIGNEE"

AZ GFF TIYAN, LLC, an Arizona limited liability company

By: Guam Facilities Foundation, Inc., its sole member

By: _____
Name: Jason Ralston
Title: Executive Director

LICENSOR CONSENT TO ASSIGNMENT

To extent the Assignment may require consent on the part of Licensor, Licensor hereby consents to the Assignment and waives any notice periods relating thereto relating to the Assignment; provided, such consent shall not be construed to modify, waive or amend any of the terms, covenants or conditions of the License or to waive any of Licensor's rights or remedies thereunder. Licensor further consents to the assignment to Assignee of the lease between Assignor, as landlord, and the Government of Guam, as tenant, which sublicenses the License to the Government of Guam, and which Licensor previously consented to. Licensor further consents to the future assignment of the License upon completion of the purchase by the Government of Guam under that lease now held by Assignee as landlord. The Assignment will be effective as of the Effective Date.

LICENSOR:

A.B. WON PAT INTERNATIONAL AIRPORT AUTHORITY, GUAM
INTERNATIONAL AIRPORT AUTHORITY

By: _____
Name: CHARLES H. LAGUAN
Title: EXECUTIVE MANAGER

EXHIBIT "A"

EXCHANGE LICENSE AGREEMENT

Island of Guam, Government of Guam
Department of Land Management Office of the Recorder

File for Record is Instrument No. 835863

On the Year 12 Month 04 Day 24 Time 2:31

Recording Fee 25 Receipt No 32357

Deputy Recorder

(SPACE ABOVE THIS LINE FOR RECORDER'S USE ONLY)
EXCHANGE LICENSE AGREEMENT

This Exchange License Agreement (the "Agreement") is dated April 5, 2012, 2012, and is made by and between GUAM INTERNATIONAL AIRPORT AUTHORITY, an autonomous instrumentality of the government of Guam, whose mailing address is Post Office Box 8770, Tamuning, Guam 96931 ("GIAA") and CORE TECH INTERNATIONAL, a Guam corporation, whose mailing address is 500 Mariner Avenue, Tiyan, Barrigada, Guam 96913 ("Core Tech").

RECITALS:

A. **WHEREAS,** certain property adjacent to the GIAA barracks in Tiyan was sold by the original landowners to Core Tech in January, 2008. Surveys by both Core Tech and GIAA confirm that the parking lot serving the GIAA barracks encroaches onto Core Tech's property by an area of approximately 1,856 square meters, and the ponding basin by an additional 946 square meters.

B. **WHEREAS,** both parties have claims and defenses against each other involving this encroachment and rather than resorting to litigation to resolve the matter, the parties have agreed to enter into this Agreement whereby Core Tech has agreed to license a portion of the subject parking lot property to GIAA for thirty (30) years, and in exchange, GIAA has agreed to license a portion of its property, which contains three (3) dilapidated barracks, to Core Tech for a period of thirty (30) years.

C. **WHEREAS,** the GIAA Board of Directors, at their regularly scheduled meeting held on March 27, 2012 approved the terms of this Exchange License Agreement.

NOW, THEREFORE, in consideration of the foregoing, the parties hereto hereby agree as follows:

1.§ **Core Tech's License to GIAA.** In consideration of the below described license, Core Tech hereby grants to GIAA a license, for the purpose of conducting airport business activities, to use and possess that certain portion of real property, situated in the municipality ofTiyan, Barrigada, Territory of Guam, more particularly described as the parking lot serving GIAA barracks with an approximate area of 1,856 square meters, as outlined in black described on the sketch attached hereto as Exhibit 1-A "The Parking Lot". Exhibit 1-B describes the area that includes the parking lot and ponding basin collectively and such contains approximately 2,802 square meters. The parties agree that the ponding basin is not an encroachment for the period, July 1, 2009 through January 8, 2012.

2.§ **GIAA's License to Core Tech.** In consideration of the above-described license, GIAA hereby grants to Core Tech a license to occupy, possess and use that certain real property situated in the municipality of Tiyan, Barrigada, Territory of Guam, and containing three (3) dilapidated barracks, outlined in black and more particularly described on the sketch attached hereto as Exhibit 2, (the "GIAA premises").

3.§ **Term.** The term of this Agreement is for thirty (30) years, commencing upon the date renovation is completed as required by §6, infra, and ending thirty (30) years hence.

4.§ **Rent.** Both parties agree that this is an exchange agreement and no rent will be charged to either party during the term of this Agreement.

5.§ **Waiver, Remediation.** In consideration of the granting of this License Agreement, Core Tech agrees to waive any and all legal claims it may have against GIAA for GIAA's encroachment onto Core Tech's property as described above. During Core Tech's possession and use of the GIAA premises, Core Tech agrees to environmentally remediate said property and to renovate GIAA' s three barracks to satisfy environmental standards and requirements of Guam Environmental Protection Agency. Core Tech agrees that it shall bear all costs for said remediation and renovation. If mutually beneficial to both parties, GIAA will consider a term extension upon request by Core Tech.

6.§ **Renovation.** Within a reasonable time from the date hereof, Core Tech shall, at its sole expense, commence, and shall thereafter diligently prosecute to complete within two (2) years, the renovation and remediation of the three (3) barracks on the GIAA premises in accordance with mutually agreed plans and specifications. GIAA shall not unreasonably withhold its consent to any plans and specifications prepared by Core Tech. The 2 year deadline shall be subject to extension if such delays are not Core Tech's fault, or delays were caused by inclement weather, strikes, act of God, by GIAA, or an event or happening that is not within the control of Core Tech.

7.§ **Alterations, Improvements, and Changes Permitted.**

a. Core Tech shall have the right to make such alterations, improvements, and changes to any building that may, from time to time, be on the GIAA premises as Core Tech may deem necessary, provided that prior to making any such structural alterations, improvements, or changes, Core Tech shall obtain GIAA's written approval of plans and specifications therefor,

which approval GIAA shall not unreasonably withhold. GIAA hereby agrees that the buildings on the GIAA premises are old, decrepit, and contain substantial environmental problems and have only nominal value.

b. GIAA shall not make any alterations, improvements, and changes to any structure on Core Techs's premises without Core Tech's prior written approval. Core Tech shall not unreasonably withhold its consent.

8.§ **Maintenance.** The parties shall, throughout the term of this Agreement, at its own cost, and without any expense to the other party, keep and maintain their respective licensed premises, including all buildings and improvements of every kind that may be a part of the premises, and all appurtenances to the premises, including sidewalks adjacent to the premises, in good, sanitary, and neat order, condition and repair.

9.§ **Warranties of Title and Quiet Possession.** Both parties covenant that each own their respective premises in fee simple, and each have full right to enter into this Agreement, and that each party shall have quiet and peaceable possession of the respective licensed premises during the term hereof.

10.§ **Compliance with Laws.** Both parties shall comply with and abide by all federal, territorial and other governmental statutes, ordinances, laws, and regulations; however, Core Tech shall not be required to comply with or follow directives from the Federal Aviation Administration ("FAA") affecting the licensed property located on the GIAA premises. GIAA shall solely be responsible to comply with and follow the directives from the FAA affecting GIAA's improvements, activity or condition on or in the Core Tech premises,

11.§ **Waste and Nuisance Prohibited.** During the term ofthis Agreement, both parties shall comply with all applicable laws affecting the respective premises, the breach of which might result in any penalty on either party or forfeiture ofeach party's exchanged interest in to their respective interests. Both parties further agree to commit no waste, nor cause any nuisance to occur on the respective premises.

12.§ **Subletting and Assignment.** Neither party may sublet or sub-license the property interests exchanged herein, in whole nor in part, without the other party's consent, and both parties shall not withhold its consent unreasonably. With regards to the GIAA premises, GIAA knows that Core Tech intends to remodel the buildings for commercial purposes and will incur substantial costs for such remodeling and environmental remediation. GIAA is fully aware that Core Tech may then seek to sublease or sub-license the buildings and the GIAA premises; accordingly, GIAA shall not withhold its consent without good cause or reason. Neither this Agreement, nor any interest of each party hereunder in the premises or any buildings or improvements thereon shall be subject to involuntary assignment, transfer, or sale, or to assignment, transfer, or sale by operation oflaw in any manner whatsoever, and any such attempted involuntary assignment, transfer, or sale shall be void and of no effect and shall, at the option of each party, terminate this Agreement.

13.§ **Utilities.** Each party shall fully and promptly pay for all water, power, telephone service, and other public utilities of every kind furnished to the respective premises. Further, each party shall pay for all other costs and expenses ofevery kind whatsoever of or in connection with the use, operation, and maintenance of the respective licensed premises and all activities conducted on its licensed premises, and the fee owner shall not have any responsibility of any kind for any thereof.

14.§ **Liens. Each Party's Duty to Keep Respective Premises Free of Liens.** Each party shall keep each of their respective premises as licensed to it, free and clear of any and all mechanics lien, materialmens lien and other liens. Each party, shall at all times promptly and fully pay and discharge any and all claims which may affect the premises, and shall indemnify the other party against all such liens and claims of liens, suits or other proceedings pertaining thereto. Each party shall give the other party at least 30 days written notice prior to the commencement of any construction, alteration, improvement, or repair estimated to cost in excess of Ten Thousand Dollars ($10,000) in order that the fee owner may post appropriate notices of owner's non-responsibility.

15.§ **Contesting Liens.** If either party desires to contest any such lien, it shall notify the other party of its intention to do so within fifteen (15) days after the recording of such lien. In such case, and provided that the party shall on demand protect the owner by a good and sufficient surety bond against any such lien and any cost, liability, or damage arising out of such contest. Within fifteen (15) days after the final determination of the validity thereof, the party shall satisfy and discharge such lien to the extent held valid. In the event of any such contest, the party shall protect and indemnify the other party against all loss, expenses, and damage resulting therefrom.

16.§ **Indemnification.** Neither party shall be liable for any loss, claim, injury, death, or damage to persons or property which at any time may be suffered or sustained by the other party, or by any person whosoever may at any time be using or occupying or visiting the respective premises. Each party shall indemnify the other party against all claims, liability, loss, or damage whatsoever on account of any such loss, injury, death, or damage occurring on the licensed premises.

17.§ **Re-delivery of Premises.** Each party shall pay all other sums required to be paid hereunder in the amounts, at the times, and in the manner herein provided, and shall keep and perform all the terms and conditions hereof in its part to be kept and performed, and, at the expiration or sooner termination of this Agreement, peaceably and quietly quit and surrender to the other party the respective premises in good order and condition subject to the other provisions of this Agreement.

18.§ **Remedies Cumulative.** All remedies hereinbefore and hereafter conferred on each party shall be deemed cumulative and not exclusive of the other, or of any other remedy conferred by
law.

19.§ **Taxes.** Each party shall pay all real estate taxes on the respective premises, from and after the effective date of this Agreement and on all improvements placed thereon.

20.§ **Eminent Domain.** In the event a portion or the entire demised premises shall be appropriated or taken under the power of eminent domain by any public authority, each party's respective rights, obligations, or liabilities shall be determined by the court in which the condemnation matter is pending,

21.§ **Disposition of Improvements on Termination of Agreement.** On termination of this Agreement for any cause, the parties shall become the owner of any building or improvements situated on their respective property.

22.§ **Waiver.** The waiver by either party of, or the failure of either party to take action with respect to any breach of any term, covenant, or condition herein contained shall not be deemed to be a waiver ofsuch term, covenant, or condition, or subsequent breach ofthe same, or any other term, covenant, or condition therein contained.

23.§ **Parties Bound.** The covenants and conditions herein contained shall, subject to the provisions as to assignment, transfer, and subletting, apply to and bind the successors and assigns of all ofthe parties hereto.

24.§ **Notice of Default.** Each party shall not be in default hereunder ofany provision of this Agreement until after the other party shall be first given written notice of such default and the defaulting party fails to cure such default within thirty (30) days after such notice, provided that such default can be reasonably cured within such period. If such default cannot be reasonably cured within said period, then the default must be cured within a reasonable time, and provided that the party in default shall diligently use reasonable efforts to cure such default.

25.§ **Delays.**

a. Any party requesting any consent or approvals from the other party must and shall receive an approval or disapproval in writing within10 days after the request is made. If any request is disapproved, the grounds of such disapproval shall be clearly stated. All disapprovals must be reasonable and for good cause.

b. Any party failing to issue an answer in a timely manner shall be liable and responsible for all costs, damages and liability caused or suffered by the other party.

26.§ **Arbitration.** All disputes hereunder that cannot be resolved between the parties shall be submitted to binding arbitration. A party commencing arbitration shall give the other party written notice of its election to arbitrate. Within thirty (30) days of such election each party shall select an arbitrator, and the two arbitrators so selected shall select a third arbitrator. The three arbitrators so selected shall establish a hearing schedule and hear and determine the controversy. Their decision on the dispute shall be final and binding on both parties, who shall bear the costs ofthe arbitration, except attorneys fees, equally between them. The arbitrators shall determine the controversy and notify the parties in writing of their determination within thirty (30) days after

the controversy has first been heard and submitted to the arbitrators. The prevailing party shall be entitled to recovery from the other party as part of the prevailing party's costs, reasonable attorneys' fees, the amount ofwhich shall be fixed by the Arbitrators and shall be made a part ofany judgment or decree rendered.

27.§ **Notices.** All notices, demands, or other writings in this Agreement provided to be given or made or sent, or which may be given or made or sent, by either party hereto to the other, shall be deemed to have been fully given or made or sent when made in writing and deposited in the United States mail, registered and postage prepaid, and addressed to the parties as follows:

GIAA:	**Core Tech:**
Post Office Box 8770	500 Mariner Avenue,
Tamuning, Guam 96931	Tiyan, Barrigada, Guam 96913

The address to which any notice, demand, or other writing may be given or made or sent to any party as above provided may be changed by written notice given by such party as above provided.

28.§ **Additional documents.** The parties agree to execute whatever additional papers and documents as may be necessary to effectuate the terms of this Agreement.

IN WITNESS WHEREOF, this Agreement was duly executed by the parties hereto on , 2012

A.B. WON PAT INTERNATIONAL AIRPORT AUTHORITY, GUAM

By_____
CHARLES H. ADA II, Executive Manager ,

CORE TECH INTERNATIONAL CORPORATION

By_____
President

CONCURRENCE:

A.B. WON PAT INTERNATIONAL AIRPORT AUTHORITY, GUAM

By_____
FRANCISCO SANTOS, Acting Chairman

APPROVED AS TO FORM AND CONTENT:

TEKER TORRES & TEKER, P.C.

By_____
PHILLIP TORRES, Legal Counsel

GUAM, U.S.A.,)
(ss.:
City of Hagatna.)

On this 5th day of April, 2012, before me, a notary public in and for Guam, personally appeared CHARLES H. ADA II, known to me to be the Executive Manager who executed the foregoing EXCHANGE LICENSE AGREEMENT on behalf ofthe AD WON PAT INTERNATIONAL AIRPORT AUTHORITY, the government agency herein named, and he acknowledged to me that such government agency executed the same.

WITNESS my hand and official seal.

)SEAL(

Rosie U. Balajadia

ROSIE U. BALAJADIA
NOTARY PUBLIC
In and For Guam, U.S.A
My Commission Expires: June 16, 2012
P.O. Box 7010 Tamuning, Guam 96931

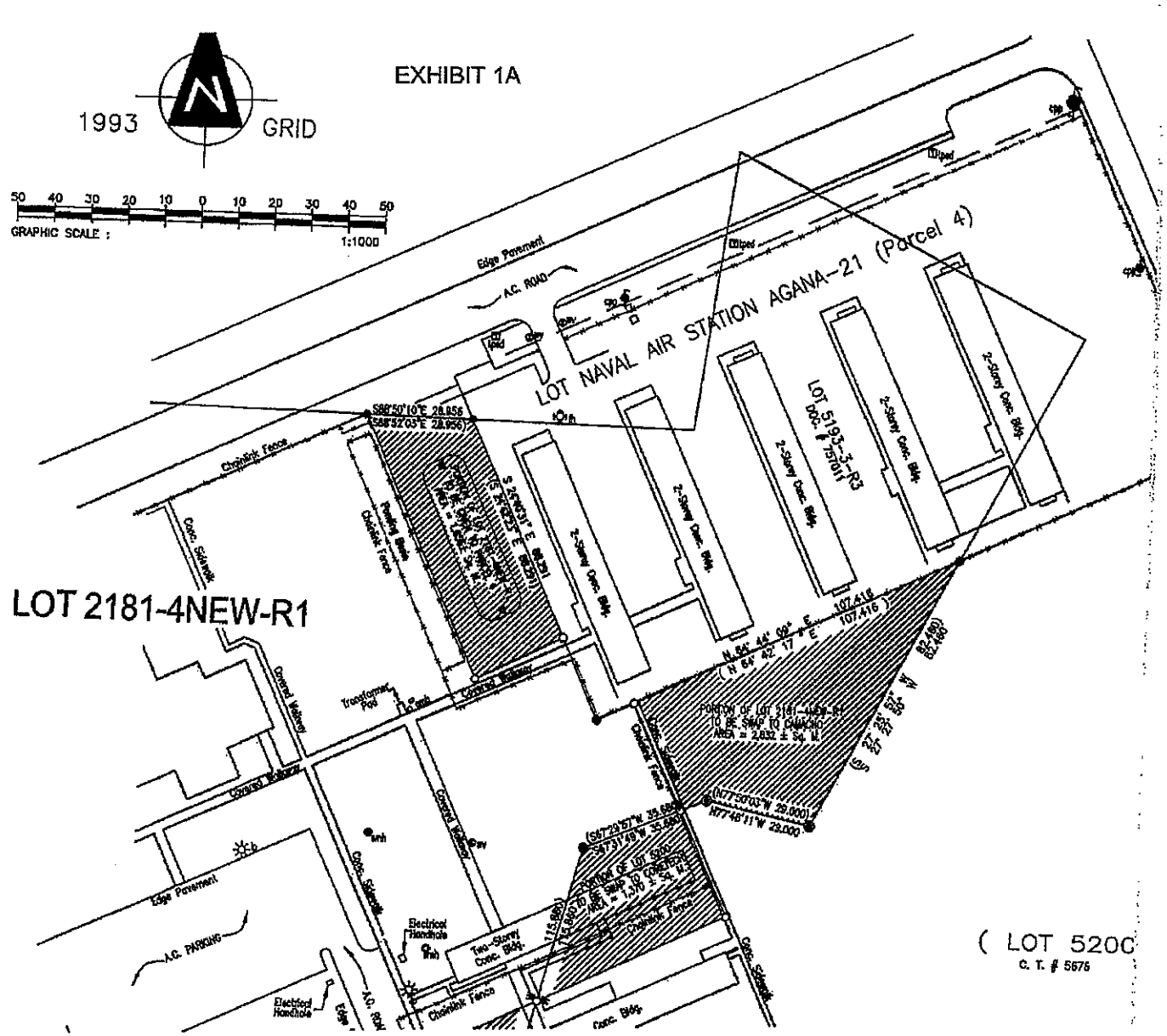
GUAM, U.S.A.,)
(ss.:
City of Hagatiia,)

On this 4 day of APRIL, 2012, before me, a notary public in and for Guam, personally appeared Ho S. Eun, known to me to be the President who executed the foregoing EXCHANGE LICENSE AGREEMENT on behalf of CORE TECH INTERNATIONAL CORPORATION, the Guam corporation herein named, and he/she acknowledged to me that such Guam corporation executed the same.

WITNESS my hand and official seal.

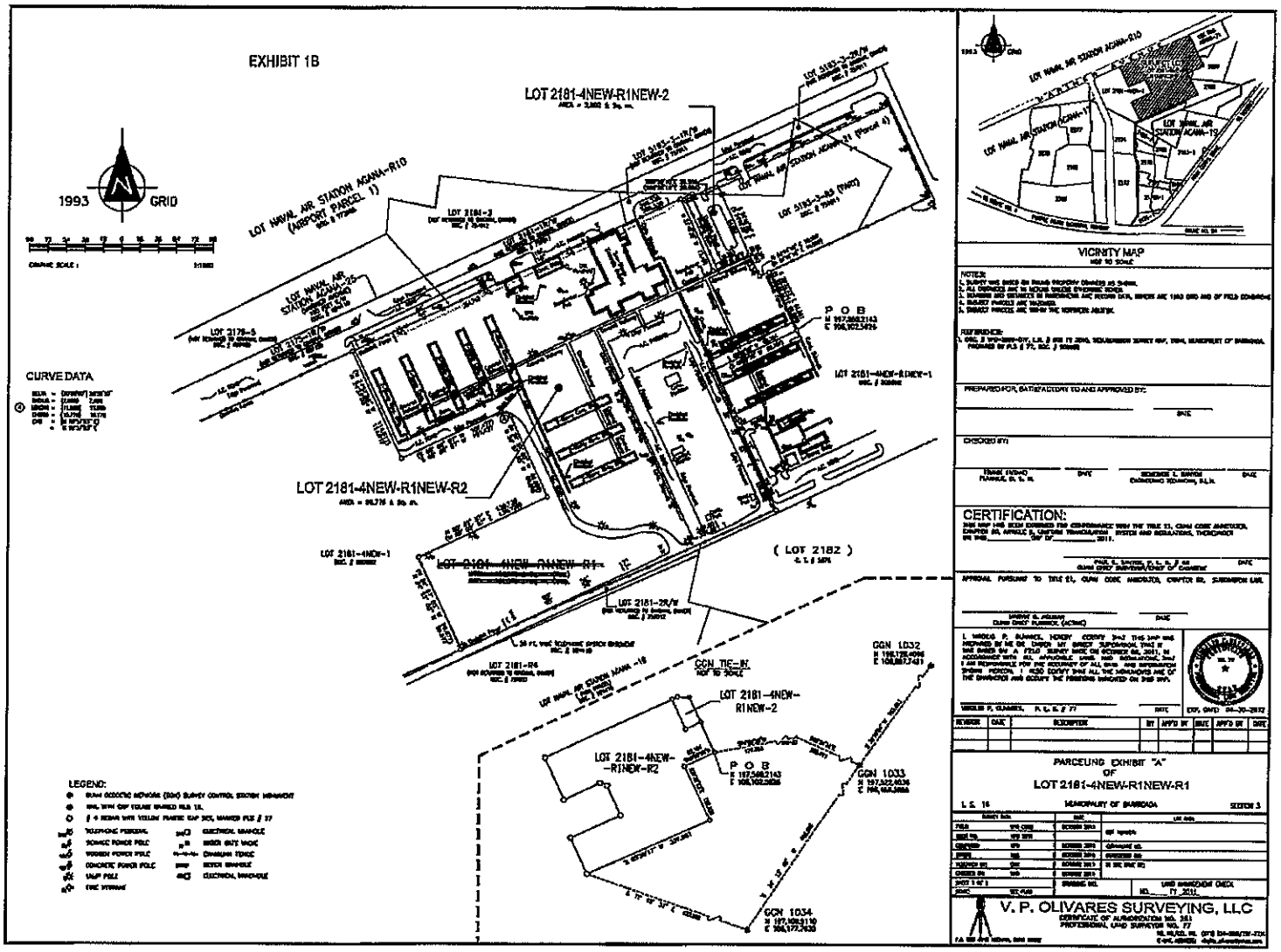
)SEAL(

JOSE A. GARCIA
NOTARY PUBLIC
In and for Guam, U.S.A.
My Commission Expires: Oct. 05, 2013
400 Route 8 Mongmong, Guam 96910



Doc. No. 35GL-19-0628.*

Doc. No. 35GL-19-0628. *



Executive Manager's Report

GIAA Board of Directors Meeting
November 21, 2014

AIRLINE ISSUES

Signatory Meeting
On Thursday, October 9, 2014, Airport Management held a meeting with all signatory airline partners. The significant issue discussed was the 30% design update on the Concourse Isolation Design (CID)/Arrivals Corridor, among other airport project updates.

United Airlines
On Monday, October 27, 2014, United Airlines along with GVB and GIAA welcomed inaugural flight UA#163 direct service from Incheon Airport marking the beginning of UA's regularly scheduled flights between Seoul and Guam. As reported last month, this new daily service utilizing B737-800 aircraft with 155-seat configuration adds 4,650 monthly or 55,800 annually to our seat capacity from Korea.

On Wednesday, October 29th, a similar greeting was performed for flight UA#130 inaugural service direct from Shanghai to Guam. This twice-weekly flight utilizing B737-800 series aircraft, offers additional seat capacity of 1,240 monthly and 14,880 annually with the first regularly scheduled service from China.

Yakuts Air
Yakuts Air will operate charter flights from Vladivostok and Khabarovsk in Russia to Guam beginning February 2015. The flights will operate once every ten days. This comes after Oren Air charter flights were cancelled August 27, 2014. More details on aircraft type and seat capacity will be available as they coordinate with the Guam Airport on their planned operation.

Dynamic Airways
Dynamic Airways has been operating charter services from Beijing to Guam since June 2014, having planned a total of 39 round trips scheduled throughout the year 2014, and intention to add direct service from Tianjin, Shenyang and Hangzhou. Dynamic Air has also requested on the availability of dedicated ticket counters and office space for their future operations here on Guam.

They intend to expand in the region having applied to the USDOT for authority to operate direct flights between Saipan and cities in China, effective December 2014.

Philippine Airlines
On Sunday, October 26, 2014, Philippine Airlines increased operations on the **Manila–Guam** route from five flights to seven flights weekly, utilizing Airbus 320 aircraft. The annual seat capacity increased from 39,000 to 54,600 seats with the additional 300 seats weekly.

Air Busan
Air Busan has expressed interest in servicing Guam since early 2014, and have recently followed up with inquiries with GVB if incentives would be available for them since the Busan/Guam route is already provided by Korean Airlines. They have also communicated that they will be seeking USDOT approval to operate direct services from Busan to Guam sometime in 2015.

Executive Manager's Report

GIAA Board of Directors Meeting
November 21, 2014

Cebu Pacific
GIAA Board Director Lynda Tolan and Air Terminal Manager Gerard Bautista met with Cebu Pacific official to discuss the status of their deferred launch of service, now anticipated for March 2015. They will also be discussing the availability of slots for this operation from Ninoy Aquino Terminal 2, which has been designated as the terminal for international flights.

REGULATORY ISSUES

Chinese Visa Extension
On November 10, 2014, it was announced that Chinese holding US business and tourist visas will be extended to 10 years, as a result of a reciprocal bilateral agreement between the US and China. Additionally, Chinese US student visa holders will be extended to five years. Previously, all US visas granted Chinese citizens were granted on a year at a time basis.

Federal Aviation Administration
Airport Management reviewed compliance and regulatory issues and reported on the status of capital improvement projects with the FAA Airport District Office during a teleconference held on Thursday, October 23, 2014.

US Customs & Border Protection ESTA Closure
On October 24, 2014, USCBP issued an email advisory that the lane established for Electronic System for Travel Authorization (ESTA) passengers will be discontinued and re-designated for US citizens (USC) and Lawful Permanent Residents (LPR) lane. USCBP reported that only 14% of all arrivals are ESTA approved, and that no significant increase in the use of ESTA over the past two years justify keeping the ESTA lane.

USCBP has also reported that airlines who are responsible for their arriving passengers, have assumed a secondary position, leaving the ambassadors to do the bulk of the processing assistance. This is a continuing issue discussed in the monthly AOC meetings with all airlines, who cite staffing of aircraft door, USCBP entry door, and handling transit passengers from Customs to TSA screening as their priority focus.

32nd Transition to 33rd Guam Legislature– Oversight Committee
Committee Chairs for the 33rd Guam Legislature have been announced. Our new Legislative Oversight Chairman is Senator Thomas C. Ada: Committee on Transportation, Infrastructure, Lands, Border Protection, Veterans' Affair and Procurement.

Active Shooter Tabletop Exercise
In conformance to requirements under the Code of Federal Regulations (CFR) Title 14, Federal Air Regulation (FAR)139, an "Active Shooter" Table Top Exercise was held on November 6, 2014, with the participation of first responders from GIAA, GPD, National Guard, GMH, GFD, Guam Customs, Naval EOD, Naval Hospital, and Guam Homeland Security/Office of Civil Defense.

The Table Top Exercise will serve as a precursor for the Full Scale, All Hazards Exercise "Kontra I Piligru" scheduled for January 27, 2015.

Executive Manager's Report

GIAA Board of Directors Meeting
November 21, 2014

Ebola Hazards Response Task Force
On October 27, 2014, at 2:00pm, Airport Management participated in discussion on Ebola preparedness with related agencies at an oversight hearing called by Senator Michael F.Q. San Nicolas, Chairman of the Committee on Aviation, Ground Transportation, Regulatory Concerns, and Future Generations. Ebola discussions and coordination with agencies continue with Ebola Task Force committee formed by the Governor's office. GIAA is active in the following subcommittees:

- Public Outreach
- Maritime
- Aviation
- HAZMAT / HAZWASTE
- Hospital / Clinic Operations
- Logistics
- Mortuary
- Mass Shelter / Mass Quarantine / Mass Isolation

Each subcommittee will be submitting a plan for presentation to the Governor's Office by December 5, 2014.

EMPLOYEE DEVELOPMENT

80% of all GIAA employees have completed the mandatory **Customer Service Training** over a series of classes that began in October. A couple more classes are scheduled to capture the remaining employees who have not taken the course.

Airport Management and ARFF participated in the **Western Pacific Fire Chiefs Association** Annual Meeting held in Palau from November 11 to 13, 2014. Interactive presentations, best practices and rules and regulations were key topics of discussion relating to Professional Credentialing, Ebola Awareness, Fire Arson Investigation, Emergency Management, Fire and Safety Training, as well as ARFF in Micronesia

All Airport divisions and sections participated in the Great Guam Shake out at 10:16am on Thursday, October 16th. Management encouraged tenants and vendors to participate and they signed up directly with the Office of Civil Defense, Guam Homeland Security.

PUBLIC RELATIONS AND COMMUNICATION
The Airport's **BRAND LAUNCH** took place at the General Employee meeting "Pizza Party" held on Friday, October 10, 2014 where new logo, refreshed website and mobile application was presented to all Airport employees. A launch to tenants and to the public took place on October 17, 2014. Heavily featured was our much awaited airport mobile app that provides live flight times and helps travelers navigate our airport and for information and services.

Airport Management presented at the **Guam Economic Symposium 2014 "Invest Guam: The Time is Now"** – Planned Airport Expansion Projects: Expansion Plans and Contracts 2015 – 2020. Augmenting the presentation was an exhibit table with Property Management and Marketing personnel to field questions and address interests. An Airport Tour of ongoing CIPsand areas for potential development was also available to conference attendees on October 24, 2014, with approximately 20 participants availing of the opportunity.

Executive Manager's Report

GIAA Board of Directors Meeting
November 21, 2014

Airport Management continued its community outreach efforts with a presentation before the **Association of Mariana Islands' Mayors, Vice Mayors and Elected Municipal Council Members** (AMIM) on Thursday, October 23, 2014. The general focus of AMIMs interest was Airport's commitment to opening an Inter-Island Passenger Facility that would facilitate the movement of passenger operations of 9-or less pax between our Mariana Islands.

The Airport Authority's **Statement of Insurance** for coverage year October 1, 2014 through September 30, 2015 was advertised in newspapers on October 10, 2014, pursuant to Public Law 13-57.

AA 30-day comment period has been noticed for the draft **Supplemental Environmental Assessment** (EA) for the airport's proposed acquisition of remnant parcels. The documents are available for view at the 3rd floor Administrative Offices.

In an effort to keep Tenants and the general public better informed of Airport work and projects, activities, events, an official notification memorandum is disseminated appropriate parties. The new brand/logo has been implemented across all formats, see below sample:



Draft

AIRPORT GUAM

OFFICIAL AIRPORT NOTIFICATION

Décor & Spirit for Upcoming Holidays & Seasonal Celebrations

October 27, 2014 – FOR IMMEDIATE RELEASE

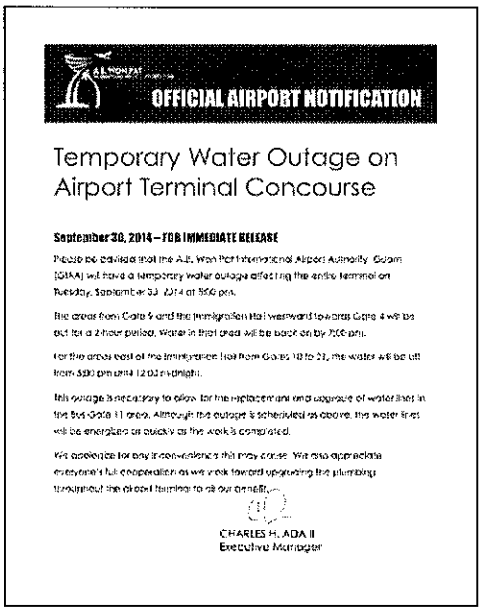
The A.B. Won Pat International Airport Authority, Guam encourages all tenants to decorate and dress their areas for the upcoming holidays and seasonal celebrations.

Beginning with Halloween at the end of the month feel free to decorate, dress up in costumes and share candy in the spirit of the holiday. We ask that costumes be tasteful keeping in mind that this is a corporate work environment and even in costumes, our dress should reflect all our organizations in a professional and respectful manner.

With Thanksgiving in November leading to the Christmas in December and welcoming of the New Year welcoming in January you can continue to enliven the holiday spirit by decorating your respective leased areas. Note that this year, the airport's color theme will be blue tones reflecting our new look and logo. Feel free to complement the color scheme or do your own thing. All we ask for is for a consistent professional and festive look.

Thank you all. We appreciate your enthusiasm in celebrating the holidays and lending to the wonderful Hafa Adai Spirit of our airport and island.

CHARLES H. ADA II
Executive Manager



OFFICIAL AIRPORT NOTIFICATION

Temporary Water Outage on Airport Terminal Concourse

September 30, 2014 – FOR IMMEDIATE RELEASE

Please be advised that the A.B. Won Pat International Airport Authority, Guam (GIAA) will have a temporary water outage affecting the entire terminal on Tuesday, September 30, 2014 at 9:00 am.

The areas from Gate 9 and the Immigration Hall westward towards Gate 4 will be out for a 2-hour period. Water in that area will be back on by 2:00 pm.

For the areas east of the Immigration Hall from Gates 10 to 21, the water will be off from 5:00 pm until 12:00 midnight.

This outage is necessary to allow for the replacement and upgrade of water lines in the Bus Gate 11 area. Although the outage is scheduled as above, the water lines will be energized as quickly as the work is completed.

We apologize for any inconvenience this may cause. We also appreciate everyone's full cooperation as we work toward upgrading the plumbing throughout the airport facilities for all our benefit.

CHARLES H. ADA II
Executive Manager

ANNOUNCEMENTS:

- The Airport Authority's annual Thanksgiving Luncheon is scheduled for Tuesday, November 25, 2014 at 11:30 am in the GIAA Conference rooms. We look forward to your attendance as we all give thanks as an Airport family.
- Holiday Exterior Illumination and Terminal Decoration is in progress to celebrate the season. A series of community outreach programs are also scheduled, beginning pre Thanksgiving with a presentation to youths at the Youth Correctional Facility, a serving at Kusinan Kamalen Karidat/Guma San Francisco for the homeless and several presentations to Catholic Social Services Senior Care and St. Dominic's with supplies and gifts.
- An Un Dangkulu Na Si Yu'us Ma'ase for all airport staff, management and board for the respect and well wishes provided to the family of the late Jesus "Jess" Q. Torres, Vice Chairman of the Board and former Executive Manager. Please pray for his soul as he celebrates his new life, and keep his family in your prayers that they find peace.

A.B. WON PAT
INTERNATIONAL AIRPORT AUTHORITY, GUAM
ATURIDAT PUETTON BATKON AIREN GUAHAN ENTENASIONAT

P.O. Box 8770
Tamuning, GU 96931

Tel: (671) 646-0300
Fax: (671) 646-8823

www.guamairport.com

November 20, 2014

MEMORANDUM

To: Mr. Edward G. Untalan
Chairman
GIAA Board of Directors

From: Carlos Bordallo
Comptroller

Subject: **Operating Results - Revenues and Expenses as of October 31, 2014**

Attached herewith is GIAA's Operating Results Report for the month ending October 31, 2014. This report summarizes the Budgeted versus Actual Revenues and Expenses for the month and year-to-date results ended October 31, 2014.

The key operating results for 1 month(s) of FY 2015 ending October 31, 2014 - (in $000's) are:

CATEGORY	YEAR-TO-DATE				FORECAST FOR FULL YEAR-FY15	
	Budget FY 15 Y-T-D	Actual FY 15 Y-T-D	% Variance Budget vs. Actual		Actual Y-T-D + Remaining FY 15 Budget	% Variance Budget vs. Estimate for Full Year
			Y-T-D Current Month	Y-T-D Last Month		
Total Signatory Revenues	$2,189.7	$2,119.7	-3.2%	0.3%	$28,180.1	-0.2%
Total Concession Revenues	$1,542.6	$1,477.0	-4.3%	1.4%	$18,725.5	-0.3 %
Total PFC's	$524.4	$471.1	-10.2%	0.1%	$6,880.8	-0.8%
Total Other Revenues	$1,202.5	$1,350.6	12.3%	7.6%	$15,296.1	1.0%
Total Operating Revenues	$5,499.1	$5,418.4	-0.7%	2.3%	$69,082.5	-0.1%
Total Operating Expenses	$3,897.8	$3,006.5	-22.9%	-6.1%	$41,667.1	-2.1%
Net Revenues from Operations	$1,561.4	$2,411.8	54.5%	14.7%	$27,415.4	3.2%
Non-Operating Expenses	$135.0	$0.0	-100%	-53.5%	$365.0	-27.0%
Other Available Moneys/other sources of funds	$563.2	$529.9	-5.9%	3.6%	$6,725.6	-0.5%
Net Debt Service Coverage	**.96**	**1.41**	**47.2%**	**15.5%**	**1.35**	**2.9%**

AMERICAN ASSOCIATION OF AIRPORT EXECUTIVES
AIRPORTS COUNCIL INTERNATIONAL
NASAO National Association of State Aviation Officials
TIACA THE INTERNATIONAL AIR CARGO ASSOCIATION

Year-to-date Total Signatory Revenues for the month ending October 31, 2014 are below Budgeted revenues by **-3.2%.** Signatory revenue estimates are based on projections submitted by Signatory airlines and adopted in the annual budget.

Year-to-date Total Concession Revenues and Passenger Facility Charges are below budget estimates by **-4.3%** and **-10.2%,** respectively.

Year-to date Total Other Revenues, inclusive of non-signatory and non-airline revenues, are above the budget estimate by **12.3%.**

Year-to-date Total Operating Revenues Actual of **$5.42M** is **-0.7%** below the budget estimate of **$5.5M**.

Year-to-date Total Operating Expenses are below budget by **-22.9** %. Components of this line item include a **-32.86%** decrease in Personnel Service, a **-11.0%** decrease in Contractual Services, a **90.5%** increase in Materials & Supplies and a **-0.0%** increase/decrease in Equipment/Furnishings from budgeted amounts for these respective categories.

The actual year-to-date Net Revenues from Operations of **$2.41M** reflects an increase of **54.5%** over the year-to-date budgeted amount of **$1.56M**.

Finally, our year-to-date results for Debt Service Coverage is at **1.35** versus the requirement of **1.25**.

Should you have any questions, please contact me at your convenience.

Attachments

cc: Board of Directors
Executive Manager
Deputy Executive Manager
Frank R. Santos, Expansion
Division Heads

GUAM INTERNATIONAL AIRPORT AUTHORITY
KEY OPERATING RESULTS ($000's)
As of October 31, 2014

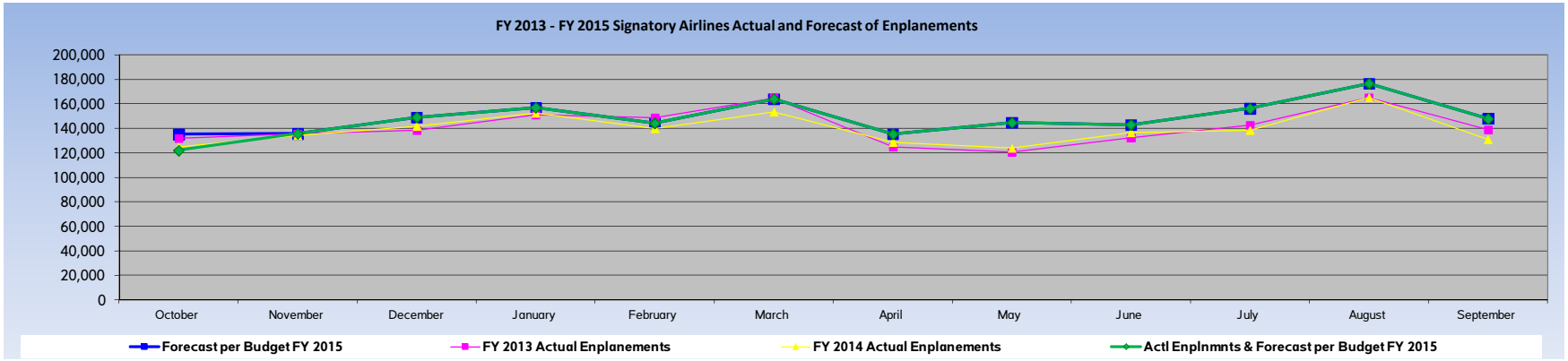
	CURRENT MONTH					YEAR - TO - DATE				FULL YEAR FORECAST	
	Actual FY2014	Budget FY2015	Actual FY2015	%Var Bud Vs Act'l	Budget Full Year	Actual FY2014	Budget FY2015	Actual FY2015	%Var Bud Vs Act'l	Actual/Est	%Var Bud Vs Act'l
I. Signatory Airline Rents & Fees											
Terminal Bldg Rentals	257.9	269.5	271.8	0.8%	3,234.1	257.9	269.5	271.8	0.8%	3,236.4	0.1%
Departure Fees	434.3	471.7	432.5	-8.3%	6,244.8	434.3	471.7	432.5	-8.3%	6,205.6	-0.6%
Arrival Fees	453.6	469.2	447.0	-4.7%	6,200.3	453.6	469.2	447.0	-4.7%	6,178.1	-0.4%
Immigration Inspection Fees	170.3	162.6	171.3	5.3%	2,143.6	170.3	162.6	171.3	5.3%	2,152.2	0.4%
Loading Bridge Use Fees	419.7	454.1	444.0	-2.2%	5,787.1	419.7	454.1	444.0	-2.2%	5,777.0	-0.2%
Apron Use Fees	115.0	188.5	183.1	-2.8%	2,411.8	115.0	188.5	183.1	-2.8%	2,406.5	-0.2%
Landing Fees	162.8	174.1	169.9	0.0%	2,228.5	162.8	174.1	169.9	0.0%	2,224.3	0.0%
Total Signatory Revenue	**2,013.6**	**2,189.7**	**2,119.7**	**-3.2%**	**28,250.2**	**2,013.6**	**2,189.7**	**2,119.7**	**-3.2%**	**28,180.1**	**-0.2%**
Enplaned Signatory Pax	124,805	135,066	121,934	-9.7%	1,788,116	124,805	135,066	121,934	-9.7%	1,774,984	-0.7%
Cost per Enplaned Pax	**$16.13**	**$16.21**	**$17.38**	**7.2%**	**$15.80**	**$16.13**	**$16.21**	**$17.38**	**7.2%**	**$15.88**	**0.5%**
Revenues from Sources other than Signatory Airlines Rents & Fees											
Concession Revenues											
Gen Mdse (DFS)	1,234.2	1,267.8	1,185.6	-6.5%	15,214.0	1,234.2	1,267.8	1,185.6	-6.5%	15,131.7	-0.5%
In-flight Catering	58.2	58.7	69.0	17.5%	896.2	58.2	58.7	69.0	17.5%	906.4	1.1%
Food & Beverage	72.4	76.8	73.8	-3.9%	993.4	72.4	76.8	73.8	-3.9%	990.4	-0.3%
Rental Cars	75.1	76.7	78.9	2.8%	947.5	75.1	76.7	78.9	2.8%	949.6	0.2%
Other Concession Rev	65.0	62.4	69.8	11.7%	740.0	65.0	62.4	69.8	11.7%	747.3	1.0%
Total Concession Revenues	**1,504.8**	**1,542.6**	**1,477.0**	**-4.3%**	**18,791.1**	**1,504.8**	**1,542.6**	**1,477.0**	**-4.3%**	**18,725.5**	**-0.3%**
Passenger Facility Charges	479.0	524.4	471.1	-10.2%	6,934.1	479.0	524.4	471.1	-10.2%	6,880.8	-0.8%
Other Revenue	1,163.7	1,202.5	1,350.6	12.3%	15,148.0	1,163.7	1,202.5	1,350.6	12.3%	15,296.1	1.0%
Total Operating Revenue	**5,161.2**	**5,459.1**	**5,418.4**	**-0.7%**	**69,123.3**	**5,161.2**	**5,459.1**	**5,418.4**	**-0.7%**	**69,082.5**	**-0.1%**
II. Operating Expenses:											
Personnel Services	1,356.1	2,227.8	1,496.6	-32.8%	19,307.8	1,356.1	2,227.8	1,496.6	-32.8%	18,576.6	-3.8%
Contractual Services	1,456.8	1,646.1	1,464.6	-11.0%	21,323.5	1,456.8	1,646.1	1,464.6	-11.0%	21,142.0	-0.9%
Materials & Supplies	43.4	23.8	45.4	90.4%	1,781.0	43.4	23.8	45.4	90.4%	1,802.6	1.2%
Equipment/Furnishings	0.0	0.0	0.0	0.0%	146.0	0.0	0.0	0.0	0.0%	146.0	0.0%
Total Operating Expenses	**2,856.3**	**3,897.8**	**3,006.5**	**-22.9%**	**42,558.3**	**2,856.3**	**3,897.8**	**3,006.5**	**-22.9%**	**41,667.1**	**-2.1%**
Net income from Operations	**2,304.9**	**1,561.4**	**2,411.8**	**54.5%**	**26,565.0**	**2,304.9**	**1,561.4**	**2,411.8**	**54.5%**	**27,415.4**	**3.2%**

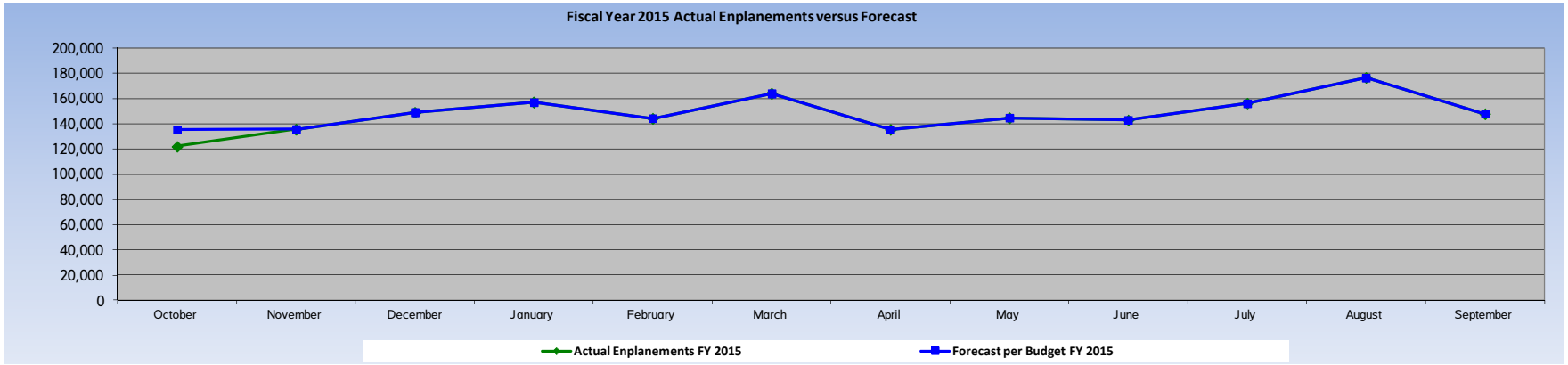
GUAM INTERNATIONAL AIRPORT AUTHORITY
KEY OPERATING RESULTS ($000's)
As of October 31, 2014

	CURRENT MONTH					YEAR - TO - DATE				FULL YEAR FORECAST	
	Actual FY2014	Budget FY2015	Actual FY2015	%Var Bud Vs Act'l	Budget Full Year	Actual FY2014	Budget FY2015	Actual FY2015	%Var Bud Vs Act'l	Actual/Est	%Var Bud Vs Act'l
III. Other Revenues and Expenses											
Less: Non Operating Expense(Ret/DOI/OHS)	21.6	135.0	0.0	-100.0%	500.0	21.6	135.0	0.0	-100.0%	365.0	-27.0%
Add: Interest on Investments	44.0	44.0	51.4	16.8%	528.0	44.0	44.0	51.4	16.8%	535.4	1.4%
Net Revenues	2,327.3	1,470.4	2,463.2	67.5%	26,593.0	2,327.3	1,470.4	2,463.2	1.7	27,585.8	3.7%
Add: Other Sources of Funds	13.4	33.3	0.0	0.0%	400.0	13.4	33.3	0.0	-100.0%	366.7	-8.3%
Add: Other Available Moneys	527.3	529.9	529.9	0.0%	6,358.9	527.3	529.9	529.9	0.0%	6,358.9	0.0%
Net Revenues and Other Available Moneys	**2,868.1**	**2,033.6**	**2,993.1**	**47.2%**	**33,351.9**	**2,868.1**	**2,033.6**	**2,993.1**	**47.2%**	**34,311.4**	**2.9%**
Debt Service payments	2,109.3	2,119.6	2,119.6	0.0%	25,435.6	2,109.3	2,119.6	2,119.6	0.0%	25,435.6	0.0%
Debt Service Coverage	**1.36**	**0.96**	**1.41**	**47.2%**	**1.31**	**1.36**	**0.96**	**1.41**	**47.2%**	**1.35**	**2.9%**
Debt Service Requirement	**1.25**	**1.25**	**1.25**		**1.25**	**1.25**	**1.25**	**1.25**		**1.25**	

SUMMARY SIGNATORY AIRLINES

Enplanements	October	November	December	January	February	March	April	May	June	July	August	September	Total
Forecast per Budget FY 2015	135,066	135,598	148,988	156,985	144,181	163,884	135,316	144,635	142,951	156,192	176,502	147,816	1,788,116
FY 2010 Actual Enplanements	94,630	105,230	108,410	132,016	129,523	137,257	102,312	112,910	111,671	133,353	147,419	132,165	1,446,896
FY 2011 Actual Enplanements	112,043	117,861	115,206	137,595	131,263	128,645	90,184	99,827	100,434	119,730	140,999	123,086	1,416,873
FY 2012 Actual Enplanements	110,962	118,092	121,031	143,545	137,851	149,600	113,893	107,914	122,061	141,014	165,376	135,017	1,566,356
FY 2013 Actual Enplanements	131,910	135,518	138,186	150,971	148,524	164,380	124,701	120,751	132,315	142,773	165,026	138,907	1,693,962
FY 2014 Actual Enplanements	124,805	134,044	141,808	152,311	139,712	153,242	128,621	123,763	136,513	138,462	165,026	130,732	1,669,039
FY 2015 Actual Enplanements/Forecast	121,934	135,598	148,988	156,985	144,181	163,884	135,316	144,635	142,951	156,192	176,502	147,816	1,774,984
FY 2015 versus FY 2014 Monthly%	-2.30%	1.16%	5.06%	3.07%	3.20%	6.94%	5.21%	16.86%	4.72%	12.80%	6.95%	13.07%	6.35%
FY 2015 versus FY 2014 Monthly	-2,871	1,554	7,180	4,674	4,469	10,642	6,695	20,872	6,438	17,730	11,476	17,084	105,945
FY 2015 versus FY 2014 Cumulative	-2,871	-1,317	5,863	10,538	15,007	25,649	32,345	53,217	59,655	77,385	88,861	105,945	105,945
	-2.30%	-0.98%	4.13%	6.92%	10.74%	16.74%	25.15%	43.00%	43.70%	55.89%	53.85%	81.04%	6.35%





	Actual versus Forecast												
Enplanements	October	November	December	January	February	March	April	May	June	July	August	September	Total
Actual Enplanements FY 2015	121,934	135,598	148,988	156,985	144,181	163,884	135,316	144,635	142,951	156,192	176,502	147,816	1,774,984
Forecast per Budget FY 2015	135,066	135,598	148,988	156,985	144,181	163,884	135,316	144,635	142,951	156,192	176,502	147,816	1,788,116
Actual Enplanements Over/(Under) Forecast	(13,132)	0	0	0	0	0	0	0	0	0	0	0	(13,132)
Cumulative Total	(13,132)	0	0	0	0	0	0	0	0	0	0	0	-0.7%
	Percentage Over/(Under) Forecast												
	October	November	December	January	February	March	April	May	June	July	August	September	
% Monthly versus Forecast	-9.7%	0.0%	0.0%	0.0%	0.0%	0.0%	0.0%	0.0%	0.0%	0.0%	0.0%	0.0%	
% Cumulative Total	-9.7%	-4.9%	-3.1%	-2.3%	-1.8%	-1.5%	-1.3%	-1.1%	-1.0%	-0.9%	-0.8%	-0.7%	
	Month to Month Trend												
	October	November	December	January	February	March	April	May	June	July	August	September	
Actual Enplanements	121,934	135,598	148,988	156,985	144,181	163,884	135,316	144,635	142,951	156,192	176,502	147,816	
Month to Month Increase/(Decrease)		13,664	13,390	7,997	-12,804	19,703	-28,568	9,319	-1,684	13,241	20,310	-28,686	
Month to Month Increase/(Decrease) in %		11.2%	9.9%	5.4%	-8.2%	13.7%	-17.4%	6.9%	-1.2%	9.3%	13.0%	-16.3%	

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RECOMMENDATION OF COUNSEL

TO: Board of Directors
ANTONIO B. WON PAT INTERNATIONAL AIRPORT AUTHORITY, GUAM

CC: Mr. Charles H. Ada II
Executive Manager
ANTONIO B. WON PAT INTERNATIONAL AIRPORT AUTHORITY, GUAM

FROM: Janalynn Cruz Damian
CALVO FISHER & JACOB LLP

DATE: November 12, 2014

SUBJECT: **Executive Session**

Pursuant to 5 GCA § 8111(c)(1), I hereby recommend that the Board of Directors of GIAA conduct an Executive Session at the next regularly scheduled Board meeting to discuss pending or threatened litigation to which GIAA is or may be a party.

A.B. WON PAT INTERNATIONAL AIRPORT GUAM
ATURIDAT PUETTON BATKON AIREN GUAHAN ENTENASIONAT

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WE'RE ON IT 24/7

BOARD OF DIRECTORS REGULAR MEETING

3:00 p.m., Thursday, January 29, 2015

GIAA TERMINAL CONFERENCE ROOM #3

Public Notice

First Notice:
Marianas Variety & PDN–January 22, 2015
Notice to Media – January 22, 2015

Second Notice:
Marianas Variety & PDN– January 27, 2015
Notice to Media – January 27, 2015

AGENDA

1. Call to Order and Attendance
2. Approval of Agenda
3. Approval of Minutes
   - **A.** December 23, 2014 Regular Meeting
4. Correspondence
5. Old Business
   - **A.** Status Updates of Capital Improvement Projects
6. New Business
   - **A.** Approval of FY2014 Financial Audit - Ernst & Young
   - **B.** Approval of Award - Demolition and Remediation of Various Airport Facilities - Phase 3 - GIAA Project No. GIAA-FY12-01-5 AIP No. 3-66-001-81 & 82 ; IFB No. GIAA-C01-FY15
   - **C.** Approval of Award - Indefinite Quantity and Indefinite Delivery Contract Print Media Services - IFB No. GIAA-02-FY15
7. Report of Executive Manager
8. Report of the Comptroller
9. Executive Session
10. Public Comments
11. Adjournment

AMERICAN ASSOCIATION OF AIRPORT EXECUTIVES
AIRPORTS COUNCIL INTERNATIONAL
NASAO National Association of State Aviation Officials
THE INTERNATIONAL AIR CARGO ASSOCIATION

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WE'RE ON IT 24/7

MINUTES OF THE REGULAR MEETING OF THE BOARD OF DIRECTORS OF THE A.B. WON PAT INTERNATIONAL AIRPORT AUTHORITY, GUAM
Thursday, January 29, 2015, 3:00 p.m.
GIAA TERMINAL CONFERENCE ROOM #3

1. CALL TO ORDER AND ATTENDANCE

The January 29, 2015 regular meeting of the Board of Directors of the A.B. Won Pat International Airport Authority, Guam ("GIAA" or the "Authority") was called to order by Chairman Untalan at 3:11 p.m. at the GIAA Terminal Conference Room #3, 355 Chalan Pasaheru, Tamuning, Guam, 96913.

Directors Present:	**Offices or positions:**
Edward G. Untalan	Chairman
Martin J. Gerber	
Gurvinder Sobti	
Lucy M. Alcorn	

Directors Absent:
Rosalinda A. Tolan

GIAA Officials:	
Charles H. Ada II	Executive Manager
Carlos P. Bordallo	Comptroller
Frank R. Santos	Business and Financial Consultant
Jean M. Arriola	Air Services Manager
Victor Cruz	Engineer Supervisor
Ed Muna	Airport Operations Superintendent
Benny Baza	ARFF Chief
Joseph Calvo	Properties and Facilities Superintendent
Antonio Taitingfong	Assistant Chief Airport Police
Franklin Taitano	Procurement Supervisor
Michael A. Pangelinan	GIAA Legal Counsel
Eduardo A. Calvo	

The Chairman welcomed the presence of Airport tenants, stakeholders, and members of the public who are noted in a sign-in sheet made as an attachment to these minutes.

2. APPROVAL OF AGENDA

The Chairman first announced a recommendation to change the schedule of the agenda, with item 6 A, Ernst & Young ("EY") FY2014 Financial Audit to be presented first, directly after the approval of the agenda. Motion to accept Chairman's recommendation duly made by Director Alcorn, seconded by Director Sobti; motion carried.

3. A.) Approval of FY14 Financial Audit - Ernst & Young

Mr. Jim Whit of EY began his presentation first thanking the Authority for allowing him and his team the opportunity to do a short presentation of the results of the audit that EY has performed on the Guam International Airport Authority.

Mr. Whit first announced that what EY does is issue a report on the Authority's basic financial statements, an "Unqualified Opinion." This means all the balances and disclosures are in compliance with U.S. Generally Accepted Compliance Principles. EY found no material misstatements and no material disclosure errors. Other deliverables that EY had was the report on internal controls or financial recording, and compliance in other matters. EY was happy to report their "Unmodified Opinion" in accordance with Government Auditing Standards. EY did have one finding regarding timeliness of recorded depreciation of close-outs of Capital Assets; however, it was not a material finding.

The second part of the presentation was on the Report on Compliance for each Major Federal Program and Report on Internal Control of the compliance and report of the schedule of expenditures of Federal Awards. EY was happy to say that their report was "Unmodified" in accordance with the U.S. Office of Management and Budget (OMB) Circular A-133. EY has no findings in respect to the two major programs; the Airport Improvement Program, and the Community Facility Guaranteed Loan. EY was happy to indicate that in their opinion, the Authority qualified as a low-risk designee for Fiscal Year 2015, all things considered. Mr. Whit said that the Authority is on the right track for low-risk designation, which is "very good."

Mr. Whit then brought to the Board's attention several points of interest in respect to the financial statements. In comparison of 2012, 2013, and 2014 of the Authority's cash position, there is a healthy trend; a healthy cash position. Of the total cash in 2014, $2.5M was unrestricted, an increase from $1.6M the prior year, and $518,000 in cash being held on behalf of Customs and Quarantine. In respect to investments, there is a healthy trend there as well, 2012, 2013, and 2014 according to EY findings. The significant reason for this increase in investments is because in 2013, the Authority had the Bond refinancing.

Mr. Whit then went on to present other points of interest, which were Trade Receivables. In Accounts receivable, there were balances of $8.1M as Gross Receivable, before any allowance for doubtful accounts consideration, $10.1M, and $8.9M. Mr. Whit reported, points of interest in allowance for doubtful accounts has increased in comparison to prior years; prior years of $1.8M in allowance increased to $1.9M. The average collection period for the Authority is increasing according to Mr. Whit's report. The average time the Authority needs to collect receivables has increased from 40.7 days to 44.48 days, which Mr. Whit said was indicative of a trend of 2014, the aging of the Authority's receivables; 32% of total outstanding receivables is in the 90-day category. As compared to prior years, where it was only at 22%.

Mr. Whit then asked if there were any questions, and Chairman Untalan then inquired if these trends Mr. Whit spoke of were compared to other Airports, to which Mr. Whit responded that they did not in this audit, EY focused on the net financial value of the Airport Authority's receivables accounts.

Another point of interest Mr. Whit presented on was in respect to the Authority's Capital Improvement Program. in 2012, the Authority had $16M in CIP, a healthy increase of $27M in 2013, and then $25M in 2014. The point of interest Mr. Whit focused on was that of the total cost, $16M, the Authority was able to fund $6.3M of Capital Grants, with a difference of $10M, which was funded by the Authority's own internal resources. In 2013 the trend continued with the difference between the cost and what was funded by grants again being approximately $10M. That trend increased to $14M in 2014; in 2014, the Authority's cost of $25M and of which $11M was covered through Capital Grants. Mr. Whit reported that the trends, or the Authority's ability to have internal resources, were healthy findings.

In respect to the loans and the bonds, there is the Bank Loan, and then the Bond Indenture. Both require a debt coverage ratio of at least 1.25%, which the Authority was able to meet for both Bonds, which Mr. Whit informed the Board that was "healthy." The point of interest here, according to Mr. Whit, is the $148M of the $250M, a change of $100M from the Authority's Bond refinancing, and previous files show that the Authority has increases in Capital Projects as well, a correlation.

In respect to Operating Revenues, the key point of interest according to Mr. Whit was Concession Revenues in 2013, the Authority showed $18M in revenues in Concession Agreements, which increased to $23M; a $5M increase, which was attributed to the terms with the new concessionaire.

In respect to revenues in regards to Facility Usage, Rental Income, and Miscellaneous, there is a noted decrease which was most likely attributed to a decrease in

enplanements from 2013 to 2014. Mr. Whit then asked if there were any questions. There were none.

Mr. Whit then moved on to operating costs, expenses, and changes in said division. Healthy trends were noted; in 2012, total expenses exceeded revenues. As a result, the Authority experienced a decrease in overall net position of roughly $395,000. In 2013, the situation reversed and as a result, the higher revenue over expenses resulted in a net position of $15M. In 2014, there was a slight change, and the Authority's net position in revenues over expenses went down to $11.4M. Mr. Whit attributed this to two things: contractual services (a $1M difference), and a decrease in Capital grants of about $4M.

The significant point of interest Mr. Whit stated, was the projected outcome of 2015, which has to do with New Accounts interim. In a new accounting year, there is a Government Accounting Standard Policy that goes into effect which has to deal with the measurement and recognition of the Authority's share of the unfunded pension liability. Essentially, GIAA's share of the Government of Guam's pension would be approximately $38M. This would show on the Authority's financial statements at the beginning of the new accounting period, essentially October 1, 2014. Although the financial statement that is projected shows a net position of $327M, essentially, one day thereafter, because of the implementation of this accounting policy, the Authority's net position will go down to $296M a change of $30M. Chairman Untalan then stated that it was important to note that this practice is expected to affect all Government agencies, not just the Authority. Mr. Whit then asked the Board if there were any questions. There were none, but the Chairman did proceed to note that the good news was that the Authority still had unrestricted positive accounts. Mr. Whit agreed, commenting that the Authority's overall assets exceed its liabilities by $296M.

In conclusion to Mr. Whit's presentation, he informed the Board and Management that beginning December 26, 2014, there was new guidance over the grant with the point of interest being that the threshold changes for requirements of single audit from $500,000 to $750,000. The Authority will still have to undergo the single audit, but EY did want to inform the Authority that the new guidance does allow for the de minimus 10% indirect cost reimbursement. Also, the data collection form shall be sent in 30 days after receipt of the audit report, or nine (9) months after the fiscal year; whichever comes first. To maintain a low-risk auditee designation, the submission of the data collection form on time is now a criteria. Mr. Whit then informed the Board that EY would issue the financials by January 30, 2015, which would give the Authority 30 days thereafter to have the data collection form reviewed, approved, and then submitted.

Chairman Untalan then requested that Mr. Whit expand on the indirect cost rate. Mr. Whit went on to say that the indirect cost rate that the Authority has chosen not to seek

reimbursement of direct costs as it relates to grants. Under the new guidance there is a de minimus 10% that the Authority could get, if it so chose to submit notification to the awarding agency. Mr. Whit asked if there were any questions, there were none. He then thanked the Board and all who were present for their time and attention, with special thanks to the Authority's accounting and administration departments for their excellent cooperation. Chairman Untalan then formally thanked Mr. Whit and present EY staff on having done a great job, as well as the Public Auditor. Chairman also wanted to note for the record that the Public Auditor had mentioned during the exit interview that the Authority continues to be the first Government Agency to submit and complete their audit, which is a great achievement. He then congratulated Mr. Carlos Bordallo, Comptroller, and Mr. Charles H. Ada II, Executive Manager on a job well done.

4. APPROVAL OF MINUTES

A. December 23, 2014 Regular Meeting

The next item on the agenda was approval of the minutes of the December 23, 2014 meeting.

On motion duly made by Director Alcorn and seconded by Director Sobti, the minutes of the December 23, 2014 regular meeting were unanimously approved, subject to correction. Motion unanimously passed.

Resolution No. 15-12

The Board hereby approves the minutes of the December 23, 2014 regular meeting, subject to correction.

5. CORRESPONDENCE

The next item on the agenda was Correspondence. Chairman Untalan asked Executive Manager Ada if he had any correspondence to report of, Executive Manager Ada responded that the only correspondence of significance that he had was regarding an email on January 27, 2015 from Mr. Ronnie V. Simpson, Manager for the Honolulu District Office, FAA Western Pacific Region, in which Mr. Simpson informed Mr. Ada of his intent to arrive on island March 26, 2015 with Mr. Mark McCardy, Manager of the Airports Division, Western Pacific Region, Region 9, along with Mr. Eduardo A. Angeles, Associate Administrator for FAA; who requested a courtesy visit with Chairman Untalan and Mr. Ada as well as Governor Eddie B. Calvo. Executive Manager Ada reported that the main focus of the visit is to visit with the CNMI, but they would also like to see the progress the Authority has with its projects, as well as discuss future development of the Airport. Once the date is confirmed, Executive Manager Ada intends to brief the Chairman and the rest of the Board.

6. OLD BUSINESS

The next item on the agenda was Old Business.

A. Status Updates of Capital Improvement Projects

The first matter discussed was the Status of Capital Improvement Projects. Mr. Frank Santos, Business and Finance Consultant, presented three schedules; the first dealing with the UDO analysis FAA projects, the second, the Capital Improvement Fund, and last, the Bond CIP Fund.

Mr. Santos began with bringing to attention the total amount on the grants increased by approximately $816,153 which is attributed to an amendment to a grant that was closed out under the AIP 84 which had to do with the Rehabilitative Runway 6L/24R - Phase 2. For the period of 2012 to 2014 Mr. Santos reports that the Authority is on track with the FAA in terms of performance. For 2011, projects are a little behind due to demolition work. The Board is to be presented with a package regarding Phase 3 demolition of the old cargo building in this meeting, and consider its award. A third building, categorized as historic which the Authority has worked out all details in terms of photography and drawings with State Historic Preservation Office (SHPO) so that it may be filed in the Library of Congress, has now begun its demolition. Mr. Santos reported that with these actions, the Authority should be cleared in terms of catching up with 2011 grants, which expire at the end of this fiscal year.

Commenting on the Auditors' financial report, regarding the 10% indirect cost, Mr. Santos reported that there is only a certain amount of money available for grants. The Authority always has more need than there are funds; so that said, even if the 10% indirect cost were considered, Mr. Santos believes that the Authority would be eating into construction costs, or actual production costs.

Mr. Santos then proceeded to report on the Capital Improvement Fund, that the Authority is proceeding with approximately thirteen (13) additional homes regarding noise mitigation/soundproofing. The Authority is funding the project in advance and expects to receive the FAA grant in Summer 2015. Mr. Santos reported that the painting of the Airport is in progress, and the rest of the restrooms should be out for bid by February 11, 2015.

The final schedule presented was the Bond Projects. The Outbound Baggage System Inline Screening project was just initiated January 27, 2015,a $26M project, of which $1.1M is being funded by the Authority, and the remainder by the TSA Other Transactions Agreement Grant. Chairman Untalan inquired if the Guam Council on the

Arts and Humanities Agency (CAHA) was involved in any way with said grant, to which Mr. Santos replied that they were not.

Mr. Santos went on to inform the Board that the funding to cover the seismic upgrades for the International Arrivals Corridor project came out of the unencumbered fund, which has $2.2M remaining. Mr. Santos went on to address bid additives; focusing on basic design criteria but looking at features that will enhance passenger experience. Mr. Santos noted on the hopes of receiving continued good bids, at a very low rate. Mr. Santos mentioned a bid period of two (2) to three (3) months, with a possibility of a pre-file set of drawings that can be packaged up and sold prior to bid. Chairman Untalan asked for further clarification, to which Mr. Santos replied, that sold meant cost recovery. Mr. Santos explained that this method would allow for the overall outcome of the bids to be more favorable, giving the interested parties more time to be informed and prepared to offer their prospective bids.

The Chairman then asked the Board and attendees if there were any questions, there were none. He then thanked Mr. Santos.

7. NEW BUSINESS

The next item on the agenda was New Business.

A. Approval of Award - Demolition and Remediation of Various Airport Facilities - Phase 3 - GIAA Project No. GIAA-FY12-01-5 AIP No. 3-66-001-81 & 82 ; IFB No. GIAA-C01-FY15

The next item discussed was approval of the contract award for the Demolition and Remediation of Various Airport Facilities - Phase 3 - GIAA Project No. GIAA-FY12-01-5 AIP No. 3-66-001-81 & 82; IFB No. GIAA-C01-FY15. The project is to provide construction work inclusive of all labor, materials, supplies and equipment to demolish certain former naval housing and miscellaneous structures contained within Lot 2087. The project also included remediation of lead and asbestos materials prior to demolition work. A total of eleven (11) firms/individuals picked up bid package with six (6) firms having submitted their bids before the established deadline. The firms were evaluated and all six (6) were determined to be acceptable. As required by the Procurement Rules and Regulations, the bids were publicly opened and read aloud in the presence of bidders.

It is the recommendation of the Management that the contract award of $223,000.00 to Maeda Pacific Corporation, who has been determined to have met the standards of responsibility and responsiveness in Guam Procurement Regulations.

On motion duly made by Director Sobti, seconded by Director Gerber, the following resolution was unanimously approved:

Resolution No. 15-13

The Board hereby approves the ranking results and contract award in the amount of $223,000.00 to Maeda Pacific Corporation, as the highest ranked proposer for the Demolition and Remediation of Various Airport Facilities - Phase 3 - GIAA Project No. GIAA-FY12-01-5 AIP No. 3-66-001-81 & 82; IFB No. GIAA-C01-FY15, subject to fair and reasonable fees and legal review. If negotiations prove unsuccessful, Management can enter into negotiations with the next highest bidder.

B. Approval of Award - Indefinite Quantity and Indefinite Delivery Contract Print Media Services - IFB No. GIAA -02-FY15

The next item presented to the Board was the approval of contract award for the Indefinite Quantity and Indefinite Delivery Contract Print Media Services - IFB No. GIAA - 02-FY15. The Executive Manager informed the Board that an Invitation for Bid was announced to solicit bids from firms to provide all labor, supplies, materials, and equipment necessary for the Indefinite Delivery and Indefinite Quantity Contract Print Media Services in a newspaper of general circulation for the A.B. Won Pat International Airport. Three (3) firms/individuals purchased bid package and two (2) firms submitted bids before the submission deadline. The firms were evaluated and two (2) were determined to be acceptable. As required by Procurement Rules and Regulations, the bids were publicly opened and read aloud in the presence of the bidders.

Management recommends that the Board approve both bidders, Pacific Daily News and Marianas Variety, who have been determined to have met the standards of responsibility and responsiveness outlined in Guam Procurement Regulations.

After further discussion, on motion duly made by Director Alcorn, seconded by Director Gerber, the following resolution was unanimously approved:

Resolution No. 15-14

The Board hereby approves the contract award - Indefinite Quantity and Indefinite Delivery Contract Print Media Services - IFB No. GIAA -02-FY15, to utilize both the Pacific Daily News and Marianas Variety, subject to fair and reasonable fees and legal review. If negotiations prove unsuccessful, Management can enter into negotiations with the next highest bidder.

8. REPORT OF THE EXECUTIVE MANAGER

The next item on the agenda was the report of the Executive Manager. Executive Manager Ada began his report with four airline issues. First was Jeju Air, regarding their direct Busan/Guam inaugural flight, which arrived from Busan at 2:55 a.m., January 9, 2015. This flight will operate twice weekly utilizing a B737-800 aircraft with seat capacity of 186. Jeju Air rival, Air Busan a low-cost carrier, has asked the Department of Transportation for permission to operate the route by June 30, 2015. Air Busan filed its application to serve US destinations in December, with the intent of offering four (4) flights per week to Guam using either an Airbus A320 or A321. Air Busan also said that they may introduce service to Hawaii or the US mainland, and also asked for permission to operate charter flights to US airports. So far, no comments have been filed regarding the application. June Yao, a boutique privately owned airline, met with Airport representatives on January 12, 2015 for potential air services to China. Potential start dates to Guam are pending a formal application to the US Department of Transportation. The last issue regarding Airlines was the increase in flights for Eva Air, from two (2) to four (4) weekly beginning July 1, 2015. They currently operate an Airbus 330-200 which has a 252-seat capacity.

Executive Manager Ada moved onto regulatory issues next, reporting on the FAA awarding a grant amendment in the amount of $816,153.00 in federal funding to rehabilitate runway 24R/6L. Executive Manager Ada reported that this will bring the Authority closer to opening the runway for full operations accommodating long-range, fully loaded aircraft and even newer aircraft models. The Chairman inquired as to the date of completion, to which Mr. Frank Santos responded that it is projected to be operational in August.

In closing of his report, Executive Manager Ada brought to the Board's attention the RFP for Legal Services which was announced January 6, 2015 with a submission deadline on January 22, 2015. Management was in the process of reviewing submissions. Executive Manager Ada then reported on and thanked all involved in Airport week and all related activities. He also mentioned the Authority's participation on January 27-28, 2015 in the Kontra I Piligru 2015, a multi-agency full scale exercise as outlined by the Pacific-based Civil Support Teams (CST) to test and evaluate the Authority's operational capability during various emergency situations and scenarios. Executive Manager Ada then mentioned the Tourism Education Council's (TEC) request for tours for members of their WAVE (Wave at Visitors Enthusiastically) Clubs of participating public schools. Approximately 800 children will tour the Airport on the Tuesday tours throughout the months of February and March. Executive Manager Ada ended his report with the outcome of recent drug testing of persons in Test Designated Positions (TDP) which resulted in a 100% pass rate.

The Chairman then thanked the Executive Manager for his report.

9. REPORT OF THE COMPTROLLER

The next item on the agenda was the report of the Comptroller.

Mr. Bordallo presented the monthly financial report. He reported to the Board on the revenues and expenses of the Authority as of December 31, 2014. Mr. Bordallo reported that year-to-date Total Signatory Revenues are above budgeted revenues by .5%, year-to-date Total Concession Revenues and Passenger Facility Charges are under budget by -5.4% and -3.3%, respectively. Year-to-date Total Other Revenues, inclusive of non-signatory and non-airline revenues are above the budget estimate by 5.5%. Year-to-date Total Operating Revenues Actual of $16.7M is -.4% below the budget estimate of $16.8M. Year-to-date Total Operating Expenses are below budget by -19.5%. Components of this line item include a -15.6% decrease in Personnel Service, a -19% decrease in Contractual Services, a -72.2% decrease in Materials & Supplies and -0.0% increase/decrease in Equipment/Furnishings from budgeted amounts for these respective categories. The actual year-to-date New Revenues from Operations of $7.8M reflects an increase of 36.7% over the year-to-date budgeted amount of $5.7M. Finally, Mr. Bordallo reported that the year-to-date Debt Service Coverage is at 1.40 versus the requirement of 1.25.

10. EXECUTIVE SESSION

The next item on the agenda was Executive Session.

Upon written recommendation of counsel, on motion duly made by Director Alcorn, seconded by Director Sobti, and unanimously approved, the Board recessed to convene into Executive Session at 4:08 p.m.

On motion duly made by Director Gerber, seconded by Director Alcorn, unanimously approved, Executive Session adjourned at 5:15 p.m, at which time the Board reconvened the regular session.

10. PUBLIC COMMENTS

The next item on the agenda was Public Comments. Chairman Untalan called upon any public member wishing to make comments. There were no comments from the public.

The Chairman brought to the Board's attention an item that they had forgotten to make a motion on, which was to approve and accept the 2013-2014 Audit Report. On motion duly made by Director Alcorn, seconded by Director Sobti, the following resolution was unanimously approved:

Resolution No. 15-15

The Board hereby approves the 2013-2014 Audit Report as presented by Mr. Jim Whit of Ernst & Young.

11. ADJOURNMENT

There being no further business to address before the Board, on motion duly made by Director Alcorn, seconded by Director Tolan, at 5:17 p.m., the meeting was adjourned.

Dated this 16th, day of April, 2015.

Attest:

Edward G. Untalan
Chairman

Gurvinder Sobti
Secretary

Prepared and Submitted By:

Maria DeVille Sablan
Corresponding Secretary

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A.B. WONPAT INTERNATIONAL AIRPORT AUTHORITY

Board of Directors Regular Board Meeting

3:00 p.m. Thursday, January 29, 2015

GIAA Terminal Conference Room #3

SIGN IN SHEET

	PRINT NAME	COMPANY/AGENCY
1.	Antonio Taitingfong	Police
2.	Jan Arriola	GIAA
3.	Carlos Bordallo	GIAA
4.	Ed Cano	CF-J / GIAA
5.	Victor J. Cruz	GIAA
6.	Frank P. Taitano	GIAA
7.	Benny Baza	GIAA
8.	Maria Sayo	EY
9.	Debbie Ngata	EY
10.	John Onedera	EY
11.	James White	EY
12.	Rustico Rosal	EY
13.	Llewelyn Terlaje	OPA
14.	Edward Illena	GIAA
15.	Luis Baza	HSG
	J-G-Stallsmith	GCAA

— Kuam - Reporter / Video

16. FRANK R. SANTOS GIAA BFC

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BOARD OF DIRECTORS REGULAR MEETING

3:00 p.m., Monday, February 23, 2015

GIAA TERMINAL CONFERENCE ROOM #3

Public Notice

First Notice:
Marianas Variety – February 16, 2015
Notice to Media – February 16, 2015

Second Notice:
Marianas Variety – February 19, 2015
Notice to Media – February 19, 2015

AGENDA

1. Call to Order and Attendance
2. Approval of Agenda
3. Approval of Minutes
   - **A.** January 29, 2015 Regular Meeting
4. Correspondence
5. Old Business
   - **A.** Status Updates of Capital Improvement Projects
6. New Business
   - **A.** Approval of Award - RFP No. 004 - FY15 - Legal Services
7. Report of Executive Manager
8. Report of the Comptroller
9. Executive Session
10. Public Comments
11. Adjournment

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MINUTES OF THE REGULAR MEETING OF THE BOARD OF DIRECTORS OF THE A.B. WON PAT INTERNATIONAL AIRPORT AUTHORITY, GUAM
Monday, February 23, 2015, 3:00 p.m.
GIAA TERMINAL CONFERENCE ROOM #3

1. CALL TO ORDER AND ATTENDANCE

The February 23, 2015 regular meeting of the Board of Directors of the A.B. Won Pat International Airport Authority, Guam ("GIAA" or the "Authority") was called to order by Chairman Untalan at 3:08 p.m. at the GIAA Terminal Conference Room #3, 355 Chalan Pasaheru, Tamuning, Guam, 96913.

Directors Present:	**Offices or positions:**
Edward G. Untalan	Chairman
Martin J. Gerber	
Gurvinder Sobti	
Rosalinda A. Tolan	

Directors Absent:
Lucy M. Alcorn (off-island)

GIAA Officials:	
Peter Roy Martinez	Deputy Executive Manager
Carlos P. Bordallo	Comptroller
Frank R. Santos	Business and Financial Consultant
Gerard Bautista	Air Terminal Manager
Jean M. Arriola	Airport Services Manager
Victor Cruz	Engineer Supervisor
Ed Muna	Airport Operations Superintendent
Benny Baza	ARFF Chief
Joseph Calvo	Properties and Facilities Superintendent
Antonio Taitingfong	Assistant Chief Airport Police
Franklin Taitano	Procurement Supervisor
Joseph Javellana	Program Coordinator IV
Robert Camacho	Chief of Airport Police
Janalynn Cruz Damian, Esq.	GIAA Legal Counsel

The Chairman welcomed the presence of Airport tenants, stakeholders, and members of the public who are noted in a sign-in sheet made as an attachment to these minutes.

2. APPROVAL OF AGENDA

The Chairman asked if there were any changes to the agenda. No Changes were requested. On motion duly made by Director Tolan, seconded by Director Gerber, the agenda as presented was unanimously approved.

3. APPROVAL OF MINUTES

A. January 29, 2015 Regular Meeting

The next item on the agenda was approval of the minutes of the January 29, 2015 meeting.

On motion duly made by Director Gerber and seconded by Director Tolan, the following resolution was unanimously passed:

Resolution No. 15-16

The Board hereby approves the minutes of the January 29, 2015 regular meeting, subject to corrections.

4. CORRESPONDENCE

The next item on the agenda was Correspondence.

The Chairman asked Deputy Executive Manager Peter Roy Martinez if he had any correspondence to report on; he had none.

5. OLD BUSINESS

The next item on the agenda was Old Business.

A. Status Updates of Capital Improvement Projects

The first matter discussed was the Status of Capital Improvement Projects.

Mr. Frank Santos, Business and Finance Consultant, first greeted the Chairman and members of the Board, then presented three schedules; the first dealing with the FAA grants which is the UDO analysis; the second, the Capital Improvement Fund (CIP); and last, the Bond CIP Fund.

Mr. Santos began his presentation by stating that with the exception of the FY2011 projects, the Authority is doing very well in terms of the performance according to the

criteria that the FAA has set. The 2011 project dealt with the demolition of the former cargo building. The Authority is slightly delaying a fast-track demolition due to an issue regarding a residual fiber optics situation in the cargo building. Plans are being developed to ensure that when the Authority relocates the fiber optics, any potential mishaps may be avoided. The Chairman inquired as to why the fiber optics was run through the cargo building, and Mr. Santos responded that the Cargo building used to house Continental Airlines' cargo offices. Mr. Santos went on to explain that the initial plan was to cut and fuse the lines but the airline had indicated that would cause a drop in signal quality where a ten (10) gigabyte data package minimum is required. Mr. Santos explained that the few extra steps are to ensure that everyone is happy. This plan, Mr. Santos explained, is an "interim plan" and a more well-planned fiber optic network to include not only the Authority or United, but FAA and other tenants as well with a network that can be expected to run untouched for the next fifteen (15) years, away from construction. The Chairman inquired if the Authority received any Federal funding for the permanent project, and Mr. Santos responded that we may get Federal funding for the Authority's share, but profit-oriented companies such as United, for example, are not eligible.

Mr. Santos explained that the demolition is the project that has slowed down. If these were color coded, the 38% for 2011 would have been in red but everything else would have been green. At this time the Chairman inquired whether the Authority is at risk of losing any funding and Mr. Santos responded "no". Chairman Untalan inquired whether Phase 3 was referring to the cargo building and again Mr. Santos responded "no" it was just the grant phase. He indicated that at the last Board meeting, Phase 3 demolition was approved and that was for the demolition of the five (5) structures that will be part of the remnant properties that are going to be purchased in the North Tiyan near the new cargo building. The Chairman then again inquired whether the improvements of Phase 3 & 4 are just grant money and Mr. Santos responded "yes", these are just grant money. Chairman then asked what these monies are going to be used for, and Mr. Santos explained that funds are for Phase 1, which is comprised of miscellaneous structures in the air fields; Phase 2 is the cargo area, and Phase 3 are the five (5) structures in the housing areas. Mr. Santos reported that FY2012 funds have been zeroed out and the extra money, which is the amendment of $816,000, have already been drawn down.

Notable for FY2013, is the ARFF vehicle which is being manufactured and scheduled for delivery in late May.

Mr. Santos provided information regarding the Airport GIS projects. Mr. Santos reminded the Board that the Authority is one of the few pilot projects to convert all the airfield data into GIS and further develop it into an electronic airport layout. Because this is a pilot, the FAA is also learning from all this. The Authority is one (1) of the four

(4) airports in the Western Pacific Region to receive it. Mr. Santos commented that there is education and process, in which a lot of the holdups are with the FAA.

For last year's grants, Mr. Santos reported that the Authority is way ahead of the curve, stating that the Authority has 37% of the grant funds remaining. Mr. Santos reported that he expects to draw down completely on all the 2014 grants this year. The first project, the Instrument Landing System, with which the flight check is being planned for April 2015, then certified for use. Once the Tiyan Parkway Phase I is complete, construction can proceed down Central Avenue, the runway safety area can be cleared, and the full runway will be available. Mr. Santos projected a May 2015 completion date. Once that phase is completed, and the 6L24R is open, the other runway will be closed to do the remainder of the work, which is the 6R24L Precision Approach Path Indicator (PAPI).

Chairman Untalan asked Mr. Santos if he expects the roadway project to be completed by April 2015 to which Mr. Santos replied that in the last teleconference with the FAA, Federal Highway, and Department of Public Works, the indication was that April is the projected completion date. Mr. Santos noted that the contractor is entitled to some time, due to weather or other unforeseen events. Mr. Santos went on to say that in order for the contractor to realize consensus, the contractor is still trying to meet the target date even though they have time leftover. We can see them right now over the weekend the roads keep changing and now they are down to two lanes, so they are working quickly.

On the bond capital improvement project, the international arrivals corridor with building seismic upgrades design is approaching 90%. A final presentation is scheduled in March with the Board and stakeholders CBP region is reviewing all the drawings involved with the corridor. We made a decision to include one restroom in the corridor on the west side. The Board will have the final opportunity to review the 90% design and then the project will proceed into the final kick-off. A meeting is being planned for March 19 or 20 before the Board meeting or its regular scheduled Board meeting.

Mr. Santos next reported that the hold bag screening relocation/in-line baggage screening project is proceeding as scheduled.

Mr. Santos updated the Board on the interim Inter-Island Passenger facility, which is currently out for bid, with a scheduled bid opening date of Friday, February 27, 2015. The facility is for aircraft with nine (9) passengers or less weighing less than 1500 lbs. Aircraft in this category include Star Marianas Air and Arctic Air. To expedite the procurement process, Management requests the Board to grant Management the authority to issue a Notice of Intent to Award provided that there are no complications in the procurement process. Normally, the notice of intent to award is issued after the

bids are presented to the Board. Management would like to fast-track this project to get the facility open as soon as possible in light of the accusations by Star Marianas that the Authority does not accommodate commuter airlines. Mr. Santos also noted that the facility will facility inter-island travel, especially to Rota, since there is very little air service between Guam and Rota. In addition, the Island has been faced with unreliable services being offered by the current carrier service to the CNMI market.

Mr. Santos said that the project estimate is $300,000. Ms. Jean Arriola reiterated that Management is requesting that the Board allow Management to award to the lowest responsible bidder with the conditions that the contract price does not exceed $300,000 and that there are no procurement issues.

Having heard the report, discussions and comments, on motion duly made by Director Gerber and seconded by Director Tolan, the following resolution was unanimously passed:

Resolution No. 15-17

The Board hereby authorizes the Executive Manager to issue the notice of intent to award to the lowest responsible bidder for the procurement of construction services for the Light Aircraft Commuter Facility, in an amount not to exceed $300,000, with the condition that there are no procurement issues.

Next Mr. Santos reported on the upgrades to the public restrooms. Public notice of this procurement will be published on Wednesday, February 25th.

Mr. Santos next reported on the Tiyan Land Acquisition in which he stated he's still working with the Government of Guam on the severance maps and appraisals for the remnant properties and once agreed to a value, the Tiyan Land Acquisition and Redevelopment Programs would then fund the project. Once completed, Management will be submitting to the Board for documentation.

The Chairman then asked the Board if there were any other questions, there being none, he then thanked Mr. Santos.

6. NEW BUSINESS

The next item on the agenda was New Business.

A. Approval of Award - RFP No. 004 - FY15 - Legal Services

The next item discussed was approval of the contract award for Legal Services - RFP-004-FY15. Deputy Executive Manager Martinez reported the referenced RFP solicits

proposals from professional firms to provide professional expertise in all legal activities for and on behalf of GIAA Management and its Board of Directors. The RFP was advertised in the local newspapers throughout the month of January 2015, with a deadline to submit the proposals on January 22, 2015. A total of two (2) firms showed their interest by obtaining the RFP package and the two (2) firms responded by submitting their proposals before the established deadline. After receipt of all proposals an evaluation committee was established to perform an independent evaluation of the proposals to determine the best qualified proposer. The proposals were evaluated based on the point system assigned for each criteria identified in the RFP package. The evaluation committee has completed their evaluations and the score sheets were gathered and tabulated by the procurement office. The evaluation results in the order of their ranking are as follows:

1. Proposer B
2. Proposer A

It is the recommendation of Management to approve the ranking results and issue contract award to Proposer B as the highest ranked proposer for Legal Services, subject to negotiations of fair and reasonable fees. In the event that the negotiations prove unsuccessful, GIAA Management will enter into negotiations with the next highest ranked proposer. The term of the contract shall be a period of one year. The agreement may be renewed annually at the sole discretion of GIAA for additional one (1) year periods, not to exceed a total contract term of five (5) years.

On motion duly made by Director Sobti, seconded by Director Tolan, the following resolution was unanimously approved:

Resolution No. 15-18

The Board hereby approves the ranking results and contract award to Proposer B, as the highest ranked proposer for RFP No. 004 - FY15 - Legal Services, subject to negotiation of fair and reasonable fees and legal review. If negotiations prove unsuccessful, Management can enter into negotiations with the next highest bidder.

Deputy Executive Manager Martinez then announced that Proposer B is Calvo Fisher & Jacob.

7. REPORT OF THE EXECUTIVE MANAGER

The next item on the agenda was the report of the Executive Manager. Deputy Executive Manager Martinez began his report with two airline issues. First was T'Way Air, which he reported that they have applied for USDOT approval to provide scheduled direct services between Seoul and Guam beginning July 24, 2015. They proposed to

utilize the B737-800 aircraft with 189 seats in an all economy configuration. In addition, they are requesting for ticket counter space and planning a familiarization visit to Guam in the near future.

Mr. Martinez further reported on Jetstar Airways which has recently initiated communication with GIAA to explore opportunities to service Guam from Japan and Korea. He further stated that initial exchanges have occurred with more exploratory and detailed information forthcoming by both parties.

Regarding the 2015 Routes ASIA Networking Forum, Mr. Martinez indicated that the GIAA Board and Management representatives will be attending the Routes Asia forum which brings together airlines, airports and tourism authorities, from the whole Asian region to discuss route development and develop networks for future opportunities or potential air service. The forum will be held in Kunming, China, hosted by Yunnan Airport from March 15 through 17, 2015. Scheduled meetings with potential airlines are being secured prior to the event in consultation with our ASM, our air service development consultant. Guam Visitors Bureau management will also attend as part of a Team Guam effort.

Deputy Executive Manager Martinez moved onto regulatory issues, reporting that FAA officials from the Western Pacific out of LA and the Regional office in Honolulu will be on Guam to meet with GIAA management and key staff on March 26, 2015. Status of federally funded capital improvement projects and other issues will be discussed.

Deputy Executive Manager Martinez mentioned the U.S. Customs and Border Protection Agency (USCBP) officials are confirmed to visit Guam to explore options for pre-clearance practices for passengers, baggage and cargo for incoming aircraft in early March. The USCBP delegation will be comprised of the Senior Advisor, the Preclearance Director and Advisor to the Director. The delegation will be escorted by Jay Rojas of the Governor's Washington office who is coordinating their visit and is facilitating meetings with GIAA, GVB, Guam Customs and airline operators. The meeting is scheduled for March 4, 2015.

Deputy Executive Manager Martinez reported that there are three (3) procurement solicitations currently pending: (1) the RFP-Management & Infrastructure Support Services to GIAA's Passenger Conveyance Systems that was announced on February 17, 2015, with a submission deadline on March 4, 2015; (2) the IFB-Light Aircraft Commuter Facility that was announced on February 11, 2015, with a submission deadline on February 27, 2015; and (3) the RFP-Construction Management Services for Terminal Building Structural Upgrade & Concourse Isolation that was announced on February 10, 2015, with a submission deadline on March 12, 2015.

Deputy Executive Manager Martinez made three (3) announcements:

He announced that the Guam International Airport Authority Employees Organization (GIAAEO) held an election of officers on January 30, 2015. The new GIAAEO officers are: President Brandon Aflague from ARFF; Vice President Vanessa Pangindian from PMO; Treasurer Trini Cotelesse from PMO and Secretary Maria Sablan, GIAA Board;

He further announced and presented the graphics for the ARFF and Police patches and badges that were revised to incorporate the new refreshed logo launched in November 2014. He noted that the graphics will be applied to all uniforms, vehicles, and surfaces and documents that are used in the respective sections; and lastly

He reported that the GIAA Marketing has been coordinating with the Military Historical Tours (MHT) of Los Angeles who will be filming a documentary on the remaining U.S. veterans of the Battle of Iwo Jima. MHT will film the veterans' arrival to Guam on March 17, 2015 and their departure to Iwo Jima by charter flight on March 21, 2015. GIAA will be extending an honorary welcome to the veterans by executing a water salute on the aircraft on the morning of their arrival at 5:55 a.m.

At this time, Chairman inquired about a request from GVB for an update by the Board and tour of the Airport. Ms. Jean Arriola, Airport Services Manager, responded that a request was made for a meeting in March at the convenience of the Board. The Chairman inquired if the whole GVB Board will attend. Ms. Arriola indicated that is what was conveyed by GVB. The Chairman expressed his concerns as to what's the objective of GVB's request. Deputy Executive Manager Martinez stated that management will confer with GVB and update the Board.

Mr. Santos updated the Board that U.S. DOT has approved the application of Air Busan to operate and their target date for operation is in June, but they may schedule charters in the meantime.

Director Tolan inquired about the Asia Networking Forum as to who will be going from the Board and Management to attend. Ms. Arriola informed the Board that Director Gerber and Mr. Gerard Bautista will be attending.

At this time, Director Gerber inquired regarding staff participation in some committee they have at GVB. Ms. Arriola responded that there are two committees that GIAA is part of, one is the Infrastructure Committee and the other is the Destination Management Committee (renamed Air Service Development committee).

There being no further discussion, the Chairman then thanked the Deputy Executive Manager for his report.

8. REPORT OF THE COMPTROLLER

The next item on the agenda was the report of the Comptroller.

Mr. Bordallo presented the monthly financial report. He reported to the Board on the revenues and expenses of the Authority as of January 31, 2015. Mr. Bordallo reported that year-to-date Total Signatory Revenues are above budgeted revenues by 1.2%, year-to-date Total Concession Revenues and Passenger Facility Charges are under budget by -4.0% and -3.0%, respectively. Year-to-date Total Other Revenues, inclusive of non-signatory and non-airline revenues are above the budget estimate by 1.9%. Year-to-date Total Operating Revenues Actual of $22.6M is -.5% below the budget estimate of $22.7M. Year-to-date Total Operating Expenses are below budget by -15.6%. Components of this line item include a -7.6% decrease in Personnel Service, a -16.9% decrease in Contractual Services, a -74.1% decrease in Materials & Supplies and -100.0% decrease in Equipment/Furnishings from budgeted amounts for these respective categories. The actual year-to-date Net Revenues from Operations of $10.1M reflects an increase of 28.0% over the year-to-date budgeted amount of $7.9M. Finally, Mr. Bordallo reported that the year-to-date Debt Service Coverage is at 1.39 versus the requirement of 1.25.

9. EXECUTIVE SESSION

The next item on the agenda was Executive Session.

Upon written recommendation of counsel, on motion duly made by Director Tolan, seconded by Director Gerber, and unanimously approved, the Board recessed to convene into Executive Session at 4:03 p.m.

On motion duly made by Director Gerber, seconded by Director Sobti, unanimously approved, Executive Session adjourned at 4:29 p.m., at which time the Board reconvened the regular session.

10. PUBLIC COMMENTS

The next item on the agenda was Public Comments. Chairman Untalan called upon any public member wishing to make comments. There were no comments from the public.

11. ADJOURNMENT

There being no further business to address before the Board, on motion duly made by Director Tolan and seconded by Director Gerber, the meeting was adjourned at 4:30 p.m.

Dated this 16th, day of April, 2015.

Attest:

Edward G. Untalan
Chairman

Gurvinder Sobti
Secretary

Prepared and Submitted By:

Florentina A. Terlaje
Corresponding Secretary

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A.B. WONPAT INTERNATIONAL AIRPORT AUTHORITY

Board of Directors Regular Board Meeting

3:00 p.m. Monday, February 23, 2015

GIAA Terminal Conference Room #3

SIGN IN SHEET

	PRINT NAME	COMPANY/AGENCY
1.	UM ARRIOLA	GIAA
2.	Carlos Bordallo	GIAA
3.	BENNY BAZA	AAFF
4.	MARCIA D. TAITANO	GIAA
5.	VICTOR J. CRUZ	GIAA
6.	Justin Marion	United
7.	Kathy Sgro	GIAA
8.	J. A. JAVELLANA	GIAA
9.	Gerard BAUTISTA	GIAA - ATM
10.	FRANK P. TAITANO	GIAA
11.	EDWARD HUM	
12.	ROBERT CAMACHO	D.V.
13.	FRANK SANTOS	EPC
14.		
15.		

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BOARD OF DIRECTORS REGULAR MEETING

3:00 p.m., Thursday, April 9, 2015
GIAA TERMINAL CONFERENCE ROOM #3

Public Notice
First Notice:
Marianas Variety – April 02, 2015
Notice to Media – April 02, 2015

Second Notice:
Marianas Variety – April 07, 2015
Notice to Media – April 07, 2015

AGENDA

1. Call to Order and Attendance
2. Approval of Agenda
3. Approval of Minutes
   - **A.** February 23, 2015 Regular Meeting
4. Correspondence
5. Old Business
   - **A.** Status Updates of Capital Improvement Projects
6. New Business
   - **A.** GIAA Board - Election of Vice Chairman
   - **B.** Approval of Award for - RFP No. RFP-03A-FY15 - Medical Services
   - **C.** Approval of Award for - RFP No. GIAA-005-FY15 - CM Services for Terminal Building Structural Upgrade and Concourse Isolation
   - **D.** Approval of Award - IFB No. GIAA-C02-FY15 - Light Aircraft Commuter Facility
   - **E.** First Amendment to Agreement for Legal Services - Conflicts Counsel
7. Report of Executive Manager
8. Report of the Comptroller
9. Executive Session
10. Public Comments
11. Adjournment

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MINUTES OF THE REGULAR MEETING OF THE BOARD OF DIRECTORS OF THE A.B. WON PAT INTERNATIONAL AIRPORT AUTHORITY, GUAM
Thursday, April 9, 2015, 3:00 p.m.
GIAA TERMINAL CONFERENCE ROOM #3

1. CALL TO ORDER AND ATTENDANCE

The April 9, 2015 regular meeting of the Board of Directors of the A.B. Won Pat International Airport Authority, Guam ("GIAA" or the "Authority") was called to order by Chairman Untalan at 3:05 p.m. at the GIAA Terminal Conference Room #3, 355 Chalan Pasaheru, Tamuning, Guam, 96913.

Directors Present:	**Offices or positions:**
Edward G. Untalan	Chairman
Martin J. Gerber	Vice Chairman
Gurvinder Sobti	
Lucy M. Alcorn	
Rosalinda A. Tolan	
Katherine C. Sgro	
Deedee S. Camacho	

Directors Absent:
None

GIAA Officials:	
Peter Roy Martinez	Deputy Executive Manager (DEM)
Carlos P. Bordallo	Comptroller
Frank R. Santos	Business and Financial Consultant
Jean M. Arriola	Airport Services Manager
Gerard Bautista	Air Terminal Manager
Benny Baza	ARFF Chief
Joseph Javellana	Program Coordinator IV
Joseph Calvo	Properties and Facilities Superintendent
Franklin Taitano	Procurement Supervisor
Janalynn Cruz Damian, Esq.	GIAA Legal Counsel

The Chairman welcomed Airport tenants, stakeholders, new Directors Sgro and Camacho, and members of the public who are noted in a sign-in sheet attached to these minutes.

2. APPROVAL OF AGENDA

The Chairman recommended two (2) changes to the agenda: (i) move item 6A, Election of Vice Chairman, to after Approval of the Agenda, and (ii) move Public Comments to precede Executive Session. Motion to amend the agenda as recommended by Chairman Untalan duly made by Director Sobti, seconded by Director Alcorn; motion unanimously passed.

3. GIAA Board - Election of Vice Chairman

Chairman Untalan called for nominations for Vice Chairman. Director Sobti nominated Director Gerber, seconded by Director Alcorn. No further nominations being made, on motion duly made by Director Sobti, seconded by Director Tolan the following motion was unanimously approved:

Resolution No. 15-19

The Board hereby approves the nomination of and elects Director Martin Gerber as Vice Chairman of the Board.

4. APPROVAL OF MINUTES

A. February 23, 2015 Regular Meeting

Director Tolan noted a correction to Section 9, Executive Session, where it is indicated that Director Alcorn made a motion; however, Director Alcorn was absent from the meeting. Chairman Untalan recommended that the minutes be put into a more summarized format.

Motion to approve the minutes of the February 23, 2015 regular meeting subject to corrections duly made by Director Alcorn, seconded by Director Tolan; motion unanimously passed.

5. CORRESPONDENCE

Deputy Executive Manager Peter Roy Martinez stated that there were no items of correspondence to report.

6. OLD BUSINESS

A. Status Updates of Capital Improvement Projects

i. FAA AIP Grant Projects – Undistributed Obligations (UDO)

Mr. Frank Santos (Business and Financial Consultant) provided background on AIP Grants for the benefit of the new Directors. Mr. Santos noted that grant recipients are normally given four (4) years to fully utilize the grant funds. With regard to overall grant status, currently the Airport is ahead of every other airport in the Western Pacific Region.

Mr. Santos informed the Board of the proposed May 4, 2015 FAA flight check of Runway 6L, which has been closed for six (6) years. If there are no issues with the flight check, an estimated publication date of August 20, 2015 will state that the runway will be fully operational and the Authority will be able to start promoting the runway to long-haul flight operators. When Runway 6L is opened, the short runway will be closed for approximately three (3) months. Director Sgro asked whether the airlines are informed of these runway projects. Mr. Santos explained that these updates are mentioned in monthly Airport Operational Council (AOC) meetings as well as quarterly meetings between Management and the Signatory Airlines. Mr. Santos mentioned that the only airline that has expressed interest so far is United Airlines.

Mr. Santos informed the Board that the new 3,000 gallon Aircraft Rescue & Fire Fighting (ARFF) vehicle would be on-site by July 2015.

ii. Capital Improvement Fund Projects

Mr. Santos informed the Board that the IFB for restrooms renovations not covered by Lotte improvements has been issued, and may come before the Board for approval during the April regular board meeting. In addition to aesthetic improvements, the wastewater system is also receiving an upgrade to support the newly upgraded restrooms.

Mr. Santos then mentioned new grant awards for the Noise Mitigation Program, Rehabilitative Runway 6L/24R, and ARFF Truck/RIV totaling approximately $7.1M. Those grants will be presented to the Board for acceptance by June 2015.

Mr. Santos noted that the Painting & Exterior Surface Improvements Project is still in progress and the project to replace the roofing system is currently under design.

Mr. Santos updated the Board on the Tiyan Parkway Phase 1 project, which has a tentative completion date of June 3, 2015. Mr. Santos noted that the road could be opened as early as the end of April for traffic. The two remaining key areas of the project would be the connector road and crossover to Officers' Housing. Mr. Santos informed the Board that the opening of Tiyan Parkway Phase 1 does not mean

immediate closure of Central Road because of a two (2) week testing period to ensure that no issues arise.

iii. Bond Projects

Mr. Santos noted that the 90% design for the International Arrivals Corridor/Seismic Upgrade Project was presented at the end of March. Submission of the final design is expected by the end of April, subject to Airport and FAA review, after which, the Authority will advertise the IFB for construction. Mr. Santos noted that the Authority planned on shortening the bid period from ninety (90) to sixty (60) days with the possibility for an extension. Mr. Santos noted that the Authority is working on finalizing a phasing plan that would determine which gates are to be closed as the project proceeds, and that the goal is to limit construction to a maximum of two (2) years. Mr. Santos then mentioned that this project has exceeded the proposed budget and that he is working with Management and the Board sub-committee to assess which elements of the project can be excluded or included as bid additives.

Mr. Santos informed the Board that the Inline Screening Project is set to be completed by June 2016. Mr. Santos reported little progress on the other projects, due to focus on the International Arrivals Corridor/Seismic Upgrades project.

7. NEW BUSINESS

A. Approval of Award - Medical Services - RFP-03A-FY15

DEM Martinez provided background information to the Board on the referenced RFP including the scope of services, contract term, dates of advertisement of the RFP, proposal submission deadline, and the number of interested proposers. An evaluation committee was established to evaluate the two (2) proposals timely submitted to determine the most qualified proposer. The proposals were evaluated based on a point system assigned for each criteria identified in the RFP package. The qualified firms in the order of their ranking are as follows:

1. Proposer A
2. Proposer B

DEM Martinez requested that the Board approve the ranking results and award the RFP for the Medical Services to Proposers A and B, subject to Management's negotiation of a fair and reasonable fee. The selection of two (2) firms will allow GIAA flexibility to schedule annual physicals, special medical examinations, occupational physicals, random drug testing and other necessary services.

Chairman Untalan informed the Board that the proposals and bids for the various procurement solicitations are available for review by the Directors any time prior to the Board meetings.

After further discussion, on motion duly made by Director Alcorn, seconded by Director Sgro, the following resolution was unanimously approved:

Resolution No. 15-20

The Board hereby approves the ranking results as presented to the Board and contract award to Proposers A and B for Medical Services, RFP-03A-FY15, subject to Management's negotiation of fair and reasonable fees and legal review. If negotiations prove unsuccessful, Management is authorized to enter into negotiations with the next highest proposer.

DEM Martinez then informed the Board that Proposer A is PMC Isla Health System and Proposer B is IHP Medical Group.

B. Approval of Award - CM Services for Terminal Building Structural Upgrade and Concourse Isolation - RFP-005-FY15

DEM Martinez provided background information to the Board on the referenced RFP including the scope of services, contract term, dates of advertisement of the RFP, proposal submission deadline, and the number of interested firms. An evaluation committee was established to evaluate the eleven (11) proposals timely submitted to determine the most qualified proposer. The proposals were evaluated based on the point system assigned for each criteria identified in the RFP package. The qualified firms in the order of their ranking are as follows:

1.	Proposer C	7.	Proposer G
2.	Proposer F	8.	Proposer I
3.	Proposer A	9.	Proposer D
4.	Proposer J	10.	Proposer K
5.	Proposer B	11.	Proposer E
6.	Proposer H		

DEM Martinez requested that the Board approve the ranking results and award the contract to **Proposer C**, as the highest ranked proposer, subject to Management's negotiation of a fair and reasonable fee. In the event that the negotiations prove unsuccessful with Proposer C, it is requested that the Board authorize Management to commence negotiations with the next highest ranked proposer.

After further discussion, on motion duly made by Director Alcorn, seconded by Director Sgro, the following resolution was unanimously approved:

Resolution No. 15-21

The Board hereby approves the ranking results presented to the Board and the contract award to Proposer C for CM Services for Terminal Building Structural Upgrade and Concourse Isolation, RFP-005-FY15, subject to Management's negotiation of fair and reasonable fees and legal review. If negotiations prove unsuccessful, Management is authorized to enter into negotiations with the next highest ranked proposer.

DEM Martinez then informed the Board that Proposer C is SSFM International Inc.

C. Ratification of Award - Light Aircraft Commuter Facility - IFB No. GIAA-CO2-FY15

DEM Martinez explained that during the February 23, 2015 Board meeting, the Board authorized EM Ada to issue the notice of intent to award to the lowest responsible bidder for the referenced IFB, in an amount not to exceed $300,000.

Chairman Untalan informed the Board that the lowest bidder was ProPacific Builders Corp. with a bid of $240,000. After further discussion, on motion duly made by Director Sobti, seconded by Director Sgro, the following resolution was unanimously approved:

Resolution No. 15-22

The Board hereby ratifies and approves the contract award for Light Aircraft Commuter Facility, IFB No. GIAA-CO2-FY15, to ProPacific Builders Corp. in the amount of $240,000.

D. First Amendment to Agreement for Legal Services - Conflicts Counsel

DEM Martinez requested Board approval of an amendment to the Authority's conflicts counsel contract with Torres Law Group. Janalynn Cruz Damian, GIAA legal counsel, informed the Board that the referenced contract expired in March 2015, and this amendment will extend the term of the contract to allow conflicts counsel to complete two projects already in progress. The Authority finds that continuing the contract until the completion of two projects started by Torres Law Group would be beneficial as well as cost effective for the Airport. Ms. Damian mentioned that following Board approval, the contract will be submitted to the Attorney General's Office for approval. Should the AG reject the amendment, the Airport would have to put out an RFP.

Discussion was held on the extended term. Ms. Damian explained that the term is until February 29, 2016, or until the completion of the two projects, whichever comes first.

After further discussion, on motion duly made by Director Tolan, seconded by Director Sgro, the following resolution was unanimously approved:

Resolution No. 15-23

The Board hereby approves the Amendment to Agreement for Legal Services - Conflicts Counsel with Torres Law Group as presented to the Board, subject to Attorney General approval.

8. REPORT OF THE EXECUTIVE MANAGER

DEM Martinez provided information to the Board on Air Busan's anticipated operation of a Busan/Guam route four (4) times per week. DEM Martinez then updated the Board on regulatory matters, including a visit from Mr. Eddie Angeles, FAA Associate Administrator for Airports, and a meeting with USCBP officials.

DEM Martinez then updated the Board on pending RFPs and IFBs, which are identified in the EM Report included in the Board's packet.

Further discussion was held on the meeting with USCBP and moving forward with pre-clearance at originating airports to alleviate the long lines at immigration.

9. REPORT OF THE COMPTROLLER

Mr. Bordallo reported on the revenues and expenses of the Authority as of February 28, 2015. Mr. Bordallo reported that year-to-date Total Signatory Revenues are above budgeted revenues by 1.7%, year-to-date Total Concession Revenues and Passenger Facility Charges are under budget by -0.6% and -4.4%, respectively. Year-to-date Total Other Revenues, inclusive of non-signatory and non-airline revenues are above the budget estimate by 12.5%. Year-to-date Total Operating Revenues Actual of $29.4M is 3.2% above the budget estimate of $28.5M. Year-to-date Total Operating Expenses are below budget by -16.0%. Components of this line item include a -7.9% decrease in Personnel Service, a -17.5% decrease in Contractual Services, a -69.5% decrease in Materials & Supplies and -100.0% decrease in Equipment/Furnishings from budgeted amounts for these respective categories. The actual year-to-date New Revenues from Operations of $14.0M reflects an increase of 37.7% over the year-to-date budgeted amount of $10.2M. Mr. Bordallo reported that the year-to-date Debt Service Coverage is at 1.45 versus the requirement of 1.25.

10. PUBLIC COMMENTS

Chairman Untalan called upon any public member wishing to make comments. Mr. Steve Carrara requested the opportunity to address the Board on behalf of Freedom Air. Legal Counsel informed Mr. Carrara that he may present to the Board, but that there would be no

open discussion involving the Board as the matter was part of litigation. Mr. Carrara presented a framework to the Board in the hopes of moving forward regarding a GIAA and Freedom Air relationship. Chairman Untalan thanked Mr. Carrara for his presentation and Mr. Carrara thanked the Board for their time.

It is noted that Director Alcorn left the meeting.

11. EXECUTIVE SESSION

Upon written recommendation of counsel, on motion duly made by Director Tolan, seconded by Director Sgro, and unanimously approved, the Board recessed to convene into Executive Session at 4:16 p.m.

On motion duly made by Director Tolan, seconded by Director Camacho, and unanimously approved, Executive Session adjourned at 5:07 p.m, at which time the Board reconvened regular session.

After Executive Session, Attorney Damian requested that the Board approve a waiver of the monthly cap on legal fees under Calvo Fisher & Jacob's (CFJ) new contract for the following litigation matters: (i) the Specialty Retail Protest Matters, (ii) the Arbitration and Government Claims Matters involving DFS, and (iii) the Crawford litigation matter. Ms. Damian explained that the Board waived the cap under the old contract for the first two matters. Additionally, Ms. Damian requested that the Board authorize payment of CFJ's March 2015 invoice, which exceeds the monthly cap because of the extensive work done in the Crawford litigation matter. Ms. Damian noted that the legal fees for the Crawford matter is about $57,000.00.

Discussion was held and the Chairman requested that the Comptroller assess the agency's budget and determine whether the budget permitted a lifting of the cap based upon counsel's estimated budget for the arbitration matter. Chairman Untalan also noted that the Specialty Retail Protest Matters legal fees were subject to reimbursement by Lotte per the Concession Agreement.

After further discussion, on motion duly made by Director Sgro and seconded by Director Tolan, the following resolution was unanimously approved:

Resolution No. 15-24

The Board hereby authorizes payment of Calvo Fisher & Jacob's March 2015 legal services invoice. The Board further approves the waiver of the monthly cap on legal fees for the Specialty Retail Protest Matters.

12. ADJOURNMENT

There being no further business, motion to adjourn duly made by Director Tolan, seconded by Director Sgro; motion unanimously passed. The meeting was adjourned at 5:15 p.m.

Dated this 4th, day of May, 2015.

Attest:

Edward G. Untalan
Chairman

Gurvinder Sobti
Secretary

Prepared and Submitted By:

Maria DeVille Sablan
Corresponding Secretary

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WE'RE ON IT 24/7

A.B. WON PAT INTERNATIONAL AIRPORT AUTHORITY, GUAM
Board of Directors Regular Board Meeting
3:00 p.m. Thursday, April 9, 2014
GIAA Terminal Conference Room #3

SIGN IN SHEET

	PRINT NAME	COMPANY/AGENCY
1.	Rolenda Frasnalite	GIAA MMIG
2.	Steven Carrara	Freedom Air
3.	Benny Baza	ARFF
4.	Raymond Montecona	ARFF
5.	Jesus Arriola	GIAA - IAD
6.	Frank P. Taitano	GIAA
7.	J. G. Savellana	GIAA
8.	J Calvo	
9.	Gerard Bautista	ATM - GIAA
10.	Carlos Bordallo	C-IAA
11.		
12.		
13.		
14.		
15.		
16.		
17.		

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WE'RE ON IT 24/7

BOARD OF DIRECTORS REGULAR MEETING

3:00 p.m., Thursday, April 30, 2015

GIAA TERMINAL CONFERENCE ROOM #3

Public Notice
First Notice:
Marianas Variety – April 23, 2015
Notice to Media – April 23, 2015

Second Notice:
Marianas Variety – April 28, 2015
Notice to Media – April 28, 2015

AGENDA

1. Call to Order and Attendance
2. Approval of Agenda
3. Approval of Minutes
   - **A.** April 9, 2015 Regular Meeting
4. Correspondence
5. Old Business
   - **A.** Status Updates of Capital Improvement Projects
6. New Business
   - **A.** Approval of Award - Airport Restroom Renovations - IFB No. GIAA-C03-FY15 Project No. GIAA-FY15-02-1
7. Report of Executive Manager
8. Report of the Comptroller
9. Public Comments
10. Executive Session
11. Adjournment

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MINUTES OF THE REGULAR MEETING OF THE BOARD OF DIRECTORS OF THE A.B. WON PAT INTERNATIONAL AIRPORT AUTHORITY, GUAM
Thursday, April 30, 2015, 3:00 p.m.
GIAA TERMINAL CONFERENCE ROOM #3

1. CALL TO ORDER AND ATTENDANCE

The April 30, 2015 regular meeting of the Board of Directors of the A.B. Won Pat International Airport Authority, Guam ("GIAA" or the "Authority") was called to order by Chairman Untalan at 3:06 p.m. at the GIAA Terminal Conference Room #3, 355 Chalan Pasaheru, Tamuning, Guam, 96913.

Directors Present:	**Offices or positions:**
Edward G. Untalan	Chairman
Martin J. Gerber	Vice Chairman
Gurvinder Sobti	
Rosalinda A. Tolan	
Deedee S. Camacho	

Directors Absent:	
Lucy M. Alcorn	(excused, off-island)
Katherine C. Sgro	(excused, off-island)

GIAA Officials:	
Charles H. Ada II	Executive Manager (EM)
Carlos P. Bordallo	Comptroller
Frank R. Santos	Business and Financial Consultant
Jean M. Arriola	Airport Services Manager
Gerard Bautista	Air Terminal Manager
Benny Baza	ARFF Chief
Joseph Javellana	Program Coordinator IV
Joseph Calvo	Properties and Facilities Superintendent
Franklin Taitano	Procurement Supervisor
Delbert Benlot	Acting Engineering Supervisor

Janalynn Cruz Damian, Esq.	GIAA Legal Counsel

The Chairman welcomed Airport tenants, stakeholders, and members of the public who are noted in a sign-in sheet attached to these minutes.

AMERICAN ASSOCIATION OF AIRPORT EXECUTIVES
AIRPORTS COUNCIL INTERNATIONAL
NASAO National Association of State Aviation Officials
THE INTERNATIONAL AIR CARGO ASSOCIATION

2. APPROVAL OF AGENDA

Motion to approve the agenda as presented duly made by Director Tolan, seconded by Director Sobti; motion unanimously passed.

3. APPROVAL OF MINUTES

A. April 9, 2015 Regular Meeting

Motion to approve the minutes of the April 9, 2015 regular meeting subject to corrections duly made by Vice Chairman Gerber, seconded by Director Sobti; motion unanimously passed.

Resolution No. 15-25

The Board hereby approves the minutes of the April 9, 2015 regular meeting, subject to corrections.

4. CORRESPONDENCE

Executive Manager Charles H. Ada II stated that there were no items of correspondence to report.

5. OLD BUSINESS

A. Status Updates of Capital Improvement Projects

i. FAA AIP Grant Projects – Undistributed Obligations (UDO)

Frank Santos, Business and Financial Consultant, informed the Board of the FAA planned Flight Check, for Runway 6L as well as instrument landing systems and other related navigational devices. Should the Runway pass its flight check, publication in FAA manuals is expected by June 25, 2015 and Runway 6L / 24R will officially open; a ribbon-cutting ceremony is anticipated. Mr. Santos also mentioned upon the opening of 6L, Runway 6R will be shut down for approximately three (3) months to install a Precision Approach Path Indicator (PAPI) light. Tiyan Parkway project contract completion date is June 2, 2015, but according to Department of Public Works ("DPW") completion may be earlier. Central Avenue closes shortly after the Parkway opens. Chairman Untalan asked Mr. Santos for a timeframe from when Tiyan Parkway is opened that Central Avenue can be closed, to which Mr. Santos replied that it could be shut down immediately, but they may want to have a week or two transition period to determine traffic flow. A public notice will be issued by DPW and the Authority regarding the opening of the Parkway and closing of Central Avenue.

ii. Bond Projects

The final design package for the Arrivals Corridor is expected May 4, 2015, subject to one final review. Bids for construction are set to be advertised in May and bid options will be reserved for after bid award. Mr. Santos foresees bids being favorable to the Authority. Items have been identified for post-contract award. Said items require additional work including design. Mr. Santos reported that he is looking at a 60 day bid period, to include a pre-bid conference and requests for information (RFI) by contractors. The response to all inquiries will be issued as an addendum to the IFB so that all bidders have the same information. The Notice to Proceed is currently scheduled for October 2015, with a two (2) year construction period. This will be done in phases; rather than GIAA dictating the phase, as in what gates will be closed, the contractor's plans will determine which gates, as long as some are operational. Before any work is done on the actual corridor itself the seismic upgrades must be done. Chairman inquired if airlines partners are updated, Mr. Santos reported that once phasing plan is known (which gates are going to be closed and when) then stakeholders will be informed.

iii. Capital Improvement Fund Projects

Mr. Santos updated the Board on the Noise Mitigation Program in which he expects the Authority to receive $2M as well as the Rehabilitative Runway 6L/24R project which is expected to bring in almost $4M in FAA grant funds by June 2015. The ARFF Truck/RIV (Rapid Intervention Vehicle) is expected to receive $1.25M in FAA funding. Once solicitations are issued, these projects will be moved to the UDO project schedule. Approximately $7.1M in FAA grants is expected for FY15. Chairman Untalan asked Comptroller Carlos Bordallo how the grants would be reported in financials. Mr. Bordallo informed the Board that they would be reported as line items of Federal grants on the balance sheet as they are not part of the operating revenues.

The last item presented was news of an appraisal for Lot 2087, which has already been purchased by the Government of Guam ("GovGuam"), which allows the Authority to work alongside GovGuam to purchase land and remnant properties, funded under the Tiyan Land Acquisition & Redevelopment Fund.

6. NEW BUSINESS

A. Approval of Award - Airport Restroom Renovations - IFB No. GIAA-C03-FY02-1, Project No. GIAA-FY15-20-1

Executive Manager Charles H. Ada II provided background information to the Board on the referenced IFB. TRMA is the designer for the renovation of ten male and ten female restrooms. Executive Manager Ada informed the Board that three (3) firms submitted their bids before the

deadline, which were publicly opened and read aloud. The bid price submittals are as follows in the order they were received and opened:

1.	DB's Builders Inc.	$1,473,487.58
2.	Inland Builders Corp.	$1,565,512.17
3.	ProPacific Builders Corp.	$1,474,000.00

Executive Manager Ada informed the Board that DB Builders Inc. has been determined to have met the standards of responsibility and responsiveness outlined in the Guam Procurement Regulations and has been deemed as the lowest responsible, responsive bidder. Therefore, it is recommended that DB Builders Inc. be awarded the contract in the amount of $1,473,487.58 for this project.

After further discussion, on motion duly made by Director Sobti, seconded by Director Camacho, the following resolution was unanimously approved:

Resolution No. 15-26

The Board hereby approves the award of Airport Restroom Renovations - IFB No. GIAA-C03-FY02-1 Project No. GIAA-FY15-20-1 to DB Builders Inc. and the appropriation in the amount of $1,473,487.58 for said project, subject to legal counsel's review.

7. REPORT OF THE EXECUTIVE MANAGER

Executive Manager Ada began his report with airline issues, announcing the new presence of Air Busan who will begin operating a Busan/Guam route four times (4x) weekly starting July 22, 2015. Golden Week, which ends May 6, welcomed sixteen (16) charter flights from Japan, three (3) through Incheon, Fukuoka, Guam provided by Jin Air, one (1) flight from three (3) originating areas, Kansai, Narita, and Fukuoka, provided by China Airlines, five (5) flights from Kansai and one (1) from Nagoya provided by Delta Airlines, one (1) from Narita and one (1) from Okayama provided by Korean Air, and lastly two (2) flights provided by United Airlines, one (1) originating from Kansai and the other from Nagoya. Philippine Airlines will increase their Manila/Guam flight frequency from five times (5x) weekly to seven (7) during the summer peak season - May 21, 2015 to August 31, 2015 adding twenty-eight (28) flights to the fourteen (14) week period. Eva Airways will increase their Taiwan/Guam flights from twice (2x) weekly to five (5) through July 2015, then four times (4x) weekly in August.

Executive Manager Ada then moved on to procurement matters, informing the Board that solicitations were announced for the Annual Financial Audit and Legal Counsel (Conflicts).

Lastly, Executive Manager Ada informed the Board of the Tropical Storm Bavi Hot Wash held on April 17, which included airline partners, Tour Agents, F&B Operators and Regulatory Agencies. GIAA informed tenants that the Emergency Coordinating Center will be activated for each event to ensure that all tenants are represented and are receiving the same information and to plan for passenger services during all conditions of readiness. Executive Manager Ada also reported of a meet and greet with Shenyang Executives who were visiting Guam following Governor Calvo's economic trade mission to China.

8. REPORT OF THE COMPTROLLER

Mr. Bordallo reported on the revenues and expenses of the Authority as of March 31, 2015. Mr. Bordallo reported that year-to-date Total Signatory Revenues are above budgeted revenues by **1.4%,** year-to-date Total Concession Revenues and Passenger Facility Charges are under budget by **0.6**% and **-1.7**%, respectively. Year-to-date Total Other Revenues, inclusive of non-signatory and non-airline revenues are above the budget estimate by **12.0**%. Year-to-date Total Operating Revenues Actual of **$35.8M** is **3.2**% above the budget estimate of **$34.6M**. Year-to-date Total Operating Expenses are below budget by **-18.0**%. Components of this line item include a **-13.3**% decrease in Personnel Service, a **-17.5**% decrease in Contractual Services, a **-64.9**% decrease in Materials & Supplies and **-100.0**% decrease in Equipment/Furnishings from budgeted amounts for these respective categories. The actual year-to-date New Revenues from Operations of **$17.3M** reflects an increase of **42.9**% over the year-to-date budgeted amount of **$12.1M**. Mr. Bordallo reported that the year-to-date Debt Service Coverage is at **1.51** versus the requirement of **1.25.**

9. PUBLIC COMMENTS

There were no public comments.

10. EXECUTIVE SESSION

No executive session held.

11. ADJOURNMENT

There being no further business, motion to adjourn duly made by Director Tolan, seconded by Director Sobti; motion unanimously passed. The meeting was adjourned at 3:51 p.m.

Dated this 5th, day of June, 2015.

Attest:

Edward G. Untalan
Chairman

Gurvinder Sobti
Secretary

Prepared and Submitted By:

Maria DeVille Sablan
Corresponding Secretary

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A.B. WON PAT INTERNATIONAL AIRPORT AUTHORITY, GUAM

Board of Directors Regular Board Meeting

3:00 p.m. Thursday, April 30, 2014

GIAA Terminal Conference Room #3

SIGN IN SHEET

	PRINT NAME	COMPANY/AGENCY
1.	JOAN ARRIOLA	GIAA
2.	Gerard Barrios	"
3.	Carlos Bordallo	GIAA
4.	Fe Singh	DENNYS
5.	~~FRANK P. TAITANO~~	GIAA
6.	DELBERT N. BENIOT	GIAA
7.	Rolando Paracuellos	GIAA
8.	J. CALVO	GIAA
9.	CHUCK ADA	GVB
10.	FRANK SANTOS	EPC
11.	BENNY BAZA	ARFF
12.	DG CEPEDA	ARFF
13.	J. G. JAVELLANA	
14.	Bryce Guerrero	MBJ
15.		
16.		
17.		

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WE'RE ON IT 24/7

BOARD OF DIRECTORS REGULAR MEETING
3:00 p.m., Thursday, June 4, 2015
GIAA TERMINAL CONFERENCE ROOM #3

Public Notice
First Notice:
Marianas Variety – May 27, 2015
Notice to Media – May 27, 2015

Second Notice:
Marianas Variety – June 2, 2015
Notice to Media – June 2, 2015

AGENDA

1. Call to Order and Attendance
2. Approval of Agenda
3. Approval of Minutes
   - **A.** April 30, 2015 Regular Meeting
4. Correspondence
5. Old Business
   - **A.** Status Updates of Capital Improvement Projects
6. New Business
   - **A.** Approval of Air Busan's Request for Signatory Airline Status
   - **B.** Approval of Award - Legal Services - Conflicts Counsel - RFP-009-FY15
   - **C.** Resolution - Relative to Authorizing Signatories on GIAA's Safe Deposit Box
7. Report of Executive Manager
8. Report of the Comptroller
9. Public Comments
10. Executive Session
11. Adjournment

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MINUTES OF THE REGULAR MEETING OF THE BOARD OF DIRECTORS OF THE A.B. WON PAT INTERNATIONAL AIRPORT AUTHORITY, GUAM
Thursday, June 4, 2015, 3:00 p.m.
GIAA TERMINAL CONFERENCE ROOM #3

1. CALL TO ORDER AND ATTENDANCE

The June 4, 2015 regular meeting of the Board of Directors of the A.B. Won Pat International Airport Authority, Guam ("GIAA" or the "Authority") was called to order by Chairman Untalan at 3:08 p.m. at the GIAA Terminal Conference Room #3, 355 Chalan Pasaheru, Tamuning, Guam, 96913.

Directors Present:	**Offices or positions:**
Edward G. Untalan	Chairman
Martin J. Gerber	Vice Chairman
Rosalinda A. Tolan	
Deedee S. Camacho	
Katherine C. Sgro	

Directors Absent:

Lucy M. Alcorn	(excused)
Gurvinder Sobti	(excused, off-island)

GIAA Officials:

Charles H. Ada II	Executive Manager (EM)
Frank R. Santos	Business and Financial Consultant
Jean M. Arriola	Airport Services Manager
Gerard Bautista	Air Terminal Manager
Ann Bautista	General Accounting Supervisor
Benny Baza	ARFF Chief
Joseph Javellana	Program Coordinator IV
Edward Muna II	Airport Operations Superintendent
Franklin Taitano	Procurement Supervisor
Delbert Benlot	Acting Engineering Supervisor
Robert D. Camacho	Airport Police Chief
Janalynn Cruz Damian, Esq.	GIAA Legal Counsel

The Chairman welcomed Airport tenants, stakeholders, and members of the public who are noted in a sign-in sheet attached to these minutes.

2. APPROVAL OF AGENDA

No changes to the agenda were requested by the Board or Executive Manager Ada.

The Executive Manager recognized and introduced to the Board special guests Mr. Bokyung Moon of Air Busan, Mr. Jin Oh Kim of Jin Air, and Mr. Blaine Dydasco of Senator Tom Ada's office.

Motion to approve the agenda as presented duly made by Director Tolan, seconded by Director Sgro; motion unanimously passed.

3. APPROVAL OF MINUTES

A. April 30, 2015 Regular Meeting

Director Sgro noted that "2014" needs to be changed to "2015" in the first paragraph on page 3 of the Minutes. On motion duly made by Vice Chairman Gerber, seconded by Director Sgro, the following resolution was motion unanimously passed:

Resolution No. 15-27

The Board hereby approves the minutes of the April 30, 2015 regular meeting, subject to corrections.

4. CORRESPONDENCE

Executive Manager Charles H. Ada II presented to the Board that Guam Visitors Bureau has formally invited GIAA to the 2015 Guam Micronesian Island Fair located at Ypao beach park, scheduled to begin Friday. The opening ceremony begins June 12, 2015 at 6:00 p.m. EM Ada stated that the Authority is supporting this event.

5. OLD BUSINESS

A. Status Updates of Capital Improvement Projects

i. FAA AIP Grant Projects – Undistributed Obligations (UDO)

Frank Santos, Business and Financial Consultant, informed the Board that the month of June is "grant season," meaning that the Authority is expecting to receive several grants – $3.5M for the runway rehabilitation reimbursement, $2M for noise mitigation sound solutions project, and $1.3M for a second ARFF vehicle, and a Rapid Intervention Vehicle. The first ARFF vehicle (with a high turret) is scheduled to arrive July 15, 2015.

Mr. Santos informed the Board that in terms of key performance indicators, the status of GIAA fund usage is very good, with two of the four years showing zero. 2011 is the only year showing a significant balance at $1.9M, with Phases I, II, & III of the demolition project still ongoing.

Mr. Santos informed the Board that the FAA flight check was successful and publication of instrument procedures and runway approach for departures for 6L/24R will be officially published June 25, 2015 with management planning a ceremonial opening on June 26, 2015. This opens GIAA's doors to trans-pacific long-haul operators.

ii. Bond Projects

Mr. Santos informed the Board that he received the final bid package for the International Arrivals Corridor from the designer which has been sent to the FAA for approval. Once approved, the IFB will be issued with a sixty (60) day bid submittal. Should there be any changes required as per the FAA, they will be added to the package as an addendum.

The Inline Hold Bag Screening project is proceeding, and GIAA is finalizing required documents for TSA for reimbursement of $5.1M. GIAA is currently working with legal counsel per prior Board approval on the replacement loading bridge for Gate 21. Mr. Santos reports that that order will be made shortly.

iii. Capital Improvement Fund Projects

Mr. Santos updated the Board on the final design of the third floor additional facilities Fire Alarm/Suppression system replacement. With regard to the restroom renovations, final contract documents from legal counsel are all that are needed to proceed as all bonding requirements have been met. Because of the long ordering lead time, Mr. Santos informed the Board that a pre-NTP (Notice to Proceed) has been issued to allow the contractor to order materials. Phase I includes the Customs restroom, the public restroom near the conference room, and the public restroom next to the elevator by Ben N Yan's. Phase II is the public restrooms on the Western side and the restroom between the ticket counters in the lobby. During phase II, the arrivals restrooms will also be done. Thereafter will be the employee restrooms in the non-secure areas. Mr. Santos reported that the timeline is approximately two hundred and seventy (270) days.

Mr. Santos noted that Tiyan Parkway is open. The FAA has suggested that the Authority fence off the property on either side of the parkway using a light fence, meaning not concrete. Cost details are still being worked out.

6. NEW BUSINESS

A. Approval of Air Busan's Request for Signatory Airline Status

EM Ada began with providing background information on Air Busan which started as a South Korean regional airliner and has successfully grown since being established in 2007. International destinations include Japan, China, and Southeast Asia. Air Busan's fleet now

consists of six (6) A321-200, three (3) A320-200, four (4) B737-400, and one (1) B737-500. They have received economic authority from U.S. DOT to conduct foreign air transportation from the Republic of Korea to points in the United States and beyond, with specific reference to Busan-Guam services. Air Busan is in the process of obtaining signatory status with the U.S. Dept. of Homeland Security and U.S. Customs and Border Protection under the Guam-CNMI Visa Waiver Program.

GIAA PMO has drafted a Signatory Airline Operating Agreement and Terminal Building Lease consistent with lease negotiation terms and conditions. Upon Board approval, the Signatory Agreement will be forwarded to GIAA's legal counsel for review and approval.

Management recommends that the GIAA Board approve Air Busan's request to become a Signatory Airline at the A. B. Won Pat International Airport Authority, Guam, with the expiring term to be conterminous with other Signatory Agreements.

On motion duly made by Director Sgro, seconded by Director Tolan, the following resolution was unanimously passed:

Resolution No. 15-28

The Board hereby approves Air Busan's request for Signatory Airline Status. The Board further approves the Signatory Airline and Operating Agreement and Terminal Building Lease negotiated by Management, subject to legal counsel's review.

B. Approval of Award - Legal Services - Conflicts Counsel - RFP No. RF-009-FY15

EM Ada provided background information to the Board on the referenced RFP including the scope of services, contract term, dates of advertisement of the RFP, proposal submission deadline, and the number of interested proposers. An evaluation committee was established to evaluate the four (4) proposals timely submitted to determine the most qualified proposer. The proposals were evaluated based on a point system assigned for each criteria identified in the RFP package. The qualified firms in the order of their ranking are as follows:

1. Proposer B
2. Proposer A
3. Proposer C
4. Proposer D

The term of the contract shall be a period of one (1) year. The agreement may be renewed annually at the sole discretion of GIAA, for additional (1) year periods, not to exceed a total of five (5) years.

EM Ada noted that the RFP permits GIAA to select one or more conflicts counsel and requested that the Board approve the ranking results and award the RFP for the Legal Services - Conflicts Counsel to the top three Proposers – B, A, and C, subject to Management's negotiation of fair and reasonable fees and legal counsel review.

After further discussion, on motion duly made by Director Tolan and seconded by Vice Chairman Gerber, the following resolution was unanimously passed:

Resolution No. 15-29

The Board hereby approves the ranking results as presented to the Board and contract award to Proposers B, A, and C for Legal Services, Conflict Counsel RFP-009-FY15, subject to negotiation of fair and reasonable fees and legal review. If negotiations prove unsuccessful, Management is authorized to enter into negotiations with the next highest ranked proposer.

EM Ada then informed the Board that Proposer B is Fisher & Associates, Proposer A is Law Office of Peter Perez, and Proposer C is Torres Law Group.

C. Resolution - Relative to Authorizing Signatories on GIAA's Safe Deposit Box

EM Ada presented to the Board a resolution to authorize signatories relative to storage of back-up computer data tapes in a safe deposit box. This off-Airport location of stored computer data tapes is needed to maintain the continuity and integrity of such data. Said resolution would allow any one of the following to deposit into, retrieve from, or access the safe deposit box on behalf of GIAA:

1. Danny C. Cepeda, Data Processing Manager
2. Arleen M. Torres-Sanchez, Systems Programmer
3. Rita A. Camacho, Computer Operator III
4. Jacob F. Jesus, Computer Operator II

The proposed resolution also authorizes the Executive Manager to further designate and authorize additional employees of the Authority to deposit into, retrieve from, or access said safe deposit box.

Chairman Untalan noted that Management needs to look into a long term plan for storage of back-up data as such storage should allow for immediate access.

After further discussion, on motion duly made by Director Sgro and seconded by Tolan, the resolution was unanimously passed:

Resolution No. 15-30

WHEREAS, the ANTONIO B. WON PAT INTERNATIONAL AIRPORT AUTHORITY, GUAM ("GIAA" or the "Authority") desires to obtain a safe deposit box for storage of GIAA's back-up computer data tapes and to designate the individuals authorized to use and access the safe deposit box on behalf of GIAA for such purposes.

NOW, THEREFORE, BE IT RESOLVED, that the Board of Directors hereby authorizes Management to open and maintain a safe deposit box for the purpose of storing GIAA's back-up computer data tapes; and

BE IT FURTHER RESOLVED, that the Board of Directors hereby designates and authorizes any one of the following individuals to deposit into, retrieve from, or access the safe deposit box on behalf of GIAA for the limited purposes stated herein:

1. Danny C. Cepeda, Data Processing Manager
2. Arleen M. Torres-Sanchez, Systems Programmer
3. Rita A. Camacho, Computer Operator III
4. Jacob F. Jesus, Computer Operator II

BE IT RESOLVED FURTHER, that the Board of Directors hereby authorizes the Executive Manager to further designate and authorize additional employees of the Authority who may deposit into, retrieve from, or access the safe deposit box; and

BE IT RESOLVED FURTHER, that the establishment of the safe deposit box is intended to provide an off-Airport location to store back-up computer data tapes in order to maintain the continuity and integrity of such data.

7. REPORT OF THE EXECUTIVE MANAGER

Executive Manager Ada began his report with airline issues, addressing pre- and post-Typhoon Dolphin activity.

The EM then updated the Board on T'Way Air. T'Way Air was issued an order from U.S. DOT granting them an exemption and allowing them to operate in the U.S., i.e. Guam, with a show cause providing 21 days for anyone seeking to file an objection. The application specifies a Seoul-Guam service on a daily, year-round basis. Start-up date was initially July 15, but may be delayed to allow the airline time to promote the route.

Regulatory issues included the FAA flight checks on extended runway 6L/24R and the new Instrument Landing System which took place May 2-6, 2015. In a teleconference May 8, 2015, Airport Management was informed that both passed all flight checks. The runway was extended from 10,000 to 12,000 linear feet; a project which took over five (5) years in progressive phases and cost over $70M, with the FAA providing most of the funding through grants which were aggressively pursued by the Authority.

The FAA conducted its annual certification inspection from May 26-29, 2015, which the Authority passed. There were a few insignificant findings which were corrected on the spot and Inspector Juan Reyes indicated that he would issue his Letter of Correction upon return to the Honolulu Area District Office. Inspector Reyes also conducted a hot wash with all levels of employees from Management to P&F staff to impart how important they and their jobs are to the running and certification of the Airport.

A Federal USCBP contractor conducted a time and motion study on Guam USCBP operations from May 20-23, 2015. Guam currently ranks 9th in the Top 25 Airports in International Arrivals.

EM Ada moved on to operation issues, beginning with the activation of the Airport's Emergency Coordination Center (ECC) staffed with a minimal 2-person rotation that carried through before, during, and after the typhoon. Management held two Heavy-Weather briefings with stakeholders, on May 13, 2015 and May 14, 2015, with a post briefing on May 16, 2015. The ECC welcomed the Government of Guam Emergency Operations Center (EOC) and Joint Information Center (JIC) on 6:00 p.m. May 16, 2015 due to compromised conditions at the Office of Civil Defense/Guam Homeland Security bunker. The EOC/JIC was deactivated on May 18, 2015 at 5:30 p.m.

DPW opened the new Maga'håga Highway (formerly Tiyan Parkway) on May 26, 2015. The Airport published the FAA's FONSI/ROD based on results of a Final Supplement to the Proposed Tiyan Parkway Environmental Assessment prepared in April 2015 for the Proposed Acquisition of Remnant Parcels. The full FONSI/ROD is available for public view at the Airport Administrative Offices, Nieves M. Flores Memorial Library, and Robert F. Kennedy Library at the University of Guam.

Lastly, the EM reported that the final inspection of the Airport's newest ARFF truck is underway at Rosenbauer in Minnesota with airport ARFF and procurement personnel. Ray T. Quintanilla, an Airport Operations Supervisor, undertook Air Certification training and completed it May 30, 2015 with the Association of American Airport Executives, and is now an Airport Certified Employee (A.C.E.).

8. REPORT OF THE COMPTROLLER

Mrs. Bautista reported on the revenues and expenses of the Authority as of April 30, 2015. Mrs. Bautista reported that year-to-date Total Signatory Revenues are above budgeted revenues by **0.3%,** year-to-date Total Concession Revenues and Passenger Facility Charges are under budget by **0.6%** and **-2.1%**, respectively. Year-to-date Total Other Revenues, inclusive of non-signatory and non-airline revenues are above the budget estimate by **12.0%**. Year-to-date Total Operating Revenues Actual of **$41.3** is **3.1%** above the budget estimate of **$40.1**. Year-to-date Total Operating Expenses are below budget by **-18.6%**. Components of this line item include a **-12.0%** decrease in Personnel Service, a **-20.1%** decrease in Contractual Services, a **-60.4%** decrease in Materials & Supplies and **-100.0%** decrease in Equipment/Furnishings from budgeted amounts for these respective categories. The actual year-to-date New Revenues from Operations of **$20.2** reflects an increase of **42.9%** over the year-to-date budgeted amount of **$14.1M**. Mrs. Bautista reported that the year-to-date Debt Service Coverage is at **1.53** versus the requirement of **1.25.**

9. PUBLIC COMMENTS

There were no public comments.

10. EXECUTIVE SESSION

Upon written recommendation of counsel, on motion duly made by Director Tolan, seconded by Director Sgro, and unanimously approved, the Board recessed to convene into Executive Session at 4:06 p.m.

On motion duly made by Director Gerber, seconded by Director Tolan, and unanimously approved, Executive Session adjourned at 4:59 p.m, at which time the Board reconvened regular session.

At this point, Attorney Damian stated that Director Sgro had to excuse herself from the meeting during executive session. Chairman Untalan also noted that Director Sgro recused herself from the legal matter discussed in Executive Session with conflicts counsel, Tom Fisher.

The Board then addressed two items. The first is to allow Management to negotiate with Commonwealth Development Authority (CDA) on a resolution to the liquidation of the Freedom Air assets, and to give authority to the Executive Manager to be able to determine what is in the best interests for the Airport and to return to the Board for confirmation of his decision.

On motion duly made by Director Tolan, seconded by Vice Chairman Gerber, the following resolution was unanimously passed:

Resolution 15-31

The Board hereby authorizes Management to negotiate a resolution with the Commonwealth Development Authority relative to the liquidation of Freedom Air assets.

The second matter relates to authorizing payment of Calvo Fisher & Jacob's April invoice for legal services related to the Crawford litigation in the amount of $54,763.08.

On motion duly made by Vice Chairman Gerber, seconded by Director Camacho, the following resolution was unanimously passed:

Resolution 15-32

The Board hereby authorizes payment of Calvo Fisher & Jacob's April 2015 legal services invoice for the Crawford litigation matter.

Chairman Untalan then informed the EM that for the next meeting, Management and Board should continue working with Oversight Chairman, Senator Tom Ada's office, towards an amendment to current legislation that will allow the Authority to increase aeronautical-type leases up to thirty (30) years as opposed to the existing five (5) year limitation.

The Chairman also requested that one RFP be presented at each monthly Board meeting, starting with focus on property development and determination of need to start the process. The Chairman also indicated that he wanted to address route strategy at the next meeting.

Lastly, Chairman Untalan requested a recommendation from Comptroller Carlos Bordallo on whether or not the Authority would benefit from hiring an investment advisor.

11. ADJOURNMENT

There being no further business, motion to adjourn duly made by Director Tolan, seconded by Vice Chairman Gerber; motion unanimously passed. The meeting was adjourned at 5:05 p.m.

Dated this 29th, day of June, 2015.

Attest:

Edward C. Untalan
Chairman

Gurvinder Sobti
Secretary

Prepared and Submitted By:

Maria DeVille Sablan
Corresponding Secretary

A.B. WON PAT INTERNATIONAL AIRPORT GUAM
ATURIDAT PUETTON BATKON AIREN GUAHAN ENTENASIONAT

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WE'RE ON IT 24/7

A.B. WONPAT INTERNATIONAL AIRPORT AUTHORITY

Board of Directors Regular Board Meeting

3:00 p.m. Thursday, June 4, 2015

GIAA Terminal Conference Room #3

SIGN IN SHEET

	PRINT NAME	COMPANY/AGENCY
1.	ANN BAUTISTA	GIAA
2.	FRANK P. TAITANO	GIAA
3.	DELBERT BENLOT	GIAA
4.	R. Fragmanbal	GIAA
5.	Blaine Dydasco	Sen. Tom Ada
6.	BENNY BAZA	ARFF
7.	FRANC SANTOS	
8.	J/N OH KIM	J/N AIR
9.	BOKYUNG MOON	AIRBUSAN
10.	[illegible]	GIA-OPS
11.	J. L. JAVELLANA	PMO
12.	ROBERT CAMACHO	A.C.P.
13.	Gerard BAUTISTA	
14.	CHARLES H. ADA	GIAA
15.	JOAN ARRIOLA	
	Thomas F. Tsin	IGOU

16. JOSEPH M. BORJA OFFICE OF SENATOR THOMAS ADA

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WE'RE ON IT 24/7

BOARD OF DIRECTORS REGULAR MEETING

3:00 p.m., Thursday, June 25, 2015
GIAA TERMINAL CONFERENCE ROOM #3

Public Notice
First Notice:
Marianas Variety – June 18, 2015
Notice to Media – June 18, 2015

Second Notice:
Marianas Variety – June 23, 2015
Notice to Media – June 23, 2015

AGENDA

1. Call to Order and Attendance
2. Approval of Agenda
3. Approval of Minutes
   - **A.** June 4, 2015 Regular Meeting
4. Correspondence
5. Old Business
   - **A.** Status Updates of Capital Improvement Projects
6. New Business
   - **A.** Approval of Award - RFP No. RFP - 007 - FY15 - Independent Financial Auditor
   - **B.** Approval of Award - RFP No. RFP - 006 - FY15 - Management & Infrastructure Support Services to GIAA's Passenger Conveyance System
   - **C.** Approval of Board Standing Committees
7. Report of Executive Manager
8. Report of the Comptroller
9. Public Comments
10. Executive Session
11. Adjournment

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WE'RE ON IT 24/7

MINUTES OF THE REGULAR MEETING OF THE BOARD OF DIRECTORS OF THE A.B. WON PAT INTERNATIONAL AIRPORT AUTHORITY, GUAM
Thursday, June 25, 2015, 3:00 p.m.
GIAA TERMINAL CONFERENCE ROOM #3

1. CALL TO ORDER AND ATTENDANCE

The June 25, 2015 regular meeting of the Board of Directors of the A.B. Won Pat International Airport Authority, Guam ("GIAA" or the "Authority") was called to order by Chairman Untalan at 3:06 p.m. at the GIAA Terminal Conference Room #3, 355 Chalan Pasaheru, Tamuning, Guam, 96913.

Directors Present:	**Offices or positions:**
Edward G. Untalan	Chairman
Martin J. Gerber	Vice Chairman
Gurvinder "Bic" Sobti	
Deedee S. Camacho	
Katherine C. Sgro	

Directors Absent:

Lucy M. Alcorn	(excused, off-island)
Rosalinda A. Tolan	(excused, off-island)

GIAA Officials:

Charles H. Ada II	Executive Manager (EM)
Frank R. Santos	Business and Financial Consultant
Jean M. Arriola	Airport Services Manager
Gerard Bautista	Air Terminal Manager
Ann Bautista	General Accounting Supervisor
Benny Baza	ARFF Chief
Joseph Javellana	Program Coordinator IV
Edward Muna II	Airport Operations Superintendent
Franklin Taitano	Procurement Supervisor
Delbert Benlot	Acting Engineering Supervisor
Janalynn Cruz Damian, Esq.	GIAA Legal Counsel

The Chairman welcomed Airport tenants, stakeholders, and members of the public who are noted in a sign-in sheet attached to these minutes.

AMERICAN ASSOCIATION OF AIRPORT EXECUTIVES
AIRPORTS COUNCIL INTERNATIONAL
NASAO National Association of State Aviation Officials
THE INTERNATIONAL AIR CARGO ASSOCIATION

2. APPROVAL OF AGENDA

Chairman Untalan requested to add the following items to Old Business – draft amendment to law on 5-year lease limit, route strategy, investment advisor, and property development.

Motion to approve the agenda with said changes duly made by Vice Chairman Gerber, seconded by Director Sgro; motion unanimously passed.

3. APPROVAL OF MINUTES

A. June 4, 2015 Regular Meeting

No corrections or changes were recommended. On motion duly made by Director Sgro, seconded by Vice Chairman Gerber, the following resolution was unanimously passed:

Resolution No. 15-33

The Board hereby approves the minutes of the June 4, 2015 regular meeting, subject to corrections.

4. CORRESPONDENCE

Executive Manager Charles H. Ada II updated the Board on communications he received regarding the growing popularity of consumer drones and the need for local legislation. Mr. Frank Santos added that the FAA has issued a notice of proposed rule-making seeking public comments.

5. OLD BUSINESS

A. Status Updates of Capital Improvement Projects

i. Bond Capital Projects (Series 2013 Bond projects)

- International Arrivals Corridor with Building Seismic Upgrades. The IFB for Terminal Building Structural Upgrade and Concourse Isolation project construction was issued with a submission deadline of August 25, 2015. Five million dollars has already been spent on design. This project covers structural upgrades to the front of the Terminal building in addition to the third floor.

- Common Use Check-In Facilities. Project for procurement of common-use equipment that will allow any airline to log in to their respective systems and communicate with the Airport's baggage handlers. The airlines expected to take advantage of this equipment are Air Busan, Cebu Pacific, T'way Air, Dynamic Air, and a Russian carrier TBA.

- Interisland Passenger Facility. Facility for aircraft less than 12,500 lbs and 9 pax or less is substantially complete with a targeted opening date of July 1, 2015. Will be staffed by Customs & Quarantine Agency. Facility offers the possibility of more carriers and the ability to be pre-cleared by US Customs and Border Protection in Rota en route to Guam.

ii. Capital Improvement Fund

- Upgrades to Public Restrooms – Phase 5A. A Pre-Notice to Proceed was issued and equipment on order. Phase I - one (1) restroom in the baggage claim area, one (1) restroom on the apron level, and one (1) restroom, public side, of the concourse level. Includes repair of wastewater line that extends from the baggage claim area. Both projects will proceed concurrently.

- Tiyan Land Acquisition and Redevelopment. Progress with the Government of Guam towards purchasing remnant properties, with appraisals of the three (3) largest remnants completed. Four (4) more properties remain which need to be purchased.

iii. FAA AIP Grant Projects – Undistributed Obligations (UDO)

- Runway 6L/24R. Runway 6L/24R is scheduled to open as of 7:00 p.m., June 25, 2015 for arrivals and take offs. Runway 6L will be limited to 11,015 feet to comply with runway safety area requirements. A final flight check by the FAA on July 22, 2015 will allow the runway to be fully operational (utilizing all 12,000 feet). Runway 6R will still be in use until 6L is fully available.

- Airport Rescue & Firefighting (ARFF) Vehicle. The estimated delivery date for the ARFF rescue vehicle is July 15, 2015.

- Demolition. In regard to the demolition of the Cargo Building, asphalt has been poured on the area that has been demolished, providing parking/storage space for Ground Service Equipment and baggage containers. Phase III (demolition of the five (5) homes adjacent to the Cargo Building) is now in the process of installing a temporary perimeter fence around the area.

iv. Other Matters

- Due to a short turn around period between receipt of grant agreements and deadline for return to the FAA, Management is requesting authorization for the EM to execute grant agreements for $6M in FAA funds, and for Legal Counsel to certify the same. Management will then report back to the Board for ratification at the next Regular

Board meeting. The grants have yet to go through Congressional review. Once reviewed, the FAA will send the agreements to the Authority. The usual turnaround time is two (2) weeks, hence the request for advance authorization to execute grants.

After further discussion, on motion duly made by Vice Chairman Gerber, seconded by Director Sgro, the following resolution was unanimously approved:

Resolution No. 15-34

The Board hereby authorizes the Executive Manager to execute grant agreements and for Legal Counsel to certify the same upon receipt of the agreements from the FAA. The EM shall report the same to the Board at the next regular board meeting.

6. NEW BUSINESS

A. Approval of Award - RFP No. RFP-007-FY15 - Independent Financial Auditor

EM Ada began with providing background information on the referenced RFP including the scope of services, contract term, dates of advertisement of the RFP, proposal submission deadline, and the number of interested proposers. An evaluation committee was established to evaluate the three (3) proposals timely submitted to determine the most qualified proposer. The proposals were evaluated based on a point system assigned for each criteria identified in the RFP package. The qualified firms in the order of their ranking are as follows:

1. Proposer A
2. Proposer B
3. Proposer C

The term of the contract shall be a period of one (1) year. The agreement may be renewed annually at the sole discretion of GIAA, for additional (1) year periods, not to exceed a total of four (4) years.

Management recommends approval of the rankings and the contract award to Proposer A as the highest ranked proposer for Independent Financial Auditor which is subject, by law, to approval by the Public Auditor. Management will notify the Board on the identity of Proposer A when approved by the Public Auditor.

After further discussion, on motion duly made by Director Sobti and seconded by Director Sgro, the following resolution was unanimously passed:

Resolution No. 15-35

The Board hereby approves the ranking results as presented to the Board and contract award to Proposer A, for Independent Financial Auditor, RFP No. RFP-007-FY15, subject to approval by the Public Auditor and negotiation of fair and reasonable fees and legal review. If the Public Auditor does not approve Proposer A or negotiations prove unsuccessful, Management is authorized to enter into negotiations with the next highest ranked proposer.

B. Approval of Award - RFP No. RFP-006-FY15 - Management & Infrastructure Support Services to GIAA's Passenger Conveyance System

EM Ada requested an extension to present any recommendation on this RFP as Management feels there is additional information necessary for evaluators to complete their evaluations. The matter was tabled.

C. Approval of Board Standing Committees

EM Ada presented the June 22, 2015 memorandum from the Chairman regarding recommended Board standing committees.

Chairman Untalan asked for any comments from the Board, there were none.

On motion duly made by Director Sgro and seconded by Director Sobti, the following resolution was unanimously passed:

Resolution No. 15-36

The Board hereby approves the Board subcommittees, chairpersons, and members:

1. Finance/Operations/Administration – Chairperson: Chairman Untalan; Member: Director Camacho.
2. Capital Improvement Projects/Property Development – Chairperson: Vice Chairman Gerber; Member: Director Sobti.
3. Tenant Relations/Air Service Development/Marketing – Chairperson: Director Sgro; Members: Directors Tolan and Alcorn.

The Chairman congratulated the new chairpersons on accepting their new roles in their respective subcommittees.

7. REPORT OF THE EXECUTIVE MANAGER

Reference is made to the written Executive Manager's Report included as part of the Board's packet, which was presented by EM Ada.

8. REPORT OF THE COMPTROLLER

Mrs. Ann Bautista reported on the revenues and expenses of the Authority as of **May 31, 2015**. Mrs. Bautista reported that year-to-date Total Signatory Revenues are below budgeted revenues by **-0.1%,** year-to-date Total Concession Revenues and Passenger Facility Charges are under budget by **0.6**% and **-2.4**%, respectively. Year-to-date Total Other Revenues, inclusive of non-signatory and non-airline revenues are above the budget estimate by **14.2**%. Year-to-date Total Operating Revenues Actual of $**47.0M** is **3.0**% above the budget estimate of $**45.6**. Year-to-date Total Operating Expenses are below budget by **-15.7**%. Components of this line item include a **-10.8**% decrease in Personnel Service, a **-15.3**% decrease in Contractual Services, a **-60.0**% decrease in Materials & Supplies and **-100.0**% decrease in Equipment/Furnishings from budgeted amounts for these respective categories. The actual year-to-date New Revenues from Operations of $**22.2** reflects an increase of **37.1**% over the year-to-date budgeted amount of $**16.2M**. Mrs. Bautista reported that the year-to-date Debt Service Coverage is at **1.56** versus the requirement of **1.25.**

9. PUBLIC COMMENTS

There were no public comments. Chairman Untalan took this time to thank management for reconfiguring the parking stalls in the West parking area to better accommodate Board members.

10. EXECUTIVE SESSION

No executive session held.

11. ADJOURNMENT

There being no further business, motion to adjourn duly made by Vice Chairman Gerber, seconded by Director Sobti; motion unanimously passed. The meeting was adjourned at 3:57 p.m.

Dated this 4th, day of August, 2015.

Attest:

Edward G. Untalan
Chairman

Gurvinder Sobti
Secretary

Prepared and Submitted By:

Maria DeVille Sablan
Corresponding Secretary

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WE'RE ON IT 24/7

BOARD OF DIRECTORS REGULAR MEETING

3:00 p.m., Thursday, July 30, 2015
GIAA TERMINAL CONFERENCE ROOM #3

Public Notice
First Notice:
Marianas Variety – June 23, 2015
Notice to Media – June 23, 2015

Second Notice:
Marianas Variety – June 28, 2015
Notice to Media – June 28, 2015

AGENDA

1. Call to Order and Attendance
2. Approval of Agenda
3. Approval of Minutes
   - **A.** June 25, 2015 Regular Meeting
4. Correspondence
5. Old Business

Status Updates of:

- **A.** Capital Improvement Projects
- **B.** Draft Legislation for Property Lease & Development - Aeronautical
- **C.** Air Service Development Strategy
- **D.** Investment Advisor
- **E.** Airport Property Development
- **F.** Approval of Award - RFP No. RFP - 006 - FY15 - Management & Infrastructure Support Services to GIAA's Passenger Conveyance System

6. New Business
   - **A.** Approval of Grant Agreement - AIP Grant Number 3-66-0001-092-2015-Rehabilitate Runway 6L/24R - Phase V
   - **B.** Approval of Award - IFB No. GIAA - 003 - FY15 - Purchase and Delivery of Crew Cab & Small SUV Vehicles
7. Report of Executive Manager
8. Report of the Comptroller
9. Public Comments
10. Executive Session
11. Adjournment

A.B. WON PAT INTERNATIONAL AIRPORT GUAM
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Tamuning, GU 96931
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WE'RE ON IT 24/7

MINUTES OF THE REGULAR MEETING OF THE BOARD OF DIRECTORS OF THE A.B. WON PAT INTERNATIONAL AIRPORT AUTHORITY, GUAM
Thursday, July 30, 2015, 3:00 p.m.
GIAA TERMINAL CONFERENCE ROOM #3

1. CALL TO ORDER AND ATTENDANCE

The July 30, 2015 Regular meeting of the Board of Directors of the A.B. Won Pat International Airport Authority, Guam ("GIAA" or the "Authority") was called to order by Chairman Untalan at 3:02 p.m. at the GIAA Terminal Conference Room #3, 355 Chalan Pasaheru, Tamuning, Guam, 96913.

Directors Present:	**Offices or positions:**
Edward G. Untalan	Chairman
Lucy M. Alcorn	
Gurvinder "Bic" Sobti	
Deedee S. Camacho	
Katherine C. Sgro	
Rosalinda A. Tolan	
Directors Absent:	
Martin J. Gerber (excused, off-island)	Vice Chairman
GIAA Officials:	
Charles H. Ada II	Executive Manager (EM)
Peter Roy Martinez	Deputy Executive Manager (DEM)
Frank R. Santos	Business and Financial Consultant
Jean M. Arriola	Airport Services Manager
Gerard Bautista	Air Terminal Manager
Carlos Bordallo	Comptroller
Benny Baza	ARFF Chief
Antonio Taitingfong	Assistant Chief of Airport Police
Joseph Javellana	Program Coordinator IV
Edward Muna II	Airport Operations Superintendent
Franklin Taitano	Procurement Supervisor
Victor Cruz	Engineering Supervisor
Rolenda Faasuamalie	Airport Marketing Administrator
Janalynn Cruz Damian, Esq.	GIAA Legal Counsel

The Chairman welcomed Airport tenants, stakeholders, and members of the public who are noted in a sign-in sheet attached to these minutes.

2. APPROVAL OF AGENDA

Executive Manager Ada requested to combine Old Business items B - Draft Legislation for Property Lease & Development - Aeronautical and E - Airport Property Development, as they were similar in nature.

Motion to approve the agenda with said changes duly made by Director Tolan, seconded by Director Alcorn; motion unanimously passed.

3. APPROVAL OF MINUTES

A. June 25, 2015 Regular Meeting

No corrections or changes were recommended. On motion duly made by Director Alcorn, seconded by Director Sgro, the following resolution was unanimously passed:

Resolution No. 15-37

The Board hereby approves the minutes of the June 25, 2015 regular meeting, subject to corrections.

4. CORRESPONDENCE

Executive Manager Charles H. Ada II had no correspondence to report.

5. OLD BUSINESS

A. Status Updates of Capital Improvement Projects

i. Bond Capital Projects (Series 2013 Bond projects)

- International Arrivals Corridor. Presently out on bid. Six (6) local contractors interested in the bid have requested extensions to submission deadline. A thirty (30) day extension was granted. Mr. Santos expects the bids to be competitive and below estimated budget.

- Interisland Passenger Facility. Light Aircraft Commuter Facility has been completed. Once flights are scheduled, a ribbon-cutting ceremony will be held.

- Replace Terminal Seating. A-E to prepare bid package. Number of seats is to be inventoried. More durable materials for seats and additional seating are expected.

ii. Capital Improvement Fund – No updates to report.

iii. FAA AIP Grant Projects – Undistributed Obligations (UDO) – No updates to report.

B. Draft Legislation for Property Lease & Development - Aeronautical

EM Ada reported that the Authority is looking into acquiring services for evaluating potential land use and development. Counsel has prepared draft legislation to exclude aeronautical leases from the current 5-year limit. The Board Capital Improvement Projects/Property Development Subcommittee will meet and report its findings to the Board at the August Regular Board meeting.

C. Air Service Development Strategy

The first draft of the Airport service strategy has been created and is going to be given to the Board Marketing Subcommittee. Airport Strategy and Marketing Ltd. (ASM), GIAA's air service development plan consultant, will be on island in mid-August to discuss the air-lift strategy with GIAA Management, to be presented to the Board.

D. Investment Advisor

Comptroller Carlos Bordallo recommended a meeting with the Board Finance, Operations, and Administration Subcommittee before making a recommendation to the Board.

F. Approval of Award - RFP No. RFP - 006 - FY15 - Management and Infrastructure Support Services to GIAA's Passenger Conveyance System

The EM provided background information to the Board on the referenced RFP including the scope of services, contract term, dates of advertisement of the RFP, proposal submission deadline, and the number of interested proposers. An evaluation committee was established to evaluate the two (2) proposals timely submitted to determine the most qualified proposer. The proposals were evaluated on a point system assigned for each criteria identified in the RFP package. The qualified firms in the ranking are as follows:

1. Proposer A
2. Proposer B

Management recommends that the Board approve the ranking results and award the RFP to Proposer A, subject to Management's negotiations of fair and reasonable fees.

On motion duly made by Director Tolan, seconded by Director Alcorn, the following resolution was unanimously approved:

Resolution No. 15-38

The Board hereby approves the ranking results as presented and contract award to Proposer A for Management and Infrastructure Support Services to GIAA's Passenger Conveyance System - RFP No. RFP-006-FY15. Management is authorized to negotiate with Proposer A fair and reasonable fees and come back to the Board for final approval.

EM Ada informed the Board that Proposer A is Otis Elevator Company.

6. NEW BUSINESS

A. Approval of Grant Agreement - AIP Grant Number 3-66-0001-092-2015 - Rehabilitate Runway 6L/24R - Phase V

This matter was brought before the Board for ratification. Phase V of the grant is the reimbursement of funds used toward the completion of Runway 6L/24R in the amount of $3.3M to GIAA from the FAA.

On motion duly made by Director Sobti, seconded by Director Sgro, the following resolution was unanimously approved:

Resolution No. 15-39

The Board hereby ratifies and approves the execution of the Grant Agreement for AIP Grant Number 3-66-0001-092-2015 - Rehabilitate Runway 6L/24R - Phase V, and the certification thereof by legal counsel.

B. Approval of Award - IFB No. GIAA-003-FY15 - Purchase and Delivery of Crew Cab & Small SUV Vehicles

EM Ada began with providing background information on the referenced IFB including the scope of services, contract term, dates of advertisement of the IFB, proposal submission deadline, and the number of interested proposers. Three (3) firms submitted bid proposals by the deadline. As required by the Procurement Laws and Regulations, the bid was publicly opened and read aloud.

Management recommends the contract award of $114,470 to Atkins Kroll Inc. for a total of three (3) crew cab vehicles and $49,116.00 to Cars Plus LLC, for two (2) small SUV vehicles as both companies have been determined to have met the standards of responsibility and responsiveness outlined in Guam Procurement Regulations.

On motion duly made by Director Sgro, seconded by Director Alcorn, the following resolution was unanimously approved:

Resolution No. 15-40

The Board hereby authorizes the approval of contract award - IFB No. GIAA-003-FY15 - Purchase and Delivery of Crew Cab & Small SUV Vehicles to Atkins Kroll Inc. for a total of $114,470 for three (3) crew cab vehicles and $49,116.00 to Cars Plus LLC, for two (2) small SUV vehicles.

7. REPORT OF THE EXECUTIVE MANAGER

Reference is made to the Executive Manager's written Report included as part of the Board's packet, which was presented by EM Ada.

8. REPORT OF THE COMPTROLLER

Comptroller Bordallo reported on the revenues and expenses of the Authority as of **June 30, 2015**. Mr. Bordallo reported that year-to-date Total Signatory Revenues are below budgeted revenues by **-1.4%,** year-to-date Total Concession Revenues and Passenger Facility Charges are under budget by **0.6**% and **-3.7**%, respectively. Year-to-date Total Other Revenues, inclusive of non-signatory and non-airline revenues are above the budget estimate by **14.2**%. Year-to-date Total Operating Revenues Actual of $**52.4M** is **2.3**% above the budget estimate of $**51.2**. Year-to-date Total Operating Expenses are below budget by **-14.9**%. Components of this line item include a **-9.8**% decrease in Personnel Service, a **-14.7**% decrease in Contractual Services, a **-58.3**% decrease in Materials & Supplies and **-100.0**% decrease in Equipment/Furnishings from budgeted amounts for these respective categories. The actual year-to-date Net Revenues from Operations of $**24.4M** reflects an increase of **33.1**% over the year-to-date budgeted amount of $**18.4M**. Mr. Bordallo reported that the year-to-date Debt Service Coverage is at **1.54** versus the requirement of **1.25.**

9. PUBLIC COMMENTS

There were no public comments.

10. EXECUTIVE SESSION

Upon written recommendation of counsel, on motion duly made by Director Camacho, seconded by Director Sobti, and unanimously approved, the Board recessed to convene into Executive session at 3:56 p.m. to discuss pending or threatened litigation to which GIAA is or may be a party. Attending Executive Session were members of the Board, EM Ada, and legal counsel.

On motion duly made by Director Alcorn, seconded by Director Tolan, and unanimously approved, Executive session adjourned at 4:22 p.m., at which time the Board reconvened regular session.

Chairman Untalan brought attention to the matter of contracts approval. The Chairman suggested that contracts for expenditures of $50,000 or greater be brought to the Board for approval. The Chairman also requested that when contracts are presented for execution by him, Management include a summary of key terms and conditions for Chairman's review.

On motion duly made by Director Sobti, seconded by Director Tolan, the following resolution was unanimously approved:

Resolution No. 15-41

Board Resolution No. 14-16 approved at the November 27, 2013 Regular Board Meeting is hereby rescinded. The Board hereby authorizes the Executive Manager to enter into contracts involving an expenditure in an amount not to exceed $50,000.00 without Board approval.

11. ADJOURNMENT

Motion to adjourn duly made by Director Alcorn, seconded by Director Camacho; motion unanimously passed. The meeting was adjourned at 4:25 p.m.

Dated this 4, day of September, 2015.

Attest:

Edward G. Untalan
Chairman

Gurvinder Sobti
Secretary

Prepared and Submitted By:

Maria DeVille Sablan
Corresponding Secretary

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A.B. WON PAT INTERNATIONAL AIRPORT AUTHORITY, GUAM
Board of Directors Regular Board Meeting
3:00 p.m. Thursday, July 30, 2015
GIAA Terminal Conference Room #3

SIGN IN SHEET

	PRINT NAME	COMPANY/AGENCY
1.	Jmanio	GIAA
2.	Blaine Dydasco	Sen. Tom Ada
3.	Antonio Taitingfong	GIAA Police
4.	VICTOR J. CRUZ	GIAA
5.	CHUCK ADA	GIAA
6.	Carlos Bordallo	GIAA
7.	FRANK P. TAITANO	GIAA
8.	R. Fasanmike	GIAA
9.	Moana & Lute	LSG
10.	Peter Tran	Sen. Tom Ada
11.	BENNY BAZA	ARFF
12.	Lewis Sanchez	ARFF
13.	J. G. JAVELLANA	GIAA
14.	Thomas Fisher	F.O.A
15.	Gerard BAUTISTA	GIAA-ATM
16.	MUNA, EDWARD	GIAA - OPS
17.	G Dalero	PDN

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WE'RE ON IT 24/7

BOARD OF DIRECTORS REGULAR MEETING
3:00 p.m., Thursday, August 27, 2015
GIAA TERMINAL CONFERENCE ROOM #3

Public Notice
First Notice:
Marianas Variety – August 20, 2015
Notice to Media – August 20, 2015

Second Notice:
Marianas Variety – August 25, 2015
Notice to Media – August 25, 2015

AGENDA

1. Call to Order and Attendance
2. Approval of Agenda
3. Approval of Minutes
   - **A.** July 30, 2015 Regular Meeting
4. Correspondence
5. Old Business

Status Updates of:

- **A.** Capital Improvement Projects
- **B.** Airport Property Development
- **C.** Air Service Development Strategy
- **D.** Investment Advisor

6. New Business
   - **A.** Approval of Grant Agreement - FAA AIP Grant Award No. 3-66-0001-091-2015 - Acquire ARFF Vehicles - $1,251,000.00
   - **B.** Approval of FY 2016 Operations and Maintenance Budget
   - **C.** Award of Contract - Grass cutting and Herbicidal Treatment Services - IFB No. GIAA - 007 - FY14
7. Report of Executive Manager
8. Report of the Comptroller
9. Public Comments
10. Executive Session
11. Adjournment

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MINUTES OF THE REGULAR MEETING OF THE BOARD OF DIRECTORS OF THE A.B. WON PAT INTERNATIONAL AIRPORT AUTHORITY, GUAM
Thursday, August 27, 2015, 3:00 p.m.
GIAA TERMINAL CONFERENCE ROOM #3

1. CALL TO ORDER AND ATTENDANCE

The August 27, 2015 regular meeting of the Board of Directors of the A. B. Won Pat International Airport Authority, Guam ("GIAA" or the "Authority") was called to order by Chairman Untalan at 3:02 p.m. at the GIAA Terminal Conference Room #3, 355 Chalan Pasaheru, Tamuning, Guam, 96913.

Directors Present:	**Offices or positions:**
Edward G. Untalan	Chairman
Martin J. Gerber	Vice Chairman
Gurvinder "Bic" Sobti	
Deedee S. Camacho	
Katherine C. Sgro	
Rosalinda A. Tolan	

Directors Absent:
Lucy M. Alcorn (excused, off-island)

GIAA Officials:	
Charles H. Ada II	Executive Manager (EM)
Peter Roy Martinez	Deputy Executive Manager (DEM)
Jean M. Arriola	Airport Services Manager
Gerard Bautista	Air Terminal Manager
Carlos Bordallo	Comptroller
Benny Baza	ARFF Chief
Robert D. Camacho	Chief of Airport Police
Joseph Javellana	Program Coordinator IV
Edward Muna II	Airport Operations Superintendent
Joseph Calvo	Superintendent of Properties & Facilities
Rolenda Faasuamalie	Airport Marketing Administrator
Larry Rivera	GIAA Business and Financial Consultant
Janalynn Cruz Damian, Esq.	GIAA Legal Counsel

The Chairman welcomed Airport tenants, stakeholders, and members of the public who are noted in a sign-in sheet attached to these minutes.

2. APPROVAL OF AGENDA

EM Ada requested to revise the agenda to allow item 5C - Air Service Development Strategy to precede items 5A and B, and to table item 6C - Award of Contract - Grass Cutting and Herbicidal Treatment Services - IFB No. GIAA-007-GY14.

Motion to approve the agenda with said changes duly made by Director Tolan, seconded by Director Sobti; motion unanimously passed.

3. APPROVAL OF MINUTES

A. July 30, 2015 Regular Meeting

No corrections or changes were recommended. On motion duly made by Director Sgro, seconded by Vice Chairman Gerber, the following resolution was unanimously passed:

Resolution No. 15-42

The Board hereby approves the minutes of the July 30, 2015 regular meeting, subject to corrections.

4. CORRESPONDENCE

EM Ada II had no correspondence to report.

5. OLD BUSINESS

A. Air Service Development Strategy

Airport Marketing Administrator Rolenda Faasuamalie introduced Mr. Tony Griffin and Mr. Nigel Mayes of Aviation Strategy Management Group (ASM), GIAA's consultant for route development strategies, targets, and recommend actions that would result in new air services to Guam.

Mr. Mayes reported that Japan is the largest market to Guam, though gradually decreasing, while the South Korean market is rapidly growing. The most relevant strategy issue that Mr. Mayes and Mr. Griffin identified was diversification of Guam's market -- which would reduce reliance on the Japanese market. Particular focus was on the outbound Chinese travelers, and the numerous low-cost carriers (LCC) out of Asia. Presently, current low-cost traffic is from the South Korean routes. ASM believes that there is great potential for LCCs to cover a greater number of Asian routes. ASM's research has shown that the presence of LCCs does not negatively affect incumbent full service carriers.

ASM's main points as presented were: focus on more inbound passengers from China and South Korea, LCC development, talking with United Airlines in regard to its role on Guam, and possibly initiating discussions with American Airlines. Mr. Mayes ended with what he felt was the most important slide, the possible seventy (70) airlines that have to some degree, shown interest and were prospects able to serve Guam over the next five (5) years, starting as early as 2016.

B. Status Updates of Capital Improvement Projects

i. Bond Capital Projects (Series 2013 Bond projects)

Larry Rivera referred the Board to the handout regarding the current Airport projects and provided updates to the Board.

- International Arrivals Corridor with Building Seismic Upgrades. Second pre-bid conference held. Bid opening is scheduled for 2:00 p.m., September 25, 2015. Weekly meetings are held so that the designer and GIAA are all informed of updated information.
- Integrated Passenger Loading Bridge (PLB). Contract has been executed for Gate 21 replacement.

ii. Capital Improvement Fund

- Upgrade to Public Restrooms - Phase 5A. Material orders are being made. Demolition of the Customs restroom is ongoing.
- Rehabilitate Runway 6L/24R and ARFF Truck/RIV – Are complete and will be moved to the FAA Schedule UDO Grants.

iii. FAA AIP Grant Projects – Undistributed Obligations (UDO)

- Miscellaneous Airport Improvements - Phases 3 & 4 should be closed out by September 2015.
- Acquire one (1) 3,000-gallon Aircraft Rescue & Fire Fighting (ARFF) Vehicle. Vehicle has been received and grant will be closed out.

C. Airport Property Development

EM Ada informed the Board that the CIP sub-committee met on August 17 to discuss the draft legislation lifting the five-year term limit on aeronautical leases. Chairman Untalan suggested that before the draft legislation is submitted to the Oversight Chairman, Senator Tom Ada, that the CIP sub-committee meet with the Senator and that there be a reference sheet included that

highlights the differences in the original law to the Bill being proposed. The sub-committee also discussed the preparation of a Determination of Need for the entire Airport property inventory.

Mr. John Stewart, owner of SkyDive Guam, a longtime Airport tenant, was present to explain his investments and intended future plans to property development within the current five (5) year lease restriction. He also explained that he looks forward to the proposed amendment to lift the current five year lease restriction so that he can grow his business and have confidence in his long-term investments. EM Ada mentioned another party has expressed interest in developing a flight kitchen.

EM Ada then requested that the Board authorize Management to negotiate a five year lease with SkyDive Guam.

On motion duly made by Director Tolan, seconded by Director Sobti; the following resolution was unanimously approved:

Resolution 15-43

The Board hereby authorizes Management to negotiate and execute a ground lease with SkyDive Guam, within the five (5) year lease restriction, subject to legal counsel's review, and upon amendment of PL 32-40, to allow long-term lease for aeronautical activities, Management is authorized to revisit the terms of the agreement.

D. Investment Advisor

Comptroller Mr. Carlos Bordallo highlighted the positives of retaining an investment advisor by stating that the advisor would develop an investment policy which would protect Management and the Board, set an objective as to desired rate of return to measure performance of the advisor and investment managers, routinely monitor investments and performance of managers and provide reports to Management and the Board, monitor investment environment and recommend reallocations to GIAA's investment portfolio, and upon direction, review all funds and provide recommendations to Management and the Board on how to maximize return within investment criteria prescribed by Bond Indenture. The negative is the additional cost to retain an investment advisor in addition to investment managers. Mr. Bordallo recommended that Management issue a request for proposals for an investment advisor for a one year term with a termination clause at the Authority's discretion.

On motion duly made by Director Camacho, seconded by Director Sobti; the following resolution was unanimously approved:

Resolution 15-44

The Board hereby authorizes Management to issue a request for proposals for an investment advisor for a one year term with a termination clause at the Authority's discretion.

6. NEW BUSINESS

A. Approval of Grant Agreement - AIP Grant Number 3-66-0001-091-2015 - Acquire Aircraft Rescue & Fire Fighting (ARFF) Vehicles - $1,251,000.00

For the acquisition of two (2) ARFF vehicles, specifically one (1) 3,000-gallon ARFF Vehicle and one (1) Rapid Intervention Vehicle (RIV). The units are replacements to older vehicles. The Grant offer is a 90/10 match, meaning the FAA Grant will cover 90% of the cost and the Authority will cover the remaining 10%.

On motion duly made by Director Sobti seconded by Director Camacho; the following Grant Offer was unanimously approved:

Resolution No. 15-45

The Board hereby approves the acceptance of the FAA Grant Agreement - AIP Grant Number 3-66-0001-091-2015 - Acquire ARFF Vehicles - $1,251,000.00 and the conditions associated with said agreement.

EM Ada mentioned that the Authority received notice of another FAA grant in the amount of $2M for the Noise Mitigation project for residents in the 65-69 DNL that is to be issued. $1M is reimbursement for eleven (11) homes currently undergoing retrofitting. The second $1M is a three (3) part process: upgrade the current program to meet new requirements, start the design for the zones, and update measurements of the map.

B. Approval of FY 2016 Operations and Maintenance Budget

The budget was presented by Comptroller Bordallo. In summary, cost per enplanements (CP) was brought down to $15.51, a 1.8% drop from the current CP. Airlines were very receptive to the price drop. With the CP, the Authority is able to have a $44.8M operating budget besides $23M from debt service. The FY16 budget is a 3.5% increase over actual estimates and a 1.9% increase over FY15 adopted budget.

On motion duly made by Director Camacho, seconded by Director Sgro, the following resolution was unanimously approved:

Resolution No. 15-46

The Board hereby approves the FY16 Operations and Maintenance Budget as presented, subject to adjustments.

C. Award of Contract - Grass Cutting and Herbicidal Treatment Services – Tabled for Executive Session.

7. REPORT OF THE EXECUTIVE MANAGER

Reference is made to the written Executive Manager's Report included as part of the Board's packet, which was presented by EM Ada.

8. REPORT OF THE COMPTROLLER

Comptroller Bordallo reported on the revenues and expenses of the Authority as of **July 31, 2015**. Mr. Bordallo reported that year-to-date Total Signatory Revenues are below budgeted revenues by **-1.4%,** year-to-date Total Concession Revenues and Passenger Facility Charges are under budget by **0.6**% and **-4.7**%, respectively. Year-to-date Total Other Revenues, inclusive of non-signatory and non-airline revenues are above the budget estimate by **13.5**%. Year-to-date Total Operating Revenues Actual of $**58.2M** is **2.1**% above the budget estimate of $**57.0M**. Year-to-date Total Operating Expenses are below budget by **-14.0**%. Components of this line item include a **-8.7**% decrease in Personnel Service, a **-14.4**% decrease in Contractual Services, a **-55.6**% decrease in Materials & Supplies and **-100.0**% decrease in Equipment/Furnishings from budgeted amounts for these respective categories. The actual year-to-date Net Revenues from Operations of $**27.1M** reflects an increase of **29.9**% over the year-to-date budgeted amount of $**20.8M**. Mr. Bordallo reported that the year-to-date Debt Service Coverage is at **1.55** versus the requirement of **1.25.**

9. PUBLIC COMMENTS

There were no public comments.

10. EXECUTIVE SESSION

Upon written recommendation of counsel, on motion duly made by Director Tolan, seconded by Director Sgro, and unanimously approved, the Board recessed to convene into Executive Session at 4:45 p.m. to discuss pending or threatened litigation to which GIAA is or may be a party. Attending Executive Session were members of the Board, EM Ada, and legal counsel.

On motion duly made by Director Sgro, seconded by Vice Chairman Gerber, and unanimously approved, Executive Session adjourned at 5:27 p.m., at which time the Board reconvened regular session.

On motion duly made by Vice Chairman Gerber, seconded by Director Sgro, the following resolution was unanimously passed:

Resolution No. 15-47

With regard to the award of IFB No. GIAA-007-FY14 for Grass Cutting and Herbicidal Treatment Services for the Air Operations Area ("AOA") and North Tiyan, the Board hereby authorizes the Executive Manager to negotiate a settlement with the bidder awarded, and if settlement is unsuccessful to proceed with termination of the contract and then contract award to the next lowest bidders for the AOA and North Tiyan areas.

Legal counsel then requested that the Board approve and authorize payment for three (3) July invoices for legal services that exceed the monthly cap.

On motion duly made by Director Sobti, seconded by Director Camacho, the following resolution was unanimously approved:

Resolution No. 15-48

The Board hereby authorizes the Authority to issue payment to Calvo Fisher & Jacob LLP, legal counsel, for three (3) July invoices that exceed the monthly cap, totaling approximately $19,000.00.

11. ADJOURNMENT

Motion to adjourn duly made by Director Tolan, seconded by Director Camacho; motion unanimously passed. The meeting was adjourned at 5:30 p.m.

Dated this 30th, day of September, 2015.

Attest:

Edward G. Untalan, Chairman

Gurvinder Sobti, Secretary

Prepared and Submitted By

Maria DeVille Sablan, Corresponding Secretary

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A.B. WONPAT INTERNATIONAL AIRPORT AUTHORITY

Board of Directors Regular Board Meeting

3:00 p.m. Thursday, August 27, 2015

GIAA Terminal Conference Room #3

SIGN IN SHEET

	PRINT NAME	COMPANY/AGENCY
1.	JEAN ACKUNA	GIAA
2.	EDWARD MUNA	GIAA
3.	LARRY RIVERA	TMG
4.	JCALVO	GIAA.
5.	CHUCK ADA	GIAA
6.	Fr SINGH	OEM45
7.	John Stewart	Skydive Guam Inc.
8.	BENNY BAZA	GIAA
9.	Moana Lutu	CSG
10.	R Faasuali'i	GIAA MKTG
11.	Gerard BAUTISTA	ATM
12.	J. G. JANUCIANA	PAO
13.	ROBERT CRUZADO	A.V.
14.	THOMAS JOHNSON	Glimpses Publications
15.		

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WE'RE ON IT 24/7

BOARD OF DIRECTORS REGULAR MEETING
3:00 p.m., Monday, September 28, 2015
GIAA TERMINAL CONFERENCE ROOM #3

Public Notice
First Notice:
Guam Daily Post – September 21, 2015
Notice to Media – September 21, 2015

Second Notice:
Guam Daily Post – September 24, 2015
Notice to Media – September 24, 2015

AGENDA

1. Call to Order and Attendance
2. Approval of Agenda
3. Approval of Minutes
   - **A.** August 27, 2015 Regular Meeting
4. Correspondence
5. Old Business

Status Updates of:

- **A.** Capital Improvement Projects
- **B.** Air Service Development Strategy
- **C.** Adoption of Determination of Need

6. New Business
   - **A.** Ratification of Grant Agreement - FAA AIP Grant Award No. 3-66-0001-093-2015 - Noise Program
   - **B.** Approval of T'Way Air's Request for Signatory Airline Status
   - **C.** Approval of FY16 Insurance Renewal Program
7. Report of Executive Manager
8. Report of the Comptroller
9. Public Comments
10. Executive Session
11. Adjournment

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MINUTES OF THE REGULAR MEETING OF THE BOARD OF DIRECTORS OF THE A.B. WON PAT INTERNATIONAL AIRPORT AUTHORITY, GUAM
Monday, September 28, 2015, 3:00 p.m.
GIAA TERMINAL CONFERENCE ROOM #3

1. CALL TO ORDER AND ATTENDANCE

The September 28, 2015 regular meeting of the Board of Directors of the A.B. Won Pat International Airport Authority, Guam ("GIAA" or the "Authority") was called to order by Chairman Untalan at 3:11 p.m. at the GIAA Terminal Conference Room #3, 355 Chalan Pasaheru, Tamuning, Guam, 96913.

Directors Present:	**Offices or positions:**
Edward G. Untalan	Chairman
Martin J. Gerber	Vice Chairman
Gurvinder "Bic" Sobti	
Deedee S. Camacho	
Rosalinda A. Tolan	

Directors Absent:
Lucy M. Alcorn (excused, off-island)
Katherine C. Sgro (excused, off-island)

GIAA Officials:	
Charles H. Ada II	Executive Manager (EM)
Peter Roy Martinez	Deputy Executive Manager (DEM)
Jean M. Arriola	Airport Services Manager
Carlos Bordallo	Comptroller
Benny Baza	ARFF Chief
Tony Lanioc	Acting Engineer Supervisor
Daniel Stone	ARFF Fire Captain
Joseph Calvo	Superintendent of Properties & Facilities
Larry Rivera	GIAA Business and Financial Consultant
Vanessa Pangindian	GIAA Project Coordinator
Elfrie Koshiba	GIAA Marketing
Janalynn Cruz Damian, Esq.	GIAA Legal Counsel

The Chairman welcomed Airport tenants, stakeholders, and members of the public who are noted in a sign-in sheet attached to these minutes.

2. APPROVAL OF AGENDA

Motion to approve the agenda as presented duly made by Director Tolan, seconded by Vice Chairman Gerber; motion unanimously passed.

3. APPROVAL OF MINUTES

A. August 27, 2015 Regular Meeting

No corrections or changes were recommended. On motion duly made by Vice Chairman Gerber, seconded by Director Camacho, the following resolution was unanimously passed:

Resolution No. 15-49

The Board hereby approves the minutes of the August 27, 2015 regular meeting, subject to corrections.

4. CORRESPONDENCE

EM Ada informed the Board that an invitation to attend the ribbon-cutting ceremony of the Light Aircraft Commuter Facility on October 1 at 3 p.m. was extended to the Commonwealth Ports Authority ("CPA") as well as the Mayor of Rota. Full participation was confirmed. The CPA requested permission to do a presentation to the "Elite 5" Airport employees who aided in the disaster recovery post Typhoon Soudelor, which was approved.

5. OLD BUSINESS

A. Status Updates of Capital Improvement Projects

Larry Rivera referred the Board to the handout regarding the current Airport projects and provided updates to the Board.

i. Bond Capital Projects (Series 2013 Bond projects)

- International Arrivals Corridor. Bid opening has been extended to November 4, 2015 at 2 p.m. The magnitude of the project is resulting in numerous requests for structural information.
- Integrated Passenger Loading Bridge (PLB) Replacement. Gate 21 loading bridge is currently being manufactured with a January 2016 ship date to Guam.

ii. Capital Improvement Fund

- Upgrade Public Restrooms Phase 5A. Customs arrival bathroom demolished. Contractor has ordered materials which are expected to arrive in thirty (30) days.
- Airport Facilities Upgrade. Painting is 97% complete with the loading dock area remaining. Planter boxes are 60% complete; landscaping is what remains.
- Tiyan Land Acquisition & Redevelopment. There is a $100,000 difference between the budget and balance. Board requests Management to clarify.

iii. FAA AIP Grant Projects – Undistributed Obligations (UDO)

- FY2011 Miscellaneous Airport Improvements Phase 3 & 4. Demolition project is completed; ready to be closed out.
- FY2013 Rehabilitate Runway 6L/24R Phase 3. There has been an amendment to the grant amount of $281,547.00, Amendment No. 1 to AIP 86.
- FY2014 Rehabilitate Runway 6L/24R Phase 4. There has been an amendment to the grant amount of $442,641.00, Amendment No. 1 to AIP 89.
- FY2015 grants total $7,648,167 for the Aircraft Rescue & Fire Fighting Vehicle, Rehabilitate Runway 6L/24R, and Noise Mitigation Measures for Residences within 65-69 DNL.

B. Air Service Development Strategy

Since the August 27, 2015 meeting, there has been subsequent meetings with GVB and GEDA. Long-haul strategy expected by next meeting.

C. Adoption of Determination of Need

GIAA Management has proposed to the Board the adoption of a Determination of Need ("DON") justifying a lease term in excess of five (5) years for Airport property, pursuant to 5 GCA §5127. An outline of the requirements of Section 5127 was provided to the Board.

Chairman Untalan requested that the DON reflect that longer-term leases provide borrowers/developers easier access to capital financing; normally, bank loans would be half the term of the lease.

After further discussion, on motion duly made by Director Tolan, seconded by Director Camacho, the following resolution was unanimously approved:

Resolution 15-50

The Board hereby approves and adopts the Determination of Need as presented by GIAA Management, with the modifications noted during discussions.

6. NEW BUSINESS

A. Ratification of Grant Agreement - FAA AIP Grant Award No. 3-66-0001-093-2015- Noise Mitigation Measures for Residences within 65-69 DNL

The Board was informed about this grant during the August 27, 2015 meeting. The grant amount is $2M. Management requests for ratification of the action taken.

On motion duly made by Vice Chairman Gerber, seconded by Director Tolan, and unanimously approved, the following resolution was approved:

Resolution No. 15-51

The Board hereby ratifies Management's acceptance of the Grant Agreement for FAA AIP Grant Award No. 3-66-0001-093-2015 - Noise Mitigation Measures for Residences within 65-69 DNL.

B. Approval of T'way Air's Request for Signatory Airline Status

T'Way Air Co., Ltd., formerly known as Hansung Airlines Co., Ltd. is requesting signatory airline status. Founded in 2003 and headquartered in Seoul, it is a subsidiary of YeaRimDang Publishing Co., Ltd. Inaugural daily flight route Incheon/Guam/Incheon commenced September 24, 2015 with three (3) weekly routes planned for October 2015.

On motion duly made by Director Camacho, seconded by Director Tolan, the following resolution was unanimously approved:

Resolution No. 15-52

The Board hereby approves T'Way Air Co., Ltd.'s request for signatory airline status.

C. Approval of FY16 Insurance Renewal Program

AM Insurance ("AM") representative Trish Granillo presented FY2016 insurance quotes. Nine (9) companies were approached to offer quotes, with only two (2) submitting. Specifications were provided on August 26, 2015 with a submittal deadline of September 18, 2015.

Following are the types of insurance included for FY2016: Property Insurance including Catastrophe, Airport Operators Liability, Directors and Officers Liability, Workman's Compensation, Automobile Insurance, and Crime Insurance.

The total premium costs for all coverage including catastrophic perils for FY2016 is $760,364.00. Approximately $130,899.00 was saved compared to last Fiscal Year. GIAA Management recommends that the Board approve the FY2016 insurance program as presented by AM.

On motion duly made by Director Sobti, seconded by Director Camacho, the following resolution was unanimously approved:

Resolution No. 15-53

The Board hereby approves the Insurance Program for Fiscal Year 2016, as presented, in the total amount of $760,364.00.

7. REPORT OF THE EXECUTIVE MANAGER

Reference is made to the written Executive Manager's Report included as part of the Board's packet, which was presented by EM Ada.

8. REPORT OF THE COMPTROLLER

Comptroller Bordallo reported on the revenues and expenses of the Authority as of **August 31, 2015**. Mr. Bordallo reported that year-to-date Total Signatory Revenues are below budgeted revenues by **-1.7%,** year-to-date Total Concession Revenues and Passenger Facility Charges are under budget by **0.6%** and **-4.3%**, respectively. Year-to-date Total Other Revenues, inclusive of non-signatory and non-airline revenues are above the budget estimate by **14.8%**. Year-to-date Total Operating Revenues Actual of $**64.8M** is **2.3%** above the budget estimate of $**63.4M**. Year-to-date Total Operating Expenses are below budget by **-12.9%**. Components of this line item include a **-8.3%** decrease in Personnel Service, a **-12.9%** decrease in Contractual Services, a **-53.8%** decrease in Materials & Supplies and **-100.0%** decrease in Equipment/Furnishings from budgeted amounts for these respective categories. The actual year-to-date Net Revenues from Operations of $**30.5M** reflects an increase of **27.3%** over the year-to-date budgeted amount of $**24M**. Mr. Bordallo reported that the year-to-date Debt Service Coverage is at **1.56** versus the requirement of **1.25.**

Chairman Untalan informed the Board that the Authority will be working on an updated strategic plan as the last one was done in 2012. The Authority will be assisted by Leigh Fisher or Transportation Management Group.

The Board then discussed transferring savings from FY2015 into the risk and loss management reserve.

After further discussion, on motion duly made by Director Sobti, seconded by Director Tolan, the following resolution was unanimously approved:

Resolution No. 15-54

The Board hereby approves the transfer of $250,000.00 from FY2015 savings to the risk & loss management reserve.

9. PUBLIC COMMENTS

There were no public comments.

10. EXECUTIVE SESSION

No executive session held.

11. ADJOURNMENT

Motion to adjourn duly made by Director Sobti, seconded by Director Tolan; motion unanimously passed. The meeting was adjourned at 4:20 p.m.

Dated this 29th, day of October, 2015.

Attest:

Edward D. Untalan
Chairman

Gurvinder Sobti
Secretary

Prepared and Submitted By:

Amanda O'Brien-Rios
Corresponding Secretary

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A.B. WON PAT INTERNATIONAL AIRPORT AUTHORITY, GUAM

Board of Directors Regular Board Meeting

3:00 p.m. Monday, September 28, 2015

GIAA Terminal Conference Room #3

SIGN IN SHEET

	PRINT NAME	COMPANY/AGENCY
1.	Jean Arnold	GIAA
2.	CHUCK ADA	GIAA
3.	TRICIA GRANILLO	AM INS.
4.	LARRY RIVERA	TMG
5.	TONY LAMORT	LEGÍ
6.	Carlos Borja L/O	
7.	J. CRUZ	
8.	Peter Tran	ofc of Sen. Tom Ada
9.	Moana Lutu	LCG
10.	BENNY BAZA	ARFF
11.	DANIEL STONE	ARFF
12.	ELERIE COSTALES	GIAA - MKTG
13.		
14.		
15.		
16.		
17.		

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WE'RE ON IT 24/7

BOARD OF DIRECTORS REGULAR MEETING
3:00 p.m., Thursday, October 29, 2015
GIAA TERMINAL CONFERENCE ROOM #3

Public Notice
First Notice:
Guam Daily Post – October 22, 2015
Notice to Media – October 22, 2015

Second Notice:
Guam Daily Post – October 27, 2015
Notice to Media – October 27, 2015

AGENDA

1. Call to Order and Attendance
2. Approval of Agenda
3. Approval of Minutes
   - **A.** September 28, 2015 Regular Meeting
4. Correspondence
5. Old Business
   - **A.** Status Updates of Capital Improvement Projects
   - **B.** Air Service Development Strategy
6. New Business
   - **A.** Ratification of Detail - Acting Comptroller (Interim)
   - **B.** Board Appointment - Comptroller
   - **C.** GIAA Strategic Plan Update
7. Report of Executive Manager
8. Report of the Comptroller
9. Public Comments
10. Executive Session
11. Adjournment

AMERICAN ASSOCIATION OF AIRPORT EXECUTIVES
AIRPORTS COUNCIL INTERNATIONAL
NASAO National Association of State Aviation Officials
THE INTERNATIONAL AIR CARGO ASSOCIATION

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MINUTES OF THE REGULAR MEETING OF THE BOARD OF DIRECTORS OF THE A.B. WON PAT INTERNATIONAL AIRPORT AUTHORITY, GUAM
Thursday, October 29, 2015, 3:00 p.m.
GIAA TERMINAL CONFERENCE ROOM #3

1. CALL TO ORDER AND ATTENDANCE

The October 29, 2015 regular meeting of the Board of Directors of the A.B. Won Pat International Airport Authority, Guam ("GIAA" or the "Authority") was called to order by Chairman Untalan at 3:00 p.m. at the GIAA Terminal Conference Room #3, 355 Chalan Pasaheru, Tamuning, Guam, 96913.

Directors Present:	**Offices or positions:**
Edward G. Untalan	Chairman
Martin J. Gerber	Vice Chairman
Gurvinder "Bic" Sobti	
Lucy M. Alcorn	
Rosalinda A. Tolan	
Katherine C. Sgro	
Deedee S. Camacho	

Directors Absent:

GIAA Officials:	
Peter Roy Martinez	Deputy Executive Manager
Jean M. Arriola	Airport Services Manager
Gerard Bautista	Air Terminal Manager
Antoinette Bautista	Acting Comptroller
Joseph Javellana	Program Coordinator IV
Joseph Calvo	Superintendent of Properties & Facilities
Rolenda Faasuamalie	Airport Marketing Administrator
Victor Cruz	Engineering Supervisor
Larry Flores	Expansion Office
Janalynn Cruz Damian, Esq.	GIAA Legal Counsel

The Chairman welcomed Airport tenants, stakeholders, and members of the public who are noted in a sign-in sheet attached to these minutes.

2. APPROVAL OF AGENDA

Motion to approve the agenda as presented duly made by Director Alcorn, seconded by Director Sobti; motion unanimously passed.

3. APPROVAL OF MINUTES

A. September 28, 2015 Regular Meeting

Relative to the update of GIAA's strategic plan, Chairman Untalan requested that the minutes be revised to state that he had made this announcement. On motion duly made by Vice Chairman Gerber, seconded by Director Sobti, the following resolution was unanimously passed:

Resolution No. 16-01

The Board hereby approves the minutes of the September 28, 2015 regular meeting, subject to corrections.

4. CORRESPONDENCE

Deputy Executive Manager, Peter Roy Martinez stated that there were no items of correspondence to report.

5. OLD BUSINESS

A. Status Updates of Capital Improvement Projects

Larry Flores referred the Board to the handouts regarding the current Airport projects and provided updates to the Board.

i. FAA AIP Grant Projects – Undistributed Obligations (UDO)

- FY2011 - Miscellaneous Airport Improvements Phase 4. The balance remaining is $78,723.00. These funds will be used for Tiyan Parkway fence line project.
- FY2013 - Acquire one (1) 3,000 gallon Aircraft Rescue & Fire Fighting (ARFF) Vehicle. The remaining balance of $129,315.00 cannot be used for anything else, therefore will be returned to the FAA.
- FY2015 - Acquire Aircraft Rescue & Fire Fighting Vehicle. This IFB will be issued on November 4, 2015.
- FY2015 - Noise Mitigation Measures for Residences within 65-69 DNL. Phase 2 is completed, pending FAA's notice to proceed.

ii. Bond Capital Improvement Projects

- International Arrivals Corridor project. The bid opening has been extended to December 22, 2015 at the request of all bidders.
- Hold Bag Screening Relocation. Partial west reserve parking will re-open November 7, 2015. The full completion of the project is expected in March 2017.
- Integrated Passenger Loading Bridge (PLB) Replacement. Gate 21 loading bridge is currently being manufactured and is expected to be shipped to Guam January 2016, and installed mid-March 2016.

iii. Capital Improvement Fund

- Facilities Fire Alarm/Suppression System Replacement. Terminal assessment and design is in progress.
- Upgrades to Public Restrooms. Final phase for the Terminal restroom renovation is in progress. Completion expected in March 2016.

Relative to the International Arrivals Corridor, Vice Chairman Gerber inquired how many times have bidders requested for an extension. Ms. Jean Arriola, Airport Services Manager, replied it is the third. She added that through the course of the bid inquiries, there were changes to the specifications which prompted the requests for time to prepare for those changes.

B. Air Service Development Strategy

As requested by the Board at the September 2015 Board meeting, the Deputy Executive Manager presented a draft Long-Haul strategy and brief executive summary for the Board's information. Ms. Arriola informed the Board that at this time there is still work to be done to attract potential long-haul flights to Guam. Director Sobti inquired if United has shown interest. Ms. Arriola replied that Continental Airlines has showed interest, and discussions are ongoing.

6. NEW BUSINESS

A. Ratification of Detail - Acting Comptroller (Interim)

Chairman Untalan noted that Mr. Carlos Bordallo retired from the GIAA Comptroller position effective September 30, 2015. A detail appointment of Ms. Antoinette Bautista, General Accounting Supervisor, to the Comptroller position was approved October 16, 2015, and will take effect October 1, 2015 to November 30, 2015. However, the new Comptroller may start mid-November.

On motion duly made by Director Alcorn, seconded by Director Tolan, and unanimously approved, the following resolution was approved:

Resolution No. 16-02

The Board hereby ratifies the detail appointment of Ms. Antoinette Bautista, to the Comptroller position effective October 1, 2015 until the effective date of the new Comptroller's appointment.

B. Board Appointment - Comptroller

Chairman Untalan announced that the candidate identified to fill the Comptroller position is the former Director of the Bureau of Budget & Management Research (BBMR) and soon to be former Director of the Guam Economic Development Authority (GEDA), Mr. John Rios. The Chairman informed the Board that after discussions with Mr. Rios, a detailed job description was developed for the position, which was provided to the Board for their review. Chairman Untalan noted the salary negotiated is $5,000.00 more than the salary of former Comptroller Carlos Bordallo due to additional responsibilities, to include overseeing the GIAA Strategic Plan.

On motion duly made by Director Sobti, seconded by Director Alcorn, the following resolution was unanimously approved:

Resolution No. 16-03

The Board hereby appoints Mr. John Rios as the Comptroller for the A.B. Won Pat International Airport Authority, Guam, effective November 16, 2015, and approves the Comptroller's annual salary of $130,000.00.

C. GIAA Strategic Plan Update

Chairman Untalan informed the Board that he has been working with GIAA consultant LeighFisher to develop a scope of services and budget for LeighFisher to assist the Authority in updating the Authority's strategic plan. In an effort to control costs, LeighFisher proposed an ongoing partnership with the Airport as opposed to developing a one-time plan, which would prove to be more costly. At an initial expenditure of $50,000.00, the Airport would provide much of the effort in terms of internal analysis, and LeighFisher would provide key input with regard to strategic planning framework and objectives. A copy of LeighFisher's proposal is included in the Board's packet. Ongoing initiatives would be identified under five (5) major groups - Customers, Community, Finance, Facilities and Organization. LeighFisher will work with the Authority to complete each initiative. The initiatives would be prioritized and change over time due to internal and external factors such as changes in local or global economy. The Chairman noted the flexibility of this process, stating the Airport would have the ability to re-direct emphasis and/or stop the process entirely.

Director Sgro inquired if there would be collaboration with GVB on some of the initiatives. The Chairman informed the Board that the initial meeting would lay out the framework on how to proceed, and collaboration with GVB and GEDA would be essential, particularly with air service development. The Chairman informed the Board that copies of the existing Strategic Plan will be made available to each Director.

The Chairman clarified that LeighFisher is already a consultant for the Airport on an as-needed basis, such as annual budget and management reviews. The initial payment of $50,000.00 to begin the process for the updated Strategic Plan would be in addition to the current work provided by LeighFIsher.

On motion duly made by Director Tolan, seconded by Director Sgro, the following resolution was unanimously approved:

Resolution No. 16-04

The Board hereby approves the October 13, 2015 LeighFisher Proposed Work Order # 7: Assistance Strategic Planning as presented.

7. REPORT OF THE EXECUTIVE MANAGER

Reference is made to the written Executive Manager's Report included as part of the Board's packet, which was presented by the Deputy Executive Manager.

8. REPORT OF THE COMPTROLLER

Ms. Antoinette Bautista, Acting Comptroller reported on the revenues and expenses of the Authority as of **September 30, 2015**. Ms. Bautista reported that year-to-date Total Signatory Revenues are below budgeted revenues by **-1.5%**, year-to-date Total Concession Revenues and Passenger Facility Charges are under budget by **0.6%** and **-4.7%**, respectively. Year-to-date Total Other Revenues, inclusive of non-signatory and non-airline revenues are above the budget estimate by **14.2%**. Year-to-date Total Operating Revenues Actual of **$70.6M** is **2.2%** above the budget estimate of **$69.1M**. Year-to-date Total Operating Expenses are below budget by **-11.2%**. Components of this line item include a **-8.1%** decrease in Personnel Service, a **-10.4%** decrease in Contractual Services, a **-47.1%** decrease in Materials & Supplies and **-100.0%** decrease in Equipment/Furnishings from budgeted amounts for these respective categories. The actual year-to-date Net Revenues from Operations of **$32.9M** reflects an increase of **23.7%** over the year-to-date budgeted amount of **$26.6M**. Mr. Bordallo reported that the year-to-date Debt Service Coverage is at **1.54** versus the requirement of **1.25.**

Chairman Untalan inquired on the seat capacity for the year from the Marketing department. Ms. Rolenda Faasuamalie informed the Chairman that she would have seat capacity report available at the next Board meeting.

9. PUBLIC COMMENTS

There were no public comments.

10. EXECUTIVE SESSION

Upon written recommendation of counsel, on motion duly made by Director Tolan and seconded by Director Alcorn, and unanimously approved, the Board recessed to convene into Executive Session at 3:55 p.m. to discuss pending or threatened litigation to which GIAA is or may be a party. Attending Executive Session were members of the Board, Deputy Executive Manager Martinez, and Legal Counsel.

Executive Session adjourned at 4:21 p.m. at which time the Board reconvened regular session.

At this time, Legal Counsel announced that Board action is requested to authorize the filing of the declaratory relief action relating to the DFS Arbitration Matter.

On motion duly made by Director Tolan, seconded by Director Alcorn, the following resolution was unanimously approved:

Resolution No. 16-05

The Board hereby approves the filing of the declaratory relief action relating to the DFS Arbitration Matter.

Legal Counsel also announced that Board action is requested to authorize Management to proceed with handling all matters relating to the DFS arbitration.

On motion duly made by Director Sgro, seconded by Director Tolan, the following resolution was unanimously approved:

Resolution No. 16-06

The Board hereby authorizes Management to proceed with handling all matters relating to the DFS Arbitration Matter.

11. ADJOURNMENT

Motion to adjourn duly made by Director Tolan, seconded by Director Alcorn; motion unanimously passed. The meeting was adjourned at 4:23 p.m.

Dated this 17th, day of December, 2015.

Attest:

Edward G. Untalan
Chairman

Gurvinder Sobti
Secretary

Prepared and Submitted By:

Amanda O'Brien-Rios
Corresponding Secretary

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A.B. WON PAT INTERNATIONAL AIRPORT AUTHORITY, GUAM
Board of Directors Regular Board Meeting
3:00 p.m. Thursday, October 29, 2015
GIAA Terminal Conference Room #3

SIGN-IN SHEET

	PRINT NAME	COMPANY/AGENCY
1.	JEAN BERNARD	GIAA
2.	J. CALVO	GIAA
3.	VICTOR J. CRUZ	GIAA
4.	Gerard BAUTISTA	GIAA
5.	CHUCK SOUA	UA
6.	Moana Lutu	LSG
7.	PE SINGH	DENNY'S
8.	R. Fraschilla	GIAA Mktg
9.	ANN BAUTISTA	GIAA
10.	LARRY FLORES	EXPANSION
11.	[illegible] SANTILLANA	GIAA
12.	DG CEPEDA	GIAA ARFF
13.	GOaleen	PDN
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BOARD OF DIRECTORS REGULAR MEETING

3:00 p.m., Thursday, December 17, 2015
GIAA TERMINAL CONFERENCE ROOM #3

Public Notice
First Notice:
Guam Daily Post – December 10, 2015
Notice to Media – December 10, 2015

Second Notice:
Guam Daily Post – December 15, 2015
Notice to Media – December 15, 2015

AGENDA

1. Call to Order and Attendance
2. Approval of Agenda
3. Approval of Minutes
   - **A.** October 29, 2015 Regular Meeting
4. Correspondence
5. Old Business
   - **A.** Status Updates of Capital Improvement Projects
   - **B.** Air Service Development Strategy
6. New Business
   - **A.** Construction Management Services for CID Project - SSFM
   - **B.** Grass Cutting and Herbicidal Treatment Services (Maga Haga Tiyan Highway) - IFB No. GIAA-002-FY16
7. Report of Executive Manager
8. Report of the Comptroller
9. Public Comments
10. Executive Session
11. Adjournment

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MINUTES OF THE REGULAR MEETING OF THE BOARD OF DIRECTORS OF THE A.B. WON PAT INTERNATIONAL AIRPORT AUTHORITY, GUAM
Thursday, December 17, 2015, 3:00 p.m.
GIAA TERMINAL CONFERENCE ROOM #3

1. CALL TO ORDER AND ATTENDANCE

The December 17, 2015 regular meeting of the Board of Directors of the A.B. Won Pat International Airport Authority, Guam ("GIAA" or the "Authority") was called to order by Chairman Untalan at 3:03 p.m. at the GIAA Terminal Conference Room #3, 355 Chalan Pasaheru, Tamuning, Guam, 96913.

Directors Present:	**Offices or positions:**
Edward G. Untalan	Chairman
Gurvinder "Bic" Sobti	
Rosalinda A. Tolan	
Katherine C. Sgro	
Deedee S. Camacho	
Directors Absent:	
Martin J. Gerber (Excused, off-island)	Vice Chairman
Lucy M. Alcorn (Excused, off-island)	
GIAA Officials:	
Charles H. Ada II	Executive Manager
Peter Roy Martinez	Deputy Executive Manager
Jean M. Arriola	Airport Services Manager
Gerard Bautista	Air Terminal Manager
John A. Rios	Comptroller
Franklin Taitano	Procurement Supervisor
Joseph Calvo	Superintendent of Properties & Facilities
Rolenda Faasuamalie	Airport Marketing Administrator
Victor Cruz	Engineering Supervisor
Paul Blas	TMG, LLC
Fred Tupaz	TMG, LLC
Janalynn Cruz Damian, Esq.	GIAA Legal Counsel

The Chairman welcomed Airport tenants, stakeholders, and members of the public who are noted in a sign-in sheet attached to these minutes.

2. APPROVAL OF AGENDA

The Executive Manager requested to add item "C" under New Business - GIAA FY14-04-01 TSA Recapitalization & Optimization Project.

Ms. Janalynn Damian, Legal Counsel requested to add item "D" under New Business - Authorizing Signatories on GIAA's Bank Accounts.

Motion to accept the Executive Manager and Legal Counsel's recommendations duly made by Director Sgro, seconded by Director Camacho; motion unanimously passed.

3. APPROVAL OF MINUTES

A. October 29, 2015 Regular Meeting

No corrections or changes were recommended. On motion duly made by Director Sgro, seconded by Director Sobti, the following resolution was unanimously passed:

Resolution No. 16-07

The Board hereby approves the minutes of the October 29, 2015 regular meeting, subject to corrections.

4. CORRESPONDENCE

Executive Manager Ada informed the Board of a letter received from the Northern Marianas Legislature requesting for a meeting on January 14, 2015 at 10:00 am on Guam relative to procedures affecting their revenue. The Executive Manager assured the Board that he would provide updates regarding any future correspondence.

5. OLD BUSINESS

A. Status Updates of Capital Improvement Projects

Mr. Fred Tupaz, TMG, LLC at this time introduced himself and Mr. Paul Blas to the Board. Mr. Tupaz informed the Board that he is the TMG point of contact for all Airport projects and provided the Board with a brief summary of his experience and background.

Mr. Tupaz informed the Board that TMG has identified key projects for the years of 2015 to 2018, and already secured funding of $13.5M. Chairman Untalan commended the group stating that this brings the Board great comfort. The Chairman also announced that the group has been working closely with Vice Chairman Gerber and Director Sobti on Air Service Development.

Chairman Untalan at this time announced the presence of Director Tolan.

Mr. Tupaz then referred the Board to handouts regarding the current Airport projects and provided various updates to the Board.

i. FAA AIP Grant Projects – Undistributed Obligations (UDO)

- FY2011 - Miscellaneous Airport Improvements Phase 3: Closed out December 10, 2015.
- FY2011 - Miscellaneous Airport Improvements Phase 4: This project was extended. The balance of funding ($78,723) was redirected to the West Perimeter Fence project and has already gone out to bid. Bid opening will be on December 23, 2015.
- FY2013 - Acquire one (1) 3,000 gallon Aircraft Rescue & Fire Fighting (ARFF) Vehicle: To be closed out and remaining balance of $129,315.00 to be de-obligated; re-directed to another eligible project.
- FY2013 – Update Airport Master Plan Study: GIS component outstanding
- FY2015 – Acquire Aircraft Rescue & Firefighting Vehicle: Bid package forwarded to FAA for approval
- FY2015 - Noise Mitigation Measures for Residences within 65 - 69 DNL: RFP is pending due to an issue downloading the Noise Exposure Maps. Once downloaded, the RFP will be submitted to FAA for review and approval.

ii. Bond Capital Improvement Projects

- International Arrivals Corridor with Building Seismic Upgrades: Bid opening extended to January 21, 2016 due to numerous requests for information (RFI's) submitted for clarification regarding structural retrofits and technical specifications.
- Hold Bag Screening Relocation: Work on this project is in progress.
- Integrated Passenger Loading Bridge Replacement: Replacement of Gate 21, installation expected in March 2016. Other upgrades are being scheduled.
- Parking Expansion: Design is on hold at 30%. Design is being coordinated with DPW with regard to Route 10A. The next Tiyan Parkway meeting is scheduled January 13, 2015.
- ARFF Facility Replacement: $1M contract for design. This project is programmed for funding by FAA in FY2016.
- Cargo Apron Relocation: $3.6M for design and construction. Programmed for partial funding in FY2016.
- Route 10A Landscape Component: Coordinating with DPW on design progress and schedule for roadway.

iii. Capital Improvement Fund

- Upgrades to Public Restrooms - Final Phase: Initial phase expected to be completed January 19, 2015. Customs & Quarantine bathroom renovations expected to be completed this month. Phasing plan to be coordinated with the Engineering team to minimize any operational disruption and proceed with the remaining of the bathroom renovations. Completion of project anticipated for March 2016.

- Wildlife Management Assessment: Conditional approval received. Grant application to be submitted for mid-2016 funding. Project was added by FAA.
- Apron Rehabilitation – Design: Assess and design rehabilitation improvements to terminal apron. Funding programmed for Summer 2016.
- Safety Management System: Project was added by FAA. An evolutionary program focused on policy, risk management, assurance and promotions.
- Miscellaneous Airport Improvements: Reprogrammed grant funding to cover Tiyan Parkway Fending project and demo of remaining building and miscellaneous structures.

B. Air Service Development Strategy

Mr. Tupaz presented a Route Development Strategy executive summary for the Board's consideration. In the summary, The Airport Strategy and Marketing, Ltd. ("ASM") provided six (6) different strategies, one of which is to retain United Airlines capacity, and develop new markets particularly to star hubs and where possible connecting traffic flows. Discussion followed relative to long-haul strategies and generating additional traffic beyond Guam, with Mr. Tupaz informing the Board that long-haul flights are not a viable option for Guam in the short term. Chairman Untalan inquired if GIAA is in collaboration with GVB and GEDA regarding route development. Mr. Tupaz replied yes.

With the long-haul strategy not completely addressed, the Board informed Management that they would prefer to take a better look at the Executive Summary before making a decision.

6. NEW BUSINESS

A. Construction Management Services for CID Project – SSFM International, Inc. ("SSFM")

At the April 9, 2015 Board meeting, the Board of Directors approved the selection of SSFM to provide Construction Management (CM) services for the Terminal Building Structural Upgrade and Concourse Isolation Project. As part of the RFP process, GIAA solicited and received a schedule, scope of services, and fee proposal. The GIAA negotiating team was able to negotiate additional items for the basic scope of work and a reduction of the fee proposal. A final scope of services and fee proposal was submitted November 15, 2015 for review. The Executive Manager noted that FAA had previously reviewed and approved the contract and scope of work.

The timeline for the project is 29 months, and a lump sum fee of approximately $3.7M was proposed by SSFM.

Chairman Untalan inquired for clarification if TMG will be monitoring the performance of SSFM. Mr. Tupaz replied yes.

On motion duly made by Director Sobti, seconded by Director Camacho, and unanimously approved, the following resolution was approved:

Resolution No. 16-08

The Board hereby approves the fee proposal of $3,786,792.00 and $500,000 estimated fee in the event special inspection work is required, submitted by SSFM International, Inc. and contract, subject to Legal Counsel's review.

B. Grass Cutting and Herbicidal Treatment Services (Maga Haga Tiyan Highway) - IFB No. GIAA-002-FY16

The Executive Manager provided background information to the Board on the referenced IFB. Eighteen (18) firms/individuals purchased bid packages and six (6) firms submitted bid proposals before the submission deadline. All six (6) firms were evaluated, and all firms determined to be acceptable. As required by the Guam Procurement Regulations, the bids were publicly opened and read aloud in the presence of the bidders. The bid price submittals are as follows in the order they were received and opened:

1.	Guam Tropical Landscaping	$58,500.00
2.	JJ Global	$52,665.73
3.	G4S Security Solutions	$84,198.18
4.	Guam Cleaning Masters	$58,000.00
5.	G-Crew Maintenance	$102,000.00
6.	Legend Pacific Corp.	$71,100.00

The Executive Manager informed the Board that JJ Global has been determined to have met the standards and responsibility and responsiveness outlined in the Guam Procurement Regulations and has been deemed as the lowest responsible, responsive bidder. Therefore, it is recommended that JJ Global be awarded the contract in the amount of $52,665.73 for the project in reference. Discussion followed relative to bid specifications.

After further discussion, on motion duly made by Director Sobti, seconded by Director Sgro, the following resolution was unanimously approved:

Resolution No. 16-09

The Board hereby approves the contract award for Grass Cutting and Herbicidal Treatment Services (Maga Haga Tiyan Highway) - IFB No. GIAA-002-FY16 to JJ Global in the amount of $52,665.73.

C. GIAA FY FY14-04-01 - TSA Recapitalization & Optimization Project

Mr. Fred Tupaz informed the Board that based on recent developments, the project's design team has identified additional work that is required to complete the Baggage Handling System (BHS). The change order submitted will significantly reduce the financial impact on the

Authority in the long run and minimize any operational disruption. Mr. Tupaz noted that the proposed schedule keeps the project in line and on track with the installation from Siemens. Therefore, Management's recommendation is that the Board approve the change order in an amount not to exceed $650,000.00.

Chairman Untalan inquired on the funding for the change order. Mr. Tupaz replied that the funding has already been identified under the Bond proceeds. He also added that if the Authority chooses to wait, this project will not be completed until 2017, as opposed to December 2016. Mr. Gerard Bautista, Air Terminal Manager, noted that there will be a factory equipment testing in April 2016, however the actual commissioning of the equipment will be done in October/November 2016.

Chairman Untalan inquired on the breakdown of the cost proposed. Mr. Tupaz informed the Board of BME's total net additive amount: $400,000.00; EMPSCO's additional construction inspection services: $150,000.00; and a contingency fund amount: $100,000.00.

After further discussion, on motion duly made by Director Sobti, seconded by Director Sgro, the following resolution was unanimously approved:

Resolution No. 16-10

The Board hereby approves Management's recommendation to proceed with the change order as presented for an amount not to exceed $650,000.00.

D. Authorizing Signatories on GIAA's Bank Accounts

Ms. Janalynn Damian, Legal Counsel, presented a resolution relative to authorizing signatories on GIAA's bank accounts, which includes GIAA's new Comptroller, Mr. John A. Rios as a signatory. Said resolution would designate two of the following individuals together to execute checks, drafts, or other orders for and on behalf of GIAA:

1. Charles H. Ada II, Executive Manager
2. Pedro R. Martinez, Deputy Executive Manager;
3. Edward G. Untalan, Chairman of the Board;
4. Jean M. Arriola, Airport Services Manager
5. John A. Rios, Comptroller; and
6. Antoniette L. Bautista, General Accounting Supervisor

On motion duly made by Director Sgro, seconded by Director Camacho, the following resolution was unanimously approved:

Resolution No. 16-11

WHEREAS, the ANTONIO B. WON PAT INTERNATIONAL AIRPORT AUTHORITY, GUAM ("GIAA" or the "Authority") has several bank accounts and desires to designate the individuals authorized to execute checks, drafts, or other orders for and on behalf of GIAA.

NOW, THEREFORE, BE IT RESOLVED, that the Board of Directors of GIAA hereby designates two of the following individuals together to execute checks, drafts, or other orders for and on behalf of GIAA:

1. Charles H. Ada II; Executive Manager
2. Pedro R. Martinez, Deputy Executive Manager;
3. Edward G. Untalan, Chairman of the Board;
4. Jean M. Arriola, Airport Services Manager
5. John A. Rios, Comptroller; and
6. Antoniette L. Bautista, General Accounting Supervisor

BE IT RESOLVED FURTHER, that one of the two signatories must include any one of the following: the Chairman, the Executive Manager, the Deputy Executive Manager; or the Comptroller.

BE IT RESOLVED FURTHER, that the authority of the above-designated individuals to execute checks, drafts, or other orders for and on behalf of GIAA shall be limited only to authorized expenditures of GIAA and as is consistent with the execution of their respective duties, statutory or otherwise, as officers or directors of GIAA.

BE IT RESOLVED FURTHER, that the designation of the above-named individuals supersedes all prior designations by the Board of Directors of GIAA on file at all banking institutions at which GIAA maintains its accounts.

7. REPORT OF THE EXECUTIVE MANAGER

Reference is made to the Executive Manager's Report included as part of the Board's packet, which was presented by the Executive Manager.

8. REPORT OF THE COMPTROLLER

Mr. John Rios, Comptroller, reported on the revenues and expenses of the Authority as of **October 31, 2015**. Mr. Rios reported that year-to-date Total Signatory Revenues are below budgeted revenues by **-1.9%**, year-to-date Total Concession Revenues and Passenger Facility Charges are above budget by **0.1%** and **4.7%**, respectively. Year-to-date Total Other Revenues, inclusive of non-signatory and non-airline revenues are above the budget estimate by **6.2%**. Year-to-date Total Operating Revenues Actual of **$5.64M** is **1.0%** above the budget estimate of **$5.58M**. Year-to-date Total Operating Expenses are below budget by **-25.5%**. Components of this line item include a **-35.5%** decrease in Personnel Service, a **-14.7%** decrease in Contractual Services, a **413.7%** increase in Materials & Supplies and **-100.0%** decrease in Equipment/Furnishings from budgeted amounts for these respective categories. The actual year-to-date Net Revenues from Operations of **$2.6M** reflects an increase of **69.1%** over the year-to-date budgeted amount of **$1.6M**. Mr. Rios reported that the year-to-date Debt Service Coverage is at **1.50** versus the requirement of **1.25.**

Discussion followed relative to accounts receivables, with Chairman Untalan requesting that Management discuss with the Auditor the implantation of policies relative to outstanding accounts.

Mr. Rios gave a brief update relative to the GIAA Strategic Plan for the Board's information.

9. PUBLIC COMMENTS

There were no public comments.

10. EXECUTIVE SESSION

No executive session was held.

Legal Counsel requested that the Board approve and authorize payment to Calvo Fisher & Jacob LLP, for October and November invoices for legal services.

On motion duly made by Director Camacho, seconded by Director Sobti, the following resolution was unanimously approved:

Resolution No. 16-12

The Board hereby authorizes the Authority to issue payment to Calvo Fisher & Jacob LLP for legal fees incurred in October and November 2015 that exceed the monthly cap, as follows: October legal fees in the amount of $14,620.00, and November legal fees relative to the DFS arbitration, in the amount of $63,000.00.

11. ADJOURNMENT

Motion to adjourn duly made by Director Sgro, seconded by Director Sobti; motion unanimously passed. The meeting was adjourned at 4:37 p.m.

Dated this 1st, day of February, 2016.

Edward G. Untalan
Chairman

Attest:
Gurvinder Sobti
Secretary

Prepared and Submitted By:
Amanda O'Brien-Rios
Corresponding Secretary

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WE'RE ON IT 24/7

A.B. WON PAT INTERNATIONAL AIRPORT AUTHORITY, GUAM
Board of Directors Regular Board Meeting
3:00 p.m. Thursday, December 17, 2015
GIAA Terminal Conference Room #3

SIGN-IN SHEET

	PRINT NAME	COMPANY/AGENCY
1.	JEAN ARRIOLA	GLNA
2.	Paul Blas	GIAA
3.	J. CRUZ	GIAA
4.	Gerard Baltazar	
5.	RAY SANTOS	GIAA AIRPORT
6.	FRANK P. TAITANO	GIAA -
7.	VICTOR J. CRUZ	GIAA
8.	R Fausnaugh	GIAA
9.	J.B. JAVELLANA	GIAA
10.	Mona Lutz	LSG
11.	B MILLER	GIAA-OPS
12.	Peter Tran	Sen. Tom Ada
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WE'RE ON IT 24/7

BOARD OF DIRECTORS REGULAR MEETING
3:00 p.m., Thursday, January 28, 2016
GIAA TERMINAL CONFERENCE ROOM #3

Public Notice
First Notice:
Guam Daily Post – January 21, 2016
Notice to Media – January 21, 2016

Second Notice:
Guam Daily Post – January 26, 2016
Notice to Media – January 26, 2016

AGENDA

1. Call to Order and Attendance
2. Approval of Agenda
3. Approval of Minutes
   - **A.** December 17, 2015 Regular Meeting
4. Correspondence
5. Old Business
   - **A.** Status Updates of Capital Improvement Projects
   - **B.** Air Service Development Strategy
6. New Business
   - **A.** Approval of Award for GIAA West Tiyan Perimeter Fence and Gates - IFB No. GIAA-C01-FY16
7. Report of Executive Manager
8. Report of the Comptroller
9. Executive Session
10. Public Comments
11. Adjournment

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MINUTES OF THE REGULAR MEETING OF THE BOARD OF DIRECTORS OF THE A.B. WON PAT INTERNATIONAL AIRPORT AUTHORITY, GUAM
Thursday, January 28, 2016, 3:00 p.m.
GIAA TERMINAL CONFERENCE ROOM #3

1. CALL TO ORDER AND ATTENDANCE

The January 28, 2016 regular meeting of the Board of Directors of the A.B. Won Pat International Airport Authority, Guam ("GIAA" or the "Authority") was called to order by Chairman Untalan at 3:03 p.m. at the GIAA Terminal Conference Room #3, 355 Chalan Pasaheru, Tamuning, Guam, 96913.

Directors Present:	**Offices or positions:**
Edward G. Untalan	Chairman
Martin J. Gerber	Vice Chairman
Gurvinder "Bic" Sobti	
Lucy M. Alcorn	
Rosalinda A. Tolan	
Katherine C. Sgro	
Deedee S. Camacho	

Directors Absent:

GIAA Officials:	
Charles H. Ada II	Executive Manager
Peter Roy Martinez	Deputy Executive Manager
Jean M. Arriola	Airport Services Manager
Gerard Bautista	Air Terminal Manager
John A. Rios	Comptroller
Edward Muna II	Operations Superintendent
Franklin Taitano	Procurement Supervisor
Joseph Calvo	Superintendent of Properties & Facilities
RolendaFaasuamalie	Airport Marketing Administrator
Victor Cruz	Engineering Supervisor
Fred Tupaz	TMG, LLC
Janalynn Cruz Damian, Esq.	GIAA Legal Counsel
Michael A. Pangelinan, Esq.	GIAA Legal Counsel

The Chairman welcomed Airport tenants, stakeholders, and members of the public who are noted in a sign-in sheet attached to these minutes.

2. APPROVAL OF AGENDA

Motion to approve the agenda as presented duly made by Director Tolan, seconded by Director Sgro; motion unanimously passed.

3. APPROVAL OF MINUTES

A. December 17, 2015 Regular Meeting

No corrections or changes were recommended. On motion duly made by Director Sgro, seconded by Director Alcorn, the following resolution was unanimously passed:

Resolution No. 16-13

The Board hereby approves the minutes of the December 17, 2015 regular meeting, subject to corrections.

4. CORRESPONDENCE

Executive Manager Ada had no correspondence to report.

5. OLD BUSINESS

A. Status Updates of Capital Improvement Projects

Mr. Tupaz referred the Board to handouts regarding the current Airport projects and provided various updates to the Board.

i. FAA AIP Grant Projects – Undistributed Obligations (UDO)

- FY2011 - Miscellaneous Airport Improvements Phase 4: Extended (West perimeter fence line project)
- FY2012 - Rehabilitate Runway 6L/24R - Phase 2: Pending final close-out documents.
- FY2013 - Acquire one (1) 3,000 gallon Aircraft Rescue & Fire Fighting (ARFF) Vehicle: Pending final close-out documents.
- FY2013 – Update Airport Master Plan Study: GIS under review by the FAA.
- FY2014 – Install Instrument Landing System (ILS) Runway 06L - Phase 3: Pending final close-out documents.
- FY2015 - Acquire Aircraft Rescue & Fire Fighting Vehicle: Bid advertisement in January 2016.
- FY2015 - Noise Mitigation Measures for Residences within 65 - 69 DNL: Pending final FAA review.

ii. Bond Capital Improvement Projects

- International Arrivals Corridor with Building Seismic Upgrades: Bid opening extended to February 4, 2016 due to further clarification required for Addendum 10 issued December 31, 2015. Addendum 11 issued January 2016.
- Hold Bag Screening Relocation: Work in progress.
- Integrated Passenger Loading Bridge Replacement: Passenger loading bridge being prepared for shipping on January 26, 2016. Estimated to arrive on February 9, 2016. Installation to be complete on March 20, 2016.
- ARFF Facility Replacement: $1M for design, programmed for funding by FAA in FY2016. Scope of work for issuance of A&E RFP anticipated for February 2016.
- Cargo Apron Relocation: $3.6M for design and construction. Programmed for partial FAA funding in FY2016. Scope of work for issuance of RFP anticipated for March 2016.
- Upgrade Airport IT and FMS: Partial upgrades complete. Design of fiber optic realignment in progress. Scope of work for issuance of bid anticipated for January 2016.
- Route 10A Landscape Component: Coordinating with DPW on design progress and schedule for roadway. Monthly teleconferences in progress as Phase II of Tiyan Parkway project progresses.

iii. Capital Improvement Fund

- Upgrades to Public Restrooms - Final Phase: Phase I in progress. Change Order issued for replacement of old piping to improve the water flow in the departure lobby level restroom. 15 day delay anticipated. Restroom #1 at the Customs area was completed on January 11; Phase II of Restroom #2 at the Customs area has been initiated. Phasing plan is being reassessed; project completion anticipated on April 2016.
- Noise Mitigation Program 65 DNL &Higher - Phase VI: New RFP to be issued FY2016 for the next round of program pending discretionary funding from FAA.
- Wildlife Management Assessment: Grant application to be submitted for mid-2016 funding. Work in progress. FAR Part 139 requirement.
- ARFF Facility -Design/Construction Phase 1: Scope of work being completed; RFP to be issued February 2016. Grant application to be submitted for mid-2016 funding.
- Painting & Exterior Surface Improvements and Replace Roofing Systems: Repainting and surface improvements are over 95% complete. Temporary roof repairs pending selection of 3rd Floor Arrivals bid for coordination and scheduling of project.
- Improve Leasehold Facilities (GSE, Tech, HC-5): A&E work underway for HC-5 Hangar. Consolidate project to include Hangar door retrofit, structural improvements and exterior painting. Bid package for February 2016. Notice to Proceed for March 2016.

- Tiyan Land Acquisition & Redevelopment: Meeting to be scheduled with GIAA Conflict Counsel and Government of Guam to identify schedules and funding for acquisition – February 2016.
- Apron Rehabilitation – Design: Assess and design rehabilitation improvements to terminal aprons. RFP scheduled for issuance in March 2016. Funding programmed for FY2016.
- Miscellaneous Airport Improvements – Phase V: Reprogrammed entitlement grant funding to cover Tiyan Parkway Fencing project and demo of remaining buildings and miscellaneous structures.

B. Air Service Development Strategy

Director Sgro advised the Board that the Air Service Development strategy had been tabled at the last Board meeting. Director Sgro informed the Board that Mr. Tupaz provided a detailed presentation during the Air Service Development/Marketing Sub-Committee meeting held on January 26, 2016. For the Board's consideration, Mr. Tupaz referred the Board to his handout regarding a motion to adopt the Network Development Strategy Update – December 2015 and reiterated the key components of the strategy for short-haul and long-haul route development. There was discussion by the Board. Vice-Chairman Gerber inquired about mentioning other airline partners.

After discussion by the Board, on motion duly made by Director Sgro, seconded by Director Alcorn, the following resolution was unanimously passed:

Resolution No. 16-14

The Board hereby approves, accepts and adopts the Network Development Strategy Update prepared by Airport Strategy and Marketing, Limited, as presented.

6. NEW BUSINESS

A. Approval of Award for GIAA West Perimeter Fence and Gates - IFB No. GIAA-C01-FY16

The Executive Manager provided background information to the Board on the referenced IFB. Twenty-six (26) firms/individuals purchased bid packages and fourteen (14) firms submitted bids before the submission deadline. The fourteen (14) bids were evaluated, and ten (10) bids were determined to be acceptable. As required by the Guam Procurement Regulations, the bids were publicly opened and read aloud in the presence of the bidders. The bid price submittals are as follows in the order they were received and opened:

1.	Ian Corporation	$490,636.18
2.	Maeda Pacific Corporation	$692,000.00
3.	Pacific Rim Land Development	$639,500.00
4.	BME & Sons Inc.	$479,606.15

5.	Mega United Corp.	$997,960.00
6.	Sumitomo Mitsui	$517,526.00
7.	Inland Builders Corporation	$553,931.45
8.	Nippo USA Inc.	$727,700.00
9.	ProPacific Builders Corporation	$498,900.00
10.	Giant Const. Corporation	$499,887.00

The Executive Manager informed the Board that BME & Sons Inc. has been determined to have met the standards and responsibility and responsiveness outlined in the Guam Procurement Regulations and has been deemed as the lowest responsible, responsive bidder. Therefore, it is recommended that BME & Sons Inc. be awarded the contract in the amount of $479,606.15 for the project in reference.

The Executive Manager noted for the Board's information that four (4) firms were rejected for non-compliance. Included in the Board's package is JJ Global's formal letter to withdraw their bid submittal.

On motion duly made by Director Sgro, seconded by Director Camacho, and unanimously approved, the following resolution was approved:

Resolution No. 16-15

The Board hereby approves the contract award for GIAA West Perimeter Fence and Gates - IFB No. GIAA-C01-FY16 to BME & Sons Inc. in the amount of $479,606.15, subject to review by legal counsel.

7. REPORT OF THE EXECUTIVE MANAGER

Reference is made to the Executive Manager's Report included as part of the Board's packet, which was presented by the Executive Manager.

The Executive Manager discussed the passenger processing issues – extreme passenger congestion and the paperwork processing the passengers are experiencing. He noted that GIAA will be purchasing six to eight kiosks, and that the Guam Visitors Bureau will be purchasing two. Executive Manager Ada also noted USCBP manpower issue.

In reference to the Taxi Service Concession RFP, the Executive Manager announced that the RFP has been cancelled for further evaluation of taxicab services at the Airport. A letter went out to all proposers.

For the Board's consideration, the Executive Manager informed the Board of a request for sponsorship from Senator Tina Muna-Barnes in reference to the 12th Festival of Pacific Arts (FestPac), to be hosted by Guam in May 2016.

On motion duly made by Director Sgro, seconded by Director Alcorn, and unanimously approved, the following resolution was approved:

Resolution No. 16-16

The Board hereby acknowledges the request for sponsorship from Senator Tina Muna-Barnes in reference to the 12th Festival of Pacific Arts (FestPac), and that the Authority will consider the request.

8. REPORT OF THE COMPTROLLER

Mr. John Rios, Comptroller, reported on the revenues and expenses of the Authority as of **December 31, 2015**. Mr. Rios reported that year-to-date Total Signatory Revenues are below budgeted revenues by **3.1%**,year-to-date Total Concession Revenues and Passenger Facility Charges are below and above budget by **-0.1%** and **0.5%**, respectively. Year-to-date Total Other Revenues, inclusive of non-signatory and non-airline revenues are above the budget estimate by **9.7%**. Year-to-date Total Operating Revenues Actual of **$17.6M** is **3.4%** above the budget estimate of **$17.0M**. Year-to-date Total Operating Expenses are below budget by **-25.0%**. Components of this line item include a **-13.3%** decrease in Personnel Service, a **-31.4%** decrease in Contractual Services, a **-67.8%** decrease in Materials & Supplies and a **-100.0%** decrease in Equipment/Furnishings from budgeted amounts for these respective categories. The actual year-to-date Net Revenues from Operations of **$8.8M** reflects an increase of **66.6%** over the year-to-date budgeted amount of **$5.3M**. Mr. Rios reported that the year-to-date Debt Service Coverage is at **1.64** versus the requirement of **1.25.**

The Comptroller announced that the audit presentation on GASB 67/68 issues has been extended until February.

9. PUBLIC COMMENTS

There were no public comments.

10. EXECUTIVE SESSION

The next item on the agenda was Executive Session.

Upon written recommendation of counsel, on motion duly made by Director Camacho, seconded by Director Sobti, and unanimously approved, the Board recessed to convene into Executive Session at 4:04 p.m. to discuss pending or threatened litigation to which GIAA is or may be a party. Attending Executive Session were members of the Board, Executive Manager Ada, and Legal Counsel – Michael A. Pangelinan, Eduardo A. Calvo, Janalynn Cruz Damian, and Sarah L. Fabian.

Chairman Untalan, Director Sobti and Director Camacho did not participate in Executive Session because of conflicts and left the conference room.

On motion duly made by Director Alcorn, seconded by Director Sgro, Executive Session adjourned at 5:19 p.m., at which time the Board reconvened the regular session.

All Board members present in the conference room.

Acting Chairman Gerber announced that there was a request from legal counsel to authorize payment of legal counsel's December invoice for legal services relating to the DFS arbitration matter.

Chairman Untalan and Directors Sobti and Camacho did not participate in discussion or vote on this matter because of conflicts of interest.

On motion duly made by Director Tolan, seconded by Director Sgro, the following resolution was unanimously approved:

Resolution No. 16-17

The Board hereby authorizes the Authority to issue payment to Calvo Fisher & Jacob LLP for legal fees incurred in December 2015 relative to the DFS arbitration, in the amount of $54,646.93.

11. ADJOURNMENT

Motion to adjourn duly made by Director Camacho, seconded by Director Alcorn; motion unanimously passed. The meeting was adjourned at 5:23 p.m.

Dated this 11th, day of March, 2016.

Martin J. Gerber
Chairman, Acting

Attest:

Gurvinder Sobti
Secretary

Prepared and Submitted By:

Amanda O'Brien-Rios
Corresponding Secretary

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WE'RE ON IT 24/7

A.B. WON PAT INTERNATIONAL AIRPORT AUTHORITY, GUAM
Board of Directors Regular Board Meeting
3:00 p.m. Thursday, January 28, 2016
GIAA Terminal Conference Room #3

SIGN-IN SHEET

	PRINT NAME	COMPANY/AGENCY
1.	Blaine Dydasco	Sen. Tom Ada
2.	J-CALVO	GIAA
3.	Gerard BAUTISTA	ATM
4.	EMMANIA	GIAA - OPS
5.	CHARLES H. ADAP	GIAA
6.	Nestor Licanto	KUAM
7.	JEMO ARRIOLA	GIAA
8.	JD YANG	Joy
9.	KAWIKA KAHAPEA	UNITED
10.	R. Fagsmeg	GIAA MKTG
11.	Antonio Tenorio	GIAA Police
12.	FRANK P. TAITANO	GIAA PROC.
13.	Mike Pangelinan	CFS
14.	Sarah Fabian	CFS
15.	Benny Crawford	Self
16.	Ray Mauro	ARFF
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A.B. WON PAT INTERNATIONAL AIRPORT GUAM
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WE'RE ON IT 24/7

BOARD OF DIRECTORS REGULAR MEETING
3:00 p.m., Thursday, March 3, 2016
GIAA TERMINAL CONFERENCE ROOM #3

Public Notice
First Notice:
Guam Daily Post – February 25, 2016
Notice to Media – February 25, 2016

Second Notice:
Guam Daily Post – March 1, 2016
Notice to Media – March 1, 2016

AGENDA

1. Call to Order and Attendance
2. Approval of Agenda
3. Approval of Minutes
   - **A.** January 28, 2016 Regular Meeting
4. Correspondence
5. Old Business
   - **A.** Status Updates of Capital Improvement Projects
6. New Business
   - **A.** Approval of FY15 Financial Audit Report by Ernst & Young
   - **B.** Approval of Award for Commercial Advertising Concession - RFP No. GIAA-010-FY15
7. Report of Executive Manager
8. Report of the Comptroller
9. Executive Session
10. Public Comments
11. Adjournment

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MINUTES OF THE REGULAR MEETING OF THE BOARD OF DIRECTORS OF THE A.B. WON PAT INTERNATIONAL AIRPORT AUTHORITY, GUAM
Thursday, March 3, 2016, 3:00 p.m.
GIAA TERMINAL CONFERENCE ROOM #3

1. CALL TO ORDER AND ATTENDANCE

The March 3, 2016 regular meeting of the Board of Directors of the A.B. Won Pat International Airport Authority, Guam ("GIAA" or the "Authority") was called to order by Acting Chairman Gerber at 3:09 p.m. at the GIAA Terminal Conference Room #3, 355 Chalan Pasaheru, Tamuning, Guam, 96913.

Directors Present:	**Offices or positions:**
Martin J. Gerber	Chairman, Acting
Lucy M. Alcorn	
Katherine C. Sgro	
Deedee S. Camacho	
Directors Absent:	
Gurvinder "Bic" Sobti	Sick (Excused)
Rosalinda A. Tolan	Off-island (Excused)
GIAA Officials:	
Charles H. Ada II	Executive Manager
Peter Roy Martinez	Deputy Executive Manager
Jean M. Arriola	Airport Services Manager
Gerard Bautista	Air Terminal Manager
Ann Bautista	General Accounting Supervisor
Benny Baza	ARFF Chief
Edward Muna II	Operations Superintendent
Franklin Taitano	Procurement Supervisor
Joseph Javellana	Program Coordinator IV
Joseph Calvo	Superintendent of Properties & Facilities
Rolenda Faasuamalie	Airport Marketing Administrator
Victor Cruz	Engineering Supervisor
Fred Tupaz	TMG, LLC
Janalynn Cruz Damian, Esq.	GIAA Legal Counsel

The Acting Chairman welcomed Airport tenants, stakeholders, and members of the public who are noted in a sign-in sheet attached to these minutes.

2. APPROVAL OF AGENDA

The Executive Manager requested to add item "C" under New Business - Board Standing Committees.

Motion to accept the Executive Manager's recommendation duly made by Director Sgro, seconded by Director Camacho; motion unanimously passed.

3. APPROVAL OF MINUTES

A. January 28, 2016 Regular Meeting

No corrections or changes were recommended. On motion duly made by Director Sgro, seconded by Director Alcorn, the following resolution was unanimously passed:

Resolution No. 16-18

The Board hereby approves the minutes of the January 28, 2016 regular meeting, subject to corrections.

4. CORRESPONDENCE

A. Resignation Letter of Chairman Edward G. Untalan

Copies provided for the Board's information. Acting Chairman Gerber announced that it was a pleasure working with Chairman Untalan. Director Sgro suggested a resolution be drafted commending the former Chairman for his contribution to the Board of Directors and GIAA. The Executive Manager also suggested a luncheon. The Board agreed.

B. Appointment Letter to GIAA Board of Directors - Ricardo C. Duenas

Copies provided for the Board's information. The Executive Manager announced that Mr. Duenas will serve the remainder of former Chairman Untalan's term, which expires February 2017.

5. OLD BUSINESS

A. Status Updates of Capital Improvement Projects

Mr. Tupaz referred the Board to handouts regarding the current Airport projects and provided various updates to the Board.

i. FAA AIP Grant Projects – Undistributed Obligations (UDO)

- FY2011 - Miscellaneous Airport Improvements Phase 4: Notice to Proceed to be issued, pending the executed contract from the FAA.
- FY2015 - Acquire Aircraft Rescue & Fire Fighting Vehicle: Bid opening was held on March 1, 2016. Bids are currently under evaluation.
- FY2015 - Noise Mitigation Measures for Residences within 65 - 69 DNL: Noise Exposure Map's (NEM's) are being finalized based on feedback from the FAA. RFP issuance pending final approval of NEM report.

ii. Bond Capital Improvement Projects

- International Arrivals Corridor with Building Seismic Upgrades: Bids for construction under evaluation.
- Hold Bag Screening Relocation: Work in progress. 50% complete as of January 31, 2016.
- Integrated Passenger Loading Bridge Replacement: Passenger Loading Bridge was installed as of February 26, 2016. Testing in progress.
- Parking Expansion: Design on hold at 30%. Public/Private partnership expressed. Design to be coordinated with DPW.
- ARFF Facility Replacement: $1M for design, programmed for funding by FAA in FY2016. Scope of work for issuance of A&E RFP complete. Bid advertisement is anticipated for March 2016.
- Cargo Apron Relocation: Design has been suspended until further notice. Scope of Work will still be worked on should additional discretionary funds from the FAA become available in FY17.
- Upgrade Airport IT and FMS: Scope of work for bid is complete. Bid should be advertised this month and the bid opening anticipated for May 2016.
- Route 10A Landscape Component: Coordinating with DPW on design progress and schedule for roadway.

Acting Chairman Gerber took this time to commend Management on the Informational Hearing that was scheduled earlier that day before GIAA's oversight committee, he said it went well.

iii. Capital Improvement Fund

- Upgrades to Public Restrooms - Final Phase: Phase I complete. Phase II of Restroom #2 is underway. Phasing plan is being reassessed; project completion anticipated for May 2016, before FestPac.
- Painting & Exterior Surface Improvements and Replace Roofing Systems: Repainting and surface improvements are almost 100% complete. Holding of the baggage carts are almost complete. Temporary roof repairs pending selection of 3rd Floor Arrivals bid opening for coordination and scheduling of project.
- Upgrades to VQ-1 Hangar: Assessment ongoing of Hangar door, roofing and other structural areas.

- Improve Leasehold Facilities (GSE, Tech, HC-5): Scope of Work complete and bid advertisement scheduled for March 2016 with Notice to Proceed in April 2016.
- Tiyan Land Acquisition & Redevelopment: Meeting with Governor's Office, DPW and GIAA took place on February 9, 2016 to identify schedules and funding for acquisition. Expected to be finalized in November 2016.
- Improve Arrival and Inspection Facilities: Scope of Work under completion for issuance of Bid. Anticipating advertisement in March 2016. Kiosks anticipated to be installed by June 2016.
- Apron Rehabilitation – Design: Assess and design rehabilitation improvements to terminal aprons. RFP scheduled for advertisement in March/April 2016. Funding programmed for summer FY2016.
- Miscellaneous Airport Improvements – Phase V: Reprogrammed entitlement grant funding to cover Tiyan Parkway Fencing project and demo of remaining buildings and miscellaneous structures. Moved to Priority 1 for FAA.

Discussion on Ambassador Program. The Executive Manager informed the Board of the taskforce put together by the Governor's Office to address the long wait lines at immigration.

6. NEW BUSINESS

A. Approval of FY15 Financial Audit Report by Ernst & Young

The Executive Manager announced that the Airport's FY15 audit has been completed and introduced Mr. Jim Whitt from Ernst & Young, LLP (E&Y) who, together with the E&Y team has put together the results of the audit.

Mr. Whitt announced that Mr. Ruggie Rosal will conduct the presentation. Mr. Rosal proceeded with the presentation of the audit results via power point. Mr. Ruggie announced that the Airport is now a Low Risk Auditee. After the presentation, Mr. Whitt thanked the Board, Management and Accounting Staff for the opportunity and the exceptional cooperation given to E&Y during the audit process.

On motion duly made by Director Sgro, seconded by Director Alcorn, and unanimously approved, the following resolution was approved:

Resolution No. 16-19

The Board hereby approves the FY15 Financial Audit Report as presented by Ernst & Young.

B. Approval of Award for Commercial Advertising Concession - RFP No. GIAA-010-FY15

Director Camacho announced that she would like to recuse herself from the discussion relating to the award for commercial advertising concession as she has a conflict of interest. Director

Camacho indicated that she will submit her recusal in writing. With the absence of a quorum, the matter was tabled.

C. Approval of Board Standing Committees

The Acting Chairman presented to the Board a memorandum dated March 3, 2016 regarding recommended Board Standing Committees.

On motion duly made by Director Sgro and seconded by Director Camacho, the following resolution was unanimously passed:

Resolution No. 16-20

The Board hereby approves the Board subcommittees, chairpersons, and members as presented:

1. Finance/Operations/Administration
   Chairperson: Martin J. Gerber
   Members: Director Camacho.
2. Legal/Legislative
   Chairperson: Martin J. Gerber
   Members: Lucy M. Alcorn
3. Capital Improvement Projects/Property Development
   Chairperson: Martin J. Gerber
   Member: Gurvinder "Bic" Sobti
4. Tenant Relations/Air Service Development/Marketing
   Chairperson: Director Sgro
   Members: Linda A. Tolan, Lucy M. Alcorn.

The Chairman congratulated the Board members on accepting their new roles in their respective subcommittees.

7. REPORT OF THE EXECUTIVE MANAGER

Reference is made to the Executive Manager's Report included as part of the Board's packet, which was presented by the Executive Manager.

Discussion ensued relative to the issues with USCBP and the plan and costs associated with an instructional video for filling out arrival forms.

Discussion followed relative to the emergency landing of a cargo plane on Guam.

8. REPORT OF THE COMPTROLLER

Ms. Ann Bautista, General Accounting Supervisor, reported on the revenues and expenses of the Authority as of **January 31, 2016**. Ms. Bautista reported that year-to-date Total Signatory Revenues are above budgeted revenues by **3.2%**,year-to-date Total Concession Revenues and Passenger Facility Charges are above and below budget by **0.3%** and **-0.8%**, respectively. Year-to-date Total Other Revenues, inclusive of non-signatory and non-airline revenues are above the budget estimate by **7.6%**. Year-to-date Total Operating Revenues Actual of **$23.7M** is **3.0%** above the budget estimate of **$23.0M**. Year-to-date Total Operating Expenses are below budget by **-20.0%**. Components of this line item include a **-10.9%** decrease in Personnel Service, a **-23.0%** decrease in Contractual Services, a **-66.3%** decrease in Materials & Supplies and a **-100.0%** decrease in Equipment/Furnishings from budgeted amounts for these respective categories. The actual year-to-date Net Revenues from Operations of **$11.4M** reflects an increase of **49.4%** over the year-to-date budgeted amount of **$7.6M**. Ms. Bautista reported that the year-to-date Debt Service Coverage is at **1.55** versus the requirement of **1.25.**

9. EXECUTIVE SESSION

The next item on the agenda was Executive Session.

Upon written recommendation of counsel, on motion duly made by Director Alcorn, seconded by Director Camacho, and unanimously approved, the Board recessed to convene into Executive Session at 4:29 p.m. to discuss pending or threatened litigation to which GIAA is or may be a party. Attending Executive Session were members of the Board, Executive Manager Ada, and Legal Counsel Janalynn Cruz Damian.

Executive Session adjourned at 4:45 p.m., at which time the Board reconvened the regular session.

Acting Chairman Gerber announced that there was a request from legal counsel to authorize payment of legal counsel's January invoice for legal services that exceeded the monthly cap.

On motion duly made by Director Alcorn, seconded by Director Camacho, the following resolution was unanimously approved:

Resolution No. 16-21

The Board hereby authorizes the Authority to issue payment to Calvo Fisher & Jacob LLP for legal fees incurred in January 2016 that exceeded the monthly cap, in the amount of $22,505.30.

9. PUBLIC COMMENTS

There were no public comments.

At this time Acting Chairman Gerber suggested that the Board adjourn the regular Board meeting and reconvene on Friday, March 11, 2016 at 2:00 p.m. to address further items.

On motion duly made by Director Alcorn, seconded by Director Camacho, the following resolution was unanimously approved:

Resolution No. 16-22

The March 3, 2016 Regular Meeting of the Board of Directors of GIAA is hereby adjourned until Friday, March 11, 2016 at 2:00 p.m., to reconvene at the GIAA Conference Room, 355 Chalan Pasaheru, Tamuning, Guam, 96913.

Dated this 31st, day of March, 2016.

Attest:

Martin J. Gerber
Chairman, Acting

Gurvinder Sobti
Secretary

Prepared and Submitted By:

Amanda O'Brien-Rios
Corresponding Secretary

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WE'RE ON IT 24/7

ORDER OF ADJOURNMENT

By Resolution of the Board of Directors of the A.B. Won Pat International Airport Authority, Guam ("GIAA"), the March 3, 2016 Regular Meeting of the Board of Directors of GIAA is hereby adjourned until Friday, March 11, 2016 at 2:00 p.m., to reconvene at the GIAA Conference Room 355 Chalan Pasaheru, Tamuning, Guam, 96913.

Dated this 3rd day of March, 2016.

Martin J. Gerber
Chairman of the Board, Acting

AMERICAN ASSOCIATION OF AIRPORT EXECUTIVES
AIRPORTS COUNCIL INTERNATIONAL
NASAO National Association of State Aviation Officials
THE INTERNATIONAL AIR CARGO ASSOCIATION

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WE'RE ON IT 24/7

A.B. WON PAT INTERNATIONAL AIRPORT AUTHORITY, GUAM
Board of Directors Regular Board Meeting
3:00 p.m. Thursday, March 3, 2016
GIAA Terminal Conference Room #3

SIGN-IN SHEET

	PRINT NAME	COMPANY/AGENCY
1.	BENNY A. BAZA	ARFF
2.	CHUCK ADA	GIAA
3.	Kenny S. Atoigue	ARFF
4.	VICTOR J. CRUZ	GIAA
5.	RUGGIE ROSAL	EY
6.	DEBBIE NGATA	EY
7.	John Onedera	EY
8.	J.G. JAVELLANA	GIAA
9.	V. GALVO	P/F
10.	R. Fausmaloe	GIAA
11.	Gerard B [illegible]	GIAA
12.	Annmarie Muna	AM. Ins.
13.	Muna [illegible]	GIAA
14.	FRANK P. TAITANO	GIAA
15.	Ashley Gaerlan	OPA
16.	Jim Whitt	EY
17.	JOAN APRIESA	GIAA
18.		
19.		
20.		

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WE'RE ON IT 24/7

BOARD OF DIRECTORS REGULAR MEETING
3:00 p.m., Thursday, March 3, 2016
GIAA TERMINAL CONFERENCE ROOM #3

Public Notice
First Notice:
Guam Daily Post – February 25, 2016
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8. Report of the Comptroller
9. Executive Session
10. Public Comments
11. Adjournment

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MINUTES OF THE REGULAR MEETING OF THE BOARD OF DIRECTORS OF THE A.B. WON PAT INTERNATIONAL AIRPORT AUTHORITY, GUAM

Friday, March 11, 2016, 2:00 p.m. *Reconvened Meeting*
GIAA TERMINAL CONFERENCE ROOM #3

1. CALL TO ORDER AND ATTENDANCE

The Regular meeting of the Board of Directors of the A.B. Won Pat International Airport Authority, Guam ("GIAA" or the "Authority") held on March 3, 2016, was reconvened and called to order by Acting Chairman Gerber at 2:10 p.m. at the GIAA Terminal Conference Room #3, 355 Chalan Pasaheru, Tamuning, Guam, 96913.

Directors Present:	**Offices or positions:**
Martin J. Gerber	Chairman, Acting
Gurvinder "Bic" Sobti	
Lucy M. Alcorn	
Katherine C. Sgro	
Rosalinda A. Tolan	
Directors Absent:	
Deedee S. Camacho	Absent (Excused)
GIAA Officials:	
Charles H. Ada II	Executive Manager
Jean M. Arriola	Airport Services Manager
Gerard Bautista	Air Terminal Manager
Ann Bautista	General Accounting Supervisor
Edward Muna II	Operations Superintendent
Franklin Taitano	Procurement Supervisor
Rolenda Faasuamalie	Airport Marketing Administrator
Victor Cruz	Engineering Supervisor
Fred Tupaz	TMG, LLC
Janalynn Cruz Damian, Esq.	GIAA Legal Counsel

Acting Chairman Gerber announced the presence of newly appointed Board member Ricardo C. Duenas who is currently awaiting legislative confirmation. The Board and Management welcomed Mr. Duenas.

2. NEW BUSINESS

A. Approval of Award for Commercial Advertising Concession - RFP No. GIAA-010-FY15 - *Tabled*

The EM provided background information to the Board on the referenced RFP including the scope of services, contract term, dates of advertisement of the RFP, proposal submission deadline, and the number of interested proposers. An evaluation committee was established to evaluate the two (2) proposals timely submitted to determine the most qualified proposer. The proposals were evaluated on a point system assigned for each criteria identified in the RFP package. The qualified firms in the ranking are as follows:

1. Proposer B
2. Proposer A

Management recommends that the Board approve the ranking results and award the RFP to Proposer B, subject to Management's negotiation of fair and reasonable fees.

Director Sgro asked that the Executive Manager elaborate on "Commercial Advertising". The Executive Manager informed the Board that the current contract for commercial advertising is with Clear Channel. The firm controls the advertisement spaces throughout the Airport, by selling the spaces and GIAA receives a percentage of the sales. Discussion followed relative to the details of the contract.

On motion duly made by Director Sgro, seconded by Director Alcorn, the following resolution was unanimously approved:

Resolution No. 16-23

The Board hereby approves the ranking results as presented and contract award to Proposer B for Commercial Advertising Concession - RFP No. GIAA-010-FY15, subject to Management's negotiation of fair and reasonable fees and legal review. If negotiations prove unsuccessful, Management is authorized to enter into negotiations with the next highest proposer.

The Executive Manager informed the Board that Proposer B is Clear Channel.

Legal Counsel announced for the record that the procurement for this item is being handled by Conflicts Counsel as Calvo Fisher & Jacob LLP has a conflict.

B. Approval of Award for Purchase and Delivery of Aircraft Rescue Fire Fighting (ARFF) Vehicle - One (1) Class Five (5) - 3,000 Gallon Capacity and One (1) Class Three (3) Rapid Intervention Vehicle - IFB No. GIAA-001-FY16

The Executive Manager provided background information to the Board on the referenced IFB. Three (3) firms/individuals purchased bid packages and one (1) firm submitted bids before the

submission deadline. The one (1) bid was evaluated, and determined to be acceptable. As required by the Guam Procurement Regulations, the bid was publicly opened and read aloud in the presence of the bidders. The bid price submittals are as follows in the order they were received and opened:

1.	Morrico Equipment LLC	Rosenbauer Panther 6x6	$728,484.00
		RosenbauerAirwolf Class 3	$364,425.00

The Executive Manager informed the Board that Morrico Equipment LLC has been determined to have met the standards and responsibility and responsiveness outlined in the Guam Procurement Regulations and has been deemed as the lowest responsible, responsive bidder. Therefore, it is recommended that Morrico Equipment LLC be awarded the contract in the amount of $1,092,909.00 for the project in reference.

On motion duly made by Director Tolan, seconded by Director Sobti, and unanimously approved, the following resolution was approved:

Resolution No. 16-24

The Board hereby approves the contract award for Purchase and Delivery of Aircraft Rescue Fire Fighting (ARFF) Vehicle - One (1) Class Five (5) - 3,000 Gallon Capacity and One (1) Class Three (3) Rapid Intervention Vehicle - IFB No. GIAA-001-FY16 to Morrico Equipment LLC in the amount of $1,092,909.00, subject to review by legal counsel.

C. Request for Sponsorship - 12th Festival of Pacific Arts (FestPac)

The Executive Manager reminded the Board that at the January 28, 2016 Regular Board of Directors meeting the Board had acknowledged the request for sponsorship from Senator Tina Muna-Barnes in reference to the 12th Festival of Pacific Arts (FestPac), to be hosted by Guam in May 2016. The Executive Manager announced that a follow up letter from the Senator had been received. He informed the Board that the sponsorship request is for $100K, $50K or $25K. Management's recommendation is to sponsor FestPac in the amount of $100,000.00. Discussion followed relative to where the funds would come from and the benefits to the Airport, with the Executive Manager informing the Board that with approximately 15,000 people visiting Guam for FestPac that the sponsorship amount would cover itself. With the absence of the Comptroller, the Board asked that Management provide a breakdown of where the funds would come from at the next Board meeting.

On motion duly made by Director Sobti, seconded by Director Tolan, and unanimously approved, the following resolution was approved:

Resolution No. 16-25

The Board hereby approves the request for sponsorship from Senator Tina Muna-Barnes in reference to the 12th Festival of Pacific Arts (FestPac) in the amount of $100,000.00.

At this time, Director Sgro congratulated GIAA Management and the Marketing department for winning an award in the 4 Million Passenger category at the recent Routes Asia 2016 conference held in Manila, Philippines. Mr. Tupaz announced that over 10 airports in the region were nominated for this particular award, therefore it was a significant accomplishment for GIAA. Director Sgro informed the Board that she was very impressed with the preparation for the conference from Management and the Marketing department as well as the collaboration with GVB, and went on to announce that Guam was asked to consider hosting the Routes Asia 2019 conference.

Discussion followed relative to the establishment of a sister airport relationship with Clark Airport. Mr. Tupaz went on to add that it is important for GIAA to follow through with the airlines that have shown interest in Guam. Acting Chairman Gerber agreed and requested that updates regarding interested airlines be made part of future Air Service Development presentations.

D. Ratification of Quarterly Travel

The Executive Manager presented the quarterly travel from October 1, 2015 to March 11, 2016 for ratification by the Board. Per GIAA's travel policy all travel by Board members, the Executive Manager, the Deputy Executive Manager, the Comptroller and all non-Airport employees must be approved or ratified by the Board of Directors.

On motion duly made by Director Alcorn, seconded by Director Sobti, and unanimously approved, the following resolution was approved:

Resolution No. 16-26

The Board hereby ratifies the quarterly travel from October 1, 2015 to March 11, 2016 for Board members, Executive Manager, Deputy Executive Manager, the Comptroller and all non-Airport employees as presented.

3. EXECUTIVE SESSION

The next item on the agenda was Executive Session.

Upon written recommendation of counsel, on motion duly made by Director Sobti, seconded by Director Alcorn, and unanimously approved, the Board recessed to convene into Executive Session at 2:57 p.m. to discuss pending or threatened litigation to which GIAA is or may be a party. Attending Executive Session were members of the Board, Executive Manager Ada, and Legal Counsel Janalynn Cruz Damian.
Director Sobti did not participate in Executive Session because of a conflict of interest with the matter being discussed and left the conference room.

Executive Session adjourned at 3:23 p.m., at which time the Board reconvened the regular session.

All members present in the conference room.

Acting Chairman Gerber announced that there was a request from legal counsel to authorize payment of legal counsel's January and February2016 invoices for legal services related to the DFS arbitration matter.

Director Sobti did not participate in discussion or vote on this matter because of a conflict of interest.

On motion duly made by Director Alcorn, seconded by Director Sgro, the following resolution was unanimously approved:

Resolution No. 16-27

The Board hereby authorizes the Authority to issue payment to Calvo Fisher & Jacob LLP for legal fees incurred in January 2016 related to the DFS arbitration in the amount of $67,617.80; and legal fees incurred in February 2016 related to the DFS arbitration in the amount of $98,168.72.

4. PUBLIC COMMENTS

There were no public comments.

5. ADJOURNMENT

Motion to adjourn duly made by Director Alcorn, seconded by Director Sgro; motion unanimously passed. The meeting was adjourned at 3:24 p.m.

Dated this 31st, day of March, 2016.

Martin J. Gerber
Chairman, Acting

Attest:

Gurvinder Sobti
Secretary

Prepared and Submitted By:

Amanda O'Brien-Rios
Corresponding Secretary

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ORDER OF ADJOURNMENT

By Resolution of the Board of Directors of the A.B. Won Pat International Airport Authority, Guam ("GIAA"), the March 3, 2016 Regular Meeting of the Board of Directors of GIAA is hereby adjourned until Friday, March 11, 2016 at 2:00 p.m., to reconvene at the GIAA Conference Room 355 Chalan Pasaheru, Tamuning, Guam, 96913.

Dated this 3rd day of March, 2016.

Martin J. Gerber
Chairman of the Board, Acting

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A.B. WON PAT INTERNATIONAL AIRPORT AUTHORITY, GUAM
Board of Directors Regular Board Meeting
3:00 p.m. Thursday, March 3, 2016
(Recessed until March 11, 2016)
GIAA Terminal Conference Room #3

SIGN-IN SHEET

	PRINT NAME	COMPANY/AGENCY
1.	Rofenda Faasnamalc	GIAA Mkt
2.	FRANK P. TAITANO	GIAA - APOC.
3.	VICTOR J. CRUZ	GIAA
4.	Gerard BAUTISTA	GIAA
5.	CHARLES H. LADD	GIAA
6.	EDWARD MILLER	GIAA OPS
7.	ANN BAUTISTA	GIAA ACCTG
8.	J. ARNOLD	GIAA
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WE'RE ON IT 24/7

BOARD OF DIRECTORS REGULAR MEETING
3:00 p.m., Thursday, March 31, 2016
GIAA TERMINAL CONFERENCE ROOM #3

Public Notice
First Notice:
Guam Daily Post – March 24, 2016
Notice to Media – March 24, 2016

Second Notice:
Guam Daily Post – March 29, 2016
Notice to Media – March 29, 2016

AGENDA

1. Call to Order and Attendance
2. Approval of Agenda
3. Approval of Minutes
   - **A.** March 3, 2016 Regular Meeting
   - **B.** March 11, 2016 Reconvened Meeting
4. Correspondence
5. Old Business
   - **A.** Status Updates of Capital Improvement Projects
6. New Business
   - **A.** Approval of Award for Purchase and Delivery of ARFF Equipment, Tools, and Proximity Gear - IFB No. GIAA-004-FY16
   - **B.** Approval of Work Order - Airport Ambassador Program
7. Report of Executive Manager
8. Report of the Comptroller
9. Executive Session
10. Public Comments
11. Adjournment

A.B. WON PAT INTERNATIONAL AIRPORT GUAM
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MINUTES OF THE REGULAR MEETING OF THE BOARD OF DIRECTORS OF THE A.B. WON PAT INTERNATIONAL AIRPORT AUTHORITY, GUAM
Thursday, March 31, 2016, 3:00 p.m.
GIAA TERMINAL CONFERENCE ROOM #3

1. CALL TO ORDER AND ATTENDANCE

The March 31, 2016 regular meeting of the Board of Directors of the A.B. Won Pat International Airport Authority, Guam ("GIAA" or the "Authority") was called to order by Acting Chairman Gerber at 3:05 p.m. at the GIAA Terminal Conference Room #3, 355 Chalan Pasaheru, Tamuning, Guam, 96913.

Directors Present:	**Offices or positions:**
Martin J. Gerber	Chairman, Acting
Gurvinder "Bic" Sobti	
Lucy M. Alcorn	
Rosalinda A. Tolan	
Katherine C. Sgro	
Deedee S. Camacho	

Directors Absent:

GIAA Officials:	
Peter Roy Martinez	Deputy Executive Manager
Jean M. Arriola	Airport Services Manager
Gerard Bautista	Air Terminal Manager
John A. Rios	Comptroller
Benny Baza	ARFF Chief
Robert D. Camacho	Airport Police Chief
Edward Muna II	Operations Superintendent
Franklin Taitano	Procurement Supervisor
Joseph Javellana	Program Coordinator IV
Joseph Calvo	Superintendent of Properties & Facilities
Victor Cruz	Engineering Supervisor
Fred Tupaz	TMG, LLC
Janalynn Cruz Damian, Esq.	GIAA Legal Counsel

The Acting Chairman welcomed Airport tenants, stakeholders, and members of the public who are noted in a sign-in sheet attached to these minutes.

2. APPROVAL OF AGENDA

Legal Counsel requested to add item "C" under New Business - Board Resolution No. 16-28: Relative to Recognizing the Services of Edward G. Untalan.

Motion to accept Legal Counsel's recommendation duly made by Director Alcorn, seconded by Director Sobti; motion unanimously passed.

3. APPROVAL OF MINUTES

A. March 3, 2016 Regular Meeting
B. March 11, 2016 Reconvened Meeting

No corrections or changes were recommended. On motion duly made by Director Alcorn, seconded by Director Tolan, the following resolution was unanimously passed:

Resolution No. 16-29

The Board hereby approves the minutes of the March 3, 2016 regular meeting and the minutes of the March 11, 2016 reconvened meeting, subject to corrections.

4. CORRESPONDENCE

Deputy Executive Manager Martinez had no correspondence to report.

5. OLD BUSINESS

A. Status Updates of Capital Improvement Projects

Mr. Fred Tupaz referred the Board to handouts regarding current Airport projects and provided various updates to the Board.

i. FAA AIP Grant Projects – Undistributed Obligations (UDO)

- FY2011 - Miscellaneous Airport Improvements Phase 4 (Grant No. 3-66-0001-82): Notice to Proceed was issued to BME March 24, 2016. Project scheduled to be completed September 2016.
- FY2012 - Rehabilitate Runway 6L/24R - Phase 2 (Grant No. 3-66-0001-84): Officially closed out by the FAA.
- FY2013 - Acquire one (1) 3,000-gallon Aircraft Rescue & Fire Fighting (ARFF) Vehicle (Grant No. 3-66-0001-87): Grant has been closed out and a de-obligation letter has been submitted to the FAA for the remaining balance of $129,315.00.
- FY2015 - Acquire Aircraft Rescue & Fire Fighting Vehicle (Grant No. 3-66-0001-91): The bid opening was on March 1, 2016. Pending review and Notice to Proceed by the FAA.

ii. Bond Capital Improvement Projects

- International Arrivals Corridor with Building Seismic Upgrades: Bid opening took place on February 4, 2016. Procurement action to be discussed during the Executive Manager's report.
- Hold Bag Screening Relocation: Work in progress. 53% complete as of February 29, 2016. Majority of the work underway is the seismic retrofit related to 3rd floor concourse. The estimated time of completion is April 2017.
- Upgrade Airport IT and FMS: Partial upgrades are completed. Design of fiber optic realignment in progress. Scope of Work for issuance of IFB complete. Bid advertisement went out in March 2016.

iii. Capital Improvement Fund

- Wildlife Management Assessment: The grant application was submitted to the FAA on March 23, 2016. Pending the approval of the Scope of Work to proceed with the RFP. Approval expected within the next week.
- Painting & Exterior Surface Improvements and Replace Roofing Systems: Painting and exterior surface improvements are complete. A canopy is being considered at the cart holding area where two planters were.
- Upgrade to VQ-1 Hangar: Assessment is ongoing for the Hangar door, roofing and other structural areas. Anticipating the bid advertisement to go out in April 2016, with the Notice to Proceed expected in May 2016.
- Improve Leasehold Facilities (GSE, Tech, HC-5): Bid advertisement on hold to clarify issues. Notice to Proceed expected in May 2016.
- Improve Arrival and Inspection Facilities: RFP for the Automated Passport Control Systems, Software and Technical Infrastructure and Technical Support Services("APC") has been advertised. Submittals were due March 31, 2016, however, has been extended until April 14, 2016. Anticipating an expedited installation in time for FestPac to eliminate the congestion in the USCBP Hall.
- Safety Management System: Grant application submitted March 23, 2016. Pending approval of the Scope of Work to proceed with the RFP.
- Miscellaneous Airport Improvements – Phase V: Grant application submitted March 23, 2016 for $706,000. Continuation of the Tiyan Parkway Fencing project and the demolition of the remnant properties on North Tiyan Industrial Park.

Mr. Tupaz noted that he doesn't anticipate issues with the grant applications.

At this time Mr. Tupaz provided the Board with a brief update regarding Air Service Development. Mr. Tupaz discussed the certifications for Low Cost Carriers (LCC's).

6. NEW BUSINESS

A. Approval of Award for Purchase and Delivery of ARFF Equipment, Tools, and Proximity Gear - IFB No. GIAA-004-FY16

Deputy Executive Manager Martinez provided background information to the Board on the referenced IFB. Eleven (11) firms/individuals purchased bid packages and four (4) firms submitted bid proposals before the submission deadline. All four (4) firms were evaluated, and all firms determined to be acceptable. As required by the Guam Procurement Regulations, the bids were publicly opened and read aloud in the presence of the bidders. The bid price submittals are as follows in the order they were received and opened:

Bidder/Firm's Name		Equipment/Tools	Proximity Gear
1.	Enviro Pros	$43,668.00	No Bid
2.	JMI Edison	$39,500.00	$37,352.00
3.	Landmark Distributors	$52,700.00	No Bid
4.	Safety 1st Systems Inc.	$42,776.16	$44,891.40

Deputy Executive Manager Martinez informed the Board that JMI Edison has been determined to have met the standards and responsibility and responsiveness outlined in the Guam Procurement Regulations and has been deemed as the lowest responsible, responsive bidder. Therefore, it is recommended that JMI Edison be awarded the contract with a total amount of $76,852.00 for the project in reference.

Director Camacho did not participate in the discussion or vote on the referenced award because of conflict of interest with JMI Edison.

After further discussion, on motion duly made by Director Sobti, seconded by Director Tolan, the following resolution was unanimously approved:

Resolution No. 16-30

The Board hereby approves the contract award for Purchase and Delivery of ARFF Equipment, Tools, and Proximity Gear - IFB No. GIAA-004-FY16 to JMI Edison in the total amount of $76,852.00, subject to legal counsel's review.

B. Approval of Work Order - Airport Ambassador Program

Deputy Executive Manager Martinez presented the work order request from Discover Guam for the Airport Ambassador Program. The work order will assist with the passenger processing and reduce wait times in the USCBP Hall by increasing the number of roving ambassador staffing from six (6) to twelve (12) at a cost of $15,000 per month. The additional staffing will remain in place until the end of Discovery Guam's contract on January 31, 2017. Director Alcorn inquired if the Airport will fund this. Ms. Jean Arriola replied that the funding for this is captured through the Airlines rates.

After further discussion, on motion duly made by Director Alcorn, seconded by Director Sgro, the following resolution was unanimously approved:

Resolution No. 16-31

The Board hereby approves the work order request for Discover Guam pertaining to the Airport Ambassador Program, increasing the number of roving ambassador staffing from six (6) to twelve (12) in the amount of $15,000.00 per month. The additional ambassador staffing will be in place until the end of Discover Guam's contract term on January 31, 2017.

C. Approval of Board Resolution No. 16-28: Relative to Recognizing the Services of Edward G. Untalan

After further discussion, on motion duly made by Director Alcorn, seconded by Director Sobti, the following resolution was unanimously approved:

Resolution No. 16-28

WHEREAS, Edward G. Untalan was appointed to the GIAA Board of Directors in December 2012 and re-appointed in May 2014; and

WHEREAS, Edward G. Untalan was elected as Chairman of the Board of Directors in January 2013; and

WHEREAS, under his chairmanship, Edward G. Untalan has been committed to creating safe, efficient and economical operations of Guam's only civilian airport; and

WHEREAS, central to his chairmanship, the Board adopted key tenets to be responsive to airport consumers - passengers, tenants, airlines and users, be a community player, and an economic catalyst for the island; and

WHEREAS, under these tenets, the Airport achieved significant milestones during his service on the GIAA Board of Directors; and

WHEREAS, under his chairmanship, GIAA floated the 2013 GIAA General Revenue Bonds in September 2013 which led to nearly $1.7 Billion in institutional orders and significantly lower interest rates; and

WHEREAS, $247 Million in 2013 General Revenue Bonds were successfully sold on September 30, 2013; and

WHEREAS, under his chairmanship, the Airport has embarked upon a $167 Million dollar capital improvement program for over 20 projects that will add 40% additional floor space and improved infrastructure of the main terminal building and other airport property within a five year timeframe; and

WHEREAS, during his tenure, key projects were completed that include the much anticipated opening of the fully extended runway 6L/24R in November of 2015 that allows long range, long haul flights, and the implementation of the energy performance management contract that upgraded cooling systems and monitors and regulates electricity use to realize savings in May of 2013; and

WHEREAS, under his chairmanship, key passenger enhancement projects were undertaken and continue as a service to all terminal users that include the refurbishment and upgrade of all public restroom facilities, the availability of free wi-fi services in the concourse area, and the accessibility of airport information and live flight times on the Airport's mobile application; and

WHEREAS, during his tenure, the Tiyan Parkway Phase I opened, ensuring access to Airport development property and marks the future development of Tiyan Parkway Phase II that will relieve congestion on Sunset Avenue and increase access to airport development property; and

WHEREAS, under his chairmanship, five new airline operators joined the Airport family and committed to become signatory airline partners with the Airport, and thus guarantees of the Bond Indenture; and

WHEREAS, during his chairmanship, for three years running, the Airport fiscal year audits were found to be "clean" with no significant findings, and the Airport was qualified by the Office of Public Accountant to be a "low risk auditee" in F Y 2015; and

WHEREAS, under his chairmanship, over $27 Million was invested in an upgrade of the central retail core of the terminal and a significant increase in non-aviation revenue was realized; and

WHEREAS, as a reflection of the policies implemented by the Board under Edward G. Untalan's chairmanship, the Airport refreshed its branding and adopted the new slogan "We're On It 24/7!";

NOW THEREFORE, BE IT RESOLVED, that the Authority hereby recognizes the great contribution of Edward G. Untalan as described in the aforementioned and extends Un Dangkulo' Na Si Yu'os Ma'ase to Edward G. Untalan for his invaluable service and leadership to the A.B. Won Pat International Airport Authority, Guam and the people of Guam.

7. REPORT OF THE EXECUTIVE MANAGER

At this time, Deputy Executive Manager Martinez announced to the Board that Management has reviewed the bids submitted under the IFB for the construction of the International Arrivals Corridor and Building Seismic Upgrades, and it has been determined that it is in the best interest of the Authority to cancel the IFB, as the bids submitted substantially exceeded the budgeted amount for the project.

Deputy Executive Manager Martinez added that Management will be engaging with the designers and stakeholders to move forward with the redesign and complete repackaging of the IFB. Director Sgro inquired on the amount of the overage. Mr. Fred Tupaz explained that the initial budget/government estimate was $70.4M. The lowest bid submitted was $112.7M.

Director Tolan inquired if there will be a delay in the completion of the project with the repackaging of the IFB. Mr. Tupaz explained that the design team has been asked to submit a proposed fee and scope of services, Management feels that the redesigned package will be out for bid within forty-five (45) to sixty (60) days, therefore he believes that there will not be a delay. Mr. Tupaz explained that the new redesign costs will be $391,732.45, representing a 5.5% increase over the $6.7M already extended for the design costs, this still leaves the design A/E within 10% of total original budgeted amount, which is very reasonable for the FAA. FAA will fund the amount up to 83%.

Mr. Tupaz added that there will be a change relative to the main architectural firm in order to expedite the process. Management will be requesting TRME, a local firm to be the prime designer. Gensler will still be included, however will be a sub designer to the local firm, due to the firm delaying the initial project design process. Discussion followed relative to sterile areas versus secure areas, which Management believes is part of the reason for the bid amounts submitted. Mr. Tupaz assured the Board that the repackaging will elaborate on the differences of the two requirements in more detail.

After further discussion, on motion duly made by Director Sgro, seconded by Director Tolan, the following resolution was unanimously approved:

Resolution No. 16-32

The Board hereby approves the redesign cost for the International Arrivals Corridor and Building Seismic Upgrades project in the amount of $391,732.45.

Moving forward, reference is made to the Executive Manager's Report included as part of the Board's packet, which was presented by Deputy Executive Manager Martinez.

8. REPORT OF THE COMPTROLLER

Mr. John A. Rios, Comptroller, reported on the revenues and expenses of the Authority as of **February 29, 2016**. Mr. Rios reported that year-to-date Total Signatory Revenues are above budgeted revenues by **3.5%**,year-to-date Total Concession Revenues and Passenger Facility Charges are above and below budget by **0.3%** and **-0.7%**, respectively. Year-to-date Total Other Revenues, inclusive of non-signatory and non-airline revenues are above the budget estimate by **9.4%**. Year-to-date Total Operating Revenues Actual of **$29.9M** is **3.5%** above the budget estimate of **$28.9M**. Year-to-date Total Operating Expenses are below budget by **-21.3%**. Components of this line item include a **-16.0%** decrease in Personnel Service, a **-20.9%** decrease in Contractual Services, a **-68.3%** decrease in Materials & Supplies and a **-100.0%** decrease in Equipment/Furnishings from budgeted amounts for these respective categories. The actual

year-to-date Net Revenues from Operations of **$14.4M** reflects an increase of **56.4%** over the year-to-date budgeted amount of **$9.2M**. Mr. Rios reported that the year-to-date Debt Service Coverage is at **1.59**versus the requirement of **1.25.**

9. EXECUTIVE SESSION

The next item on the agenda was Executive Session.

Upon written recommendation of counsel, on motion duly made by Director Alcorn, seconded by Director Sobti, and unanimously approved, the Board recessed to convene into Executive Session at 3:58 p.m. to discuss pending or threatened litigation to which GIAA is or may be a party. Attending Executive Session were members of the Board, Deputy Executive Manager Martinez, and Legal Counsel – Janalynn Cruz Damian.

On motion duly made by Director Alcorn, seconded by Director Tolan, Executive Session adjourned at 4:09 p.m., at which time the Board reconvened the regular session.

9. PUBLIC COMMENTS

There were no public comments.

At this time, Acting Chairman Gerber suggested that the Board adjourn the regular Board meeting and reconvene on Monday, April 18, 2016 at 3:00 p.m.

On motion duly made by Director Alcorn, seconded by Director Camacho, the following resolution was unanimously approved:

Resolution No. 16-33

The March 31, 2016 Regular Meeting of the Board of Directors of GIAA is hereby adjourned until Monday, April 18, 2016 at 3:00 p.m., to reconvene at the GIAA Conference Room 355 Chalan Pasaheru, Tamuning, Guam, 96913.

Dated this 10th, day of May, 2016.

Martin J. Gerber
Chairman, Acting

Attest:

Gurvinder Sobti
Secretary

Prepared and Submitted By:

Amanda O'Brien-Rios
Corresponding Secretary

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ORDER OF ADJOURNMENT

By Resolution of the Board of Directors of the A.B. Won Pat International Airport Authority, Guam ("GIAA"), the March 31, 2016 Regular Meeting of the Board of Directors of GIAA is hereby adjourned until Monday, April 18, 2016 at 3:00 p.m., to reconvene at the GIAA Conference Room 355 Chalan Pasaheru, Tamuning, Guam, 96913.

Dated this 31st day of March, 2016.

Martin J. Gerber
Chairman of the Board, Acting

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A.B. WON PAT INTERNATIONAL AIRPORT AUTHORITY, GUAM
Board of Directors Regular Board Meeting
3:00 p.m. Thursday, March 31, 2016
GIAA Terminal Conference Room #3

SIGN-IN SHEET

	PRINT NAME	COMPANY/AGENCY
1.	EDWARD MUNA	GIAA
2.	LETITIA CHEE LAW-BYERLY	LOTTE DUTY FREE
3.	VICTOR J. CRUZ	GIAA
4.	FRANK P. TAITANO	GIAA
5.	JEAN ARNOLD	GIAA
6.	BENNY BAZA	ARFF
7.	Kenney S. Atoigue	ARFF
8.	J.G. SANTIANA	DOD
9.	ROBERT ANACHE	AP
10.	JOSEPH M. BORJA	OFFICE OF SEN. TOM ADA
11.	Huy Tran (Peter)	" "
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WE'RE ON IT 24/7

BOARD OF DIRECTORS REGULAR MEETING
3:00 p.m., Thursday, March 31, 2016
GIAA TERMINAL CONFERENCE ROOM #3

Public Notice
First Notice:
Guam Daily Post – March 24, 2016
Notice to Media – March 24, 2016

Second Notice:
Guam Daily Post – March 29, 2016
Notice to Media – March 29, 2016

AGENDA

1. Call to Order and Attendance
2. Approval of Agenda
3. Approval of Minutes
   - **A.** March 3, 2016 Regular Meeting
   - **B.** March 11, 2016 Reconvened Meeting
4. Correspondence
5. Old Business
   - **A.** Status Updates of Capital Improvement Projects
6. New Business
   - **A.** Approval of Award for Purchase and Delivery of ARFF Equipment, Tools, and Proximity Gear - IFB No. GIAA-004-FY16
   - **B.** Approval of Work Order - Airport Ambassador Program
7. Report of Executive Manager
8. Report of the Comptroller
9. Executive Session
10. Public Comments
11. Adjournment

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MINUTES OF THE REGULAR MEETING OF THE BOARD OF DIRECTORS OF THE A.B. WON PAT INTERNATIONAL AIRPORT AUTHORITY, GUAM
Monday, April 18, 2016, 3:00 p.m. *Reconvened Meeting*
GIAA TERMINAL CONFERENCE ROOM #3

1. CALL TO ORDER AND ATTENDANCE

The Regular meeting of the Board of Directors of the A.B. Won Pat International Airport Authority, Guam ("GIAA" or the "Authority") held on March 31, 2016, was reconvened and called to order by Acting Chairman Gerber at 3:05 p.m. at the GIAA Terminal Conference Room #3, 355 Chalan Pasaheru, Tamuning, Guam, 96913.

Directors Present:	**Offices or positions:**
Martin J. Gerber	Chairman, Acting
Gurvinder "Bic" Sobti	
Rosalinda A. Tolan	
Deedee S. Camacho	
Katherine C. Sgro	
Ricardo C. Duenas	
Directors Absent:	
Lucy M. Alcorn	Absent (Off-Island)
GIAA Officials:	
Charles H. Ada II	Executive Manager
Gerard Bautista	Air Terminal Manager
John A. Rios	Comptroller
Edward Muna II	Operations Superintendent
Franklin Taitano	Procurement Supervisor
Joseph Javellana	Program Coordinator IV
Fred Tupaz	TMG, LLC
Janalynn Cruz Damian, Esq.	GIAA Legal Counsel

The Acting Chairman welcomed Airport tenants, stakeholders, and members of the public who are noted in a sign-in sheet attached to these minutes.

2. NEW BUSINESS

A. Approval of Award for Automated Passport Control (APC) Systems, Software and Technical Infrastructure and Technical Support Services - RFP No. RFP-003-FY16

The first item discussed was approval of award for RFP No. RFP-003-FY16, Automated Passport Control (APC) Systems, Software and Technical Infrastructure and Technical Support Services. Executive Manager Ada informed the Board that a Request for Proposals was announced to solicit proposals from professional firms to provide systems software and technical support services for automated passport control systems at the Airport.

A total of twelve (12) firms picked up the RFP package; three (3) firms responded by submitting their proposals before the established deadline. After receipt of all proposals, an Evaluation Committee was established to perform an independent evaluation of the proposals to determine the best qualified proposer. The proposals were evaluated based on the point system assigned for each criteria identified in the RFP package. As a result of the evaluation committee's tabulation, the selected firms in order of their ranking are as follows:

1. Proposer B
2. Proposer C
3. Proposer A

Management recommends the approval of the ranking results and the contract award to Proposer B, as the highest ranked proposer, subject to negotiations of fair and reasonable fees. In the event that the negotiations prove unsuccessful, GIAA Management will enter negotiations with the next highest ranked proposer.

Executive Manager Ada informed the Board that this particular RFP was expedited to assist with the long wait times for passengers in the USCBP areas and the large number of arrivals with the upcoming Festival of Pacific Arts in May 2016. The APC systems will allow passengers under the ESTA program to expedite their inspection process through the USCBP.

Director Sobti inquired if the RFP was in the budget. Executive Manager Ada informed the Board that this project will be funded under the Capital Improvement Fund, it was always budgeted for, however was pushed to the forefront due to the upcoming festival.

Discussion followed relative to details of the RFP with Executive Manager Ada announcing that each unit can cost up to $40K - $60K. The Airport is looking to purchase six (6) and GVB has agreed to purchase two (2). Packages for purchase are all inclusive – with training and maintenance. Executive Manager Ada announced that once the RFP is approved, delivery for the units will take up to three (3) weeks. Executive Manager Ada also noted that the Airport is trying to get at least four (4) units before the FestPac.

After further discussion, on motion duly made by Director Tolan, seconded by Director Camacho, the following resolution was unanimously approved:

Resolution No. 16-35

The Board hereby approves the ranking results and contract award to Proposer B, as the highest ranked proposer for the Automated Passport Control (APC) Systems, Software and Technical Infrastructure and Technical Support Services, RFP-003-FY16, subject to negotiation of fair and reasonable fees and legal review. If negotiations prove unsuccessful, Management can enter into negotiations with the next highest proposer.

Executive Manager Ada then informed the Board that Proposer B is Vancouver Airport Authority.

B. Approval of Board Resolution No. 16-34: Agreement for Legal Services

The second item discussed was the extension of the Agreement for Legal Services with Calvo Fisher & Jacob LLP. Legal Counsel, Janalynn Damian informed the Board that the one year extension would be the first of four options to extend.

After further discussion, on motion duly made by Director Camacho, seconded by Director Sobti, the following resolution was unanimously approved:

Resolution No. 16-34

WHEREAS, an Agreement for Legal Services was made on March 23, 2015, by and between the ANTONIO B. WON PAT INTERNATIONAL AIRPORT AUTHORITY, GUAM ("GIAA") and Calvo Fisher & Jacob LLP ("CFJ") (the "CFJ Agreement"); and

WHEREAS, the CFJ Agreement provides for a term of one year commencing on March 23, 2015, with four (4) options to extend for a period of one (1) year each, not to exceed a total contract period of five (5) years with GIAA approval; and

WHEREAS, the Board of Directors has determined that GIAA continues to require the services of CFJ and that it is in the best interests of GIAA to extend the term of the CFJ Agreement for an additional one year period commencing on March 23, 2016, under the same terms and conditions as set forth in the CFJ Agreement.

NOW, THEREFORE, BE IT RESOLVED, that the Board of Directors of GIAA hereby extends the term of the CFJ Agreement for an additional one year period commencing on March 23, 2016 and expiring on March 22, 2017, under the same terms and conditions as set forth in the CFJ Agreement.

3. PUBLIC COMMENTS

There were no public comments.

4. ADJOURNMENT

Motion to adjourn duly made by Director Duenas, seconded by Director Camacho; motion unanimously passed. The meeting was adjourned at 3:16 p.m.

Dated this 10th, day of May, 2016.

Attest:

Martin J. Gerber
Chairman, Acting

Gurvinder Sobti
Secretary

Prepared and Submitted By:

Amanda O'Brien-Rios
Corresponding Secretary

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ORDER OF ADJOURNMENT

By Resolution of the Board of Directors of the A.B. Won Pat International Airport Authority, Guam ("GIAA"), the March 31, 2016 Regular Meeting of the Board of Directors of GIAA is hereby adjourned until Monday, April 18, 2016 at 3:00 p.m., to reconvene at the GIAA Conference Room 355 Chalan Pasaheru, Tamuning, Guam, 96913.

Dated this 31st day of March, 2016.

Martin J. Gerber
Chairman of the Board, Acting

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A.B. WON PAT INTERNATIONAL AIRPORT AUTHORITY, GUAM
Board of Directors *Reconvened* Meeting
(of the March 31, 2016 Regular Board Meeting)
3:00 p.m. Monday, April 18, 2016
GIAA Terminal Conference Room #3

SIGN-IN SHEET

	PRINT NAME	COMPANY/AGENCY
1.	CHUCK ADA	GIAA
2.	FRANK P. TORRES	GIAA
3.	ANTONIO LAMIOG	GIAA LEGAL
4.	EDMUND MUNA	GIAA OPS
5.	J-G-JANUCAYA	GIAA
6.	Gerard BALAO	GIAA
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BOARD OF DIRECTORS REGULAR MEETING
3:00 p.m., Thursday, April 28, 2016
GIAA TERMINAL CONFERENCE ROOM #3

Public Notice
First Notice:
Guam Daily Post – April 21, 2016
Notice to Media – April 21, 2016

Second Notice:
Guam Daily Post – April 26, 2016
Notice to Media – April 26, 2016

AGENDA

1. Call to Order and Attendance
2. Approval of Agenda
3. Approval of Minutes
   - **A.** March 31, 2016 Regular Meeting
   - **B.** April 18, 2016 Reconvened Meeting
4. Correspondence
5. Old Business
   - **A.** Status Updates of Capital Improvement Projects
6. New Business
   - **A.** Approval of OTIS Contract (Management and Infrastructure Support Services - Passenger Conveyance System) - RFP No. GIAA-006-FY15
   - **B.** Election of Officers - GIAA Board of Directors
7. Report of Executive Manager
8. Report of the Comptroller
9. Executive Session
10. Public Comments
11. Adjournment

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MINUTES OF THE REGULAR MEETING OF THE BOARD OF DIRECTORS OF THE A.B. WON PAT INTERNATIONAL AIRPORT AUTHORITY, GUAM
Thursday, April 28, 2016, 3:00 p.m.
GIAA TERMINAL CONFERENCE ROOM #3

1. CALL TO ORDER AND ATTENDANCE

The April 28, 2016 regular meeting of the Board of Directors of the A.B. Won Pat International Airport Authority, Guam ("GIAA" or the "Authority") was called to order by Acting Chairman Gerber at 3:03 p.m. at the GIAA Terminal Conference Room #3, 355 Chalan Pasaheru, Tamuning, Guam, 96913.

Directors Present:	**Offices or positions:**
Martin J. Gerber	Vice Chairman
Lucy M. Alcorn	
Rosalinda A. Tolan	
Katherine C. Sgro	
Deedee S. Camacho	
Ricardo C. Duenas	
Directors Absent:	
Gurvinder "Bic" Sobti	Off-island; excused
GIAA Officials:	
Peter Roy Martinez	Deputy Executive Manager
Jean M. Arriola	Airport Services Manager
Gerard Bautista	Air Terminal Manager
John A. Rios	Comptroller
Benny Baza	ARFF Chief
Robert D. Camacho	Chief of Airport Police
Franklin Taitano	Procurement Supervisor
Joseph Calvo	Superintendent of Properties & Facilities
Rolenda Faasuamalie	Airport Marketing Administrator
Joseph Javellana	Program Coordinator IV
Fred Tupaz	TMG, LLC
Janalynn Cruz Damian, Esq.	GIAA Legal Counsel

The Acting Chairman welcomed Airport tenants, stakeholders, and members of the public who are noted in a sign-in sheet attached to these minutes.

2. APPROVAL OF AGENDA

Motion to approve the agenda as presented duly made by Director Tolan, seconded by Director Sgro; motion unanimously passed.

3. APPROVAL OF MINUTES

A. March 31, 2016 Regular Meeting
B. April 18, 2016 Reconvened Meeting

No corrections or changes were recommended. On motion duly made by Director Sgro, seconded by Director Tolan, the following resolution was unanimously passed:

Resolution No. 16-36

The Board hereby approves the minutes of the March 31, 2016 regular meeting and the minutes of the April 18, 2016 reconvened meeting, subject to corrections.

4. CORRESPONDENCE

Deputy Executive Manager Martinez had no correspondence to report.

5. OLD BUSINESS

A. Status Updates of Capital Improvement Projects

Mr. Fred Tupaz, TMG, LLC, referred the Board to handouts regarding the current Airport projects and provided various updates to the Board.

i. FAA AIP Grant Projects – Undistributed Obligations (UDO)

- FY2011 - Miscellaneous Airport Improvements Phase 4: Work in progress. Site preparation has commenced.
- FY2013 – Update Airport Master Plan Study: FAA Airport District Office to follow up on the GIS approval.
- FY2016 – Install Perimeter Fencing Required by 14 CFR 139: Entitlement grant was announced on April 13, 2016.

ii. Bond Capital Improvement Projects

- International Arrivals Corridor with Building Seismic Upgrades: Bid cancelled. Redesign and repackaging of bid in process. Bid opening tentatively scheduled for August 2016. GIAA expecting to receive 60% of redesign April 29, 2016.

- Hold Bag Screening Relocation: Work in progress. Project is 55% complete as of March 31, 2016. Seismic retrofit nearing completion.
- Integrated Passenger Loading Bridge Replacement: Passenger loading bridge is fully operational. Ribbon cutting ceremony held on April 20, 2016.
- Parking Expansion: Discussion with Department of Public Works commenced on April 12, 2016. Route 10A Phase 2 points provided to Engineering. Monthly coordination meetings scheduled.
- ARFF Facility Replacement: Grant application completed and submitted to FAA for the design portion. Scope of Work for the issuance of A&E RFP is under review by FAA. Bid advertisement anticipated for May 2016.
- Upgrade Airport IT and FMS: Scope of work for issuance of IFB is complete. Procurement of services pending further discussion with United Airlines

iii. Capital Improvement Fund

- Noise Mitigation Program 65 DNL &Higher - Phase VI: Final revisions submitted to the FAA, awaiting approval to issue the RFP.
- Wildlife Management Assessment: RFP is being prepared for FAA and legal review. Advertisement expected May 2016 with Notice to Proceed June 2016.
- ARFF Facility -Design/Construction Phase 1: Draft grant application being reviewed by FAA. RFP anticipated to be advertised May 2016 with Notice to Proceed June 2016.
- Upgrades to VQ-1 Hangar: Hangar door, roofing and other structural area assessment is ongoing. Pending United Airlines feedback on specifications.
- Improve Leasehold Facilities (GSE, Tech, HC-5): RFP is still under review by legal. Bid advertisement anticipated for May 2016.
- Tiyan Land Acquisition & Redevelopment: Monthly meetings with DPW for design concepts for Tiyan Parkway Phase II and Route 10A.
- Improve Arrival and Inspection Facilities: Fee proposal and scope of services received from Vancouver International Airport for installation and service of Automated Passport Control (APC) Systems. Negotiations scheduled for tomorrow. APC's installation anticipated for two weeks from Notice to Proceed, although will not be functioning until USCBP completes training.
- Apron Rehabilitation – Design: Draft grant application being reviewed by FAA. RFP advertisement anticipated for May 2016, with Notice Proceed June 2016.
- Express Facility Expansion: Discussions ongoing with end user.

- Miscellaneous Airport Improvements – Phase V: Grant award was announced on April 13, 2016. Fence line project and demolition of remnant properties on North Tiyan Industrial Park in progress.

At this time, Mr. Tupaz provided the Board with a brief update regarding Air Service Development, stating that a number of airlines have announced their attendance at the upcoming PATA Summit, to include: Dynamic Airways, Cebu Pacific, Hong Kong Express and Beijing Capital Airlines. Mr. Tupaz also informed the Board of a request from Tiger Air Taiwan to meet with GIAA in Taiwan. Discussion followed relative to scheduling meetings with interested carriers.

6. NEW BUSINESS

A. Approval of OTIS Contract (Management and Infrastructure Support Services - Passenger Conveyance System) - RFP No. GIAA-006-FY15

On July 30, 2015 the GIAA Board of Directors approved the selection of OTIS Elevator Company Guam (OTIS) for the Management and Infrastructure Support Services to GIAA's Passenger Conveyance System. After recent meetings with OTIS to discuss scope and fees, Management recommends a fixed annual fee of $203,073.00, which shall be paid in 12 equal monthly installments. Additionally, Management recommends a response time standard of one (1) hour outside of regular work hours.

Director Sgro inquired on the downtime of an escalator or elevator due to OTIS failing to respond within an hour. Air Terminal Manager, Gerard Bautista informed the Board of the penalty in the new contract which OTIS will incur for non-compliance.

Director Alcorn inquired if the new contract amount increased from the last contract. Mr. Bautista replied it is the same, however more quality assurance measures were added. Discussion followed relative to maintenance details of the contract.

On motion duly made by Director Alcorn, seconded by Director Camacho, and unanimously approved, the following resolution was approved:

Resolution No. 16-37

The Board hereby approves the OTIS Elevator Company Guam contract and fixed annual fee of $203,073.00 for Management and Infrastructure Support Services to GIAA's Passenger Conveyance System - RFP No. GIAA-006-FY15, subject to Legal Counsel's review.

B. Election of Officers - GIAA Board of Directors

Acting Chairman Gerber announced that this item would be tabled until the return of Director Sobti.

7. REPORT OF THE EXECUTIVE MANAGER

Reference is made to the Executive Manager's Report included as part of the Board's packet, which was presented by Deputy Executive Manager Martinez.

8. REPORT OF THE COMPTROLLER

Mr. John Rios, Comptroller, reported on the revenues and expenses of the Authority as of **March 31, 2016**. Mr. Rios reported that year-to-date Total Signatory Revenues are above budgeted revenues by **2.8%**,year-to-date Total Concession Revenues and Passenger Facility Charges are above and below budget by **0.1%** and **-0.3%**, respectively. Year-to-date Total Other Revenues, inclusive of non-signatory and non-airline revenues are above the budget estimate by **9.4%**. Year-to-date Total Operating Revenues Actual of **$36.3M** is **3.2%** above the budget estimate of **$35.1M**. Year-to-date Total Operating Expenses are below budget by **-19.6%**. Components of this line item include a **-13.6%** decrease in Personnel Service, a **-19.9%** decrease in Contractual Services, a **-61.1%** decrease in Materials & Supplies and a **-100.0%** decrease in Equipment/Furnishings from budgeted amounts for these respective categories. The actual year-to-date Net Revenues from Operations of **$17.5M** reflects an increase of **48.0%** over the year-to-date budgeted amount of **$11.8M**. Mr. Rios reported that the year-to-date Debt Service Coverage is at **1.61** versus the requirement of **1.25.**

9. EXECUTIVE SESSION

The next item on the agenda was Executive Session.

Upon written recommendation of counsel, on motion duly made by Director Tolan, seconded by Director Alcorn, and unanimously approved, the Board recessed to convene into Executive Session at 3:47 p.m. to discuss pending or threatened litigation to which GIAA is or may be a party. Attending Executive Session were members of the Board, Deputy Executive Manager Martinez, and Legal Counsel, Janalynn Cruz Damian.

Executive Session adjourned at 3:57 p.m., at which time the Board reconvened the regular session.

10. PUBLIC COMMENTS

There were no public comments.

11. ADJOURNMENT

Motion to adjourn duly made by Director Alcorn, seconded by Director Tolan; motion unanimously passed. The meeting was adjourned at 3:58 p.m.

Dated this 9th, day of June, 2016.

Ricardo C. Duenas
Chairman

Attest:

Gurvinder Sobti
Secretary

Prepared and Submitted By:

Amanda O'Brien-Rios
Corresponding Secretary

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A.B. WON PAT INTERNATIONAL AIRPORT AUTHORITY, GUAM
Board of Directors Regular Meeting
3:00 p.m. Monday, April 28, 2016
GIAA Terminal Conference Room #3

SIGN-IN SHEET

	PRINT NAME	COMPANY/AGENCY
1.	FRANK P. TAITANO	GIAA
2.	Kenny S. Atoigue	AIRFF
3.	BENNY BAZA	ARFF
4.	Gerard BAUTISTA	GIAA
5.	~~TONY LAN~~	~~ENG~~
6.	R. Faasmith	GIAA MTC
7.	J Rios	" "
8.	Nestor Licanto	KUAM
9.	Angus Chien	EVA AIR
10.	J.C. SANCHEZ	GIAA
11.	ROBERT CAMACHO	A.P.
12.	JOHN MARTIN	GIAA
13.		
14.		
15.		
16.		
17.		
18.		
19.		
20.		

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BOARD OF DIRECTORS REGULAR MEETING
3:00 p.m., Thursday, June 9, 2016
GIAA TERMINAL CONFERENCE ROOM #3

Public Notice
First Notice:
Guam Daily Post – June 2, 2016
Notice to Media – June 2, 2016

Second Notice:
Guam Daily Post – June 7, 2016
Notice to Media – June 7, 2016

AGENDA

1. Call to Order and Attendance
2. Approval of Agenda
3. Approval of Minutes
   - **A.** April 28, 2016 Regular Meeting
4. Correspondence
5. Old Business
   - **A.** Status Updates of Capital Improvement Projects
6. New Business
   - **A.** Election of Officers - GIAA Board of Directors
   - **B.** Ratification of FAA Grant Agreement AIP Project No. 3-66-0001-094 - Miscellaneous Airport Improvements - Phase V
   - **C.** Ratification of Award for Replace/Upgrade 30 Tons Split Ducted Units for Building #17-3311 - IFB No. GIAA-C03-FY16
   - **D.** Approval of Board Resolution No. 16-38: Agreement for Legal Services
   - **E.** Ratification of Quarterly Travel
7. Report of Executive Manager
8. Report of the Comptroller
9. Executive Session
10. Public Comments
11. Adjournment

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MINUTES OF THE REGULAR MEETING OF THE BOARD OF DIRECTORS OF THE A.B. WON PAT INTERNATIONAL AIRPORT AUTHORITY, GUAM
Thursday, June 9, 2016, 3:00 p.m.
GIAA TERMINAL CONFERENCE ROOM #3

1. CALL TO ORDER AND ATTENDANCE

The June 9, 2016 regular meeting of the Board of Directors of the A.B. Won Pat International Airport Authority, Guam ("GIAA" or the "Authority") was called to order by Acting Chairman Gerber at 3:07 p.m. at the GIAA Terminal Conference Room #3, 355 Chalan Pasaheru, Tamuning, Guam, 96913.

Directors Present:	**Offices or positions:**
Martin J. Gerber	Acting Chairman
Gurvinder "Bic" Sobti	
Rosalinda A. Tolan	
Katherine C. Sgro	
Deedee S. Camacho	
Ricardo C. Duenas	
Directors Absent:	
Lucy M. Alcorn	Excused
GIAA Officials:	
Charles H. Ada II	Executive Manager
Jean M. Arriola	Airport Services Manager
Gerard Bautista	Air Terminal Manager
Ann Bautista	General Accounting Supervisor
Ed Muna	Operations Superintendent
Franklin Taitano	Procurement Supervisor
Joseph Javellana	Program Coordinator IV
Victor Cruz	Engineering Supervisor
Elfrie Koshiba	Airport Marketing
Fred Tupaz	TMG, LLC
Janalynn Cruz Damian, Esq.	GIAA Legal Counsel

The Chairman welcomed Airport tenants, stakeholders, and members of the public who are noted in a sign-in sheet attached to these minutes.

2. APPROVAL OF AGENDA

Motion to approve the agenda as presented duly made by Director Tolan, seconded by Director Sgro; motion unanimously passed.

3. APPROVAL OF MINUTES

A. April 28, 2016 Regular Meeting

No corrections or changes were recommended. On motion duly made by Director Sgro, seconded by Director Sobti, the following resolution was unanimously passed:

Resolution No. 16-39

The Board hereby approves the minutes of the April 28, 2016 regular meeting, subject to corrections.

4. CORRESPONDENCE

The next item on the agenda was Correspondence.

The Executive Manager announced to the Board that the Airport has received a letter from the FAA in regard to the Annual Certification Inspection which concluded on June 3, 2016. The letter commends GIAA for being the first airport in the Pacific islands to ever obtain a 100% inspection result of the one hundred and twenty-three compliance fields, resulting in a perfect score. The Executive Manager commended the employees and Management for their hard work in meeting the perfect score.

The Acting Chairman commended the Executive Manager and the Airport team for the incredible achievement, especially since the Executive Manager had announced early on that he would strive to attain a perfect score.

5. OLD BUSINESS

A. Status Updates of Capital Improvement Projects

Mr. Tupaz referred the Board to handouts regarding the current Airport projects and provided various updates to the Board.

i. FAA AIP Grant Projects – Undistributed Obligations (UDO)

- FY2011 - Miscellaneous Airport Improvements Phase 4: Work in progress. Installation of fence line expected to be completed by September 2016.
- FY2013 – Update Airport Master Plan Study: FAA Airport District Office to follow up on the GIS approval.

- FY2014 - Install Instrument Landing System (ILS) Runway 06L - Phase III: Close out documents were received by FAA on May 13, 2016. Close out is being reviewed by FAA.
- FY2015 - Acquire Aircraft Rescue & Fire Fighting Vehicle: Notice to Proceed issued to Morrico Equipment LLC on May 18, 2016. Anticipated delivery date of vehicle is May 18, 2017.
- FY2015 - Rehabilitate Runway - 06L/24R: Closeout phase is in progress, pending PAPI flight check and commissioning, which is scheduled for July 2016.
- FY2016 – Install Perimeter Fencing Required by 14 CFR 139: Work in progress for fence line project. Demolition of remnant properties pending final acquisition of remaining parcels.

ii. Bond Capital Improvement Projects

- International Arrivals Corridor with Building Seismic Upgrades: 90% redesign in progress. Constructability review by Construction Manager, SSFM, underway. Stakeholder meetings were held on June 3, 2016, where updates were provided. IFB anticipated to be announced August 2016, Bid opening in September 2016 and a Notice to Proceed in November 2016.
- Hold Bag Screening Relocation: Work in progress. Seismic retrofit completed. Project 59% complete as of May 2016. Estimated date of completion has moved to May 2017 due to number of issues.
- Parking Expansion: 60% submittal provided to the Airport on June 3, 2016. Coordination with Department of Public Works on Route 10A alignment is ongoing.
- ARFF Facility Replacement: Scope of Work is pending approval by FAA. RFP announcement has been delayed to end of June 2016 with Notice to Proceed in July 2016.
- Upgrade Airport IT and FMS: Final design for relocation of Fiber Optic backbone has been provided to United Airlines. RFP anticipated to be announced the end of June 2016.

iii. Capital Improvement Fund

- Wildlife Management Assessment: RFP is currently being advertised. Submittal scheduled for June 14, 2016
- ARFF Facility – Design/Construction Phase I -Scope of Work is pending approval by FAA. RFP announcement has been delayed to end of June 2016 with Notice to Proceed in July 2016.
- Upgrades to VQ-1 Hangar: Assessment ongoing of Hangar Door, roofing and other structural areas. Pending United Airlines feedback on specifications for Hangar Door.
- Improve Leasehold Facilities (GSE, Tech, HC-5): IFB is currently being advertised. Bid opening was rescheduled from June 7, 2016 to June 14, 2016.

- Tiyan Land Acquisition & Redevelopment: Coordination with Department of Public Works for design concepts for Tiyan Parkway Phase II and Route 10A expansion underway. Government of Guam to finalize acquisition by November 2016.
- Improve Arrival and Inspection Facilities: Automated Passenger Controls agreement executed. Estimated time of completion mid-July 2016 pending Customs and Border Protection training and requirements.
- Apron Rehabilitation – Design: Grant application submitted to the FAA, pending final approval of Scope of Work prior to RFP advertisement.
- Express Facility Expansion: Discussions ongoing with end user.
- Safety Management System: RFP has been advertised. Submittal has been rescheduled from June 14, 2016 to June 28, 2016 due to technicalities of the specifications.
- Miscellaneous Airport Improvements – Phase V: Work in progress for fence line project. Demolition of remnant properties pending final acquisition of remaining parcels.

Director Sgro inquired on the impact if any to the West Perimeter Fencing project if the Tiyan Land acquisition is not finalized until November. Mr. Tupaz replied that there will be no impact as the Perimeter Fencing project is on the west perimeter side.

At this time, Mr. Tupaz provided the Board with a brief update regarding Air Service Development, stating that the Executive Manager met with Skymark Airlines a low cost carrier out of Japan, and Management will be finalizing meeting dates with Jet Star Air, Singapore; Tiger Air, Taiwan; and Air Asia, Japan, all interested carriers. He also added that Hong Kong Express will begin operations in the first quarter of 2017.

6. NEW BUSINESS

A. Election of Officers - GIAA Board of Directors

At this time, Acting Chairman called for nominations on the positions of Secretary, Vice Chairperson and Chairman of the Board.

- Secretary

Director Camacho announced that she would like to nominate Director Sobti to the position of Board Secretary.

After further discussion, on motion duly made by Director Camacho, seconded by Sgro, the following resolution was unanimously approved:

Resolution No. 16-40

The Board hereby approves the nomination of and elects Director Sobti to the position of Board Secretary of the A.B. Won Pat International Airport Authority, Guam Board of Directors.

- Vice Chairperson

Director Tolan announced that she would like to nominate Director Sgro to the position of Vice Chairperson.

After further discussion, on motion duly made by Director Tolan, seconded by Director Duenas, the following resolution was unanimously approved:

Resolution No. 16-41

The Board hereby approves the nomination of and elects Director Sgro to the position of Vice Chairperson of the A.B. Won Pat International Airport Authority, Guam Board of Directors.

- Chairman of the Board

Director Sobti informed the Board that he would like to nominate Director Duenas to the position of Chairman.

After further discussion, on motion duly made by Director Sobti, seconded by Director Tolan, the following resolution was unanimously approved:

Resolution No. 16-42

The Board hereby approves the nomination of and elects Director Duenas to the position of Chairman of the A.B. Won Pat International Airport Authority, Guam Board of Directors.

The Board and Management congratulated the new officers. Newly elected Chairman Duenas announced he is looking forward to working with the Board and Management; that the FAA report is a testament to the all of the hard work of the staff and Management, and he looks forward to continuing that success.

Vice Chairperson Sgro took the time to thank Director Gerber for stepping up in the interim following former Chairman Untalan's departure.

Chairman Duenas now presides over the meeting.

B. Ratification of FAA Grant Agreement AIP Project No. 3-66-0001-094-2016 Miscellaneous Airport Improvements - Phase V

The Executive Manager informed the Board that the grant consists of two (2) ongoing projects: The installation of the west perimeter fence line; and the demolition of remnant facilities along

the parkway. The total amount of the grant is $706,077.00 with about $479,000 for the west perimeter fence line and about $211,000 for the demolition of remnant facilities.

After further discussion, on motion duly made by Director Camacho, seconded by Director Tolan, the following resolution was unanimously approved:

Resolution No. 16-43

The Board hereby ratifies Management's acceptance of the FAA Grant Agreement for AIP Project No. 3-66-0001-094-2016 - Miscellaneous Airport Improvements - Phase V.

C. Ratification of Award for Replace/Upgrade 30 Tons Split Ducted Units for Building #17-3311 - IFB No. GIAA-C03-FY16

The Executive Manager informed the Board that action is required to ratify Management's approval of the said IFB and went on to provide the IFB background information to the Board. Fourteen (14) firms/individuals purchased bid packages and five (5) firms submitted bid proposals before the submission deadline. All five (5) firms were evaluated, and all firms determined to be acceptable. As required by the Guam Procurement Regulations, the bids were publicly opened and read aloud in the presence of the bidders. The bid price submittals are as follows in the order they were received and opened:

	Bidder/Firm's Name:	**Amount:**
1.	JRN Air-conditioning & Refrigeration, Inc.	$53,466.71
2.	DB's Builders Inc.	$82,385.00
3.	JWS Refrigeration & Air-conditioning LTD.	$52,526.00
4.	Reaction Company	$68,250.00
5.	Polyphase System Inc.	$121,870.00

Executive Manager Ada informed the Board that JWS Refrigeration & Air-conditioning Ltd. has been determined to have met the standards and responsibility and responsiveness outlined in the Guam Procurement Regulations and has been deemed as the lowest responsible, responsive bidder. Therefore, it is recommended that JWS Refrigeration & Air-conditioning Ltd. be awarded the contract with a total amount of $52,526.00 for the project in reference.

Director Tolan inquired on the location of the building. The Executive Manager advised that the building is located on the South Tiyan side of the Airfield.

The Manager informed the Board that the Acting Chairman and Board Secretary were contacted regarding the time sensitive IFB and Management was given prior authorization to proceed.

After further discussion, on motion duly made by Director Sgro, seconded by Director Sobti, the following resolution was unanimously approved:

Resolution No. 16-44

The Board hereby ratifies Management's approval of the contract award for Replace/Upgrade 30 Tons Split Ducted Units for Building #17-3311 - IFB No. GIAA-C03-FY16 to JWS Refrigeration & Air-conditioning Ltd. in the total amount of $52,526.00, subject to legal counsel's review.

D. Approval of Board Resolution No. 16-38: Agreement for Legal Services

The next item discussed was the extension of the Agreement for Legal Services with Torres Law Group, Conflicts Counsel. Legal Counsel, Janalynn Damian informed the Board that the one (1) year extension would be the first of four options to extend.

Director Sobti did not participate in the discussion or vote on the referenced extension to Legal Services Agreement because of conflict of interest with Torres Law Group.

After further discussion, on motion duly made by Director Tolan, seconded by Director Camacho, the following resolution was unanimously approved:

Resolution No. 16-38

WHEREAS, an Agreement for Legal Services - Conflicts Counsel was entered into on August 1, 2015, by and between the ANTONIO B. WON PAT INTERNATIONAL AIRPORT AUTHORITY, GUAM ("GIAA") and Torres Law Group ("Torres") (the "Torres Agreement"); and

WHEREAS, the Torres Agreement provides for a term of one year commencing on August 1, 2015, with four (4) options to extend for a period of one (1) year each, not to exceed a total contract period of five (5) years with GIAA approval; and

WHEREAS, the Board of Directors has determined that GIAA continues to require the services of Torres and that it is in the best interests of GIAA to extend the term of the Torres Agreement for an additional one year period commencing on August 1, 2016, under the same terms and conditions as set forth in the Torres Agreement.

NOW, THEREFORE, BE IT RESOLVED, that the Board of Directors of GIAA hereby extends the term of the Torres Agreement for an additional one year period commencing on August 1, 2016 and expiring on July 31, 2017, under the same terms and conditions as set forth in the Torres Agreement.

D. Ratification of Quarterly Travel

The Executive Manager presented the quarterly travel from March 2016 to June 2016 for ratification by the Board.

After further discussion, on motion duly made by Director Gerber, seconded by Director Tolan, the following resolution was unanimously approved:

Resolution No. 16-45

The Board hereby ratifies the quarterly travel report from March 2016 to June 2016 as presented.

7. REPORT OF THE EXECUTIVE MANAGER

Reference is made to the Executive Manager's Report included as part of the Board's packet, which was presented by the Executive Manager.

Director Sgro informed the Board and Management that she was extremely impressed with the smooth processing in the USCBP hall when she returned from off-island recently. Mr. Fred Tupaz gave the Board a brief update on the Automated Passport Control kiosks. Discussion followed relative to the current wait times in the USCBP Hall.

Director Tolan inquired on Airlines that offer flights to Saipan other than with United Airlines. The Executive Manager replied that Arctic Air and Star Marianas provide flights to Saipan.

8. REPORT OF THE COMPTROLLER

Ms. Antoinette Bautista, Accounting Supervisor, reported on the revenues and expenses of the Authority as of **April 30, 2016**. Ms. Bautista reported that year-to-date Total Signatory Revenues are above budgeted revenues by **2.6%**,year-to-date Total Concession Revenues and Passenger Facility Charges are belowbudget by **-1.0%**, respectively. Year-to-date Total Other Revenues, inclusive of non-signatory and non-airline revenues are above the budget estimate by **7.9%**. Year-to-date Total Operating Revenues Actual of **$41.7M** is **2.7%** above the budget estimate of **$40.6M**. Year-to-date Total Operating Expenses are below budget by **-14.2%**. Components of this line item include a **-1.8%** decrease in Personnel Service, a **-19.4%** decrease in Contractual Services, a **-61.3%** decrease in Materials & Supplies and a **-100.0%** decrease in Equipment/Furnishings from budgeted amounts for these respective categories. The actual year-to-date Net Revenues from Operations of **$18.7M** reflects an increase of **35.5%** over the year-to-date budgeted amount of **$13.8M**. Ms. Bautista reported that the year-to-date Debt Service Coverage is at **1.52** versus the requirement of **1.25.**

9. EXECUTIVE SESSION

The next item on the agenda was Executive Session.

Upon written recommendation of counsel, on motion duly made by Director Sgro, seconded by Director Tolan, and unanimously approved, the Board recessed to convene into Executive Session at 4:01 p.m. to discuss pending or threatened litigation to which GIAA is or may be a party. Executive Session convened at 4:11 p.m. Attending Executive Session were members of the Board, Executive Manager Ada, and Legal Counsel –Janalynn Cruz Damian.

Director Sobti and Director Camacho did not participate in portions of Executive Session due to previously disclosed conflicts of interest.

Executive Session adjourned at 4:45 p.m., at which time the Board reconvened the regular session.

Chairman Duenas announced that a number of items were brought to the Boards attention. The first item discussed was a Board resolution relative to authorizing signatories on GIAA's bank accounts, which reflects the newly elected Board officers. Said resolution would designate two of the following individuals together to execute checks, drafts, or other orders for and on behalf of GIAA:

1. Charles H. Ada II, Executive Manager;
2. Pedro R. Martinez, Deputy Executive Manager;
3. Ricardo C. Duenas, Chairman of the Board;
4. Jean M. Arriola, Airport Services Manager;
5. John A. Rios, Comptroller; and
6. Antoinette L. Bautista, General Accounting Supervisor

After further discussion, on motion duly made by Director Tolan, seconded by Director Sgro, the following resolution was unanimously approved:

Resolution No. 16-46

WHEREAS, the ANTONIO B. WON PAT INTERNATIONAL AIRPORT AUTHORITY, GUAM ("GIAA" or the "Authority") has several bank accounts and desires to designate the individuals authorized to execute checks, drafts, or other orders for and on behalf of GIAA.

NOW, THEREFORE, BE IT RESOLVED, that the Board of Directors of GIAA hereby designates two of the following individuals together to execute checks, drafts, or other orders for and on behalf of GIAA:

1. Charles H. Ada II; Executive Manager
2. Pedro R. Martinez, Deputy Executive Manager;
3. Ricardo C. Duenas, Chairman of the Board;
4. Jean M. Arriola, Airport Services Manager
5. John A. Rios, Comptroller; and
6. Antoinette L. Bautista, General Accounting Supervisor

BE IT RESOLVED FURTHER, that one of the two signatories must include any one of the following: the Chairman, the Executive Manager, the Deputy Executive Manager; or the Comptroller.

BE IT RESOLVED FURTHER, that the authority of the above-designated individuals to execute checks, drafts, or other orders for and on behalf of GIAA shall be limited only to authorized

expenditures of GIAA and as is consistent with the execution of their respective duties, statutory or otherwise, as officers or directors of GIAA.

BE IT RESOLVED FURTHER, that the designation of the above-named individuals supersedes all prior designations by the Board of Directors of GIAA on file at all banking institutions at which GIAA maintains its accounts.

The second item discussed was a request to approve Legal representation with Attorney Tom Fisher for GIAA Board members and Executive Manager Ada in their official capacity relative to the Sunshine Act Litigation.

After further discussion, on motion duly made by Director Sgro, seconded by Director Sobti, the following resolution was unanimously approved:

Resolution No. 16-47

The Board hereby approves the request for Attorney Tom Fisher to represent the GIAA Board of Directors and Executive Manager Ada in their official capacities relative to the Sunshine Act Litigation.

The third item discussed was a request from Legal Counsel for the Board to approve and authorize payment to Calvo Fisher & Jacob LLP, for April and May 2016 invoices for legal services.

Director Sobti and Director Camacho did not participate in the discussion or vote on the referenced item because of previously disclosed conflicts of interest.

After further discussion, on motion duly made by Director Gerber, seconded by Director Sgro, the following resolution was unanimously approved:

Resolution No. 16-48

The Board hereby authorizes the Authority to issue payment to Calvo Fisher & Jacob LLP for legal fees incurred in April and May 2016 as follows: April legal fees relative to the DFS arbitration matter, in the amount of $35,191.43; and May legal fees that exceed the monthly cap, in the amount of $49,011.69.

Chairman Duenas advised that there is a request from Legal Counsel for Board's approval to wave the monthly cap for anticipated legal fees in June 2016. The Chairman inquired what the ramifications were if the Board should not approve today. Legal Counsel replied that the invoices would come before the Board for approval at the next Board meeting. The Board agreed that it would be in the best interests of the Authority to wait until the invoices are received rather than to waive the cap beforehand.

10. PUBLIC COMMENTS

There were no public comments.

11. ADJOURNMENT

Motion to adjourn duly made by Director Tolan, seconded by Director Sobti; motion unanimously passed. The meeting was adjourned at 4:50 p.m.

Dated this 13th, day of July, 2016.

Ricardo C. Duenas
Chairman

Attest:

Gurvinder Sobti
Secretary

Prepared and Submitted By:

Amanda O'Brien-Rios
Corresponding Secretary

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A.B. WON PAT INTERNATIONAL AIRPORT AUTHORITY, GUAM
Board of Directors Regular Board Meeting
3:00 p.m. Thursday, June 9, 2016
GIAA Terminal Conference Room #3

SIGN-IN SHEET

	PRINT NAME	COMPANY/AGENCY
1.	Blaine Dydasco	Sen. Tom Ada
2.	RHEA C. RIOS	LOTTE DUTY FREE
3.	LETITIA LAW-BYERLY	LOTTE DUTY FREE
4.	FRANK TAITANO	GIAA
5.	J.G. JAVELLANA	PMO
6.	Gerard BAUTISTA	ATM
7.	Nestor Licmto	KUAM
8.	EMILIA	CPS
9.	VICTOR J. CRUZ	GUAM ENGR.
10.	Angelica Perez	AM Insurance.
11.	Jean Arriola	GIAA
12.	ANN BAUTISTA	GIAA
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BOARD OF DIRECTORS REGULAR MEETING

3:00 p.m., Thursday, June 30, 2016
GIAA TERMINAL CONFERENCE ROOM #3

Public Notice
First Notice:
Guam Daily Post – June 23, 2016
Notice to Media – June 23, 2016

Second Notice:
Guam Daily Post – June 28, 2016
Notice to Media – June 28, 2016

AGENDA

1. Call to Order and Attendance
2. Approval of Agenda
3. Approval of Minutes
   - **A.** June 9, 2016 Regular Meeting
4. Correspondence
5. Old Business
   - **A.** Status Updates of Capital Improvement Projects
6. New Business
   - **A.** Approval of Award for HC5 Hangar Facility Renovation - IFB No. GIAA-C02-FY16
   - **B.** Approval of Award for Wildlife Hazard Assessment - RFP No. RFP-004-FY16
   - **C.** Approval of Award for Purchase and Delivery of Stanchion Barriers - IFB No. GIAA-005-FY16
7. Report of Executive Manager
8. Report of the Comptroller
9. Executive Session
10. Public Comments
11. Adjournment

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MINUTES OF THE REGULAR MEETING OF THE BOARD OF DIRECTORS OF THE A.B. WON PAT INTERNATIONAL AIRPORT AUTHORITY, GUAM
Thursday, June 30, 2016, 3:00 p.m.
GIAA TERMINAL CONFERENCE ROOM #3

1. CALL TO ORDER AND ATTENDANCE

The June 30, 2016 regular meeting of the Board of Directors of the A.B. Won Pat International Airport Authority, Guam ("GIAA" or the "Authority") was called to order by Chairman Duenas at 3:03 p.m. at the GIAA Terminal Conference Room #3, 355 Chalan Pasaheru, Tamuning, Guam, 96913.

Directors Present:	**Offices or positions:**
Ricardo C. Duenas	Chairman
Katherine C. Sgro	Vice Chairperson
Lucy M. Alcorn	
Rosalinda A. Tolan	
Directors Absent:	
Gurvinder "Bic" Sobti (Excused)	Board Secretary
Martin J. Gerber (Excused)	
Deedee S. Camacho (Excused)	
GIAA Officials:	
Charles H. Ada II	Executive Manager
Peter Roy Martinez	Deputy Executive Manager
Jean M. Arriola	Airport Services Manager
John A. Rios	Comptroller
Robert Camacho	Airport Police Chief
Benny Baza	Airport Fire Chief
Franklin Taitano	Procurement Supervisor
Joseph Javellana	Program Coordinator IV
Victor Cruz	Engineering Supervisor
Elfrie Koshiba	Airport Marketing
Janalynn Cruz Damian, Esq.	GIAA Legal Counsel

The Chairman welcomed Airport tenants, stakeholders, and members of the public who are noted in a sign-in sheet attached to these minutes.

2. APPROVAL OF AGENDA

Chairman Duenas announced that Executive Session will be cancelled. Motion to accept the change duly made by Director Tolan, seconded by Director Tolan; motion unanimously passed.

3. APPROVAL OF MINUTES

A. June 9, 2016 Regular Meeting

No corrections or changes were recommended. On motion duly made by Director Sgro, seconded by Director Alcorn, the following resolution was unanimously passed:

Resolution No. 16-49

The Board hereby approves the minutes of the June 9, 2016 regular meeting, subject to corrections.

4. CORRESPONDENCE

Executive Manager Ada had no correspondence to report.

5. OLD BUSINESS

A. Status Updates of Capital Improvement Projects

Mr. Victor Cruz, GIAA Engineering Supervisor, referred the Board to handouts regarding the current Airport projects and provided various updates to the Board.

i. Capital Improvement Fund

- Wildlife Management Assessment: RFP submittals were received June 14, 2016 and have been evaluated. Subject to Board approval.
- ARFF Facility – Design/Construction Phase I: FAA provided a response draft to the Scope of Work, revisions to be made and resubmitted for approval by FAA. RFP announcement delayed until July 2016 with notice to proceed in August 2016.
- Improve Leasehold Facilities (GSE, Tech, HC-5): RFP submittals were received June 14, 2016 and have been evaluated. Subject to Board approval.
- Improve Arrival and Inspection Facilities: Automated Passenger Controls units have arrived and expected to be installed and operational by July 22, 2016, pending training of CBP personnel.
- Safety Management System: RFP has been advertised, due to technicalities regarding specifications, submittal deadline extended to July 5, 2016.

- Miscellaneous Airport Improvements – Phase V: Grant includes funding for fence line project and demolition of remnant properties. Bid submittals scheduled for July 26, 2016.

6. NEW BUSINESS

A. Approval of Award for HC5 Hangar Facility Renovation - IFB No. GIAA-C02-FY16

The Executive Manager provided background information to the Board on the referenced IFB. Nineteen (19) firms/individuals purchased bid packages and three (3) firms submitted bids before the submission deadline. All three (3) firms were evaluated, and all firms determined to be acceptable. As required by the Guam Procurement Regulations, the bids were publicly opened and read aloud in the presence of the bidders. The bid price submittals are as follows in the order they were received and opened:

Bidder/Firm's Name	Amount
Orion General Contractor	$1,346,196.00
Pernix Guam LLC	$1,040,525.00
DB's Builders Inc.	$909,206.55

Executive Manager Ada informed the Board that DB's Builders Inc. has been determined to have met the standards and responsibility and responsiveness outlined in the Guam Procurement Regulations and has been deemed as the lowest responsible, responsive bidder. Therefore, it is recommended that DB's Builders Inc. be awarded the contract with a total amount of $909,206.55 for the project in reference.

The Executive Manager informed the Board that the HC-5 Hangar facility is a multi-sub tenant facility, consisting of 51,000 square feet, which Aviation Concepts, LLC is currently leasing. Part of the five (5) year lease signed in April included the renovations and updates to the Hangar. Construction is expected to be completed in six (6) months.

After further discussion, on motion duly made by Director Alcorn, seconded by Vice Chairperson Sgro, the following resolution was unanimously approved:

Resolution No. 16-50

The Board hereby approves the contract award for HC5 Hangar Facility Renovation - IFB No. GIAA-C02-FY16 to DB's Builders Inc. in the amount of $909,206.55, subject to review by legal counsel.

B. Approval of Award for Wildlife Hazard Assessment - RFP No. RFP-004-FY16

The Executive Manager provided background information to the Board on the referenced RFP including the scope of services, contract term, dates of advertisement of the RFP, proposal

submission deadline, and the number of interested proposers. An evaluation committee was established to evaluate the one (1) proposal timely submitted. The proposal was evaluated on a point system assigned for each criteria identified in the RFP package. The qualified firm in the ranking is as follows:

1. Proposer A

Management recommends that the Board approve the ranking results and award the RFP to Proposer A, subject to Management's negotiation of fair and reasonable fees.

The Executive Manager announced that the referenced RFP is a federal grant from the FAA, at a 90/10 cost share, the Airport will fund $100,000. The Assessment will take fifteen (15) months to complete, and is required to be completed every three (3) years.

After further discussion, on motion duly made by Director Tolan, seconded by Director Sgro, the following resolution was unanimously approved:

Resolution No. 16-51

The Board hereby approves the ranking results as presented and contract award to Proposer A for Wildlife Hazard Assessment - RFP No. RFP-004-FY16, subject to Management's negotiation of fair and reasonable fees and legal review.

The Executive Manager informed the Board that Proposer A is PCR Environmental, Inc.

C. Approval of Award for Purchase and Delivery of Stanchion Barriers - IFB No. GIAA-005-FY16

The Executive Manager provided background information to the Board on the referenced IFB. Nine (9) firms/individuals purchased bid packages and four (4) firms submitted bids before the submission deadline. All four (4) firms were evaluated, and all firms determined to be acceptable. As required by the Guam Procurement Regulations, the bids were publicly opened and read aloud in the presence of the bidders. The bid price submittals are as follows in the order they were received and opened:

Bidder/Firm's Name:	Unit Price Bid Item 1.	Total Price Bid Item 1.
JMI Edison	$295.00	$177,000.00
USA Contractors Inc.	$113.35	$68,010.00
Enviro Pros.	Option #1 $93.69	$56,214.00
	Option #2 $82.30	$49,380.00
KlamCo Ent.	$158.00	$94,800.00

Executive Manager Ada informed the Board that Enviro Pros. has been determined to have met the standards and responsibility and responsiveness outlined in the Guam Procurement Regulations and has been deemed as the lowest responsible, responsive bidder. Therefore, it is recommended that Enviro Pros. be awarded the contract with a total amount of $49,380.00 for the project in reference.

Chairman Duenas inquired on the Option #1 and #2 bids submitted by Enviro Pros. The Executive Manager informed the Board that the options are based on the product.

The Executive Manager added that the bid in reference will not only replace the existing aged stanchions in the CBP area, but will also increase them to accommodate the automated passport controls systems, allowing for better traffic flow at the entry into the CBP Hall. The stanchions presented to the Airport under Option #2, which GIAA is recommending, are utilized in Incheon Airport, the number one (1) rated Airport for the past five (5) years.

After further discussion, on motion duly made by Vice Chairperson Sgro, seconded by Director Alcorn, the following resolution was unanimously approved:

Resolution No. 16-52

The Board hereby approves the contract award for Purchase and Delivery of Stanchion Barriers - IFB No. GIAA-005-FY16 to Enviro Pros. in the amount of $49,380.00 for Option #2, subject to review by legal counsel.

7. REPORT OF THE EXECUTIVE MANAGER

Reference is made to the Executive Manager's Report included as part of the Board's packet, which was presented by the Executive Manager.

Regarding Air Service Development, the Executive Manager informed the Board of meetings that took place in Singapore with representatives from Jet Star, Silk Air, and Skymark Airlines; Air Asia's representative was unable to attend due to timing issues. GIAA provided all airlines with incentives that were previously approved by the Board, and all are interested in what additional incentives GIAA may offer for non-peak hours and multiple routes. The Executive Manager advised the Airlines that GIAA's Board would need to approve any additional incentives and assured them that GIAA would have a response within three (3) weeks. Skymark Airlines is considering starting routes in January 2017 and Jet Star proposed starting routes in December 2016 if the incentives were enticing enough. Discussion followed relative to scheduling an Air Service Development/Marketing Sub-Committee meeting to discuss implementing an updated Incentive Program so as to respond within the three (3) weeks promised with regard to incentives for operating in non-peak hours and incentives for multiple routes.

The Executive Manager advised the Board of a meeting with U.S. Customs & Border Protection ("USCBP"), announcing that GIAA's application for the USCBP Reimbursable Program was approved. The Governor implemented a taskforce to address the challenges in the CBP Hall. Short term and long term objectives were established by the taskforce, with one of those short term objectives being participation in USCBP's Reimbursable Program. Under the Program, GIAA would enter into an agreement with USCBP that would allow GIAA to request for overtime should GIAA have a special event or need to augment normal operational periods. GIAA would in turn reimburse USCBP. The funding for the Program would be captured under the airline rates and charges. The Executive Manager added that the Signatory Airlines are a part of the taskforce, therefore they are very aware of the funding source.

After further discussion, on motion duly made by Director Alcorn, seconded by Vice Chairperson Sgro, the following resolution was unanimously approved:

Resolution No. 16-53

The Board hereby approves the Authority's participation in U.S. Customs & Border Protection's Reimbursable Program, subject to review by legal counsel.

8. REPORT OF THE COMPTROLLER

Mr. John Rios, Comptroller, reported on the revenues and expenses of the Authority as of **May 31, 2016**. Mr. Rios reported that year-to-date Total Signatory Revenues are above budgeted revenues by **2.7%**, year-to-date Total Concession Revenues and Passenger Facility Charges are below budget by **-0.1%** and **-1.0**, respectively. Year-to-date Total Other Revenues, inclusive of non-signatory and non-airline revenues are above the budget estimate by **9.1%**. Year-to-date Total Operating Revenues Actual of **$47.5M** is **3.0%** above the budget estimate of **$46.1M**. Year-to-date Total Operating Expenses are below budget by **-13.3%**. Components of this line item include a **-0.8%** decrease in Personnel Service, a **-19.2%** decrease in Contractual Services, a **-53.3%** decrease in Materials & Supplies and a **-100.0%** decrease in Equipment/Furnishings from budgeted amounts for these respective categories. The actual year-to-date Net Revenues from Operations of **$21.3M** reflects an increase of **33.9%** over the year-to-date budgeted amount of **$16.0M**. Ms. Bautista reported that the year-to-date Debt Service Coverage is at **1.51** versus the requirement of **1.25.**

9. EXECUTIVE SESSION

Executive Session cancelled.

10. PUBLIC COMMENTS

There were no public comments.

11. ADJOURNMENT

Motion to adjourn duly made by Director Tolan, seconded by Director Alcorn; motion unanimously passed. The meeting was adjourned at 3:42 p.m.

Dated this 28, day of July, 2016.

Attest:

Ricardo C. Duenas
Chairman

Gurvinder Sobti
Secretary

Prepared and Submitted By:

Amanda O'Brien-Rios
Corresponding Secretary

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A.B. WON PAT INTERNATIONAL AIRPORT AUTHORITY, GUAM

Board of Directors Regular Board Meeting

3:00 p.m. Thursday, June 30, 2016

GIAA Terminal Conference Room #3

SIGN-IN SHEET

	PRINT NAME	COMPANY/AGENCY
1.	Blaine Dydasco	Sen. Tom Ada
2.	FRANK TAITANO	GIAA
3.	J.G. JAVELLANA	PAO
4.	BENNY BAZA	ARFF
5.	DANIEL STONE	ARFF
6.	RUBEN CAMACHO	A.V.
7.	Lara Ozaki	Glimpses Publications
8.	Elfrieda Kosuiba	GIAA Mktg.
9.	Letitia Law-Byerly	LOTTE DUTY FREE
10.	Rick Salas	Sen Tom Ada
11.	JEAN ARNOLD	GUAM
12.	VICTOR J. CRUZ	GIAA
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BOARD OF DIRECTORS REGULAR MEETING
3:00 p.m., Thursday, July 28, 2016
GIAA TERMINAL CONFERENCE ROOM #3

Public Notice
First Notice:
Guam Daily Post – July 20, 2016
Notice to Media – July 20, 2016

Second Notice:
Guam Daily Post – July 26, 2016
Notice to Media – July 26, 2016

AGENDA

1. Call to Order and Attendance
2. Approval of Agenda
3. Approval of Minutes
   - **A.** June 30, 2016 Regular Meeting
4. Correspondence
5. Old Business
   - **A.** Status Updates of Capital Improvement Projects
6. New Business
   - **A.** Approval of Award for Indefinite Delivery & Indefinite Quantity (IDIQ) Jet A-1 Fuel Supply - IFB No. GIAA-006-FY16
   - **B.** Approval of Award for Demolition and Remediation of Various Airport Facilities, Phase 4 - IFB No. GIAA-C04-FY16 (AIP Grant No. 3-66-0001-82)
   - **C.** Approval of Work Order - ARRF Vehicles - Project No. GIAA-16-02-16 and AIP No. 3-66-0001-091
7. Report of Executive Manager
8. Report of the Comptroller
9. Executive Session
10. Public Comments
11. Adjournment

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MINUTES OF THE REGULAR MEETING OF THE BOARD OF DIRECTORS OF THE A.B. WON PAT INTERNATIONAL AIRPORT AUTHORITY, GUAM
Thursday, July 28, 2016, 3:00 p.m.
GIAA TERMINAL CONFERENCE ROOM #3

1. CALL TO ORDER AND ATTENDANCE

The July 28, 2016 regular meeting of the Board of Directors of the A.B. Won Pat International Airport Authority, Guam ("GIAA" or the "Authority") was called to order by Chairman Duenas at 3:06 p.m. at the GIAA Terminal Conference Room #3, 355 Chalan Pasaheru, Tamuning, Guam, 96913.

Directors Present:	**Offices or positions:**
Ricardo C. Duenas	Chairman
Gurvinder "Bic" Sobti	Board Secretary
Martin J. Gerber	
Lucy M. Alcorn	
Rosalinda A. Tolan	
Deedee S. Camacho	
Directors Absent:	
Katherine C. Sgro (Excused)	Vice Chairperson
GIAA Officials:	
Peter Roy Martinez	Deputy Executive Manager
John A. Rios	Comptroller
Jean M. Arriola	Airport Services Manager
Gerard Bautista	Air Terminal Manager
Robert Camacho	Airport Police Chief
Ray Santos	Airport Fire Chief, Acting
Edward Muna	Operations Superintendent
Franklin Taitano	Procurement Supervisor
Victor Cruz	Engineering Supervisor
Rolenda Faasuamalie	Airport Marketing Administrator
Fred Tupaz	TMG, LLC
Michael A. Pangelinan, Esq.	GIAA Legal Counsel

The Chairman welcomed Airport tenants, stakeholders, and members of the public who are noted in a sign-in sheet attached to these minutes.

2. APPROVAL OF AGENDA

Motion to approve the agenda as presented duly made by Director Tolan, seconded by Director Camacho; motion unanimously passed.

3. APPROVAL OF MINUTES

A. June 30, 2016 Regular Meeting

No corrections or changes were recommended. On motion duly made by Director Alcorn, seconded by Director Gerber, the following resolution was unanimously passed:

Resolution No. 16-54

The Board hereby approves the minutes of the June 30, 2016 regular meeting, subject to corrections.

4. CORRESPONDENCE

Deputy Executive Manager Martinez had no correspondence to report.

5. OLD BUSINESS

A. Status Updates of Capital Improvement Projects

Mr. Fred Tupaz referred the Board to handouts regarding the current Airport projects and provided various updates to the Board.

i. FAA AIP Grant Projects – Undistributed Obligations (UDO)

- 2011 - Miscellaneous Airport Improvements – Phase IV: Grant has been zeroed out, remaining balance was applied to the Tiyan fence line project, which is expected to be completed in September 2016.
- 2013 - Update Airport Master Plan Study: Airport Geographic Information System (AGIS) Survey is pending final approval from the FAA. Once approved, this grant may be closed out.
- 2015 - Acquire Aircraft Rescue & Fire Fighting Vehicle: Work is in progress. ARFF met with vendor to finalize the design of the vehicles, delivery is anticipated for May 2017.
- 2015 - Rehabilitate Runway - 06L/24R: PAPI flight check completed July 22, 2016. Pending the FAA's commissioning process to close out the grant.
- 2015 - Noise Mitigation Measures for Residences within 65 - 69 DNL: Final revisions of the Noise Exposure Maps (NEMs) were submitted, pending final approval by the FAA. RFP for Acoustical Assessment for the remaining houses

under the 2003 Noise Exposure Maps was approved by the FAA, pending legal review before proceeding with the advertisement of the RFP.

- 2016 - Miscellaneous Airport Improvements – Phase V: Consisting of two (2) projects: First, completion of the fence line project. This project is 93% complete as of July 22, 2016. Completion is anticipated for September 2016. Second, the Demolition of Remnant properties in North Tiyan area. The IFB was closed July 26, 2016. Bids have been evaluated and pending Board action.

ii. Bond Capital Improvement Projects

- International Arrivals Corridor with Building Seismic Upgrades: Design is at 90% completion. Constructability review has been completed by the Construction Manager, SSFM. Workshops are ongoing, scheduled for July 28 and July 29 to resolve a number of items, and then review by the FAA. IFB anticipated to be announced August 2016.
- Hold Bag Screening Relocation: Meeting with stakeholders held on July 27, 2016 to discuss the impact of construction work at the ticket counters for the rewiring of the controls that will begin on August 8, 2016. Project is 69% complete as of June 30, 2016. Partial operation of the system is scheduled for December 2016, with full commissioning expected in March 2017. Based on current activity and what is being forecasted, a fourth machine may need to be requested to be included under this project.
- Parking Expansion: Meetings were held with the stakeholders and the Airports financial consultants, Leigh Fisher and Associates July 12, 2016 - July 15, 2016. The design is being refined and reconfigured by A&E based on information provided by the stakeholders and the consultants.
- ARFF Facility Replacement: A revised Scope of Work was submitted to the FAA for final comments and approval, once approved, proceed with the RFP advertisement.
- Upgrade Airport IT and FMS: Scope of Work for fiber optic relocation project has been completed, pending legal review to proceed with procurement.

iii. Capital Improvement Fund

- Upgrades to Public Restrooms - Final Phase: All public restrooms have completed. United Chief Pilots, Procurement and Admin restrooms in progress. Full completion expected in September 2016.
- Wildlife Management Assessment: Project awarded to PCR Environmental, Inc. at the June 30, 2016 Board meeting, and currently in contract negotiations.
- Improve Leasehold Facilities (GSE, Tech, HC-5): Project awarded to DB's Builders Inc. at the June 30, 2016 Board meeting, currently working on executing the contract. Project is expected to be completed 120 days from the Notice To Proceed.

- Improve Arrival and Inspection Facilities: Automated Passport Control units have been installed. Commissioning is pending the programming of Guam-specific software and training of Customs &Border Protection personnel. Estimated completion date is August 2016.
- Safety Management System: RFP submittals were received July 22, 2016 and the evaluations of the five (5) submittals are pending.

With regard to Air Service Development, Mr. Tupaz informed the Board that dialogue has continued with Jet Star, an Australian low cost carrier (LCC) and Silk Air, an airline out of Singapore. Jet Star has moved up its planning process and Guam Visitor's Bureau (GVB) is currently in Singapore to meet with carriers and reinforce Guam's commitment to developing this particular sector.

Mr. Tupaz added that he and Air Terminal Manager, Mr. Gerard Bautista and Air Service Development Consultant, ASM had met with Tiger Air, Taiwan in Taipei on July 7, 2016. The meeting went extremely well, with the airline expected to begin services as early as the end of 2016 or early 2017.

6. NEW BUSINESS

A. Approval of Award for Indefinite Delivery & Indefinite Quantity (IDIQ) Jet A-1 Fuel Supply - IFB No. GIAA-006-FY16

The Deputy Executive Manager provided background information to the Board on the referenced IFB. Four (4) firms/individuals purchased bid packages and only one (1) firm submitted a bid proposal before the submission deadline. The one (1) firm was evaluated, and determined to be acceptable. As required by the Guam Procurement Regulations, the bid was publicly opened and read aloud in the presence of the bidders. The bid price submittals are as follows in the order they were received and opened:

Bidder/Firm's Name	Amount
IP&E Holdings LLC	Spot Price at Time of Delivery

The Deputy Executive Manager informed the Board that IP&E Holdings LLC has been determined to have met the standards and responsibility and responsiveness outlined in the Guam Procurement Regulations and has been deemed as the lowest responsible, responsive bidder. Therefore, it is recommended that IP&E Holdings LLC be awarded the contract with a term of one (1) year with four (4) one (1) year options, not to exceed a total contract term of five (5) years.

Management informed the Board that the cost depends on the pricing at the time of delivery and the amount of fuel ordered.

After further discussion, on motion duly made by Director Sobti, seconded by Director Tolan, the following resolution was unanimously approved:

Resolution No. 16-55

The Board hereby approves the contract award for Indefinite Delivery & Indefinite Quantity (IDIQ) Jet A-1 Fuel Supply - IFB No. GIAA-006-FY16 to IP&E Holdings LLC with a contract term of one (1) year with four (4) one (1) year options, not to exceed a total contract term of five (5) years, subject to review by legal counsel.

B. Approval of Award for Demolition and Remediation of Various Airport Facilities, Phase 4 - IFB No. GIAA-C04-FY16 (AIP Grant No. 3-66-0001-82)

The Deputy Executive Manager provided background information to the Board on the referenced IFB. Twenty-one (21) firms/individuals purchased bid packages and seven (7) firms submitted bid proposals before the submission deadline. All seven (7) firms were evaluated, and six (6) firms were determined to be acceptable. As required by the Guam Procurement Regulations, the bids were publicly opened and read aloud in the presence of the bidders. The bid price submittals are as follows in the order they were received and opened:

Bidder/Firm's Name	Amount
Rex International Inc.	$197,400.00
Primo's Heavy Equipment	$92,600.00
Inland Builders Corp.	$91,600.00
Maeda Pacific Corp.	106,000.00
Ian Corporation	$119,207.38
BME & Sons	$66,746.25

Deputy Executive Manager Ada informed the Board that BME & Sons has been determined to have met the standards and responsibility and responsiveness outlined in the Guam Procurement Regulations and has been deemed as the lowest responsible, responsive bidder. Therefore, it is recommended that BME & Sons be awarded the contract with a total amount of $66,746.25 for the project in reference.

The Deputy Executive Manager announced that the lowest bid received is 5% below the government estimate of $70,000.00.

Mr. Tupaz advised the Board that the project includes the disposal of hazardous waste which is a requirement, and the remnant parcels for one facility along the Tiyan Parkway is included under the IFB.

After further discussion, on motion duly made by Director Tolan, seconded by Director Alcorn, the following resolution was unanimously approved:

Resolution No. 16-56

The Board hereby approves the contract award for Demolition and Remediation of Various Airport Facilities, Phase 4 - IFB No. GIAA-C04-FY16 (AIP grant No. 3-66-0001-82) to BME & Sons in the amount of $66,746.25, subject to review by legal counsel.

C. Approval of Work Order –Aircraft Rescue and Fire Fighting ARFF Vehicles - Project No. GIAA-16-02-16 and AIP No. 3-66-0001-091

Mr. Tupaz informed the Board that the two (2) ARFF vehicles anticipated to be delivered in May 2017, require additional equipment that was not covered under the original bid. Management provided the Board with two (2) work orders; the first in the amount of $71,437.00 and the second in the amount of $91,076.00. Management is seeking the approval from the FAA to reprogram grant funding to cover the amount of $91,076.00 at a 90/10 share, if not, Management is requesting to purchase the equipment at the lower cost with CIP funds.

After further discussion, on motion duly made by Director Camacho, seconded by Director Tolan, the following resolution was unanimously approved:

Resolution No. 16-57

The Board hereby approves Management's request to fund the work order for ARFF Vehicles - Project No. GIAA-16-02-16 and AIP No. 3-66-0001-091 up to $91,076.00, pending funding approval from the FAA; or funding from the CIP in the amount of $71,437.00.

7. REPORT OF THE EXECUTIVE MANAGER

Reference is made to the Executive Manager's Report included as part of the Board's packet, which was presented by the Deputy Executive Manager.

8. REPORT OF THE COMPTROLLER

Mr. John Rios, Comptroller, reported on the revenues and expenses of the Authority as of **June 30, 2016**. Mr. Rios reported that year-to-date Total Signatory Revenues are above budgeted revenues by **2.9%**,year-to-date Total Concession Revenues and Passenger Facility Charges are above and below budget by **0.1%** and **-1.0**, respectively. Year-to-date Total Other Revenues, inclusive of non-signatory and non-airline revenues are above the budget estimate by **10.2%**. Year-to-date Total Operating Revenues Actual of **$53.6M** is **3.5%** above the budget estimate of **$51.8M**. Year-to-date Total Operating Expenses are below budget by **-11.6%**. Components of this line item include a **0.8%** increase in Personnel Service, a **-17.8%** decrease in Contractual Services, a **-49.6%** decrease in Materials & Supplies and a **-100.0%** decrease in Equipment/Furnishings from budgeted amounts for these respective categories. The actual year-to-date Net Revenues from Operations of **$23.8M** reflects an increase of **31.4%** over the year-to-date budgeted amount of **$18.1M**. Mr. Rios reported that the year-to-date Debt Service Coverage is at **1.51** versus the requirement of **1.25.**

9. EXECUTIVE SESSION

The next item on the agenda was Executive Session.

Upon written recommendation of counsel, on motion duly made by Director Alcorn, seconded by Director Camacho, and unanimously approved, the Board adjourned to convene into Executive Session at 3:37 p.m.

To clarify for the record, on motion duly made by Director Alcorn, seconded by Director Camacho, and unanimously approved, the Board recessed to convene into Executive Session at 3:44 p.m. to discuss pending or threatened litigation to which GIAA is or may be a party. Attending Executive Session were members of the Board, Deputy Executive Manager Martinez, and Legal Counsel, Michael A. Pangelinan.

Executive Session adjourned at 3:56 p.m., at which time the Board reconvened the regular session.

Chairman Duenas announced that there was a request from legal counsel for the Board to approve and authorize payment to Calvo Fisher & Jacob LLP, for June 2016 invoices for general legal services.

After further discussion, on motion duly made by Director Sobti, seconded by Director Gerber, the following resolution was unanimously approved:

Resolution No. 16-58

The Board hereby authorizes the Authority to issue payment to Calvo Fisher & Jacob LLP for the general legal fees incurred in June 2016 that exceed the monthly cap, invoices totaling $72,255.23.

10. PUBLIC COMMENTS

The next item on the agenda was Public Comments.

Mr. Al Dilks introduced himself to the Board and Management. He informed the Board of his distress relative to Freedom Air. He has been unable to obtain his financial records from the company as all property was seized in 2015 due to bankruptcy, in turn he has had to pay Department of Revenue and Taxation. He is requesting for the Authority to release his financial records.

Chairman Duenas explained to Mr. Dilks that although GIAA may have taken possession of the hard assets, the financial records are not included as a hard asset. He went on to add that this is not to say that the records are not sitting in a file cabinet in a GIAA warehouse. This would fall under the responsibility of the bankruptcy trustee to marshal all of the assets for the court prior to the court disposing or transferring them to GIAA or any other individual who has a claim

against the company. Legal Counsel, Michael Pangelinan added that it is the Superior Court of Guam Marshalls that have possession, GIAA would need to work with them in order to review the inventory.

Chairman Duenas requested that Management work with the Superior Court of Guam Marshalls to check the inventory and identify if GIAA is in possession of Mr. Dilks's financial records and then make the determination with Legal Counsel on how to proceed. Mr. Dilks thanked the Board for their time.

11. ADJOURNMENT

Motion to adjourn duly made by Director Alcorn, seconded by Director Camacho; motion unanimously passed. The meeting was adjourned at 4:06 p.m.

Dated this 25th, day of August, 2016.

Attest:

Katherine C. Sgro
Vice Chairperson

Gurvinder Sobti
Secretary

Prepared and Submitted By:

Amanda O'Brien-Rios
Corresponding Secretary

A.B. WON PAT INTERNATIONAL AIRPORT GUAM
ATURIDAT PUETTON BATKON AIREN GUAHAN ENTENASIONAT

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WE'RE ON IT 24/7

A.B. WON PAT INTERNATIONAL AIRPORT AUTHORITY, GUAM
Board of Directors Regular Board Meeting
3:00 p.m. Thursday, July 28, 2016
GIAA Terminal Conference Room #3

SIGN-IN SHEET

	PRINT NAME	COMPANY/AGENCY
1.	ALFRED DILKS	SELF
2.	Blaine Dydasco	Sen. Tom Ada.
3.	JM Arriola	GCAA
4.	Michael Pangelinan	CFS
5.	FRANK P. TAITANO	GIAA.
6.	VICTOR J. CRUZ	GIAA
7.	Rhenda Faasnuke	GIAA
8.	Letitia Law-Byerly	LOTTE DUTY FREE
9.	Lara Ozaki	Glimpses Publications
10.	ROBERT CAMACHO	A.P.
11.	TRICIA granillo	AM INSURANCE
12.	[illegible]	GIAA
13.	RAY SANTOS	AAFF GIAA
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WE'RE ON IT 24/7

BOARD OF DIRECTORS REGULAR MEETING
3:00 p.m., Thursday, August 25, 2016
GIAA TERMINAL CONFERENCE ROOM #3

Public Notice
First Notice:
Guam Daily Post – August 18, 2016
Notice to Media – August 18, 2016

Second Notice:
Guam Daily Post – August 23, 2016
Notice to Media – August 23, 2016

AGENDA

1. Call to Order and Attendance
2. Approval of Agenda
3. Approval of Minutes
   - **A.** July 28, 2016 Regular Meeting
4. Correspondence
5. Old Business
   - **A.** Status Updates of Capital Improvement Projects
6. New Business
   - **A.** Approval of GIAA Fiscal Year 2017 Budget
   - **B.** Approval of Award for Safety Management Systems (SMS) - RFP No. RFP-005-FY16
   - **C.** Approval of Board Resolution No. 16-60: Recognizing the Services of the Honorable Former Lieutenant Governor Of Guam †Frank F. Blas
7. Report of Executive Manager
8. Report of the Comptroller
9. Executive Session
10. Public Comments
11. Adjournment

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MINUTES OF THE REGULAR MEETING OF THE BOARD OF DIRECTORS OF THE A.B. WON PAT INTERNATIONAL AIRPORT AUTHORITY, GUAM
Thursday, August 25, 2016, 3:00 p.m.
GIAA TERMINAL CONFERENCE ROOM #3

1. CALL TO ORDER AND ATTENDANCE

The August 25, 2016 regular meeting of the Board of Directors of the A.B. Won Pat International Airport Authority, Guam ("GIAA" or the "Authority") was called to order by Vice Chairperson, Katherine C. Sgro at 3:03 p.m. at the GIAA Terminal Conference Room #3, 355 Chalan Pasaheru, Tamuning, Guam, 96913.

Directors Present:	**Offices or positions:**
Katherine C. Sgro	Vice Chairperson
Gurvinder "Bic" Sobti	Board Secretary
Martin J. Gerber	
Rosalinda A. Tolan	
Deedee S. Camacho	
Directors Absent:	
Ricardo C. Duenas (Excused)	Chairman
Lucy M. Alcorn (Excused)	
GIAA Officials:	
Charles H. Ada II	Executive Manager
Peter Roy Martinez	Deputy Executive Manager
John A. Rios	Comptroller
Jean M. Arriola	Airport Services Manager
Antonio Taitingfong	Assistant Chief, Airport Police
Ray Santos	Airport Fire Chief, Acting
Franklin Taitano	Procurement Supervisor
Victor Cruz	Engineering Supervisor
Rolenda Faasuamalie	Airport Marketing Administrator
Fred Tupaz	TMG, LLC
Janalynn Cruz Damian, Esq.	GIAA Legal Counsel

Vice Chairperson Sgro welcomed Airport tenants, stakeholders, and members of the public who are noted in a sign-in sheet attached to these minutes.

2. APPROVAL OF AGENDA

Motion to approve the agenda as presented duly made by Director Tolan, seconded by Director Camacho; motion unanimously passed.

3. APPROVAL OF MINUTES

A. July 28, 2016 Regular Meeting

No corrections or changes were recommended. On motion duly made by Director Camacho, seconded by Director Tolan, the following resolution was unanimously passed:

Resolution No. 16-59

The Board hereby approves the minutes of the July 28, 2016 regular meeting, subject to corrections.

4. CORRESPONDENCE

Executive Manager Ada had no correspondence to report.

5. OLD BUSINESS

A. Status Updates of Capital Improvement Projects

Mr. Fred Tupaz referred the Board to handouts regarding the current Airport projects and provided various updates to the Board.

i. FAA AIP Grant Projects – Undistributed Obligations (UDO)

- 2013 - Update Airport Master Plan Study: Airport Geographic Information System (AGIS) Survey was approved by the FAA on August 17, 2016. Training sessions for Operations personnel are being scheduled to assist with management of the system.
- 2014 - Install Instrument Landing System (ILS) Runway 06L - Phase III: Close out documents were received August 24, 2016.
- 2015 - Noise Mitigation Measures for Residences within 65 - 69 DNL: FAA's approval of the Scope of Work was received and the advertisement for Acoustical Assessment RFP went out on August 24, 2016. Submittals are anticipated for September 22, 2016.
- 2016 - Miscellaneous Airport Improvements – Phase V: Consisting of two (2) projects: First, completion of the fence line project, this is 98% complete as of August 21, 2016; Second, the Demolition of Remnant properties in North Tiyan area. The project was awarded to BME & Sons in the amount of $66,000.00 and is awaiting FAA concurrence to award.

ii. Bond Capital Improvement Projects

- International Arrivals Corridor with Building Seismic Upgrades: IFB announcement anticipated for August 29, 2016 with a closing date of September 28, 2016.
- Hold Bag Screening Relocation: Project is 74% complete as of July 31, 2016, with installation at 63%. Estimated time of completion is March 2017.
- SSCP Improvements: Weekly meetings with TSA to address congestion issues in the well-wisher lobby. Based on recent discussions, TSA is expected to receive additional x-ray machines. Parking Expansion: The revised concepts were received and submitted to Leigh Fisher & Associates for final concurrence. Phasing plan study is underway to address a number of issues.
- ARFF Facility Replacement: FAA's approval was received for the Scope of Work and advertisement for the design. RFP scheduled to be advertised August 24, 2016 with a submittal date of September 22, 2016.

iii. Capital Improvement Fund

- Noise Mitigation Program 65 DNL & Higher - Phase VI: Received FAA approval for Scope of Work and advertisement for Acoustical Assessment RFP. RFP scheduled to be advertised August 24, 2016 with a submittal date of September 22, 2016.
- ARFF Facility Design/Construction, Phase I: FAA approval was received for the Scope of Work and advertisement for the design. RFP scheduled to be advertised August 24, 2016 with a submittal date of September 22, 2016.
- Wildlife Management Assessment: Contract negotiations expected to be completed August 26, 2016 with PCR. Notice to proceed anticipated in October 2016.
- Improve Leasehold Facilities (GSE, Tech, HC-5): Contract with DB's Builders Inc. fully executed. Awaiting the pre-construction meeting, to issue the notice to proceed.
- Improve Arrival and Inspection Facilities: The commissioning of the Automated Passport Control units is anticipated for September 15, 2016. Awaiting programming of Guam-specific software as well as training of Customs & Border Protection personnel.
- Safety Management System: RFP evaluations completed August 12, 2016. Board action required to award.
- Miscellaneous Airport Improvements, Phase IV: Project 97% complete as of August 14, 2016. Demolition project awarded to BME Sons, pending FAA concurrence to award.

Mr. Tupaz went on to direct the Board to a handout relative to the TSA Recapitalization and Optimization Project, summarizing additional funding that is necessary to complete the project due to delays in infrastructure and facility build out that was required. He also advised the

Board that the item was presented to the Capital Improvement Project Board sub-committee. After a brief background on the project, Mr. Tupaz announced that Management is requesting: 1) that the Board approve the extension of the Construction Management (CM) contract for EMPSCO Engineers through March 15, 2017; 2) approve the corresponding fees to cover the CM work for the general contractor and Siemens installation work in the ROM of $367,003.44, which is subject to negotiation with the CM; 3) approve estimated ROM to BME & Sons in the amount of $197,748.04 for work relating to the updated heat load requirements based on additional equipment specifications provided by Siemens, subject to verification by the CM; 4) approve estimated ROM to Siemens for the demobilization costs associated with infrastructure, building and badging delays in the amount of $1,985,062.00, subject to the verification of the CM; and 5) approve the request for an additional $1,350,000.00 to install a 4th CTX machine to avoid future operational delays and the additional cost of a standalone project at the request of TSA, due to the increase in passenger activity, TSA will provide the machine, and the cost for installation will be a part of the GIAA associated cost.

Mr. Tupaz explained that the amounts identified are in the Rough Order of Magnitude (ROM), and subject to verification with the Construction Manager. He added that items 2 - 4 are approximately $2.5M, however Management would like to request for authorization not to exceed $2.7M. Item 5, was estimated at $1.35M, however Management would like to request for authorization not to exceed $1.5M. Mr. Tupaz announced that the total amount that GIAA will be contributing is still within the $20.55M budget amount that was appropriated from the 2013 Bond proceeds for this project. This would bring the total cost for this project approximately to $29.87M, with $24.9M funded by TSA. The additional $1.5M outside of the Other Transaction Agreement with TSA, GIAA will request from TSA with the hope that the funds become available.

Director Gerber inquired on the fees associated with extending the CM contract from April 2016 to March 2017, which is for work that has already been completed. Mr. Tupaz replied that the work was necessary in order to minimize further delays on the project, and because the project is part of GIAA's CIP listing and under Bond funding and not grant funding, all that is needed is authorization.
After further discussion, on motion duly made by Director Gerber, seconded by Director Sobti, the following resolution was unanimously approved:

Resolution No. 16-61

The Board hereby approves the request to extend the Construction Management (CM) work order and the request for additional project funding relative to the Installation of the Baggage Handling System under the TSA Capitalization and Optimization program as presented, authorizing the following:

1) Extension of EMPSCO Engineers CM work order through March 15, 2017 to cover CM services for the general contractor's (GC) work and Siemens's installation work;
2) The appropriation of $2.7M under Bond proceeds to cover:
    a) The fees for services under the CM's work order extension, and the change orders submitted by the GC and Siemens, in the amount of $367,0003.44, which

is subject to verification by the CM, for work that has been or will be completed through March 15, 2017;

b) Payment to the general contractor for work relating to the updated heat load requirements based on additional equipment specifications by Siemens in the amount of $197,748.04

c) Payment to Siemens for the work relating to the demobilization costs associated with infrastructure, building and badging delays in the amount of $1,985,062.00;

3) The appropriation of $1.5M under Bond proceeds for the installation of a 4th CTX machine at the request of the TSA to avoid future operational delays and additional cost associated with the Baggage Handling System; subject to legal review.

Moving on to Air Service Development, Mr. Tupaz directed the Board to a handout regarding the Interim Air Service Development Incentives. Mr. Tupaz advised that after discussions with a number of airlines over the past few months as a result of the Routes Asia conference in March 2016, Management would like to request to amend the Incentive Program that was approved by the Board in February 2014, to allow GIAA to proceed with negotiations with interested carriers and to continue developing Asian routes. The amendments allow the Authority to fine-tune the Incentive Program but also allows GIAA to provide greater flexibility when negotiating agreements with airlines. The amendments are in line with the Governor's Japan Recovery Strategy, to provide additional air services from destinations in Japan and other areas in Asia.

Mr. Tupaz provided the amendments to the Board for consideration to include significant changes such as the cumulative percentage discount for the first year of operations being reversed from 75% to 50%, however applying the 75% discount to those carriers eligible for the second year of operations. Incentives for existing GIAA signatory airlines may be provided on a case-by-case basis and discounts of up to 50% may be applicable subject to negotiations.

Vice Chairperson Sgro announced that she understands the need for these issues to be addressed immediately as there are negotiations with carriers currently underway. Mr. Tupaz advised the Board that under the existing agreement, GIAA is prevented from moving forward with current negotiations.

After further discussion, on motion duly made by Director Tolan, seconded by Director Gerber, the following resolution was unanimously approved:

Resolution No. 16-62

The Board hereby approves the amendments to the Interim Air Service Development Incentives Program as presented, subject to further refinement, review by legal counsel and the FAA.

6. NEW BUSINESS

A. Approval of GIAA Fiscal Year 2017 Budget

The 2017 operating budget was presented by the Comptroller, John A. Rios. In summary, cost per enplanements (CP) was increased to $16.54, a 6.64% increase from current CP of $15.51.

Original CP included in the budget proposed to the airlines was $17.30. The FY16 budget is a 5.4% increase over actual estimates and a 2.8% increase over the FY16 adopted budget.

After further discussion, on motion duly made by Director Camacho, seconded by Director Tolan, the following resolution was unanimously approved:

Resolution No. 16-63

The Board hereby approves the Operating Budget for Fiscal year 2017 as presented, subject to adjustments.

B. Approval of Award for Safety Management Systems (SMS) - RFP No. RFP-005-FY16

Executive Manager Ada provided background information to the Board on the referenced RFP including the scope of services, contract term, dates of advertisement of the RFP, proposal submission deadline, and the number of interested proposers. An evaluation committee was established to evaluate the five (5) proposals that were submitted before the established deadline. The proposals were evaluated on a point system assigned for each criteria identified in the RFP package. As a result of the evaluation committee's tabulation, the selected firms in order of their ranking are as follows:

1. Proposer D
2. Proposer A
3. Proposer B
4. Proposer C
5. Proposer E

Management recommends the approval of the ranking results and the contract award to Proposer D, as the highest ranked proposer, subject to negotiations of fair and reasonable fees. In the event that the negotiations prove unsuccessful, GIAA Management will enter negotiations with the next highest ranked proposer.

Executive Manager Ada announced that the referenced RFP will be funded under the CIF, at a 90/10 cost share.

After further discussion, on motion duly made by Director Tolan, seconded by Director Sobti, the following resolution was unanimously approved:

Resolution No. 16-64

The Board hereby approves the ranking results as presented and the contract award to Proposer D for Safety Management Systems (SMS) - RFP No. RFP-005-FY16, subject to Management's negotiation of fair and reasonable fees and legal review.

Executive Manager Ada informed the Board that Proposer D is AECOM.

C. Approval of Board Resolution No. 16-60: Recognizing the Services of the Honorable Former Lieutenant Governor of Guam †Frank F. Blas

After further discussion, on motion duly made by Director Sobti, seconded by Director Tolan, the following resolution was unanimously approved:

Resolution No. 16-60

WHEREAS, the Honorable Former Lieutenant Governor †Frank F. Blas created the Guam Airport Authority as an autonomous agency of Guam in legislation he authored while in the 13th Guam Legislature and made into law as Public Law 13-57;

WHEREAS, under his administration as the Lieutenant Governor of Guam, the Airport Authority successfully floated $247 Million of Bonds in 1993 that built the current airport facility that still remains the largest capital improvement project ever done on Guam; and

WHEREAS, the Honorable Former Lieutenant Governor †Frank F. Blas was appointed to the GIAA Board of Directors in January of 2003 and unanimously elected as the Chairman of the GIAA Board of Directors; and

WHEREAS, under his chairmanship, the Airport developed and formally adopted key Board tenets in the areas of Air Service Development, Finance, Capital Programs, Operations and Service and Public Engagement; and

WHEREAS, under his chairmanship, the key tenets were the basis of developing specific Board Initiatives that are formal programs continuing today and a critical component of the Airport's growth and development; and

WHEREAS, under his chairmanship, the Airport Authority was successful in achieving expanded air service by acquiring an exemption of USDOT authorized foreign carriers from transporting cargo or passengers between point in the Asia/Pacific Region and points in the United States via Guam.

WHEREAS, under his chairmanship, the Airport became a participant in the FAA sponsored Residential Sound Solutions Program which qualified approximately 500 homes affected by airport operations to be mitigated from noise impact; which to date infused over $8 Million into the economy; and

WHEREAS, under his chairmanship, over $40 Million in private development was invested in the Tiyan Park with DHL, FedEX and the GIAA Integrated Air Cargo Building; and

WHEREAS, under his Chairmanship, GIAA created and put in place its Energy Management Program which allowed for significant savings in energy costs which underwrote the replacement and addition of new, energy efficient equipment; and

WHEREAS, under his chairmanship, the Airport received over $70 Million in federal grants from the FAA, the US Department of Commerce, the US Environmental Protection Agency; and the US Department of Interior for critical projects within the Airport footprint; and

WHEREAS, under his leadership, the 1993 Revenue Bonds were refinanced at a much lower interest rate, with savings estimated to reach $14 Million over the life of the bonds; and

WHEREAS, the Honorable Former Lieutenant Governor of Guam †Frank F. Blas, attained prestigious positions as a Board Member with the American Association of Airport Executives and was an active participant with the Airports Council International and National Association of State Aviation Officials, thereby enhancing Guam Airport's recognition as a major player in Pacific Aviation; and

WHEREAS, upon his departure from the Airport Board in 2008, he was recognized as the "Father of the Airport" in the creation of the Airport Authority in 1976 and for his significant contributions to the growth and development of Guam's only civilian airport;

NOW THEREFORE, BE IT RESOLVED, that the Authority hereby recognizes the great contribution of the Honorable Former Lieutenant Governor †Frank F. Blas as described in the aforementioned and extends Un Dangkulo' Na Si Yu'os Ma'ase to his family posthumously for his invaluable service and leadership to the A.B. Won Pat International Airport Authority, Guam and the people of Guam.

7. REPORT OF THE EXECUTIVE MANAGER

Reference is made to the Executive Manager's Report included as part of the Board's packet, which was presented by the Executive Manager Ada.

Vice Chairperson Sgro announced that she is very pleased with the number of training programs offered to GIAA employees and went on to express the importance of GIAA being on top of regulatory trainings. Discussion followed, with Executive Manager Ada giving an update regarding Emergency Medical Technician (EMT) training. With recent issues surrounding EMT's, it was suggested that this topic be discussed further at a Legal/Legislative sub-committee meeting.

8. REPORT OF THE COMPTROLLER

Mr. Rios reported on the revenues and expenses of the Authority as of **July 31, 2016**. Mr. Rios reported that year-to-date Total Signatory Revenues are above budgeted revenues by **2.6%**, year-to-date Total Concession Revenues and Passenger Facility Charges are above and below budget by **0.1**% and **-0.5**, respectively. Year-to-date Total Other Revenues, inclusive of non-signatory and non-airline revenues are above the budget estimate by **8.7%**. Year-to-date Total Operating Revenues Actual of **$59.4M** is **2.9%** above the budget estimate of **$57.7M**. Year-to-date Total Operating Expenses are below budget by **-10.3 %**. Components of this line item include a **1.6%** increase in Personnel Service, a **-16.3%** decrease in Contractual Services, a -

46.8% decrease in Materials & Supplies and a **-100.0%** decrease in Equipment/Furnishings from budgeted amounts for these respective categories. The actual year-to-date Net Revenues from Operations of **$26.2M** reflects an increase of **26.5%** over the year-to-date budgeted amount of **$20.7M**. Mr. Rios reported that the year-to-date Debt Service Coverage is at **1.50** versus the requirement of **1.25.**

9. EXECUTIVE SESSION

Vice Chairperson Sgro announced that there will be no Executive Session.

10. PUBLIC COMMENTS

There were no Public Comments.

11. ADJOURNMENT

Motion to adjourn duly made by Director Tolan, seconded by Director Gerber; motion unanimously passed. The meeting was adjourned at 4:11 p.m.

Dated this 30th, day of September, 2016.

Attest:

Ricardo C. Duenas
Chairman

Gurvinder Sobti
Secretary

Prepared and Submitted By:

Amanda O'Brien-Rios
Corresponding Secretary

A.B. WON PAT INTERNATIONAL AIRPORT GUAM
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WE'RE ON IT 24/7

A.B. WON PAT INTERNATIONAL AIRPORT AUTHORITY, GUAM
Board of Directors Regular Board Meeting
3:00 p.m. Thursday, August 25, 2016
GIAA Terminal Conference Room #3

SIGN-IN SHEET

	PRINT NAME	COMPANY/AGENCY
1.	Antonio Taitingfong	Police
2.	Frank P. Tantano	GIAA
3.	Butch Ance	Empsco.
4.	Eduardo Diaz	EMPSCO
5.	Rolenda Fasnacht	GIAA Mktg
6.	Victor J. Cruz	GIAA
7.	Jean Arriola	GIAA Adm
8.	Winnie Hung	Eva Airways
9.	Daniel Sople	ARFF
10.	Ray Santos	ARFF
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BOARD OF DIRECTORS REGULAR MEETING
3:00 p.m., Thursday, September 29, 2016
GIAA TERMINAL CONFERENCE ROOM #3

Public Notice
First Notice:
Guam Daily Post – September 22,2016
Notice to Media – September 22,2016

Second Notice:
Guam Daily Post – September 27, 2016
Notice to Media – September 27, 2016

AGENDA

1. Call to Order and Attendance
2. Approval of Agenda
3. Approval of Minutes
   - A. August 25, 2016 Regular Meeting
4. Correspondence
5. Old Business
   - A. Status Updates of Capital Improvement Projects
6. New Business
   - A. Approval of FY17 Insurance Renewal Program
   - B. Ratification of Grant Agreement AIP Project No. 3-66-0001-095 - Wildlife Hazard Assessments
   - C. Ratification of Grant Agreement AIP Project No. 3-66-0001-096 - SMS Manual and Implementation Plan
   - D. Ratification of Grant Agreement AIP Project No. 3-66-0001-097 - Terminal Building Sterile Arrival Corridors - Design
   - E. Ratification of Grant Agreement AIP Project No. 3-66-0001-098 - Aircraft Rescue & Fire Fighting Building - Design
   - F. Ratification of Grant Agreement AIP Project No. 3-66-0001-099 - Rehabilitate Apron - Design
   - G. Approval of Award for Custodial Services (Concourse/Apron Level) - IFB No. GIAA-007-FY16
   - H. Approval of Board Standing Committees
7. Report of Executive Manager
8. Report of the Comptroller
9. Executive Session
10. Public Comments
11. Adjournment

AMERICAN ASSOCIATION OF AIRPORT EXECUTIVES
AIRPORTS COUNCIL INTERNATIONAL
NASAO National Association of State Aviation Officials
THE INTERNATIONAL AIR CARGO ASSOCIATION

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MINUTES OF THE REGULAR MEETING OF THE BOARD OF DIRECTORS OF THE A.B. WON PAT INTERNATIONAL AIRPORT AUTHORITY, GUAM
Thursday, September 29, 2016, 3:00 p.m.
GIAA TERMINAL CONFERENCE ROOM #3

1. CALL TO ORDER AND ATTENDANCE

The September 29, 2016 regular meeting of the Board of Directors of the A.B. Won Pat International Airport Authority, Guam ("GIAA" or the "Authority") was called to order by Chairman Duenas at 3:03 p.m. at the GIAA Terminal Conference Room #3, 355 Chalan Pasaheru, Tamuning, Guam, 96913.

Directors Present:	**Offices or positions:**
Ricardo C. Duenas	Chairman
Katherine C. Sgro	Vice Chairperson
Gurvinder "Bic" Sobti	Board Secretary
Martin J. Gerber	
Lucy M. Alcorn	
Rosalinda A. Tolan	
Deedee S. Camacho	

Directors Absent:

GIAA Officials:	
Peter Roy Martinez	Deputy Executive Manager
John A. Rios	Comptroller
Jean M. Arriola	Airport Services Manager
Antonio Taitingfong	Assistant Chief, Airport Police
Ray Santos	Airport Fire Chief, Acting
Edward Muna	Operations Superintendent
Franklin P. Taitano	Supply Management Administrator
Joseph Javellana	Program Coordinator IV
Victor Cruz	Engineering Supervisor
Rolenda Faasuamalie	Airport Marketing Administrator
Janalynn Cruz Damian, Esq.	GIAA Legal Counsel

Chairman Duenas welcomed Airport tenants, stakeholders, and members of the public who are noted in a sign-in sheet attached to these minutes.

2. APPROVAL OF AGENDA

Motion to approve the agenda as presented duly made by Vice Chairperson Sgro, seconded by Director Tolan; motion unanimously passed.

3. APPROVAL OF MINUTES

A. August 25, 2016 Regular Meeting

No corrections or changes were recommended.

On motion duly made by Director Tolan, seconded by Vice Chairperson Sgro, the following resolution was unanimously passed:

Resolution No. 16-65

The Board hereby approves the minutes of the August 25, 2016 regular meeting, subject to corrections.

4. CORRESPONDENCE

Deputy Executive Manager Martinez had no correspondence to report.

5. OLD BUSINESS

A. Status Updates of Capital Improvement Projects

Mr. Victor Cruz referred the Board to handouts regarding the current Airport projects and provided various updates to the Board.

i. Capital Improvement Fund

- Wildlife Management Assessment: Contract negotiations with consultants are now complete and are being forwarded to the FAA for review and approval.
- ARFF Facility Design/Construction, Phase I: RFP submittals received on September 22, 2016 and are currently under review.
- Improve Arrival and Inspection Facilities: Automated Passport Control training completed September 15, 2016. Ribbon cutting scheduled for October 5, 2016.
- Safety Management System: RFP awarded to AECOM at the last Board meeting. Scope of work and fee negotiations in progress.
- Miscellaneous Airport Improvements, Phase IV, Demolition of Remnant Properties: Concurrence from the FAA was received to award the demolition project to BME & Sons. Contract execution is pending to move forward with notice to proceed.

ii. FAA AIP Grant Projects – Undistributed Obligations (UDO)

- 2013 - Update Airport Master Plan Study: After recent approval from FAA of the Airport Geographic Information System (AGIS) Survey training sessions were conducted with AECOM and CNMI on September 26 and 27, 2016.

ii. Bond Capital Improvement Projects

- International Arrivals Corridor with Building Seismic Upgrades: IFB was advertised on August 30, 2016 and requests for information ("RFI") received September 16, 2016. Due to RFIs, Addendum A and Addendum B were issued extending the bid opening to November 10, 2016. The deadline for RFIs was also extended. Seismic upgrades are FAA funded.
- Hold Bag Screening Relocation: Project is 78% complete as of August 31, 2016. Estimated time of completion is March 2017.

Chairman Duenas announced the arrival of Director Camacho.

6. NEW BUSINESS

A. Approval of FY17 Insurance Renewal Program

Vice Chairperson Sgro announced that she would like to recuse herself from participating in discussion or voting on this matter due to a conflict of interest, and exited the Board room.

Director Camacho noted that she has no conflict.

AM Insurance ("AM") representative Ann Marie Muna presented the insurance quotes for FY2017. Nine (9) insurance carriers were approached, with four (4) carriers responding with submittals.

The insurance program includes six (6) policies: Property Insurance with Catastrophe; Airport Operators Liability; Directors and Officers Liability; Workman's Compensation, Automobile Insurance; and Crime Insurance. Quotes are as follows:

Policy	Firm with Lowest Offered Premium	Amount
Property	Guahan	$338,390.00
Airport Operators Liability	Calvo's	$153,000.00
Directors & Officers Liability	Moylan's	$55, 998.00
Workman's Compensation	Moylan's	$44,900.00
Crime Insurance	Moylan's	$6,950.00
Automobile	Moylan's	$37,621.00

The total premium costs for all coverage including catastrophic perils for FY2017 is $636,859.00. This represents a savings of $132,312.00 compared to FY2016 premium cost of $769,171.00. Management recommends that the Board approve the FY2017 insurance program as presented.
Discussion was held on the various insurance companies.

After further discussion, on motion duly made by Director Tolan, seconded by Director Alcorn, the following resolution was unanimously approved:

Resolution No. 16-66

The Board hereby approves the FY2017 Insurance Renewal Program, in the total amount of $636,859.00 as follows:

Policy	Lowest Bidder/Firm's Name	Amount
Property	Guahan	$338,390.00
Airport Operators Liability	Calvo's	$153,000.00
Directors & Officers Liability	Moylan's	$55, 998.00
Workman's Compensation	Moylan's	$44,900.00
Crime Insurance	Moylan's	$6,950.00
Automobile	Moylan's	$37,621.00
TOTAL		$636,859.00

Vice Chairperson Sgro re-enters the Board room.

B. Ratification of Grant Agreement AIP Project No. 3-66-0001-095 - Wildlife Hazard Assessments

Deputy Executive Manager Martinez informed the Board that the grant is in the amount of $100,000.00 at a 90/10 cost share. The project has been awarded to PCR Environmental, Inc.

After further discussion, on motion duly made by Director Sobti, seconded by Director Tolan, the following resolution was unanimously approved:

Resolution No. 16-67

The Board hereby ratifies Management's acceptance of and approves the FAA Grant Agreement for AIP Project No. 3-66-0001-095 - Wildlife Hazard Assessments.

C. Ratification of Grant Agreement AIP Project No. 3-66-0001-096 – Safety Management System (SMS) Manual and Implementation Program

Deputy Executive Manager Martinez informed the Board that the grant is in the amount of $150,000.00 at a 90/10 cost share.

After further discussion, on motion duly made by Vice Chairperson Sgro, seconded by Director Alcorn, the following resolution was unanimously approved:

Resolution No. 16-68

The Board hereby ratifies Management's acceptance of and approves the FAA Grant Agreement for AIP Project No. 3-66-0001-096 - SMS Manual and Implementation Program.

D. Ratification of Grant Agreement AIP Project No. 3-66-0001-097 - Terminal Building Sterile Arrival Corridors - Design

Deputy Executive Manager Martinez informed the Board that the grant amount is $3,760,649.00 at a 90/10 cost share. This is a multi-year grant totaling $13 million.

After further discussion, on motion duly made by Director Gerber, seconded by Director Tolan, the following resolution was unanimously approved:

Resolution No. 16-69

The Board hereby ratifies Management's acceptance of and approves the FAA Grant Agreement for AIP Project No. 3-66-0001-097 - Terminal Building Sterile Arrival Corridors - Design.

E. Ratification of Grant Agreement AIP Project No. 3-66-0001-098 - Aircraft Rescue and Fire Fighting Building - Design

Deputy Executive Manager Martinez informed the Board that the grant is in the amount of $1M at a 90/10 cost share.

After further discussion, on motion duly made by Director Camacho, seconded by Director Gerber, the following resolution was unanimously approved:

Resolution No. 16-70

The Board hereby ratifies Management's acceptance of and approves the FAA Grant Agreement for AIP Project No. 3-66-0001-098 - Aircraft Rescue and Fire Fighting Building - Design.

F. Ratification of Grant Agreement AIP Project No. 3-66-0001-099 - Rehabilitate Apron - Design

Deputy Executive Manager Martinez informed the Board that the grant is in the amount of $810,000.00 at a 90/10 cost share.

After further discussion, on motion duly made by Vice Chairperson Sgro, seconded by Director Camacho, the following resolution was unanimously approved:

Resolution No. 16-71

The Board hereby ratifies Management's acceptance of and approves the FAA Grant Agreement for AIP Project No. 3-66-0001-099 - Rehabilitate Apron - Design.

G. Approval of Award for Custodial Services (Concourse/Apron Level) - IFB No. GIAA-007-FY16

Deputy Executive Manager Martinez provided background information to the Board on the referenced IFB. Eighteen (18) firms/individuals purchased bid packages and eight (8) firms submitted bids before the submission deadline. All eight (8) firms were evaluated, and all firms determined to be acceptable. As required by the Guam Procurement Regulations, the bids were publicly opened and read aloud in the presence of the bidders. The bid price submittals are as follows in the order they were received and opened:

Bidder/Firm's Name:	Item 1 Apron Level	Item 2 Concourse Level
Unlimited Service Group LLC	$857,297.97	$899,983.80
K Cleaning Services	$274,188.00	$539,000.00
Guam Cleaning Masters	$368,256.00	$565,056.00
Advance Management Inc.	$385,059.00	$1,296,947.00
MTO Maintenance	$258,000.00	$939,756.00
JRN Refrigeration	$387,194.38	No Bid
G Crew Maintenance	$254,949.00	No Bid
JJ Global	$343,944.18	$731,056.82

Deputy Executive Manager Martinez informed the Board that G Crew Maintenance and K Cleaning Services have been determined to have met the standards and responsibility and responsiveness outlined in the Guam Procurement Regulations and has been deemed as the lowest responsible, responsive bidders. Therefore, it is recommended that the contract awards be made according to the following:

Item & Description	Awarded to:	Total Amount
Item 1: Apron Level	G Crew Maintenance	$254,949.00
Item 2: Concourse Level	K Cleaning Services	$539,000.00
	Total Contract Award:	**$793,949.00**

Vice Chairperson Sgro inquired on measures added to the contract to address current concerns with maintenance. Mr. Franklin P. Taitano, Supply Management Administrator, replied stating that the new contract is now a one year contract with options to extend up to five (5) years. Measures were also included with regard to quality control. Mr. Taitano added that both firms have held contracts with the Airport for grass cutting. It was also noted that the prior contract was with Guam Cleaning Masters.

After further discussion, on motion duly made by Director Tolan, seconded by Vice Chairperson Sgro, the following resolution was unanimously approved:

Resolution No. 16-72

The Board hereby approves the contract award for Custodial Services (Concourse/Apron Level) - IFB No. GIAA-007-FY16 to G Crew Maintenance in the amount of $254,949.00 for the Apron Level; and K Cleaning Services in the amount of $539,000.00 for the Concourse Level, total contract award of $793,949.00, subject to review by legal counsel.

H. Approval of Board Standing Committees

Chairman Duenas presented a memorandum to the Board dated September 29, 2016 regarding recommended Board Standing Committees.

On motion duly made by Director Tolan and seconded by Vice Chairperson Sgro, the following resolution was unanimously passed:

Resolution No. 16-73

The Board hereby approves the Board subcommittees, chairpersons, and members as presented:

1. Finance/Operations/Administration
   Chairperson: Ricardo C. Duenas
   Members: Deedee S. Camacho
2. Legal/Legislative
   Chairperson: Martin J. Gerber
   Members: Lucy M. Alcorn
3. Capital Improvement Projects/Property Development
   Chairperson: Martin J. Gerber
   Member: Gurvinder "Bic" Sobti
4. Tenant Relations/Air Service Development/Marketing
   Chairperson: Katherine C. Sgro
   Members: Rosalinda A. Tolan, Lucy M. Alcorn

7. REPORT OF THE EXECUTIVE MANAGER

Reference is made to the Executive Manager's Report included as part of the Board's packet, which was presented by Deputy Executive Manager Martinez.

Vice Chairperson Sgro inquired on the funding for Ambassadors in the USCBP Hall. Ms. Rolenda Faasuamalie, Airport Marketing Administrator, replied that a portion is funded by GVB.

Deputy Executive Manager Martinez brought to the Board's attention the Airport Tariff Schedule and new parking lot fees. He announced that after the approval of the FY2017 budget at the last Board meeting which included the new tariff rates, the new Airport Tariff Schedule

and rates, as well as the new parking lot fees were published for notification to the public as required by law. The new parking lot fees take effect on October 1, 2016. Management requests that the Board ratify the new Airport Tariff Schedule and rates, and parking lot rates. On motion duly made by Director Tolan and seconded by Vice Chairperson Sgro, the following resolution was unanimously passed:

Resolution No. 16-74

The Board hereby ratifies the new Airport Tariff Schedule and the Parking Lot Fees as published and presented by Management.

Deputy Executive Manager Martinez announced that full delegation of procurement authority was granted to the Airport Authority by Claudia Acfalle, General Service Agency's Chief Procurement Officer, allowing GIAA to conduct all Government of Guam procurement practices internally for the upcoming fiscal year.

The Board congratulated Management and staff.

8. REPORT OF THE COMPTROLLER

Mr. John A. Rios, Comptroller, reported on the revenues and expenses of the Authority as of **August 31, 2016**. Mr. Rios reported that year-to-date Total Signatory Revenues are above budgeted revenues by **2.2%**,year-to-date Total Concession Revenues and Passenger Facility Charges are above budget by **0.1%** and **0.2%**, respectively. Year-to-date Total Other Revenues, inclusive of non-signatory and non-airline revenues are above the budget estimate by **12.1%**. Year-to-date Total Operating Revenues Actual of **$66.3M** is **3.6%** above the budget estimate of **$64.0M**. Year-to-date Total Operating Expenses are below budget by **-8.1%**. Components of this line item include a **2.6%** increase in Personnel Service, a **-13.3%** decrease in Contractual Services, a **-44.1%** decrease in Materials & Supplies and a **-100.0%** decrease in Equipment/Furnishings from budgeted amounts for these respective categories. The actual year-to-date Net Revenues from Operations of **$29.4M** reflects an increase of **23.3%** over the year-to-date budgeted amount of **$23.8M**. Mr. Rios reported that the year-to-date Debt Service Coverage is at **1.52** versus the requirement of **1.25.**

9. EXECUTIVE SESSION

The next item on the agenda was Executive Session.

Upon written recommendation of counsel, on motion duly made by Director Alcorn, seconded by Director Tolan, and unanimously approved, the Board recessed to convene into Executive Session after the recess at 3:47 p.m.

The Board convened into Executive Session at 3:50 p.m. to discuss pending or threatened litigation to which GIAA is or may be a party. Attending Executive Session were members of the Board, Deputy Executive Manager Martinez, and Legal Counsel, Michael A. Pangelinan and Janalynn Cruz Damian.

Director Sobti did not participate in portions of Executive Session due to conflicts of interest and left the conference room.

Executive Session adjourned at 4:30 p.m., at which time the Board reconvened the regular session.

All members present in the conference room.

As a result of discussion during Executive Session, Chairman Duenas announced that there was a request from legal counsel for the Board to approve and authorize payment to Calvo Fisher & Jacob LLP, for August 2016 invoices for general matters legal services.

After further discussion, on motion duly made by Director Gerber, seconded by Director Tolan, the following resolution was unanimously approved:

Resolution No. 16-75

The Board hereby authorizes the Authority to issue payment to Calvo Fisher & Jacob LLP for the general matters legal fees incurred in August 2016, in the amount of $14,241.43, that exceed the monthly cap.

10. PUBLIC COMMENTS

There were no Public Comments.

11. ADJOURNMENT

Motion to adjourn duly made by Director Tolan, seconded by Director Alcorn; motion unanimously passed. The meeting was adjourned at 4:32 p.m.

Dated this 28th, day of October, 2016.

Attest:

Ricardo C. Duenas
Chairman

Gurvinder Sobti
Secretary

Prepared and Submitted By:

Amanda O'Brien-Rios
Corresponding Secretary

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A.B. WON PAT INTERNATIONAL AIRPORT AUTHORITY, GUAM
Board of Directors Regular Board Meeting
3:00 p.m. Thursday, September 29, 2016
GIAA Terminal Conference Room #3

SIGN-IN SHEET

	PRINT NAME	COMPANY/AGENCY
1.	Annmarie Muna	AM Insurance
2.	Antonio Taitingfong	Police Div.
3.	VICTOR J. CRUZ	GIAA
4.	ANDREW SCANLON	AECOM
5.	TRENIC TOTANIO	GIAA
6.	LARRY Rivera	TMG
7.	Rolenda Faasuba	GIAA
8.	JEAN ARRIOLA	GCAA
9.	J. G. JAVELLANA	GIAA
10.	Lara Ozaki	Glimpses Publications
11.	RAY SANTOS	ARFF
12.	Michael Pangelinan	CFJ
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BOARD OF DIRECTORS REGULAR MEETING
3:00 p.m., Thursday, October 27, 2016
GIAA TERMINAL CONFERENCE ROOM #3

Public Notice
First Notice:
Guam Daily Post – October 20,2016
Notice to Media – October 20,2016

Second Notice:
Guam Daily Post – October 25, 2016
Notice to Media – October 25, 2016

AGENDA

1. Call to Order and Attendance
2. Approval of Agenda
3. Approval of Minutes
   - **A.** September 29, 2016 Regular Meeting
4. Correspondence
5. Old Business
   - **A.** Status Updates of Capital Improvement Projects
6. New Business
   - **A.** Approval of Award for Acoustical Assessment for Residential Sound Solution Program - RFP No. RFP-006-FY16 (AIP Grant No. 3-66-0001-093)
   - **B.** Approval of Award for Architectural/Engineering Services for GIAA Terminal Aircraft Apron and Taxiway Rehabilitation Design - RFP No. RFP-007-FY16
   - **C.** Approval of Award for Architectural/Engineering Services for GIAA Aircraft Rescue & Fire Fighting (ARFF) Facility Design - RFP No. RFP-008-FY16
   - **D.** Approval of Board Resolution No. 17-05 and 17-06: Agreement for Legal Services
   - **E.** Ratification of Quarterly Travel
7. Report of Executive Manager
8. Report of the Comptroller
9. Executive Session
10. Public Comments
11. Adjournment

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MINUTES OF THE REGULAR MEETING OF THE BOARD OF DIRECTORS OF THE A.B. WON PAT INTERNATIONAL AIRPORT AUTHORITY, GUAM
Thursday, October 27, 2016, 3:00 p.m.
GIAA TERMINAL CONFERENCE ROOM #3

1. CALL TO ORDER AND ATTENDANCE

The October 27, 2016 regular meeting of the Board of Directors of the A.B. Won Pat International Airport Authority, Guam ("GIAA" or the "Authority") was called to order by Chairman Duenas at 3:20 p.m. at the GIAA Terminal Conference Room #3, 355 Chalan Pasaheru, Tamuning, Guam, 96913.

Directors Present:	**Offices or positions:**
Ricardo C. Duenas	Chairman
Lucy M. Alcorn	
Rosalinda A. Tolan	
Deedee S. Camacho	
Directors Absent:	
Katherine C. Sgro (Excused)	Vice Chairperson
Gurvinder "Bic" Sobti (Excused)	Board Secretary
Martin J. Gerber (Excused)	
GIAA Officials:	
Charles H. Ada II	Executive Manager
Jean M. Arriola	Airport Services Manager
Gerard Bautista	Air Terminal Manager
Ann Bautista	General Accounting Supervisor
Daniel Stone	Airport Fire Chief, Acting
Edward Muna	Operations Superintendent
Victor Cruz	Engineering Supervisor
Joseph Javellana	Program Coordinator IV
Rolenda Faasuamalie	Airport Marketing Administrator
Fred Tupaz	TMG, LLC
Janalynn Cruz Damian, Esq.	GIAA Legal Counsel

Chairman Duenas welcomed Airport tenants, stakeholders, and members of the public who are noted in a sign-in sheet attached to these minutes.

2. APPROVAL OF AGENDA

Motion to approve the agenda as presented duly made by Director Tolan, seconded by Director Alcorn; motion unanimously passed.

3. APPROVAL OF MINUTES

A. September 29, 2016 Regular Meeting

No corrections or changes were recommended.

On motion duly made by Director Alcorn, seconded by Director Tolan, the following resolution was unanimously passed:

Resolution No. 17-01

The Board hereby approves the minutes of the September 29, 2016 regular meeting, subject to corrections.

4. CORRESPONDENCE

Executive Manager Ada had no correspondence to report.

5. OLD BUSINESS

A. Status Updates of Capital Improvement Projects

Mr. Fred Tupaz referred the Board to handouts regarding the current Airport projects and provided various updates to the Board.

i. FAA AIP Grant Projects – Undistributed Obligations (UDO)

- Miscellaneous Airport Improvements, Phase IV, Demolition of Remnant Properties: This project is in close out phase.
- Acquire one (1) 3,000-gallon Aircraft Rescue & Fire Fighting (ARFF) Vehicle: Project was closed out August 22, 2016.
- Update Airport Master Plan Study: Project is in close out phase.
- Rehabilitate Runway - 06L/24R: Flight check completed August 2016. PAPI commissioning and publication expected by the end of October 2016.
- Noise Mitigation Measures for Residences within 65 - 69 DNL: Board action required.
- Install Perimeter Fencing required by 14 CFR 139: Notice to Proceed was received.
- Wildlife Management Assessment: Awaiting issuance of Notice to Proceed to commence project.

- Arrival Corridor Design: Addendum C, in response to RFI's was issued October 21, 2016. Bid opening scheduled for November 10, 2016.
- ARFF Facility Design/Construction, Phase I: Board action required.
- Terminal Apron Rehabilitation Design: Board action required.

ii. Bond Capital Improvement Projects

- Hold Bag Screening Relocation: Project is 80% complete as of September 30, 2016. Installation is at 73% completion. Estimated time of completion is March 2017.
- ARFF Facility Replacement: Grant awarded August 2016. RFP submittals require Board action.

Relative to the upgrade to Airport IT and FMS, Mr. Tupaz informed the Board that Management has been working closely with United Airlines to develop the scope of work for the fiber optic relocation. United Airlines have an immediate need to relocate those lines currently hanging on stilts as a result of the demolition of the yellow cargo building. Management is requesting for authorization to negotiate an MOU with United Airlines to have the project commence and relocate the fiber optic lines underground. the Executive Manager added that GIAA has identified funds in the amount of $500K to assist with the project, and United will share the cost as well as manage the project.

After further discussion, on motion duly made by Director Alcorn, seconded by Director Camacho, the following resolution was unanimously approved:

Resolution No. 17-02

The Board hereby authorizes Management to proceed with negotiating a Memorandum of Understanding by and between the A.B. Won Pat International Airport Authority, Guam and Untied Airlines relative to the fiber optic relocation project, subject to legal review.

iii. Capital Improvement Fund

- Upgrades to Public Restrooms - Final Phase: Project 99% complete pending punchlist items. Change Order pending to complete additional restrooms in Engineering and Ramp Control offices.
- Noise Mitigation Program 65 DNL & Higher - Phase VI: RFP submittals require Board action.
- Wildlife Management Assessment: Contract has been executed and submitted to FAA for review, awaiting issuance of Notice to Proceed.
- Improve Leasehold Facilities (GSE, Tech, HC-5): Design for ARFF facility replacement design pending Board approval. Notice to proceed issued October 2016 for the HC-5 Hangar, construction anticipated to begin early November 2016.

- Improve Arrival and Inspection Facilities: Project to be closed out. APC's were installed and are fully operational. Ribbon cutting ceremony held October 5, 2016.
- Apron Rehabilitation - Design: Board action required.
- Miscellaneous Airport Improvements - Phase IV: Notice to Proceed was received.

Mr. Tupaz gave a brief update relative to Air Service Development stating that a number of the airlines that were targeted during the Asia Routes conference held in 2016 are working to allocate resources to comply with the ETOPS issues that are required for Guam routes. Tiger Air is still on track to begin flights early 2017. GIAA team continue to target low cost carriers out of Japan.

6. NEW BUSINESS

A. Approval of Award for Acoustical Assessment for Residential Sound Solution Program - RFP No. RFP-006-FY16 (AIP Grant No. 3-66-0001-093)

The Executive Manager provided background information to the Board on the referenced RFP including the scope of services, contract term, dates of advertisement of the RFP, proposal submission deadline, and the number of interested proposers. Thirteen (13) firms/individuals acknowledged receipt of the RFP package. An evaluation committee was established to evaluate the two (2) proposals timely submitted to determine the most qualified proposer. The proposals were evaluated on a point system assigned for each criteria identified in the RFP package. The qualified firms in the ranking are as follows:

1. Proposer B
2. Proposer A

Management recommends that the Board approve the ranking results and award the RFP to Proposer B, subject to Management's negotiation of fair and reasonable fees.

After further discussion, on motion duly made by Director Tolan, seconded by Director Camacho, the following resolution was unanimously approved:

Resolution No. 17-03

The Board hereby approves the ranking results as presented and contract award to Proposer B for Acoustical Assessment for Residential Sound Solution Program - RFP No. RFP-006-FY16 (AIP Grant No. 3-66-0001-093), subject to Management's negotiation of fair and reasonable fees and legal review. In the event that negotiations prove unsuccessful, Management may enter negotiations with the next highest ranked proposer.
The Executive Manager informed the Board that Proposer B is EMPSCO Engineering Consultants.

B. Approval of Award for Architectural/Engineering Services for GIAA Terminal Aircraft Apron and Taxiway Rehabilitation Design - RFP No. RFP-007-FY16

The Executive Manager provided background information to the Board on the referenced RFP including the scope of services, contract term, dates of advertisement of the RFP, proposal submission deadline, and the number of interested proposers. Thirty-two (32) firms/individuals acknowledged receipt of the RFP package. An evaluation committee was established to evaluate the six (6) proposals timely submitted to determine the most qualified proposer. The proposals were evaluated on a point system assigned for each criteria identified in the RFP package. The qualified firms in the ranking are as follows:

1. Proposer A
2. Proposer E
3. Proposer D
4. Proposer B
5. Proposer C
6. Proposer F

Management recommends that the Board approve the ranking results and award the RFP to Proposer A, subject to Management's negotiation of fair and reasonable fees.

Executive Manager Ada informed the Board that this project is FAA funded at a 90/10 cost share, GIAA will fund approximately $310,000.00; this is one of GIAA's Master Plan objectives. The design portion is anticipated to take six (6) months to complete with the construction portion approximately two (2) to three (3) years.

After further discussion, on motion duly made by Director Alcorn, seconded by Director Tolan, the following resolution was unanimously approved:

Resolution No. 17-04

The Board hereby approves the ranking results as presented and contract award to Proposer A for Architectural/Engineering Services for GIAA Terminal Aircraft Apron and Taxiway Rehabilitation Design - RFP No. RFP-007-FY16, subject to Management's negotiation of fair and reasonable fees and legal review. In the event that negotiations prove unsuccessful, Management may enter negotiations with the next highest ranked proposer.

The Executive Manager informed the Board that Proposer A is GHD.

C. Approval of Award for Architectural/Engineering Services for GIAA Aircraft Rescue & Fire Fighting (ARFF) Facility Design - RFP No. RFP-008-FY16

The Executive Manager provided background information to the Board on the referenced RFP including the scope of services, contract term, dates of advertisement of the RFP, proposal submission deadline, and the number of interested proposers. Thirty-two (32) firms/individuals

acknowledged receipt of the RFP package. An evaluation committee was established to evaluate the six (6) proposals timely submitted to determine the most qualified proposer. The proposals were evaluated on a point system assigned for each criteria identified in the RFP package. The qualified firms in the ranking are as follows:

1. Proposer C
2. Proposer A
3. Proposer E
4. Proposer B
5. Proposer F
6. Proposer D

Management recommends that the Board approve the ranking results and award the RFP to Proposer C, subject to Management's negotiation of fair and reasonable fees.

Executive Manager Ada informed the Board that this project is FAA funded at a 90/10 cost share.

After further discussion, on motion duly made by Director Camacho, seconded by Director Alcorn, the following resolution was unanimously approved:

Resolution No. 17-07

The Board hereby approves the ranking results as presented and contract award to Proposer C for Architectural/Engineering Services for GIAA Aircraft Rescue & Fire Fighting (ARFF) Facility Design - RFP No. RFP-008-FY16, subject to Management's negotiation of fair and reasonable fees and legal review. In the event that negotiations prove unsuccessful, Management may enter negotiations with the next highest ranked proposer.

The Executive Manager informed the Board that Proposer C is TRMA.

D. Approval of Board Resolution No. 17-05 and 17-06: Agreement for Legal Services

- Board Resolution No. 17-05: Agreement for Legal Services

Executive Manager Ada announced that the abovementioned resolution is relative to the extension of the agreement for legal services with Conflict Counsel, Fisher & Associates. This is the first option to extend of a five (5) year contract.

After further discussion, on motion duly made by Director Tolan, seconded by Director Alcorn, the following resolution was unanimously approved:

Resolution No. 17-05

WHEREAS, an Agreement for Legal Services – Conflicts Counsel (the "Conflicts Counsel Agreement") was entered into effective as of December 1, 2015, by and between the ANTONIO

B. WON PAT INTERNATIONAL AIRPORT AUTHORITY, GUAM ("GIAA") and Fisher & Associates; and

WHEREAS, the Conflicts Counsel Agreement provides for a term of one (1) year with four (4) options to extend for a period of one (1) year each, not to exceed a total contract period of five (5) years with GIAA approval; and

WHEREAS, the Board of Directors has determined that GIAA continues to require the services of conflicts legal counsel and that it is in the best interests of GIAA to extend the term of the Conflicts Counsel Agreement for an additional one (1) year period commencing on December 1, 2016, under the same terms and conditions as set forth in the Conflicts Counsel Agreement.

NOW, THEREFORE, BE IT RESOLVED, that the Board of Directors of GIAA hereby extends the term of the Conflicts Counsel Agreement for an additional one (1) year period commencing on December 1, 2016, under the same terms and conditions as set forth in the Conflicts Counsel Agreement.

- Board Resolution No. 17-06: Agreement for Legal Services

Executive Manager Ada announced that the abovementioned resolution is relative to the extension of the agreement for legal services with Conflict Counsel, Law Office of Peter F. Perez. This is the first option to extend of a five (5) year contract.

After further discussion, on motion duly made by Director Camacho, seconded by Director Tolan, the following resolution was unanimously approved:

Resolution No. 17-06

WHEREAS, an Agreement for Legal Services – Conflicts Counsel (the "Conflicts Counsel Agreement") was entered into effective December 1, 2015, by and between the ANTONIO B. WON PAT INTERNATIONAL AIRPORT AUTHORITY, GUAM ("GIAA") and The Law Office of Peter F. Perez; and

WHEREAS, the Conflicts Counsel Agreement provides for a term of one (1) year with four options to extend for a period of one (1) year each, not to exceed a total contract period of five (5) years with GIAA approval; and

WHEREAS, the Board of Directors has determined that GIAA continues to require the services of conflicts legal counsel and that it is in the best interests of GIAA to extend the term of the Conflicts Counsel Agreement for an additional one (1) year period commencing on December 1, 2016, under the same terms and conditions as set forth in the Conflicts Counsel Agreement.

NOW, THEREFORE, BE IT RESOLVED, that the Board of Directors of GIAA hereby extends the term of the Conflicts Counsel Agreement for an additional one (1) year period commencing on

December 1, 2016, under the same terms and conditions as set forth in the Conflicts Counsel Agreement.

E. Ratification of Quarterly Travel

Executive Manager Ada presented the quarterly travel from for July to September 2016 for ratification by the Board. Pursuant to GIAA's travel policy, all travel by Board members, the Executive Manager, Deputy Executive Manager, Comptroller, and all non-Airport employees must be approved or ratified by the Board of Directors.

After further discussion, on motion duly made by Director Alcorn, seconded by Director Tolan, the following resolution was unanimously approved:

Resolution No. 17-08

The Board hereby ratifies the quarterly travel from July to September 2016 for Board members, Executive Manager, Deputy Executive Manager, comptroller and all non-Airport employees as presented.

7. REPORT OF THE EXECUTIVE MANAGER

Reference is made to the Executive Manager's Report included as part of the Board's packet, which was presented by Executive Manager Ada.

8. REPORT OF THE COMPTROLLER

Ms. Ann Bautista, Accounting Supervisor, reported on the revenues and expenses of the Authority as of **September 30, 2016**. Ms. Bautista reported that year-to-date Total Signatory Revenues are above budgeted revenues by **2.4%**, year-to-date Total Concession Revenues and Passenger Facility Charges are above and below budget by **0.1%** and **-0.3%**, respectively. Year-to-date Total Other Revenues, inclusive of non-signatory and non-airline revenues are above the budget estimate by **11.3%**. Year-to-date Total Operating Revenues Actual of **$72.2M** is **3.5%** above the budget estimate of **$69.8M**. Year-to-date Total Operating Expenses are below budget by **-6.0%**. Components of this line item include a **3.9%** increase in Personnel Service, a **-13.0%** decrease in Contractual Services, a **-32.1%** decrease in Materials & Supplies and a **-162.9%** increase in Equipment/Furnishings from budgeted amounts for these respective categories. The actual year-to-date Net Revenues from Operations of **$31.4M** reflects an increase of **19.0%** over the year-to-date budgeted amount of **$26.4**. Ms. Bautista reported that the year-to-date Debt Service Coverage is at **1.50** versus the requirement of **1.25.**

9. EXECUTIVE SESSION

The next item on the agenda was Executive Session.

Upon written recommendation of counsel, on motion duly made by Director Tolan seconded by Director Alcorn, and unanimously approved, the Board recessed to convene into Executive

Session at 3:52 p.m. to discuss pending or threatened litigation to which GIAA is or may be a party. Attending Executive Session were members of the Board, Executive Manager Ada, and Legal Counsel, Janalynn Cruz Damian.

Executive Session adjourned at 4:06 p.m., at which time the Board reconvened the regular session.

As a result of discussion during Executive Session, Chairman Duenas announced that there was a request from legal counsel for the Board to approve and authorize payment to Calvo Fisher & Jacob LLP, for September 2016 invoices for general matters legal services.

After further discussion, on motion duly made by Director Alcorn, seconded by Director Tolan, the following resolution was unanimously approved:

Resolution No. 17-09

The Board hereby authorizes the Authority to issue payment to Calvo Fisher & Jacob LLP for the general matters legal fees incurred in September 2016, in the amount of $16,970.30 that exceed the monthly cap.

10. PUBLIC COMMENTS

There were no Public Comments.

11. ADJOURNMENT

Motion to adjourn duly made by Director Tolan, seconded by Director Alcorn; motion unanimously passed. The meeting was adjourned at 4:29 p.m.

Dated this 14th, day of December, 2016.

Ricardo C. Duenas
Chairman

Attest:
Gurvinder Sobti
Secretary

Prepared and Submitted By:

Amanda O'Brien-Rios
Corresponding Secretary

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WE'RE ON IT 24/7

A.B. WON PAT INTERNATIONAL AIRPORT AUTHORITY, GUAM
Board of Directors Regular Board Meeting
3:00 p.m. Thursday, October 27, 2016
GIAA Terminal Conference Room #3

SIGN-IN SHEET

	PRINT NAME	COMPANY/AGENCY
1.	Chris Wong	Guam Post
2.	JEAN BARRETT	GIAA
3.	J.G. JAVELLANA	GIAA
4.	R. Fransmeier	GIAA Intern
5.	~~LARRY~~ RIVERA	TMG
6.	VICTOR J. CRUZ	GIAA
7.	H. Nagata	JAL
8.	Gerard Bautista	GIAA
9.	EDWARD MUNA	GIAA
10.	DAVID SPONG	ARFF
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WE'RE ON IT 24/7

BOARD OF DIRECTORS REGULAR MEETING
3:00 p.m., Wednesday, December 14, 2016
GIAA TERMINAL CONFERENCE ROOM #3

Public Notice

First Notice:
Guam Daily Post – December 6, 2016
Notice to Media – December 6, 2016

Second Notice:
Guam Daily Post – December 12, 2016
Notice to Media – December 12, 2016

AGENDA

1. Call to Order and Attendance
2. Approval of Agenda
3. Approval of Minutes
   - **A.** October 27, 2016 Regular Meeting
4. Correspondence
5. Old Business
   - **A.** Status Updates of Capital Improvement Projects
6. New Business
   - **A.** Approval of Award for Purchase and Delivery of LED Digital Monitors-Computer Equipment - IFB No. GIAA-001-FY17
   - **B.** Approval of Award for Management and Infrastructure Support Services to Airport Gate Management System - RFP No. RFP-001-FY17
   - **C.** Approval of Award for Terminal Building Structural Upgrade and Concourse Isolation Construction - IFB No. GIAA-C06-FY16
7. Report of Executive Manager
8. Report of the Comptroller
9. Executive Session
10. Public Comments
11. Adjournment

AMERICAN ASSOCIATION OF AIRPORT EXECUTIVES
AIRPORTS COUNCIL INTERNATIONAL
NASAO National Association of State Aviation Officials
THE INTERNATIONAL AIR CARGO ASSOCIATION

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WE'RE ON IT 24/7

MINUTES OF THE REGULAR MEETING OF THE BOARD OF DIRECTORS OF THE A.B. WON PAT INTERNATIONAL AIRPORT AUTHORITY, GUAM
Wednesday, December 14, 2016, 3:00 p.m.
GIAA TERMINAL CONFERENCE ROOM #3

1. CALL TO ORDER AND ATTENDANCE

The December 14, 2016 regular meeting of the Board of Directors of the A.B. Won Pat International Airport Authority, Guam ("GIAA" or the "Authority") was called to order by Chairman Duenas at 3:03 p.m. at the GIAA Terminal Conference Room #3, 355 Chalan Pasaheru, Tamuning, Guam, 96913.

Directors Present:	**Offices or positions:**
Ricardo C. Duenas	Chairman
Katherine C. Sgro	Vice Chairperson
Gurvinder "Bic" Sobti	Board Secretary
Martin J. Gerber	
Lucy M. Alcorn	
Rosalinda A. Tolan	
Deedee S. Camacho	

Directors Absent:

GIAA Officials:	
Charles H. Ada II	Executive Manager
Peter Roy Martinez	Deputy Executive Manager
Jean M. Arriola	Airport Services Manager
Gerard Bautista	Air Terminal Manager
John A. Rios	Air Terminal Manager
Daniel Stone	Airport Fire Chief, Acting
Robert Camacho	Airport Police Chief
Edward Muna	Operations Superintendent
Victor Cruz	Engineering Supervisor
Franklin Taitano	Procurement Supervisor
Joseph Javellana	Program Coordinator IV
Rolenda Faasuamalie	Airport Marketing Administrator
Fred Tupaz	TMG, LLC
Janalynn Cruz Damian, Esq.	GIAA Legal Counsel

Chairman Duenas welcomed Airport tenants, stakeholders, and members of the public who are noted in a sign-in sheet attached to these minutes.

2. APPROVAL OF AGENDA

Motion to approve the agenda as presented duly made by Vice Chairperson Sgro, seconded by Director Alcorn; motion unanimously passed.

3. APPROVAL OF MINUTES

A. October 27, 2016 Regular Meeting

No corrections or changes were recommended.

On motion duly made by Director Alcorn, seconded by Director Sobti, the following resolution was unanimously passed:

Resolution No. 17-10

The Board hereby approves the minutes of the October 27, 2016 regular meeting, subject to corrections.

4. CORRESPONDENCE

Executive Manager Ada advised the Board that correspondence was received from Customs & Quarantine in reference to passenger fees. Management will review and discuss the issue with Customs & Quarantine and present it to the Board at a later time if need be.

5. OLD BUSINESS

A. Status Updates of Capital Improvement Projects

Mr. Fred Tupaz referred the Board to handouts regarding the current Airport projects and provided various updates to the Board.

i. FAA AIP Grant Projects – Undistributed Obligations (UDO)

- Update Airport Master Plan Study: Project is in close out phase. GIAA to request from FAA for funding to be reprogrammed to the Security Screening Check Point project.
- Rehabilitate Runway - 06L/24R: NOTAM issued to allow PAPI for 24L to be used. Pending FAA adjustments.
- Noise Mitigation Measures for Residences within 65 - 69 DNL: Scope of Work and fee negotiation in process with EMPSCO.
- Install Perimeter Fencing required by 14 CFR 139: Notice to Proceed issued October 25, 2016 to BME Construction. Mobilization phase is in process.
- Arrival Corridor: IFB was opened November 17, 2016. Evaluations completed and submitted for Board action.

- ARFF Facility Design/Construction, Phase I: Scope of Work and fee negotiation in process with TRMA.
- Terminal Apron Rehabilitation Design: Scope of Work and fee negotiation in process with GHD.

ii. Bond Capital Improvement Projects

- Hold Bag Screening Relocation: Project is 82% complete as of October 31, 2016. Installation is at 73% completion. West Lobby ribbon cutting held on December 9, 2016. Estimated time of completion is March 2017.
- Security Screening Check Point: Scope of Work and fee negotiation in process with TRMA.
- Upgrade Airport IT and FMS: Sole source procurement with United Airlines in process. Pending final review of contract and sole source determination by legal counsel.

iii. Capital Improvement Fund

- Upgrades to Public Restrooms - Final Phase: Project substantially complete. Change order pending to complete additional restrooms in Engineering and Ramp control.
- Improve Leasehold Facilities (GSE, Tech, HC-5): Construction mobilization in process with DB Builder's.
- Miscellaneous Airport Improvements - Phase V: Notice to proceed was issued October 25, 2016 to BME. Construction mobilization in process.

Mr. Tupaz gave a brief update relative to Air Service Development stating that Routes America will be held February 14-16, 2017 in Las Vegas, Nevada; Routes Asia to be held March 21-23, 2017 in Okinawa, Japan; and World Routes to be held September 23-26, 2017 in Barcelona, Spain. Mr. Tupaz advised the Board of the positive outcome of attending the Routes events throughout the year, which allows GIAA to target and focus on different airlines.

Mr. Tupaz announced that GIAA is working with GVB to develop an integrated China and Japan strategy to increase capacity from China and recover capacity out of Japan.

Tiger Air on track to begin services July 2017 and Air Nauru to begin services January 2017. Hong Kong Inaugural flight to land December 15, 2016.

6. NEW BUSINESS

A. Approval of Award for Purchase and Delivery of LED Digital Monitors-Computer Equipment - IFB No. GIAA-001-FY17

Executive Manager Ada provided background information to the Board on the referenced IFB. Twenty (20) firms/individuals purchased bid packages and seven (7) firms submitted bids before the submission deadline. All seven (7) firms were evaluated, and six (6) firms were determined to be acceptable. As required by the Guam Procurement Regulations, the bids were publicly opened and read aloud in the presence of the bidders. The bid price submittals are as follows in the order they were received and opened:

Bidder's Name:	Item No. 1	Item No. 2	Item No. 3	Item No. 4	Item No. 5	Item No. 6	Item No. 7
JMI Edison*	$80,421.66*	$10,398.98*	$29,418.02	$9,370.00	$960.48	$15,240.92	$5,390.94
Pacific Data Systems	$77,355.00*	$10,920.00*	$41,624.00	$6,318.00	$2,704.00	$16,555.00	$5,580.00
Data Management Resources	No Bid	No Bid	**$27,176.00**	No Bid	No Bid	$14,405.00	$5,670.00
ComPacific	$64,314.00*	$9,944.00*	$27,262.00	$2,813.74	$968.00	**$13,459.00**	**$5,244.00**
USA Contractors	$55,071.90*	$8,060.00*	$35,161.79	$3,037.00	No Bid	$18,495.76	$5,847.60
Megabyte	**$104,247.00**	**$13,915.20**	$27,882.92	**$2,014.47**	**$596.00**	$16,271.20	$6,108.00
G4S Security System	$134,061.40	$17,474.40	$43,753.36	$3,311.28	$3,219.82	$23,271.60	$7,132.68

*deemed to be a non-responsive bid and rejected

Management recommends that the contract awards be made according to the following:

Item & Description	Awarded to:	Total Amount
Item 1: 42" LED Monitor (81)	Megabyte	$104,247.00
Item 2: 46" LED Monitor (8)	Megabyte	$13,915.20
Item 3: Slim PC Desktop (43)	Data Management Resources	$27,176.00
Item 4: Brackets (Wall-mounted) (81)	Megabyte	$2,014.47
Item 5: Brackets (Tilt-mounted) (2)	Megabyte	$596.00
Item 6: Video Graphic Card (43)	ComPacific	$13,459.00
Item 7: Access Point (6)	ComPacific	$5,244.00
	Total Contract Award:	**$166,651.67**

After further discussion, on motion duly made by Director Tolan, seconded by Vice Chairperson Sgro, the following resolution was unanimously approved:

Resolution No. 17-11

The Board hereby approves the contract awards for Purchase and Delivery of LED Digital Monitors-Computer Equipment - IFB No. GIAA-001-FY17 to Megabyte in the amount of $120,772.67 for eighty-one (81) 42" LED Monitors, eight (8) 46" LED Monitors, eighty-one (81) Brackets (wall-mounted), and two (2) Brackets (tilt-mounted); Data Management Resources in the amount of $27,176.00 for forty-three (43) Slim PC Desktop; and ComPacific in the amount

of $18,703.00 for forty-three (43) Video Graphic Cards and six (6) Access Points. Contract awards to Megabyte, Data Management Resources and ComPacific total $166,651.67, all of which are subject to review by legal counsel.

B. Approval of Award for Management and Infrastructure Support Services to Airport Gate Management System- RFP No. RFP-001-FY17

Executive Manager Ada requested that this item be tabled until the next Board meeting due to submissions still being evaluated. The Board accepted Executive Manager Ada's request.

C. Approval of Award for Terminal Building Structural Upgrade and Concourse Isolation Construction - IFB No. GIAA-C06-FY16

Executive Manager Ada provided background information to the Board on the referenced IFB. Twenty-three (23) firms/individuals purchased bid packages and three (3) firms submitted bids before the submission deadline. The three (3) firms were evaluated, and all firms were determined to be acceptable.

Executive Manager Ada explained that pursuant to the IFB, the contract is to be awarded, if it is to be awarded, as soon as possible to the responsible bidder with the lowest responsive Basic Bid ("Awardee"), provided the Basic Bid is reasonable and it is in the best interest of GIAA to accept it. Bid Option 1, Bid Option 2, and/or Bid Option 3 may also be awarded to the Awardee at the sole discretion of GIAA. The award of any option bids shall be made at the time of award of the Basic Bid. Executive Manager Ada referred the Board to handouts detailing the Basic Bid, bid options, construction period, and the pods and their location to the gates.

As required by the Guam Procurement Regulations, the bids were publicly opened and read aloud in the presence of the bidders. The Basic Bid price and bid options submittals are as follows in the order they were received and opened:

Bidder's Name:	Basic Bid	Bid Option 1	Bid Option 2	Bid Option 3
Black Construction Corporation (BCC)	**$95,877,000.00**	$10,937,000.00	**$1,055,000.00**	$2,000,000.00
Contrack Watts, Inc. (CW)	$109,126,494.00	$15,539,598.00	$1,025,258.00	$2,111,364.00
Core Tech Int'l Corporation (CTI)	$101,421,747.00	$9,340,517.00	$1,104,482.00	$2,312,054.00

Executive Manager Ada noted that there were minor informalities found in all three (3) bid proposals, however GIAA has waived those minor informalities, as permitted in the Procurement Regulations.

The lowest responsive, responsible Basic Bid amount received is $95,877,000.00, 0.2% below the government estimate of $96,040,000.00. Availability of funding only allows for awarding of Bid Option 2. Black Construction's Bid Option 2 is $1,055,000.00, which is 139.8% above the Government estimate of $440,000.00.

Executive Manager Ada informed the Board that Black Construction Corporation has been determined to have met the standards of responsibility and responsiveness outlined in the Guam Procurement Regulations and has been deemed as the lowest responsible, responsive bidder.

Therefore, it is recommended the contract award of the Basic Bid and Bid Option 2 in the total amount of $96,932,000.00 be awarded to Black Construction Corporation. The total contract award of the Basic Bid and Bid Option 2 is 0.5% above the Government estimate of $96,480,000.00.

Vice Chairperson Sgro inquired on the impact to passengers with regard to the construction. Executive Manager Ada advised the Board that a lot of thought has gone into minimizing the impact to operations, and reassured the Board that he does not foresee any significant glitches.

Chairman Duenas inquired on the timeframe of completion. Mr. Tupaz informed the Board that the base bid (Basic Bid) is estimated to be completed in twenty-four (24) months, with the inclusion of the add-on, the estimated timeframe of completion moves to twenty-seven (27) months.

Director Gerber inquired on the funding for this project. The Comptroller replied, stating that the funds for this project is available from the Series 2013 Bonds and FAA grant funding.

After further discussion, on motion duly made by Vice Chairperson Sgro, seconded by Director Alcorn, the following resolution was unanimously approved:

Resolution No. 17-12

The Board hereby approves the contract award for Terminal Building Structural Upgrade and Concourse Isolation Construction - IFB No. GIAA-C06-FY16 to Black Construction Corporation for the Basic Bid and Bid Option 2 for a total contract award of $96,932,000.00, subject to review by legal counsel.

7. REPORT OF THE EXECUTIVE MANAGER

Reference is made to the Executive Manager's Report included as part of the Board's packet, which was presented by Executive Manager Ada.

Vice Chairperson Sgro inquired on the effectiveness of the kiosks installed in the USCBP Hall. Executive Manager Ada informed the Board that there has been an increase in efficiency,

however in addition to the kiosks, an increase in personnel in that area has also improved efficiency dramatically. Discussion followed relative to a possible increase in personnel in the USCBP Hall.

8. REPORT OF THE COMPTROLLER

Mr. John A. Rios reported on the revenues and expenses of the Authority as of **October 31, 2016**. Mr. Rios reported that year-to-date Total Signatory Revenues are above budgeted revenues by **3.3%**,year-to-date Total Concession Revenues and Passenger Facility Charges are above and below budget by **-1.5%** and **-11.9%**, respectively. Year-to-date Total Other Revenues, inclusive of non-signatory and non-airline revenues are above the budget estimate by **16.5%**. Year-to-date Total Operating Revenues Actual of **$6.0M** is **3.5%** above the budget estimate of **$5.8M**. Year-to-date Total Operating Expenses are below budget by **-21.3%**. Components of this line item include a **-30.0%**decrease in Personnel Service, a **-9.9%** decrease in Contractual Services, a **-28.9%** decrease in Materials & Supplies and a **-100.00%** decrease in Equipment/Furnishings from budgeted amounts for these respective categories. The actual year-to-date Net Revenues from Operations of **$2.8M** reflects an increase of **63.3%**over the year-to-date budgeted amount of **$1.7M**. Mr. Rios reported that the year-to-date Debt Service Coverage is at **1.46** versus the requirement of **1.25.**

9. EXECUTIVE SESSION

The next item on the agenda was Executive Session.

Upon written recommendation of counsel, on motion duly made by Director Tolan seconded by Director Camacho, and unanimously approved, the Board recessed to convene into Executive Session after the recess at 3:42 p.m.

The Board convened into Executive Session at 3:53 p.m. to discuss pending or threatened litigation to which GIAA is or may be a party. Attending Executive Session were members of the Board, Executive Manager Ada, and Legal Counsels, Janalynn Cruz Damian and Eduardo Calvo.

Director Sobti, Director Camacho and Director Tolan did not participate in Executive Session due to conflicts of interest and left the conference room.

Executive Session adjourned at 4:12 p.m., at which time the Board reconvened the regular session.

All members present in the conference room.

10. PUBLIC COMMENTS

There were no Public Comments.

11. ADJOURNMENT

Motion to adjourn duly made by Director Tolan, seconded by Director Alcorn; motion unanimously passed. The meeting was adjourned at 4:13 p.m.

Dated this 26th, day of January, 2016~~7~~

Attest:

Ricardo C. Duenas
Chairman

Gurvinder Sobti
Secretary

Prepared and Submitted By:

Amanda O'Brien-Rios
Corresponding Secretary

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A.B. WON PAT INTERNATIONAL AIRPORT AUTHORITY, GUAM
Board of Directors Regular Board Meeting
3:00 p.m. Wednesday, December 14, 2016
GIAA Terminal Conference Room #3

SIGN-IN SHEET

	PRINT NAME	COMPANY/AGENCY
1.	Paul Sypole	ARFF
2.	FRANK TAITANO	GIAA
3.	VICTOR J. CRUZ	GIAA.
4.	LARRY RIVERS	TMC
5.	HENRY CRUZ	GIAA
6.	J. JAVELLANA	GIAA
7.	J. ARROYO	GIAA
8.	Rick Salas	Office of Sen. Tom Ada
9.	[illegible] EDWARD	GIAA - PR
10.	Wanda Hug	Eva Airways
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WE'RE ON IT 24/7

BOARD OF DIRECTORS REGULAR MEETING
3:00 p.m., Wednesday, January 26, 2017
GIAA TERMINAL CONFERENCE ROOM #3

Public Notice
First Notice:
Guam Daily Post – January 19, 2017
Notice to Media – January 19, 2017

Second Notice:
Guam Daily Post – January 24, 2017
Notice to Media – January 24, 2017

AGENDA

1. Call to Order and Attendance
2. Approval of Agenda
3. Approval of Minutes
   - **A.** December 14, 2016 Regular Meeting
4. Correspondence
5. Old Business
   - **A.** Status Updates of Capital Improvement Projects
6. New Business
   - **A.** Approval of FY2016 Financial Audit Report
   - **B.** Approval of Award for Purchase and Delivery of Copier Machines - IFB No. GIAA-003-FY17
   - **C.** Approval of Award for Designated Aviation Channeling Services - RFP No. RFP-003-FY17
   - **D.** Approval of Award for Purchase and Delivery of Light Towers - IFB No. GIAA-004-FY17
   - **E.** Ratification of Quarterly Travel
7. Report of Executive Manager
8. Report of the Comptroller
9. Executive Session
10. Public Comments
11. Adjournment

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MINUTES OF THE REGULAR MEETING OF THE BOARD OF DIRECTORS OF THE A.B. WON PAT INTERNATIONAL AIRPORT AUTHORITY, GUAM
Thursday, January 26, 2017, 3:00 p.m.
GIAA TERMINAL CONFERENCE ROOM #3

1. CALL TO ORDER AND ATTENDANCE

The January 26, 2017 regular meeting of the Board of Directors of the A.B. Won Pat International Airport Authority, Guam ("GIAA" or the "Authority") was called to order by Chairman Duenas at 3:14 p.m. at the GIAA Terminal Conference Room #3, 355 Chalan Pasaheru, Tamuning, Guam, 96913.

Directors Present:	**Offices or positions:**
Ricardo C. Duenas	Chairman
Katherine C. Sgro	Vice Chairperson
Gurvinder "Bic" Sobti	Board Secretary
Lucy M. Alcorn	
Rosalinda A. Tolan	
Deedee S. Camacho	

Directors Absent:
Martin J. Gerber (Excused)

GIAA Officials:	
Peter Roy Martinez	Deputy Executive Manager
John A. Rios	Comptroller
Jean M. Arriola	Airport Services Manager
Gerard Bautista	Air Terminal Manager
Victor Cruz	Engineering Supervisor
Daniel Stone	Airport Fire Chief, Acting
Antonio Taitingfong	Assistant Airport Police Chief
Edward Muna	Operations Superintendent
Franklin P. Taitano	Supply Management Administrator
Rolenda Faasuamalie	Airport Marketing Administrator
Janalynn Cruz Damian, Esq.	GIAA Legal Counsel

Chairman Duenas welcomed Airport tenants, stakeholders, and members of the public who are noted in a sign-in sheet attached to these minutes.

2. APPROVAL OF AGENDA

Chairman Duenas announced that New Business items B, C, and D will be tabled. Motion to accept the changes to the agenda duly made by Vice Chairperson Sgro, seconded by Director Camacho; motion unanimously passed.

3. APPROVAL OF MINUTES

A. December 14, 2016 Regular Meeting

No corrections or changes were recommended.

On motion duly made by Director Tolan, seconded by Vice Chairperson Sgro, the following resolution was unanimously passed:

Resolution No. 17-13

The Board hereby approves the minutes of the December 14, 2016 regular meeting, subject to corrections.

4. CORRESPONDENCE

Deputy Executive Manager Martinez had no correspondence to report.

5. OLD BUSINESS

A. Status Updates of Capital Improvement Projects

Mr. Victor Cruz referred the Board to handouts regarding the current Airport projects and provided various updates to the Board.

iii. Capital Improvement Fund

- Noise Mitigation Program 65 DNL & Higher - Phase VI: Fee proposal in the amount of $606,000.00 submitted by EMPSCO and accepted by Management. Pending contract execution.
- Wildlife Management Assessment: Work is on-going. Site surveys are being conducted.
- ARFF Facility-Design/Construction Phase 1: Scope of Work and fee negotiations in progress with TRMA.
- Apron Rehabilitation - Design: Fee proposal in the amount $706,103.00 submitted by GHD and accepted by Management. Pending contract execution.
- Safety Management System: Fee proposal in the amount of $213,600.00submitted by AECOM accepted by Management. Pending contract execution.

- Miscellaneous Airport Improvements - Ph 5:Phase IV Demolition and Remediation Contract was executed in December 2016. Pending Building Permit.

ii. Bond Capital Improvement Projects

- International Arrivals Corridor with Building Seismic Upgrades: Black Construction Corp. issued notice of intent to award. Pending contract execution. Notice to Proceed anticipated March 2017.
- Hold Bag Screening Relocation: Project is 88% complete as of December 31, 2016. Installation is 81% complete. Estimated time of completion is March 2017.

6. NEW BUSINESS

A. Approval of FY2016 Financial Audit Report

The Airport's FY2016 audit has been completed. Mr. John Rios, Comptroller, introduced Mr. Rizalito Paglingayan and Mr. Jim Whitt of Ernst & Young, LLP (E&Y), who have put together the results of the audit with the E&Y team.

Mr. Paglingayan proceeded to conduct the presentation of the audit results via Powerpoint. Mr. Paglingayan announced that the Airport will continue as a Low Risk Auditee for the year 2017. After the presentation, Mr. Whitt thanked the Board, Management and Accounting staff for the opportunity and cooperation extended to the E&Y team during the audit process.

Chairman Duenas thanked the E&Y team and commended Management and the Accounting staff for retaining the Low Risk Auditee status.

Chairman Duenas announced the arrival of Director Alcorn.

After further discussion, on motion duly made by Director Camacho, seconded by Director Sobti, the following resolution was unanimously approved:

Resolution No. 17-14

The Board hereby approves the FY2016 Financial Audit Report as presented by Ernst & Young, LLP.

B. Approval of Award for Purchase and Delivery of Copier Machines - IFB No. GIAA-003-FY17 - *TABLED*

C. Approval of Award for Designated Aviation Channeling Services - RFP No. RFP-003-FY17 - *TABLED*

D. Approval of Award for Purchase and Delivery of Light Towers - IFB No. GIAA-004-FY17 - *TABLE*

E. Ratification of Quarterly Travel

Deputy Executive Manager Martinez presented the quarterly travel from October 2016 to December 2016 for ratification by the Board.

Vice Chairperson Sgro asked if costs are within budget, which Deputy Executive Manager Martinez confirmed.

After further discussion, on motion duly made by Director Sobti, seconded by Vice Chairperson Sgro, the following resolution was unanimously approved:

Resolution No. 17-15

The Board hereby ratifies the FY 2017 1st quarter travel report from October 2016 to December 2016 as presented.

7. REPORT OF THE EXECUTIVE MANAGER

Reference is made to the Executive Manager's Report included as part of the Board's packet, which was presented by Deputy Executive Manager Martinez.

Adding to the Deputy Executive Manager's report relative to the Moody's Annual Financial review and the agency affirming its "Baa2" rating on the Authority's 2013 $227 million in Series 2013 Bonds with a stable outlook, the Comptroller stated that during the month of February, Standard & Poor's rating agency will also provide a credit rating, which will show the good financial condition that the Airport is in.

Discussion followed relative to the USCBP Reimbursable Services Program with Rolenda Faasuamalie, Airport Marketing Administrator, stating that the wait time has significantly improved from over two (2) hours to thirty-eight (38) minutes to date. GIAA had requested that USCBP augment staffing in the afternoon peak period with two additional officers from 3:00 p.m. to 5:00 p.m. daily, which made a significant difference. This augmentation shall continue, though the Authority may reassess the need for this additional staff under the program after Chinese New Year in mid February 2017.

8. REPORT OF THE COMPTROLLER

Mr. Rios reported on the revenues and expenses of the Authority as of **December 31, 2016**. Mr. Rios reported that year-to-date Total Signatory Revenues are above budgeted revenues by

6.0%, year-to-date Total Concession Revenues and Passenger Facility Charges are below budget by **-1.2%** and **-2.0%**, respectively. Year-to-date Total Other Revenues, inclusive of non-signatory and non-airline revenues are above the budget estimate by **20.1%**. Year-to-date Total Operating Revenues Actual of **$18.9M** is **6.4%** above the budget estimate of **$17.7M**. Year-to-date Total Operating Expenses are below budget by **-15.3%**. Components of this line item include a **-12.8%**decrease in Personnel Service, a **-13.2%** decrease in Contractual Services, a **-71.2%** decrease in Materials & Supplies and a **-0.0%**decrease in Equipment/Furnishings from budgeted amounts for these respective categories. The actual year-to-date Net Revenues from Operations of **$8.8M** reflects an increase of **49.9%**over the year-to-date budgeted amount of **$5.9M**. Mr. Rios reported that the year-to-date Debt Service Coverage is at **1.59**versus the requirement of **1.25.**

Chairman Duenas announced that he would like to move Public Comments up on the agenda.

9. PUBLIC COMMENTS

Mr. Antonio Sablan provided copies of a letter for the Board's reference regarding a Civil Case, GIAA vs. Helene Anderson dba Visual Marketing Group. Mr. Sablan provided a brief background of the case, stating that he had acquired a piece of property, on which was filed lien from GIAA's judgment against Helene Anderson. Mr. Sablan is requesting that GIAA review the information he has provided and that GIAA release all liens against the property in reference.

Chairman Duenas informed Mr. Sablan that Management will work with Legal Counsel to review and make the appropriate recommendations on how to resolve the situation.

10. EXECUTIVE SESSION

Chairman Duenas announced that Executive Session will be tabled.

At this time Chairman Duenas suggested that the Board adjourn the Regular Board Meeting and reconvene on Friday, February 3, 2017 at 10:30 a.m.

After further discussion, on motion duly made by Vice Chairperson Sgro, seconded by Director Tolan, the following resolution was unanimously approved:

Resolution No. 17-16

The January 26, 2017 Regular Meeting of the Board of Directors of GIAA is hereby adjourned, and will reconvene on Friday, February 3, 2017 at 10:30 a.m. at the GIAA Conference Room 355 Chalan Pasaheru, Tamuning, Guam, 96913.

The meeting was adjourned at 3:59 p.m.

Dated this 23rd, day of February, 2017.

Ricardo C. Duenas
Chairman

Attest:
GurvinderSobti
Secretary

Prepared and Submitted By:
Amanda O'Brien-Rios
Corresponding Secretary

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ORDER OF ADJOURNMENT

By Resolution of the Board of Directors of the A.B. Won Pat International Airport Authority, Guam ("GIAA"), the January 26, 2017 Regular Meeting of the Board of Directors of GIAA is hereby adjourned until Friday, February 3, 2017 at 10:30 a.m., to reconvene at the GIAA Conference Room 355 Chalan Pasaheru, Tamuning, Guam, 96913.

Dated this 26th day of January, 2017.

Ricardo C. Duenas
Chairman of the Board

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A.B. WON PAT INTERNATIONAL AIRPORT AUTHORITY, GUAM
Board of Directors Regular Board Meeting
3:00 p.m. Thursday, January 26, 2017
GIAA Terminal Conference Room #3

SIGN-IN SHEET

	PRINT NAME	COMPANY/AGENCY
1.	Roberta Fasamanbe	GIAA M/A&G
2.	FRANK TAITANO	GIAA
3.	RIZALITO "RG" PAGLINGAYAN	EY
4.	DEBBIE NGATA	EY
5.	Keysha Duenas	EY
6.	Steven Delgado	EY
7.	VICTOR J. CRUZ	GIAA
8.	J.G. JAVELLANA	GIAA
9.	ANTONIO TAITANO	GIAA
10.	HENRY CRUZ	GIAA
11.	MICHELE BRILLANTE	OPA
12.	[illegible]	GIAA
13.	AA SABLAN	SLF
14.	Winnie Hung	Eva
15.	JOHN ARCHER	GIAA
16.	Letitia Law-Byerly	Lotte Duty Free
17.	Paula Borja	Sirena Agana
18.	Lara Ozaki	Glimpses Publication
19.	Gerard BAUTISTA	GIAA - ATM
20.	DANIEL STONE	ARFF
	RAY SANTOS	ARFF

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BOARD OF DIRECTORS REGULAR MEETING
3:00 p.m., Wednesday, January 26, 2017
GIAA TERMINAL CONFERENCE ROOM #3

Public Notice
First Notice:
Guam Daily Post – January 19, 2017
Notice to Media – January 19, 2017

Second Notice:
Guam Daily Post – January 24, 2017
Notice to Media – January 24, 2017

AGENDA

1. Call to Order and Attendance
2. Approval of Agenda
3. Approval of Minutes
   - **A.** December 14, 2016 Regular Meeting
4. Correspondence
5. Old Business
   - **A.** Status Updates of Capital Improvement Projects
6. New Business
   - **A.** Approval of FY2016 Financial Audit Report
   - **B.** Approval of Award for Purchase and Delivery of Copier Machines - IFB No. GIAA-003-FY17
   - **C.** Approval of Award for Designated Aviation Channeling Services - RFP No. RFP-003-FY17
   - **D.** Approval of Award for Purchase and Delivery of Light Towers - IFB No. GIAA-004-FY17
   - **E.** Ratification of Quarterly Travel
7. Report of Executive Manager
8. Report of the Comptroller
9. Executive Session
10. Public Comments
11. Adjournment

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ORDER OF ADJOURNMENT

By Resolution of the Board of Directors of the A.B. Won Pat International Airport Authority, Guam ("GIAA"), the January 26, 2017 Regular Meeting of the Board of Directors of GIAA is hereby adjourned until Friday, February 3, 2017 at 10:30 a.m., to reconvene at the GIAA Conference Room 355 Chalan Pasaheru, Tamuning, Guam, 96913.

Dated this 26th day of January, 2017.

Ricardo C. Duenas
Chairman of the Board

AMERICAN ASSOCIATION OF AIRPORT EXECUTIVES
AIRPORTS COUNCIL INTERNATIONAL
NASAO National Association of State Aviation Officials
THE INTERNATIONAL AIR CARGO ASSOCIATION

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MINUTES OF THE REGULAR MEETING OF THE BOARD OF DIRECTORS OF THE A.B. WON PAT INTERNATIONAL AIRPORT AUTHORITY, GUAM
Friday, February 3, 2017, 10:30 a.m. *Reconvened Meeting*
GIAA TERMINAL CONFERENCE ROOM #3

1. CALL TO ORDER AND ATTENDANCE

The Regular meeting of the Board of Directors of the A.B. Won Pat International Airport Authority, Guam ("GIAA" or the "Authority") held on January 26, 2017, was reconvened and called to order by Chairman Duenas on February 3, 2017 at 10:36 a.m. at the GIAA Terminal Conference Room #3, 355 Chalan Pasaheru, Tamuning, Guam, 96913.

Directors Present:	**Offices or positions:**
Ricardo C. Duenas	Chairman
Katherine C. Sgro	Vice Chairperson
Gurvinder "Bic" Sobti	Board Secretary
Deedee S. Camacho	

Directors Absent:
Martin J. Gerber (Excused)
Lucy M. Alcorn (Excused)
Rosalinda A. Tolan (Excused)

GIAA Officials:	
Charles H. Ada II	Executive Manager
Pedro R. Martinez	Deputy Executive Manager
John A. Rios	Comptroller
Jean M. Arriola	Airport Services Manager
Gerard Bautista	Air Terminal Manager
Edward Muna	Operations Superintendent
Victor Cruz	Engineering Supervisor
Daniel Stone	Airport Fire Chief, Acting
Antonio Taitingfong	Assistant Airport Police Chief
Franklin P. Taitano	Supply Management Administrator
Rolenda Faasuamalie	Airport Marketing Administrator
Janalynn Cruz Damian, Esq.	GIAA Legal Counsel

Chairman Duenas welcomed Airport tenants, stakeholders, and members of the public who are noted in a sign-in sheet attached to these minutes.

2. NEW BUSINESS

A. Approval of Award for Purchase and Delivery of Copier Machines - IFB No. GIAA-003-FY17

Executive Manager Ada provided background information to the Board on the referenced IFB. Six (6) firms/individuals purchased bid packages and three (3) firms submitted bids before the submission deadline. All three (3) firms were evaluated and determined to be acceptable. As required by the Guam Procurement Regulations, the bids were publicly opened and read aloud in the presence of the bidders. The bid price submittals are as follows in the order they were received and opened:

Bidder's Name	Item No. 1	Item No. 2	Item No. 3	Item No. 4
All Star Business Systems	$9,941.00	$23,280.00	$9,634.00	$12,420.00
Xerox Corp.	$5,058.00	$10,116.00	$6,862.00	$0.00
Island Business Systems	$12,132.00	$26,564.00	$7,357.00	$10,053.00

Executive Manager Ada informed the Board that Xerox Corp. has been determined to have met the standards and responsibility and responsiveness outlined in the Guam Procurement Regulations and has been deemed as the lowest responsible, responsive bidder. Therefore, it is recommended thatthat the contract awards be based on the following:

Item & Description	**Awarded to:**	**Total Amount**
Item 1: Monochrome Copier Machine	Xerox Corp.	$5,058.00
Item 2: Monochrome Copier Machine (with fax)	Xerox Corp.	$10,116.00
Item 3: Color Copier Machine (with fax)	Xerox Corp.	$6,862.00
Item 4: Full Service and Maintenance Plan	Xerox Corp.	$0.00
	Total Contract Award:	**$22,036.00**

Executive Manager Ada announced that the current system is over ten (10) years old which became problematic for Xerox Corp. to continue to service the units, as the parts were no longer available. The current units were on a lease to own plan, the contract in reference is an outright purchase and will work out to be cheaper than the previous plan. Funding for this bid is available under the O&M budget.

Vice Chairperson Sgro inquired on the full service and maintenance plan offered by Xerox. The Executive Manager responded stating that the maintenance plan is for a three (3) year period, which also includes ink and toner, and 100% warranty. After the completion of the three (3) years, GIAA will then engage in a service contract.

After further discussion, on motion duly made by Sobti, seconded by Vice Chairperson Sgro, the following resolution was unanimously approved:

Resolution No. 17-17

The Board hereby approves the contract award for Purchase and Delivery of Copier Machines - IFB No. GIAA-003-FY17, for Item Nos. 1 – 4,to Xerox Corp. for a total contact amount of $22,036.00, subject to review by legal counsel.

B. Approval of Award for Designated Aviation Channeling Services - RFP No. RFP-003-FY17

Executive Manager Ada provided background information to the Board on the referenced RFP including the scope of services, contract term, dates of advertisement of the RFP, proposal submission deadline, and the number of interested proposers. A total of four (4) firms showed their interest by obtaining the RFP package. An evaluation committee was established to evaluate the two (2) proposals that were submitted before the established deadline. The proposals were evaluated on a point system assigned for each criteria identified in the RFP package. As a result of the evaluation committee's tabulation, the selected firms in order of their ranking are as follows:

1. Proposer A
2. Proposer B

Executive Manager Ada informed the Board that the term of the contract shall be a term of five (5) years with the option, at the discretion of the Airport to renew the contract for three (3) additional one (1) year terms, not to exceed a total of eight (8) years. The Aviation Channeling Services agreement will be funded under the AIP program.

The Executive Manager added that the processing of individuals with SIDA badges after fingerprinting is currently managed by GIAA Airport Police division. The firms must be approved by the Transportation Security Administration (TSA).

Management recommends the approval of the ranking results and the contract award to Proposer A, the highest ranked proposer, subject to negotiations of fair and reasonable fees. In the event that the negotiations prove unsuccessful, GIAA Management will enter negotiations with the next highest ranked proposer.

After further discussion, on motion duly made by Director Camacho, seconded by Vice Chairperson Sgro, the following resolution was unanimously approved:

Resolution No. 17-18

The Board hereby approves the ranking results as presented and the contract award to Proposer A for Designated Aviation Channeling Services - RFP No. RFP-003-FY17, subject to Management's negotiation of fair and reasonable fees and review by legal counsel.

Executive Manager Ada informed the Board that Proposer 'A'is Telos Identity Management Solutions, LLC.

C. Approval of Award for Purchase and Delivery of Light Towers - IFB No. GIAA-004-FY17

Executive Manager Ada provided background information to the Board on the referenced IFB. Sixteen (16) firms/individuals purchased bid packages and three (3) firms submitted bids before the submission deadline. All three (3) firms were evaluated and were determined to be acceptable. As required by the Guam Procurement Regulations, the bids were publicly opened and read aloud in the presence of the bidders. The bid price submittals are as follows in the order they were received and opened:

Bidder's Name	Item No. 1	Item No. 2
GET, LLC	No Bid	$235,000.00
Morrico Equipment LLC	$23,420.00	$97,041.00
Far East Equipment Co.	No Bid	$114,939.65

Executive Manager Ada informed the Board that Morrico Equipment LLC has been determined to have met the standards and responsibility and responsiveness outlined in the Guam Procurement Regulations and has been deemed as the lowest responsible, responsive bidder. Therefore, it is recommended thatthat the contract awards be based on the following:

Item & Description	**Awarded to:**	**Total Amount**
Item 1: Battery Powered Light Towers	Morrico Equipment LLC	$23,420.00
Item 2: Generator Light Towers	Morrico Equipment LLC	$97,041.00
	Total Contract Award:	**$120,461.00**

Executive Manager Ada announced that out of an inventory of eleven light carts, only two (2) are operating. The completion of the IFB will bring the operational inventory back to eleven, with the purchase of nine (9). Funding for this bid is available under the CIP budget.

After further discussion, on motion duly made by Vice Chairperson Sgro, seconded by Director Camacho, the following resolution was unanimously approved:

Resolution No. 17-19

The Board hereby approves the contract award for Purchase and Delivery of Light Towers - IFB No. GIAA-004-FY17, Items Nos. 1 and 2,to Morrico Equipment LLC for a total contact amount of $120,461.00, subject to review by legal counsel.

3. EXECUTIVE SESSION

Chairman Duenas announced that there will be no Executive Session.

4. PUBLIC COMMENTS

There were no public comments.

At this time Executive Manager Ada advised the Board that Mr. Mark McClardy of the FAA, Region 9, will be visiting Guam February 9 - 10, 2017. He will be meeting with Airport Operators from the outer islands, as well as following up with GIAA after the previous visit to Guam. Executive Manager Ada also advised the Board on his plan to schedule a meeting with Mr. McClardy and GIAA's Oversight Chairman, Senator Aguon, in regard to the five (5) year lease restriction.

Vice Chairperson Sgro inquired on the Governor's Briefing regarding the Terminal Building Structural Upgrade and Concourse Isolation Project which was held on February 1, 2017. Executive Manager Ada announced that the Governor was very pleased and also offered assistance to assure no delays. Mr. John Rios, Comptroller,added that funding was located to purchase the property to begin on Tiyan Parkway, which will mean both projects will be underway simultaneously.

5. ADJOURNMENT

Motion to adjourn duly made by Director Camacho, seconded by Director Sobti; motion unanimously passed. The meeting was adjourned at 10:54 a.m.

Dated this 23rd, day of February, 2017.

Ricardo C. Duenas
Chairman

Attest:
Gurvinder Sobti
Secretary

Prepared and Submitted By:
Amanda O'Brien-Rios
Corresponding Secretary

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A.B. WON PAT INTERNATIONAL AIRPORT AUTHORITY, GUAM
Board of Directors Reconvened Meeting
10:30 a.m., Friday, February 3, 2017
GIAA Terminal Conference Room #3

SIGN-IN SHEET

	PRINT NAME	COMPANY/AGENCY
1.	FRANK TAITANO	GIAA
2.	ANTONIO TAITANO	GIAA
3.	DANIEL SPONIC	GIAA
4.	Lewis Santos	ARFF
5.	HENRY CRUZ	GIAA
6.	Jim Arnold	GCAA
7.	VICTOR J. CRUZ	GIAA
8.	R. Tasmeamuchep	GIAA MRG
9.	ED MUNA	GIAA MTC
10.	Gerard BAUTISTA	GIAA ATM
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BOARD OF DIRECTORS REGULAR MEETING
3:00 p.m., Thursday, February 23, 2017
GIAA TERMINAL CONFERENCE ROOM #3

Public Notice
First Notice:
Guam Daily Post – February 16, 2017
Notice to Media – February 16, 2017

Second Notice:
Guam Daily Post – February 21, 2017
Notice to Media – February 21, 2017

AGENDA

1. Call to Order and Attendance
2. Approval of Agenda
3. Approval of Minutes
   - **A.** January 26, 2017 Regular Meeting
   - **B.** February 3, 2017 Reconvened Meeting
4. Correspondence
5. Old Business
   - **A.** Status Updates of Capital Improvement Projects
6. New Business
   - **A.** Approval of Award for Management and Infrastructure Support Services to Airport Gate Management System - RFP No. RFP-001-FY17
   - **B.** Approval of Board Resolution No. 17-22: Agreement for Legal Services
7. Report of Executive Manager
8. Report of the Comptroller
9. Executive Session
10. Public Comments
11. Adjournment

A.B. WON PAT INTERNATIONAL AIRPORT GUAM
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MINUTES OF THE REGULAR MEETING OF THE BOARD OF DIRECTORS OF THE A.B. WON PAT INTERNATIONAL AIRPORT AUTHORITY, GUAM
Thursday, February 23, 2017, 3:00 p.m.
GIAA TERMINAL CONFERENCE ROOM #3

1. CALL TO ORDER AND ATTENDANCE

The February 23, 2017 regular meeting of the Board of Directors of the A.B. Won Pat International Airport Authority, Guam ("GIAA" or the "Authority") was called to order by Chairman Duenas at 3:02 p.m. at the GIAA Terminal Conference Room #3, 355 Chalan Pasaheru, Tamuning, Guam, 96913.

Directors Present:	**Offices or positions:**
Ricardo C. Duenas	Chairman
Katherine C. Sgro	Vice Chairperson
Gurvinder "Bic" Sobti	Board Secretary
Martin J. Gerber	
Lucy M. Alcorn	
Rosalinda A. Tolan	
Deedee S. Camacho	

Directors Absent:

GIAA Officials:	
Charles H. Ada II	Executive Manager
Peter Roy Martinez	Deputy Executive Manager
John A. Rios	Comptroller
Jean M. Arriola	Airport Services Manager
Gerard Bautista	Air Terminal Manager
Victor Cruz	Engineering Supervisor
Daniel Stone	Airport Fire Chief, Acting
Antonio Taitingfong	Assistant Airport Police Chief
Franklin P. Taitano	Supply Management Administrator
Rolenda Faasuamalie	Airport Marketing Administrator
Joseph Javellana	Program Coordinator IV
Janalynn Cruz Damian, Esq.	GIAA Legal Counsel

Chairman Duenas welcomed Airport tenants, stakeholders, and members of the public who are noted in a sign-in sheet attached to these minutes.

2. APPROVAL OF AGENDA

Motion to approve the agenda as presented duly made by Director Tolan, seconded by Vice Chairperson Sgro; motion unanimously passed.

3. APPROVAL OF MINUTES

A. January 26, 2017 Regular Meeting
B. February 3, 2017 Reconvened Meeting

No corrections or changes were recommended. On motion duly made by Vice Chairperson Sgro, seconded by Director Alcorn, the following resolution was unanimously passed:

Resolution No. 17-20

The Board hereby approves the minutes of the January 26, 2017 regular meeting and the minutes of the February 3, 2017 reconvened meeting, subject to corrections.

4. CORRESPONDENCE

Executive Manager Ada had no correspondence to report.

5. OLD BUSINESS

A. Status Updates of Capital Improvement Projects

Mr. Victor Cruz referred the Board to handouts regarding the current Airport projects and provided various updates to the Board.

iii. Capital Improvement Fund

- Noise Mitigation Program 65 DNL & Higher - Phase VI: FAA's concurrence and authorization to proceed with awarding the contract to EMPSCO. Anticipating the finalization of the contract March 2017.
- ARFF Facility-Design/Construction Phase 1: Discussions with TRMA to refine scope of services. Based on revised scope, TRMA submitted revised fee in the amount of $88,735.00. Recommendation submitted to Management for approval.
- Apron Rehabilitation - Design: Fee negotiations approved by Management for $726K. Pending FAA approval of draft contract.
- Miscellaneous Airport Improvements - Ph 5: Notice to Proceed was issued on October 26, 2017. Work in progress as of February 13, 2017. Completion expected by June 12, 2017.

ii. Bond Capital Improvement Projects

- International Arrivals Corridor with Building Seismic Upgrades: Contract was executed on January 27, 2017. Preliminary Notice to Proceed was issued on January 31, 2017 to allow the contractor to procure materials needed for the project. Preconstruction conference held on February 17, 2017. Notice to Proceed is anticipated to be issued to Black Construction Corporation on March 1, 2017.
- Hold Bag Screening Relocation: Project is at 92% complete as of January 31, 2017. Estimated time of completion is May 2017.

6. NEW BUSINESS

A. Approval of Award for Management and Infrastructure Support Services to Airport Gate Management System - RFP No. RFP-001-FY17

Executive Manager Ada provided background information to the Board on the referenced RFP including the scope of services, contract term, dates of advertisement of the RFP, proposal submission deadline, and the number of interested proposers. A total of twenty-six (26) firms showed their interest by obtaining the RFP package. An evaluation committee was established to evaluate the five (5) proposals that were submitted before the established deadline. The proposals were evaluated on a point system assigned for each criteria identified in the RFP package. As a result of the evaluation committee's tabulation, the selected firms in order of their ranking are as follows:

1. Proposer D
2. Proposer C
3. Proposer B
4. Proposer E
5. Proposer A

Vice Chairperson Sgro requested a brief background on the actual system. The Executive Manager informed the Board that the software system is an operational database that will maximize incoming and outgoing flight activity. Currently there is no existing system. RFP shall be funded in the 2017 O&M Budget.

Management recommends the approval of the ranking results and the contract award to Proposer D, the highest ranked proposer, subject to negotiations of fair and reasonable fees. In the event that the negotiations prove unsuccessful, GIAA Management will enter negotiations with the next highest ranked proposer.

After further discussion, on motion duly made by Director Camacho, seconded by Director Sobti, the following resolution was unanimously approved:

Resolution No. 17-21

The Board hereby approves the ranking results as presented and the contract award to Proposer D for Management and Infrastructure Support Services to Airport Gate Management System - RFP No. RFP-001-FY17, subject to Management's negotiation of fair and reasonable fees and review by legal counsel.

Executive Manager Ada informed the Board that Proposer 'D' is Air Inc.

B. Approval of Board Resolution No. 17-22: Agreement for Legal Services

The second item discussed was the extension of the Agreement for legal services with Calvo Fisher & Jacob LLP. The extension would be the second of four options to extend.

After further discussion, on motion duly made by Director Tolan, seconded by Director Alcorn, the following resolution was unanimously approved:

Resolution No. 17-22

WHEREAS, an Agreement for Legal Services was made on March 23, 2015, by and between the ANTONIO B. WON PAT INTERNATIONAL AIRPORT AUTHORITY, GUAM ("GIAA") and Calvo Fisher & Jacob LLP ("CFJ") (the "CFJ Agreement"); and

WHEREAS, the CFJ Agreement provides for a term of one year commencing on March 23, 2015, with four (4) options to extend for a period of one (1) year each, not to exceed a total contract period of five (5) years with GIAA approval; and

WHEREAS, the Board of Directors has determined that GIAA continues to require the services of CFJ and that it is in the best interests of GIAA to extend the term of the CFJ Agreement for an additional one year period commencing on March 23, 2017, under the same terms and conditions as set forth in the CFJ Agreement.

NOW, THEREFORE, BE IT RESOLVED, that the Board of Directors of GIAA hereby extends the term of the CFJ Agreement for an additional one year period commencing on March 23, 2017 and expiring on March 22, 2018, under the same terms and conditions as set forth in the CFJ Agreement.

7. REPORT OF THE EXECUTIVE MANAGER

Reference is made to the Executive Manager's Report included as part of the Board's packet, which was presented by Executive Manager Ada.

Relative to the property of Freedom Air, and the auction held on February 2, 2017, Legal Counsel clarified that this was not pertaining to the bankruptcy case that was dismissed some time ago.

Chairman Duenas inquired on the USCBP Reimbursable Program (RSP) and GIAA being able to recover costs for the overtime due to charter flights. Executive Manager Ada explained that the Airlines cover this as part of an operational cost.

8. REPORT OF THE COMPTROLLER

Mr. John A. Rios reported on the revenues and expenses of the Authority as of **January 31, 2017**. Mr. Rios reported that year-to-date Total Signatory Revenues are above budgeted revenues by **5.1%**,year-to-date Total Concession Revenues and Passenger Facility Charges are below budget by **-1.0%** and above budget by **3.5%**, respectively. Year-to-date Total Other Revenues, inclusive of non-signatory and non-airline revenues are above the budget estimate by **25.6%**. Year-to-date Total Operating Revenues Actual of **$25.8M** is **7.8%** above the budget estimate of **$23.9M**. Year-to-date Total Operating Expenses are below budget by **-17.0%**. Components of this line item include a **-19.5%**decrease in Personnel Service, a **-9.7%** decrease in Contractual Services, a **-73.0%** decrease in Materials & Supplies and a **-0.0%**decrease in Equipment/Furnishings from budgeted amounts for these respective categories. The actual year-to-date Net Revenues from Operations of **$12.3M** reflects an increase of **60.2%**over the year-to-date budgeted amount of **$7.7M**. Mr. Rios reported that the year-to-date Debt Service Coverage is at **1.67**versus the requirement of **1.25.**

9. EXECUTIVE SESSION

The next item on the agenda was Executive Session

Upon written recommendation of counsel, on motion duly made by Director Alcorn, seconded by Director Tolan, and unanimously approved, the Board recessed to convene into Executive Session after the recess at 3:28 p.m.

The Board convened into Executive Session at 3:31 p.m. to discuss pending or threatened litigation to which GIAA is or may be a party. Attending Executive Session were Directors Duenas, Sgro, Gerber, and Alcorn, Executive Manager Ada, and Legal Counsel, Janalynn Cruz Damian. Also present was the court reporter who will prepare a transcript of the Executive Session.

Director Sobti, Director Camacho and Director Tolan did not participate in Executive Session due to conflicts of interest and left the conference room.

Executive Session adjourned at 3:43 p.m., at which time the Board reconvened the regular session.

All members present in the conference room.

10. PUBLIC COMMENTS

There were no public comments.

11. ADJOURNMENT

At this time Deputy Executive Manager Martinez introduced the Board and Management to Trisha Benavente, the representative from Senator Frank Aguon's Office.

Motion to adjourn duly made by Director Tolan, seconded by Director Alcorn; motion unanimously passed. The meeting was adjourned at 3:44 p.m.

Dated this 31st, day of March, 2017.

Ricardo C. Duenas
Chairman

Attest:

Gurvinder Sobti
Secretary

Prepared and Submitted By:

Amanda O'Brien-Rios
Corresponding Secretary

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WE'RE ON IT 24/7

A.B. WON PAT INTERNATIONAL AIRPORT AUTHORITY, GUAM
Board of Directors Reconvened Meeting
3:00 p.m., Thursday, February 23, 2017
GIAA Terminal Conference Room #3

SIGN-IN SHEET

	PRINT NAME	COMPANY/AGENCY
1.	ANTONIO TAITINGFONG	POLICE DIV GIAA
2.	HENRY CRUZ	GIAA
3.	Glenn Anda	GIAA
4.	FRANK TAITANO	GIAA
5.	Tricia Benavente	Sen. Aguon's office
6.	VICTOR J. CRUZ	GIAA
7.	DANIEL SPONE	GIAA
8.	Gerard BAUTISTA	GIAA-ATM
9.	R. Fnacinto	GIAA MTCE
10.	J.G. JAMILANA	GIAA
11.	Louis Santos	ARFF
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WE'RE ON IT 24/7

BOARD OF DIRECTORS REGULAR MEETING
3:00 p.m., Thursday, March 30, 2017
GIAA TERMINAL CONFERENCE ROOM #3

Public Notice

First Notice:
Guam Daily Post – March 23, 2017
Notice to Media – March 23, 2017

Second Notice:
Guam Daily Post – March 28, 2017
Notice to Media – March 28, 2017

AGENDA

1. Call to Order and Attendance
2. Approval of Agenda
3. Approval of Minutes
   - **A.** February 23, 2017 Regular Meeting
4. Correspondence
5. Old Business
   - **A.** Status Updates of Capital Improvement Projects
6. New Business
7. Report of Executive Manager
8. Report of the Comptroller
9. Executive Session
10. Public Comments
11. Adjournment

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MINUTES OF THE REGULAR MEETING OF THE BOARD OF DIRECTORS OF THE A.B. WON PAT INTERNATIONAL AIRPORT AUTHORITY, GUAM
Thursday, March 30, 2017, 3:00 p.m.
GIAA TERMINAL CONFERENCE ROOM #3

1. CALL TO ORDER AND ATTENDANCE

The March 30, 2017 regular meeting of the Board of Directors of the A.B. Won Pat International Airport Authority, Guam ("GIAA" or the "Authority") was called to order by Chairman Duenas at 3:11 p.m. at the GIAA Terminal Conference Room #3, 355 Chalan Pasaheru, Tamuning, Guam, 96913.

Directors Present:	**Offices or positions:**
Ricardo C. Duenas	Chairman
Katherine C. Sgro	Vice Chairperson
Martin J. Gerber	
Rosalinda A. Tolan	
Deedee S. Camacho	
Directors Absent:	
Gurvinder "Bic" Sobti (Excused)	Board Secretary
Lucy M. Alcorn (Excused)	
GIAA Officials:	
Charles H. Ada II	Executive Manager
John A. Rios	Comptroller
Gerard Bautista	Air Terminal Manager
Victor Cruz	Engineering Supervisor
Daniel Stone	Airport Fire Chief, Acting
Edward Muna	Operations Superintendent
Janalynn Cruz Damian, Esq.	GIAA Legal Counsel

Chairman Duenas welcomed Airport tenants, stakeholders, and members of the public who are noted in a sign-in sheet attached to these minutes.

2. APPROVAL OF AGENDA

Motion to approve the agenda as presented duly made by Director Tolan, seconded by Vice Chairperson Sgro; motion unanimously passed.

3. APPROVAL OF MINUTES

A. February 23, 2017 Regular Meeting

No corrections or changes were recommended. On motion duly made by Vice Chairperson Sgro, seconded by Director Gerber, the following resolution was unanimously passed:

Resolution No. 17-23

The Board hereby approves the minutes of the February 23, 2017 regular meeting, subject to corrections.

4. CORRESPONDENCE

Executive Manager Ada had no correspondence to report.

5. OLD BUSINESS

A. Status Updates of Capital Improvement Projects

Mr. Victor Cruz referred the Board to handouts regarding the current Airport projects and provided various updates to the Board.

i. FAA AIP Grant Projects - Undistributed Obligations (UDO)

- 2015 - Noise Mitigation Measures for Residences within 65 - 69 DNL: Contract executed on March 14, 2017 with EMPSCO in the amount of $606,000.00. Project anticipated to starting April 2017.
- 2016 - Install Perimeter Fencing required by 14 CFR: Demolition underway of the old Navy housing. Building cleared of all hazardous material.
- 2016 - Safety Management System: FAA approval of award received on March 6, 2017 in the amount of $213,000.00. AECOM currently updating their project schedule with the project anticipated to start in April 2017.
- 2016 - International Arrivals Corridor: Notice to Proceed issued March 1, 2017 to Black Construction. Completion date anticipated for September 13, 2019. Mobilization and building permit in progress. Procurement of material underway. Phase 1 work set to begin April 2017. Remainder of phasing plan to be submitted by Black Construction in April.
- 2016 - ARFF Facility-Design: Contract executed with the designer TRMA in March 2017. Sub-preliminary designs anticipated for April 2017.
- 2016 - Terminal Apron Rehabilitation Design - Design: Contract was pending scope of work clarification with the designer, GHD. With the clarification, GHD has resubmitted the revised fee in the amount of $709,570.00. Execution of contract is expected in April 2017.

ii. Bond Capital Improvement Projects

- Hold Bag Screening Relocation: Project is at 94% complete as of February 28, 2017. The installation and testing of the fourth machine is in progress. Estimated time of removal of the existing machines in the lobby area is April 2017.

6. NEW BUSINESS

The Executive Manager had no New Business to present to the Board.

7. REPORT OF THE EXECUTIVE MANAGER

Reference is made to the Executive Manager's Report included as part of the Board's packet, which was presented by Executive Manager Ada.

8. REPORT OF THE COMPTROLLER

Mr. John A. Rios reported on the revenues and expenses of the Authority as of **February 28, 2017**. Mr. Rios reported that year-to-date Total Signatory Revenues are above budgeted revenues by **5.1%**,year-to-date Total Concession Revenues and Passenger Facility Charges are below budget by **-1.0%** and above budget by **3.5%**, respectively. Year-to-date Total Other Revenues, inclusive of non-signatory and non-airline revenues are above the budget estimate by **25.6%**. Year-to-date Total Operating Revenues Actual of **$25.8M** is **7.8%** above the budget estimate of **$23.9M**. Year-to-date Total Operating Expenses are below budget by **-17.0%**. Components of this line item include a **-19.5%**decrease in Personnel Service, a **-9.7%** decrease in Contractual Services, a **-73.0%** decrease in Materials & Supplies and a **-0.0%**decrease in Equipment/Furnishings from budgeted amounts for these respective categories. The actual year-to-date Net Revenues from Operations of **$12.3M** reflects an increase of **60.2%**over the year-to-date budgeted amount of **$7.7M**. Mr. Rios reported that the year-to-date Debt Service Coverage is at **1.67**versus the requirement of **1.25.**

9. PUBLIC COMMENTS

At this time Chairman Duenas announced that Public Comments would be moved up on the agenda and called for anyone wishing to address the Board.

Mr. Antonio Sablan provided copies of a letter to the Board at the January 26, 2017 Regular Board meeting, referencing GIAA civil case against Helene Anderson dba Visual Marketing Group. Mr. Sablan stated he is following up on his request that GIAA release its Notice of Levy of Real Property filed in the civil case against the subject property, now owned by him.

Chairman Duenas assured Mr. Sablan that the Board will work with Management and Legal Counsel to review and make the appropriate recommendations to resolve the situation.

10. EXECUTIVE SESSION

The next item on the agenda was Executive Session

Upon written recommendation of counsel, on motion duly made by Director Camacho, seconded by Director Tolan, and unanimously approved, the Board recessed to convene into Executive Session after the recess at 3:38 p.m.

The Board convened into Executive Session at 3:42 p.m. to discuss pending or threatened litigation to which GIAA is or may be a party. Attending Executive Session were Directors Duenas, Sgro, Gerber, Tolan and Camacho, Executive Manager Ada, and Legal Counsel, Janalynn Cruz Damian. Also present was the court reporter who will prepare a transcript of the Executive Session.

Executive Session adjourned at 4:07 p.m., at which time the Board reconvened the regular session.

At this time Legal Counsel informed the Board that there was another Executive Session item to discuss therefore would like to request that the Board adjourn the Regular Board Meeting and reconvene on a later date. Chairman Duenas suggested that the Board reconvene on Thursday, April 6, 2017 at 10:30 a.m.

After further discussion, on motion duly made by Vice Chairperson Sgro, seconded by Director Gerber, the following resolution was unanimously approved:

Resolution No. 17-24

The March 30, 2017 Regular Meeting of the Board of Directors of GIAA is hereby adjourned, and will reconvene on Thursday, April 6, 2017 at 10:30 a.m. at the GIAA Conference Room 355 Chalan Pasaheru, Tamuning, Guam, 96913.

The meeting was adjourned at 4:09 p.m.

Dated this 27th, day of April, 2017.

Ricardo C. Duenas
Chairman

Attest:
Gurvinder Sobti
Secretary

Prepared and Submitted By:

Amanda O'Brien-Rios
Corresponding Secretary

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ORDER OF ADJOURNMENT

By Resolution of the Board of Directors of the A.B. Won Pat International Airport Authority, Guam ("GIAA"), the March 30, 2017 Regular Meeting of the Board of Directors of GIAA is hereby adjourned until Thursday, April 6, 2017 at 10:30 a.m., to reconvene at the GIAA Conference Room 355 Chalan Pasaheru, Tamuning, Guam, 96913.

Dated this 30th day of March, 2017.

Ricardo C. Duenas
Chairman of the Board

AMERICAN ASSOCIATION OF AIRPORT EXECUTIVES
AIRPORTS COUNCIL INTERNATIONAL
NASAO National Association of State Aviation Officials
THE INTERNATIONAL AIR CARGO ASSOCIATION

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A.B. WON PAT INTERNATIONAL AIRPORT AUTHORITY, GUAM
Board of Directors Regular Meeting
3:00 p.m., Thursday, March 30, 2017
GIAA Terminal Conference Room #3

SIGN-IN SHEET

	PRINT NAME	COMPANY/AGENCY
1.	Tricia Benavente	Sen. Aguon's office
2.	ANTONIO A. SABLAN	Self - Public Comment
3.	DANIEL STONE	ARPF
4.	VICTOR J. CRUZ	GIAA
5.	EDWARD MUNA	GIAA
6.	Gerard BAUTISTA	GIAA
7.	[illegible]	u - Mbtg
8.	John O'Connor	Guam Daily Post
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WE'RE ON IT 24/7

BOARD OF DIRECTORS REGULAR MEETING
3:00 p.m., Thursday, March 30, 2017
GIAA TERMINAL CONFERENCE ROOM #3

Public Notice
First Notice:
Guam Daily Post – March 23, 2017
Notice to Media – March 23, 2017

Second Notice:
Guam Daily Post – March 28, 2017
Notice to Media – March 28, 2017

AGENDA

1. Call to Order and Attendance
2. Approval of Agenda
3. Approval of Minutes
   - **A.** February 23, 2017 Regular Meeting
4. Correspondence
5. Old Business
   - **A.** Status Updates of Capital Improvement Projects
6. New Business
7. Report of Executive Manager
8. Report of the Comptroller
9. Executive Session
10. Public Comments
11. Adjournment

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MINUTES OF THE REGULAR MEETING OF THE BOARD OF DIRECTORS OF THE A.B. WON PAT INTERNATIONAL AIRPORT AUTHORITY, GUAM
Thursday, April 6, 2017, 10:30 a.m. *Reconvened Meeting*
GIAA TERMINAL CONFERENCE ROOM #3

1. CALL TO ORDER AND ATTENDANCE

The Regular meeting of the Board of Directors of the A.B. Won Pat International Airport Authority, Guam ("GIAA" or the "Authority") held on March 30, 2017, was reconvened and called to order by Chairman Duenas on April 6, 2017 at 10:33 a.m. at the GIAA Terminal Conference Room #3, 355 Chalan Pasaheru, Tamuning, Guam, 96913.

Directors Present:	**Offices or positions:**
Ricardo C. Duenas	Chairman
Katherine C. Sgro	Vice Chairperson
Gurvinder "Bic" Sobti	Board Secretary
Martin J. Gerber	
Lucy M. Alcorn*	
Rosalinda A. Tolan	
Deedee S. Camacho	

GIAA Officials:	
Charles H. Ada II	Executive Manager
Pedro R. Martinez	Deputy Executive Manager
John A. Rios	Comptroller
Jean M. Arriola	Airport Services Manager
Gerard Bautista	Air Terminal Manager
Edward Muna	Operations Superintendent
Victor Cruz	Engineering Supervisor
Daniel Stone	Airport Fire Chief, Acting
Janalynn Cruz Damian, Esq.	GIAA Legal Counsel

Chairman Duenas welcomed Airport tenants, stakeholders, and members of the public who are noted in a sign-in sheet attached to these minutes.

2. APPROVAL OF AGENDA

Executive Manager Ada requested to add the Aircraft Rescue Fire Fighting (ARFF) Emergency Medical Technician (EMT)Program to the Agenda.

Motion to accept the Executive Manager's recommendation duly made by Vice Chairperson Sgro, seconded by Director Tolan; motion unanimously passed.

3. NEW BUSINESS

A. Emergency Medical Technician (EMT) Program

Executive Manager Ada provided the Board with a brief background and presentation on the Emergency Medical Technician Program ("Program"), which seeks to have all ARFF Firefighters obtain EMT-B certification. Executive Manager Ada informed the Board that in 2016 review of the Program was placed under the Legal & Legislative Sub-Committee, chaired by Director Gerber to explore the possibility of incorporating the Program within the ARFF Division. The Executive Manager went on to add that ARFF was an established division within GIAA since 1995 with all ARFF Firefighters being certified by the National Registry of Emergency Medical Technicians (NREMT).In 2004, the NREMT certification expired, and as a part of cost saving measures and because certification was no required by the FAA, GIAA decided not to renew the certification. Currently Guam is the only airport in the region without an EMT program.

From January 2017 to March 2017, there were 44 medical related calls on Airport property. ARFF responded, however, ARFF personnel were not able to render any medical assistance due to the lack of EMT training and certification. The average time ARFF spent at the scene during this period was thirty-nine (39) minutes.

**At this time Chairman Duenas announced for the record, the arrival of Director Alcorn.*

Discussion followed relative to training, certification and funding details of implementing the Program, with Acting Fire Chief Stone informing the Board that the Guam Community College would provide the initial EMT Course at a discounted rate of $700.84 per participant, with a total of $23,828.69 for thirty-four participants. The course amount includes course fees, books, supplies and materials, and eight (8) undergraduate credits. Recertification would be provided every two years by trainers at GFD. The initial start-up cost for supplies is $7,000.00.

Reference was made to the handout prepared by Acting Fire Chief Stone, which included shift schedule scenarios and salary costs in the event that the law changed to provide a 10% differential for EMT pay. Executive Manager Ada clarified that Management is not seeking a 10% differential in pay for Firefighters assigned to provide EMT services.

The Board inquired on the billing of medi-vac patients. Executive Manager Ada informed the Board that GFD currently does not bill by the hour when on standby with a patient, however this year, with the new implementation of the new rate schedule this fee is to be included. The patient will be billed, not the airline. Chairman Duenas suggested Management look into developing a billing rate, to bill for ARFF EMT services.

Director Gerber inquired on increases to personnel costs. The Executive Manager replied that there would be no additional personnel costs or overtime, adjustments would be made with personnel already on duty.

The Executive Manager informed the Board that the implementation of the Program would require revisions to ARFF personnel position descriptions. Legal Counsel added that the legal issues that come up with establishing the program would include changing the Airport's Enabling Statute. The law authorizing the operation of the ARFF unit at the Airport contains language in it that limits their responsibility to the air operations area which is not on the public side of the terminal. The Airport would need to go through a process of expanding the jurisdiction of ARFF. Additionally, the current job descriptions of ARFF personnel only includes basic emergency first aid care, which is what is required under the FAA, therefore steps would need to be taken to address the position descriptions to include the EMT certifications. Legal Counsel suggested that Management reach out to the legislature with regard to amending the statute.

After further discussion, on motion duly made by Director Gerber, seconded by Director Sobti, the following resolution was unanimously approved:

Resolution No. 17-25

The Board hereby authorizes Management to take action necessary, including amending the Airport's enabling legislation, to enable the Airport to establish an Emergency Medical Technician (EMT) Program within ARFF Division.

3. PUBLIC COMMENTS

Chairman Duenas announced that Public Comments would be moved up on the agenda.

Mr. Antonio Sablan provided packets to the Board, referencing a Civil Case that he previously brought to the Board's attention on January 26, 2017, relative to the Notice of Levy on Real Property filed by GIAA in its civil case against Helene Anderson dba Visual Marketing Group. Mr. Sablan announced that he would like to follow up on the release of all liens against the property involved in the Civil Case in reference.

Chairman Duenas asked that Mr. Sablan leave the packets with the Board and Management, and further asked that Management and Legal Counsel schedule a time with Mr. Sablan to go over the documents provided in detail, and hopefully come to a proposed resolution to present to the Board. Mr. Sablan agreed. For the record, Chairman Duenas accepted Mr. Sablan's packet, and instructed Legal Counsel and Management to work with Mr. Sablan directly. The Chairman thanked Mr. Sablan.

4. EXECUTIVE SESSION

The next item on the agenda was Executive Session

Upon written recommendation of counsel, on motion duly made by Director Tolan, seconded by Vice Chairperson Sgro, and unanimously approved, the Board recessed to convene into Executive Session after the recess at 11:15 a.m.

Director Sobti, Director Camacho and Director Tolan did not participate in Executive Session due to previously stated conflicts of interest and were excused from the remainder of the Board meeting.

The Board convened into Executive Session at 12:24 p.m. to discuss pending or threatened litigation to which GIAA is or may be a party. Attending Executive Session were Directors Duenas, Sgro, Gerber, and Alcorn, Executive Manager Ada, and Legal Counsel, Janalynn Cruz Damian. Also present was the court reporter who will prepare a transcript of the Executive Session.

Executive Session adjourned at 12:45 p.m., at which time the Board reconvened the regular session.

Chairman Duenas, Vice Chairperson Sgro, Director Gerber and Director Alcorn present in the conference room.

Chairman Duenas announced for the record that the Board was waiting for the arrival of the court reporter before convening Executive Session, which accounts for the lapse in time from the recess of regular session and the convening of executive session.

As a result of discussion during Executive Session, Chairman Duenas announced that there was a request for the Executive Manager to issue an RFP for legal services to address outstanding matters that have come up as part of the Specialty Retail litigation.

After further discussion, on motion duly made by Director Alcorn, seconded by Director Gerber, the following resolution was unanimously approved:

Resolution No. 17-26

The Board hereby authorizes Management to solicit Special Counsel to address matters that have come to light during the Specialty Retail litigation though not directly related to the protests.

5. ADJOURNMENT

Motion to adjourn duly made by Director Alcorn, seconded by Director Gerber; motion unanimously passed. The meeting was adjourned at 12:48 p.m.

Dated this 27th, day of April, 2017.

Attest:

Ricardo C. Duenas
Chairman

Gurvinder Sobti
Secretary

Prepared and Submitted By:

Amanda O'Brien-Rios
Corresponding Secretary

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ORDER OF ADJOURNMENT

By Resolution of the Board of Directors of the A.B. Won Pat International Airport Authority, Guam ("GIAA"), the March 30, 2017 Regular Meeting of the Board of Directors of GIAA is hereby adjourned until Thursday, April 6, 2017 at 10:30 a.m., to reconvene at the GIAA Conference Room 355 Chalan Pasaheru, Tamuning, Guam, 96913.

Dated this 30th day of March, 2017.

Ricardo C. Duenas
Chairman of the Board

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A.B. WON PAT INTERNATIONAL AIRPORT AUTHORITY, GUAM
Board of Directors Reconvened Meeting
10:30 a.m., Thursday, April 6, 2017
GIAA Terminal Conference Room #3

SIGN-IN SHEET

	PRINT NAME	COMPANY/AGENCY
1.	JOAN ARRIOLA	GIAA
2.	CHUCK ADA	GIAA
3.	Lewis Sanchez	ARFF
4.	Margie Pereda	ARFF
5.	Raymond Santos	ARFF
6.	Daniel Stone	ARFF
7.	VICTOR J. CRUZ	GIAA
8.	ED MUNA	GIAA
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A.B. WON PAT INTERNATIONAL AIRPORT GUAM
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BOARD OF DIRECTORS REGULAR MEETING
3:00 p.m., Thursday, April 27, 2017
GIAA TERMINAL CONFERENCE ROOM #3

Public Notice
First Notice:
Guam Daily Post – April 20, 2017
Notice to Media – April 20, 2017

Second Notice:
Guam Daily Post – April 25, 2017
Notice to Media – April 25, 2017

AGENDA

1. Call to Order and Attendance
2. Approval of Agenda
3. Approval of Minutes
   - **A.** March 30, 2017 Regular Meeting
   - **B.** April 6, 2017 Reconvened Meeting
4. Correspondence
5. Old Business
   - **A.** Status Updates of Capital Improvement Projects
6. New Business
   - **A.** Approval of Award for Purchase and Delivery of Compact Cargo Van and Small SUV Vehicles - IFB No. GIAA-005-FY17
   - **B.** PacAir Properties LLC Lessor's Consent to Mortgage and Estoppel Certificate
   - **C.** Ratification of Quarterly Travel
7. Report of Executive Manager
8. Report of the Comptroller
9. Executive Session
10. Public Comments
11. Adjournment

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MINUTES OF THE REGULAR MEETING OF THE BOARD OF DIRECTORS OF THE A.B. WON PAT INTERNATIONAL AIRPORT AUTHORITY, GUAM
Thursday, April 27, 2017, 3:00 p.m.
GIAA TERMINAL CONFERENCE ROOM #3

1. CALL TO ORDER AND ATTENDANCE

The April 27, 2017 regular meeting of the Board of Directors of the A.B. Won Pat International Airport Authority, Guam ("GIAA" or the "Authority") was called to order by Chairman Duenas at 3:08 p.m. at the GIAA Terminal Conference Room #3, 355 Chalan Pasaheru, Tamuning, Guam, 96913.

Directors Present:	**Offices or positions:**
Ricardo C. Duenas	Chairman
Katherine C. Sgro	Vice Chairperson
Gurvinder "Bic" Sobti	Board Secretary
Martin J. Gerber	
Lucy M. Alcorn	
Rosalinda A. Tolan	
Deedee S. Camacho	

Directors Absent:

GIAA Officials:	
Charles H. Ada II	Executive Manager
Jean M. Arriola	Airport Services Manager
Victor Cruz	Engineering Supervisor
Daniel Stone	Airport Fire Chief, Acting
Edward Muna	Operations Superintendent
Franklin P. Taitano	Supply Management Administrator
Rolenda Faasuamalie	Airport Marketing Administrator
Joseph Javellana	Program Coordinator IV
Ann Bautista	General Accounting Supervisor
Janalynn Cruz Damian, Esq.	GIAA Legal Counsel
Tom Fisher, Esq.	GIAA Conflicts Counsel

Chairman Duenas welcomed Airport tenants, stakeholders, and members of the public who are noted in a sign-in sheet attached to these minutes.

2. APPROVAL OF AGENDA

Motion to approve the agenda as presented duly made by Vice Chairperson Sgro, seconded by Director Tolan; motion unanimously passed.

3. APPROVAL OF MINUTES

A. March 30, 2017 Regular Meeting
B. April 6, 2017 Reconvened Meeting

No corrections or changes were recommended. On motion duly made by Director Tolan, seconded by Vice Chairperson Sgro, the following resolution was unanimously passed:

Resolution No. 17-27

The Board hereby approves the minutes of the March 30, 2017 regular meeting and the minutes of the April 6, 2017 reconvened meeting, subject to corrections.

4. CORRESPONDENCE

Executive Manager Ada had no correspondence to report.

5. OLD BUSINESS

A. Status Updates of Capital Improvement Projects

Mr. Victor Cruz referred the Board to handouts regarding the current Airport projects and provided various updates to the Board.

i. FAA AIP Grant Projects - Undistributed Obligations (UDO)

- 2015 - Noise Mitigation Measures for Residences within 65 - 69 DNL: Kick-off meeting with consultant held April 10, 2017. Scope of work and deliverables discussed.
- 2016 - Install Perimeter Fencing required by 14 CFR 139: Environmental mitigation work underway. Estimated time of completion set for June 2017.
- 2016 - Safety Management System: Scope of work clarified and schedule provided April 21, 2017. Project set to commence May 1, 2017.
- 2016 - International Arrivals Corridor: Building permit issued. Pre-mobilization in progress. Anticipate project starting in May 2017.
- 2016 - ARFF Facility-Design: Design approved by FAA in March 2017. Design and specifications for demolition portion of project anticipated to be ready for bid by June 2017.

- 2016 - Terminal Apron Rehabilitation Design - Design: Pending FAA concurrence and approval to award contract. Anticipating contract execution in May 2017 once FAA approval is received.

ii. Bond Capital Improvement Projects

- Hold Bag Screening Relocation: Project is 98% complete as of March 31, 2017. The installation is at 95%. Fourth machine currently in operation. Existing machines in the lobby area have been removed. Estimated time of completion is late May 2017.

6. NEW BUSINESS

A. Approval of Award for Purchase and delivery of Compact Cargo Van and Small SUV Vehicles - IFB No. GIAA-005-FY17

At this time, Chairman Duenas announced that Calvo Fisher & Jacob, LLC law firm is recused from handling this matter, due to a conflict of interest. Conflicts Counsel, Tom Fisher of Fisher & Associates is present to answer any questions regarding the referenced IFB.

Executive Manager Ada provided background information to the Board on the referenced IFB. Five (5) firms/individuals purchased bid packages and three (3) firms submitted bids before the submission deadline. All three (3) firms were evaluated and determined to be acceptable. As required by the Guam Procurement Regulations, the bids were publicly opened and read aloud in the presence of the bidders. The bid price submittals are as follows in the order they were received and opened:

Bidder's Name	Item No. 1	Item No. 2
Guam Auto Spot	$86,676.00	$115,302.00
Triple J Ent., Inc.	$80,625.00	$89,850.00*
Cars Plus, LLC	$64,350.00	$101,853.00

*deemed to be a non responsive bid and rejected

Executive Manager Ada informed the Board that Cars Plus, LLC has been determined to have met the standards and responsibility and responsiveness outlined in the Guam Procurement Regulations and has been deemed as the lowest responsible, responsive bidder. Therefore, it is recommended that the contract awards be based on the following:

Item & Description	Awarded to:	Total Amount
Item 1: 2017 Small SUV Vehicle	Cars Plus, LLC	$64,350.00
Item 2: 2017 Compact Cargo Van	Cars Plus, LLC	$101,853.00
	Total Contract Award:	**$166,203.00**

Executive Manager Ada announced that the compact cargo vans and small SUV vehicles will primarily be used by Properties & Facilities division and Police K-9 units. Funding for this bid is available under the 2017 O&M Budget for Item No. 2., while Item No. 1 will be reimbursed through a TSA grant.

Chairman Duenas inquired on the non-responsive bidder. Mr. Franklin Taitano, Supply Management Administrator replied that the bid specifications required a 2017 model. In addition, the Airport confirmed in response to a potential bidder's question that only 2017 models will be accepted. The bid submittal in question was for a 2016 model, therefore the bidder was determined to be non-responsive.

After further discussion on motion duly made by Director Sobti, seconded by Director Gerber, the following resolution was unanimously passed:

Resolution No. 17-28

The Board hereby approves the contract award for Purchase and Delivery of Compact Cargo Van and Small SUV Vehicles - IFB No. GIAA-005-FY17, Items Nos. 1 and 2,to Cars Plus, LLC for a total contact amount of $166,203.00, subject to review by legal counsel.

B. PacAir Properties LLC Lessor's Consent to Mortgage and Estoppel Certificate

GIAA Legal Counsel informed the Board that her office is recused from handling this matter because of a conflict of interest.

Executive Manager Ada informed the Board that GIAA received a letter from PacAir Properties LLC (PacAir) informing the Airport that PacAir is currently coordinating the refinance of their existing financing package with First Hawaiian Bank (FHB) to support additional improvements to the facility to include: the expansion of parking capacity, enhanced signage and the repainting of the facility.

Executive Manager Ada provided a brief background for the Boards information stating that PacAir entered into a ground lease on October 31, 2006 to construct an Integrated Air Cargo Facility and has invested an estimated $27.6M into the facility.

Executive Manager Ada introduced Mr. Will Calori of PacAir Properties LLC, who was present to answer any questions regarding the improvements and or the refinancing. The Manager went on to direct the Board to Conflicts Counsel, Tom Fisher's letter, who has examined the referenced item, and has provided his legal opinion that GIAA may provide the requested consent and estoppel certificate. Discussion followed regarding the existing mortgage.

After further discussion on motion duly made by Director Sobti, seconded by Director Gerber, the following resolution was unanimously passed:

Resolution No. 17-29

The Board hereby approves PacAir Properties, LLC request for a Lessor's Consent to Mortgage and Estoppel Certificate, subject to review by legal counsel.

C. Ratification of Quarterly Travel

Executive Manager Ada presented the quarterly travel from January 2017 to March 2017 for ratification by the Board.

Executive Manager Ada at this time briefed the Board on his last trip to the CNMI to meet with Commonwealth Development Authority (CDA) in reference to the Freedom Air issue and moving forward with the lease of the space previously leased by Freedom Air. Executive Manager Ada informed the Board that CDA confirmed that it will release the liens on the aircraft.

Chairman Duenas inquired on the travel budget, and further went on to request for a report from Management listing anticipated travel for the upcoming quarter or six (6) months.

After further discussion, on motion duly made by Director Tolan, seconded by Director Gerber, the following resolution was unanimously approved:

Resolution No. 17-30

The Board hereby ratifies the FY 2017 2nd quarter travel report from January 2017 to March 2017 as presented.

7. REPORT OF THE EXECUTIVE MANAGER

Reference is made to the Executive Manager's Report included as part of the Board's packet, which was presented by Executive Manager Ada.

Executive Manager Ada announced the discontinuation of flights provided by EVA Air, effective June 7, 2017. Executive Manager Ada informed the Board that the airline had previously announced that it would reduce the number of flights effective June 3, 2017. However on April 25, 2017, GIAA received correspondence from the Guam Manager of the closure of EVA Air's Guam office and the suspension of flights. Discussion followed as to the reasons, with Rolenda Faasuamalie informing the Board of corporate restructuring within the Airline.

Executive Manager Ada informed the Board of a DHS critical infrastructure assessment of the Airport facility, and briefed the Board on a product that the Airport will receive within thirty (30) days that is able to identify existing organizational resilience and provide analysis for improvement.

8. REPORT OF THE COMPTROLLER

Ms. Ann Bautista reported on the revenues and expenses of the Authority as of **March 31, 2017**. Ms. Bautista reported that year-to-date Total Signatory Revenues are above budgeted revenues by **4.1%**,year-to-date Total Concession Revenues and Passenger Facility Charges are below budget by **-0.9%** and above budget by **6.3%**, respectively. Year-to-date Total Other Revenues, inclusive of non-signatory and non-airline revenues are above the budget estimate by **25.3%**. Year-to-date Total Operating Revenues Actual of **$39.1M** is **7.7%** above the budget estimate of **$36.3M**. Year-to-date Total Operating Expenses are below budget by **-9.0%**. Components of this line item include a **-10.4%**decrease in Personnel Service, a **-3.2%** decrease in Contractual Services, a **-53.3%** decrease in Materials & Supplies and a **-37.1%** decrease in Equipment/Furnishings from budgeted amounts for these respective categories. The actual year-to-date Net Revenues from Operations of **$17.6M** reflects an increase of **38.4%** over the year-to-date budgeted amount of **$12.7M**. Ms. Bautista reported that the year-to-date Debt Service Coverage is at **1.63** versus the requirement of **1.25.**

9. EXECUTIVE SESSION

Chairman Duenas announced that there would be no Executive Session.

10. PUBLIC COMMENTS

There were no Public Comments.

11. ADJOURNMENT

Motion to adjourn duly made by Director Tolan, seconded by Director Camacho; motion unanimously passed. The meeting was adjourned at 3:51 p.m.

Dated this 25th, day of May, 2017.

Ricardo C. Duenas
Chairman

Attest:
Gurvinder Sobti
Secretary

Prepared and Submitted By:
Amanda O'Brien-Rios
Corresponding Secretary

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A.B. WON PAT INTERNATIONAL AIRPORT AUTHORITY, GUAM
Board of Directors Regular Meeting
3:00 p.m., Thursday, April 27, 2017
GIAA Terminal Conference Room #3

SIGN-IN SHEET

	PRINT NAME	COMPANY/AGENCY
1.	VICTOR J CRUZ	GIAA
2.	ANN BAUTISTA	GIAA
3.	FRANK TAITANO	GIAA
4.	DANIEL SMOKE	GIAA
5.	J.G. JAVELLANA	GIAA
6.	W CAZORI	PAP
7.	CHAUCA ADA	GIAA
8.	JEAN A	GIAA
9.	Tricia Benavente	Sen. Agnon's office
10.	Lara Ozaki	Glimpses Publications
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BOARD OF DIRECTORS REGULAR MEETING
3:00 p.m., Thursday, May 25, 2017
GIAA TERMINAL CONFERENCE ROOM #3

Public Notice
First Notice:
Guam Daily Post – May 18, 2017
Notice to Media – May 18, 2017

Second Notice:
Guam Daily Post – May 23, 2017
Notice to Media – May 23, 2017

AGENDA

1. Call to Order and Attendance
2. Approval of Agenda
3. Approval of Minutes
   - **A.** April 27, 2017 Regular Meeting
4. Correspondence
5. Old Business
   - **A.** Status Updates of Capital Improvement Projects
6. New Business
7. Report of Executive Manager
8. Report of the Comptroller
9. Executive Session
10. Public Comments
11. Adjournment

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AIRPORTS COUNCIL INTERNATIONAL
NASAO National Association of State Aviation Officials
THE INTERNATIONAL AIR CARGO ASSOCIATION

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MINUTES OF THE REGULAR MEETING OF THE BOARD OF DIRECTORS OF THE A.B. WON PAT INTERNATIONAL AIRPORT AUTHORITY, GUAM
Thursday, May 25, 2017, 3:00 p.m.
GIAA TERMINAL CONFERENCE ROOM #3

1. CALL TO ORDER AND ATTENDANCE

The May 25, 2017 regular meeting of the Board of Directors of the A.B. Won Pat International Airport Authority, Guam ("GIAA" or the "Authority") was called to order by Chairman Duenas at 3:02 p.m. at the GIAA Terminal Conference Room #3, 355 Chalan Pasaheru, Tamuning, Guam, 96913.

Directors Present:	**Offices or positions:**
Ricardo C. Duenas	Chairman
Katherine C. Sgro	Vice Chairperson
Gurvinder "Bic" Sobti	Board Secretary
Martin J. Gerber	
Rosalinda A. Tolan	
Deedee S. Camacho	

Directors Absent:
Lucy M. Alcorn (Excused)

GIAA Officials:	
Pedro R. Martinez	Deputy Executive Manager
John A. Rios	Comptroller
Jean M. Arriola	Airport Services Manager
Daniel Stone	Airport Fire Chief, Acting
Edward Muna	Operations Superintendent
Rolenda Faasuamalie	Airport Marketing Administrator
Janalynn Cruz Damian, Esq.	GIAA Legal Counsel

Chairman Duenas welcomed Airport tenants, stakeholders, and members of the public who are noted in a sign-in sheet attached to these minutes.

2. APPROVAL OF AGENDA

Chairman Duenas informed the Board that report on the Updates of Capital Improvement Projects will be presented at the next meeting, therefore this item will be tabled until next Board meeting.

Motion to accept the change to the agenda duly made by Director Tolan, seconded by Director Sobti; motion unanimously passed.

3. APPROVAL OF MINUTES

A. April 27, 2017 Regular Meeting

No corrections or changes were recommended. On motion duly made by Vice Chairperson Sgro, seconded by Director Camacho, the following resolution was unanimously passed:

Resolution No. 17-31

The Board hereby approves the minutes of the April 27, 2017 regular meeting, subject to corrections.

4. CORRESPONDENCE

Deputy Executive Manager Martinez had no Correspondence to report.

5. OLD BUSINESS

A. Status Updates of Capital Improvement Projects - *TABLED*

6. NEW BUSINESS

Deputy Executive Manager Martinez had no New Business to present.

7. REPORT OF THE EXECUTIVE MANAGER

Reference is made to the Executive Manager's Report included as part of the Board's packet, which was presented by Deputy Executive Manager Martinez.

8. REPORT OF THE COMPTROLLER

Mr. Rios reported on the revenues and expenses of the Authority as of **April 30, 2017**. Mr. Rios reported that year-to-date Total Signatory Revenues are above budgeted revenues by **4.8%**, year-to-date Total Concession Revenues and Passenger Facility Charges are below budget by **-0.7%** and above budget by **5.3%**, respectively. Year-to-date Total Other Revenues, inclusive of non-signatory and non-airline revenues are above the budget estimate by **27.0%**. Year-to-date Total Operating Revenues Actual of **$45.4M** is **8.3%** above the budget estimate of **$42.0M**. Year-to-date Total Operating Expenses are below budget by **-6.6%**. Components of this line item include a **-4.8%**decrease in Personnel Service, a **-2.6%** decrease in Contractual Services, a **-57.4%** decrease in Materials & Supplies and a **-61.5%** decrease in Equipment/Furnishings from budgeted amounts for these respective categories. The actual year-to-date Net Revenues from Operations of **$19.9M** reflects an increase of **35.9%** over the year-to-date budgeted amount of

$14.7M. Mr. Rios reported that the year-to-date Debt Service Coverage is at **1.60** versus the requirement of **1.25.**

9. EXECUTIVE SESSION

Chairman Duenas announced that there would be no Executive Session.

10. PUBLIC COMMENTS

There were no Public Comments.

11. ADJOURNMENT

Motion to adjourn duly made by Director Tolan, seconded by Vice Chairperson Sgro; motion unanimously passed. The meeting was adjourned at 3:10 p.m.

Dated this ~~7th~~ 6th, day of July, 2017.

Ricardo C. Duenas
Chairman

Attest:
Gurvinder Sobti
Secretary

Prepared and Submitted By:
Amanda O'Brien-Rios
Corresponding Secretary

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A.B. WON PAT INTERNATIONAL AIRPORT AUTHORITY, GUAM
Board of Directors Regular Meeting
3:00 p.m., Thursday, May 25, 2017
GIAA Terminal Conference Room #3

SIGN-IN SHEET

	PRINT NAME	COMPANY/AGENCY
1.	Tricia Benavente	Sen. Aguon's office
2.	DANIEL STONE	AIRPORT ARFF
3.	JEAN ARRIOLA	GIAA
4.	David Martin	AM Insurance
5.	Kevin Javier	AM Insurance
6.	R Faasuke	GIAA
7.	EDWARD MUNA	GIAA-OPS
8.	Nancy Kuan	China Airlines
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BOARD OF DIRECTORS REGULAR MEETING
3:00 p.m., Thursday, July 6, 2017
GIAA TERMINAL CONFERENCE ROOM #3

Public Notice
First Notice:
Guam Daily Post – June 28, 2017
Notice to Media – June 28, 2017

Second Notice:
Guam Daily Post – July 3, 2017
Notice to Media – July 3, 2017

AGENDA

1. Call to Order and Attendance
2. Approval of Agenda
3. Approval of Minutes
   - **A.** May 25, 2017 Regular Meeting
4. Correspondence
5. Old Business
   - **A.** Status Updates of Capital Improvement Projects
6. New Business
   - **A.** Approval of Award for Airfield Pavement Containment Removal and Sweeper Services - IFB No. GIAA-006-FY17
   - **B.** Approval of Award for Creative Design, Productions, and Passenger and Customer Service Programs - RFP No. GIAA-005-FY17
   - **C.** Approval of Award for Construction Management Services for GIAA Aircraft Rescue & Fire Fighting (ARFF) Facility Construction - RFP No. GIAA-006-FY17
   - **D.** Approval of Board Resolution No. 17-36: Agreement for Legal Services
7. Report of Executive Manager
8. Report of the Comptroller
9. Executive Session
10. Public Comments
11. Adjournment

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NASAO National Association of State Aviation Officials
THE INTERNATIONAL AIR CARGO ASSOCIATION

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MINUTES OF THE REGULAR MEETING OF THE BOARD OF DIRECTORS OF THE A.B. WON PAT INTERNATIONAL AIRPORT AUTHORITY, GUAM
Thursday, July 6, 2017, 3:00 p.m.
GIAA TERMINAL CONFERENCE ROOM #3

1. CALL TO ORDER AND ATTENDANCE

The July 6, 2017 regular meeting of the Board of Directors of the A.B. Won Pat International Airport Authority, Guam ("GIAA" or the "Authority") was called to order by Chairman Duenas at 3:02 p.m. at the GIAA Terminal Conference Room #3, 355 Chalan Pasaheru, Tamuning, Guam, 96913.

Directors Present:	**Offices or positions:**
Ricardo C. Duenas	Chairman
Katherine C. Sgro	Vice Chairperson
Gurvinder "Bic" Sobti	Board Secretary
Martin J. Gerber	

Directors Absent:
Lucy M. Alcorn (Excused)
Rosalinda A. Tolan (Excused)
Deedee S. Camacho (Excused)

GIAA Officials:	
Pedro R. Martinez	Deputy Executive Manager
Jean M. Arriola	Airport Services Manager
Gerard Bautista	Air Terminal Manager
Ray Santos	Airport Fire Chief, Acting
Antonio Taitingfong	Airport Police Assistant Chief
Ann Bautista	General Accounting Supervisor
Victor Cruz	Engineering Supervisor
Rolenda Faasuamalie	Airport Marketing Administrator
Joseph Javellana	Program Coordinator IV
Janalynn Cruz Damian, Esq.	GIAA Legal Counsel
Frank Santos	Consultant

Chairman Duenas welcomed Airport tenants, stakeholders, and members of the public who are noted in a sign-in sheet attached to these minutes.

2. APPROVAL OF AGENDA

Motion to approve the agenda as presented duly made by Vice Chairperson Sgro, seconded by Director Sobti; motion unanimously passed.

3. APPROVAL OF MINUTES

A. May 25, 2017 Regular Meeting

No corrections or changes were recommended. On motion duly made by Vice Chairperson Sgro, seconded by Director Gerber, the following resolution was unanimously passed:

Resolution No. 17-32

The Board hereby approves the minutes of the May 25, 2017 regular meeting, subject to corrections.

4. CORRESPONDENCE

Deputy Executive Manager Martinez had no Correspondence to report.

5. OLD BUSINESS

A. Status Updates of Capital Improvement Projects

Mr. Frank Santos, Consultant, announced that as indicated at the last Board meeting, the Capital Improvement Projects (CIP) reports are being worked on with Accounting, consolidated and reformatted, therefore the status updates will be available at the next Board meeting. The Board had no objections.

6. NEW BUSINESS

A. Approval of Award for Airfield Pavement Contaminant Removal and Sweeper Services - IFB No. GIAA-006-FY17

Deputy Executive Manager Martinez provided background information to the Board on the referenced IFB. Eleven (11) firms/individuals purchased bid packages and only one (1) firm submitted a bid before the submission deadline. The one (1) firm was evaluated and determined to be acceptable. As required by the Guam Procurement Regulations, the bid was publicly opened and read aloud in the presence of the bidder. The bid price submittal is as follows:

Hawaiian Rock Products:					
Item No.	Estimated Quantity for Work Order No. 1	Description	Unit Measure	Unit Price	Extended Price
1.a	195,534 Sq. Ft.	Contaminant removal	Square feet	$0.90	$175,980.60
1.b	-	Disposal of waste	Gallon	$0.02	-
Total Unit Price for Item 1 (a+b):				$0.92	-

Total Extended Price for Item 1.a.				-	$175,980.60
2.	-	Sweeper services	Square feet	$0.05	-
Total Unit Price for Item 2:				$0.05	-

Deputy Executive Manager Martinez informed the Board that Hawaiian Rock Products has been determined to have met the standards of responsibility and responsiveness outlined in the Guam Procurement Regulations and has been deemed as the lowest responsible, responsive bidder. Therefore, it is recommended that the contract awards be based on the following:

The total contract award is for Item 1 (a+b) in the unit amount of $0.90per square foot for contaminant removal and $0.02 per gallon for disposal services, and for Item 2 in the unit amount of $0.05 per square foot for sweeper services. The firm's extended bid price for Item 1 (a) (Work Order No. 1) in the amount of $175, 980.00. Funding for this bid is available under the O & M Budget for FY2017.

Mr. Gerard Bautista, Air Terminal Manager, briefed the Board on the locations and process, stating that the rubber build-up was quite a concern and GIAA was only able to remove one (1) layer of build-up at a time, due to the process being so time consuming. With the new services, the process will be expedited and the hazardous waste will be disposed of in an environmentally safe manner.

Director Sobti inquired on the schedule for these services. Mr. Bautista replied that he is anticipating twice a year.

Director Gerber inquired as to the reason for only one (1) firm providing a bid. Mr. Bautista believed that it was the lack of understanding with regard to the pavement contaminants. Vice Chairperson Sgro inquired on the funds available for this project under the O & M budget. Legal counsel clarified that all services under the contract shall be by work orders that will be issued whenever the services are required, based on the unit prices contained in the bid.

Director Gerber inquired on the purchasing of equipment. Ms. Jean Arriola, Airport Services Manager, added that the contract terms would be one year with the option to extend, leaving that opportunity open. Mr. Frank Santos also added that the Airport's own equipment is currently providing the sweeping services to the runway, however both machines are down, the contract would eliminate purchasing, operating and maintenance.

After further discussion, on motion duly made by Director Sobti, seconded by Vice Chairperson Sgro, the following resolution was unanimously approved:

Resolution No. 17-33

The Board hereby approves the contract award for Airfield Pavement Contaminant Removal and Sweeper Services - IFB No. GIAA-006-FY17 to Hawaiian Rock Products, Item 1 (a+b) in the unit amount of $0.90 per square foot for contaminant removal and $0.02 per gallon for disposal

services, and for Item 2 in the unit amount of $0.05 per square foot for sweeper services, subject to review by legal counsel.

B. Approval of Award for Creative Design, Production, and Passenger and Customer Service Programs - RFP No. GIAA-005-FY17

Deputy Executive Manager Martinez provided background information to the Board on the referenced RFP including the scope of services, contract term, dates of advertisement of the RFP, proposal submission deadline, and the number of interested proposers. A total of seventeen (17) firms showed their interest by obtaining the RFP package. An evaluation committee was established to evaluate the four (4) proposals that were submitted before the established deadline. The proposals were evaluated on a point system assigned for each criteria identified in the RFP package. As a result of the evaluation committee's tabulation, the selected firms in order of their ranking are as follows:

1. Proposer C
2. Proposer D
3. Proposer A
4. Proposer B

Management recommends the approval of the ranking results and the contract award to Proposers C and D, the highest ranked proposers, subject to negotiations of fair and reasonable fees. In the event that the negotiations prove unsuccessful, GIAA Management will enter negotiations with the next highest ranked proposer.

The Chairman inquired on the services. Ms. Rolenda Faasuamalie, Airport Marketing Administrator, replied that the creative services fall under the Marketing division, and business prospectus and corporate profile development, videography and graphic support, and for customer service programs, there are plans to do surveys at passenger touch points to evaluate performance and find ways to increase passenger satisfaction.

Vice Chairperson Sgro asked if any of these programs are related to the International Arrivals Corridor project. Ms. Faasuamalie replied that signage for the International Arrivals Corridor project will be included. Vice Chairperson Sgro went on to inquire if there was an established budget. Ms. Faasuamalie informed the Board that a budget was submitted as part of the O & M budget for FY2017. Ms. Jean Arriola added that the contract includes approximately 7-8 service areas, and work will be assigned on a task order basis. Yearly recurring tasks include GIAA's Annual Report, GIAA Website and other collateral materials. The annual budget is about $250,000.00 - $300,000.00. The Deputy Executive Manager informed the Board that the contract is for a period of three (3) years with two (2) one (1) year options to renew.

After further discussion, on motion duly made by Vice Chairperson Sgro, seconded by Director Gerber, the following resolution was unanimously approved:

Resolution No. 17-34

The Board hereby approves the ranking results as presented and the contract award to Proposers C & D for Creative Design, Production, and Passenger and Customer Service Programs - RFP No. GIAA-005-FY17, subject to Management's negotiation of fair and reasonable fees and review by legal counsel.

Deputy Executive Manager Martinez informed the Board that Proposer 'C' is Big Fish Creative and Proposer 'D' is Ruder Integrated Marketing Strategies.

C. Approval of Award for Construction Management Services for GIAA Aircraft Rescue & Fire Fighting (ARFF) Facility Construction - RFP No. GIAA-006-FY17

Deputy Executive Manager Martinez provided background information to the Board on the referenced RFP including the scope of services, contract term, dates of advertisement of the RFP, proposal submission deadline, and the number of interested proposers. A total of twenty-three (23) firms showed their interest by obtaining the RFP package. An evaluation committee was established to evaluate the seven (7) proposals that were submitted before the established deadline. The proposals were evaluated on a point system assigned for each criteria identified in the RFP package. As a result of the evaluation committee's tabulation, the selected firms in order of their ranking are as follows:

1. Proposer G
2. Proposer E
3. Proposer F
4. Proposer A
5. Proposer D
6. Proposer B
7. Proposer C

Management recommends the approval of the ranking results and the contract award to Proposer G, the highest ranked proposer, subject to negotiation of fair and reasonable fees. In the event that the negotiations prove unsuccessful, GIAA Management will enter into negotiations with the next highest ranked proposer.

After further discussion, on motion duly made by Director Gerber, seconded by Vice Chairperson Sgro, the following resolution was unanimously approved:

Resolution No. 17-35

The Board hereby approves the ranking results as presented and the contract award to Proposer G for Construction Management Services for GIAA Aircraft Rescue & Fire Fighting (ARFF) Facility Construction - RFP No. GIAA-006-FY17, subject to Management's negotiation of fair and reasonable fees and review by legal counsel.

Deputy Executive Manager Martinez informed the Board that Proposer 'G' is Lyon Associates, Inc.

D. Approval of Board Resolution No. 17-36: Agreement for Legal Services

Director Sobti and Director Gerber chose not to participate in the discussion on the referenced extension to Legal Services Agreement because of conflict of interest with Torres Law Group.

Due to the lack of a quorum to vote on the matter, Chairman Duenas announced that this item would be tabled until the next Board meeting.

7. REPORT OF THE EXECUTIVE MANAGER

Reference is made to the Executive Manager's Report included as part of the Board's packet, which was presented by Deputy Executive Manager Martinez.

8. REPORT OF THE COMPTROLLER

Ms. Ann Bautista reported on the revenues and expenses of the Authority as of **May 31, 2017.** Ms. Bautista reported that year-to-date Total Signatory Revenues are above budgeted revenues by **4.5%**,year-to-date Total Concession Revenues and Passenger Facility Charges are below budget by **-0.6%** and above budget by **6.2%**, respectively. Year-to-date Total Other Revenues, inclusive of non-signatory and non-airline revenues are above the budget estimate by **28.4%.** Year-to-date Total Operating Revenues Actual of **$51.9M** is **8.5%** above the budget estimate of **$47.9M**. Year-to-date Total Operating Expenses are below budget by **-4.8%.** Components of this line item include a **-2.4%** decrease in Personnel Service, a **-1.1%** decrease in Contractual Services, a **-58.0%** decrease in Materials & Supplies and a **-61.5%** decrease in Equipment/Furnishings from budgeted amounts for these respective categories. The actual year-to-date Net Revenues from Operations of **$22.6M** reflects an increase of **32.7%** over the year-to-date budgeted amount of **$17.1M**. Ms. Bautista reported that the year-to-date Debt Service Coverage is at **1.59** versus the requirement of **1.25.**

9. EXECUTIVE SESSION

The next item on the agenda was Executive Session.

Upon written recommendation of counsel, on motion duly made by Director Sobti, seconded by Vice Chairperson Sgro, and unanimously approved, the Board recessed to convene into Executive Session after the recess at 3:42 p.m.

The Board convened into Executive Session at 3:48 p.m. to discuss pending or threatened litigation to which GIAA is or may be a party. Attending Executive Session were Directors Duenas, Sgro, Sobti and Gerber, Deputy Executive Manager Martinez, and Legal Counsel, Janalynn Cruz Damian. Also present was the court reporter who will prepare a transcript of the Executive Session.

Executive Session adjourned at 4:11 p.m., at which time the Board reconvened the regular session.

At this time Chairman Duenas announced that relative to the civil lawsuit brought on by Mr. Joshua Mesa against the Airport and GIAA Police Officer Vincent Castro, the Board requests that Legal Counsel work with Management on all issues relating to that lawsuit.

After further discussion, on motion duly made by Director Gerber, seconded by Vice Chairperson Sgro, the following resolution was unanimously approved:

Resolution No. 17-36

The Board hereby directs and authorizes Legal Counsel to work with GIAA Management on all issues relating to the civil lawsuit brought on by Mr. Joshua Mesa versus the Airport and GIAA Police Officer Vincent Castro.

10. PUBLIC COMMENTS

There were no Public Comments.

11. ADJOURNMENT

Motion to adjourn duly made by Director Sobti, seconded by Director Gerber; motion unanimously passed. The meeting was adjourned at 4:12 p.m.

Dated this 27th, day of July, 2017.

Ricardo C. Duenas
Chairman

Attest:
Gurvinder Sobti
Secretary

Prepared and Submitted By:
Amanda O'Brien-Rios
Corresponding Secretary

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A.B. WON PAT INTERNATIONAL AIRPORT AUTHORITY, GUAM
Board of Directors Regular Meeting
3:00 p.m., Thursday, July 6, 2017
GIAA Terminal Conference Room #3

SIGN-IN SHEET

	PRINT NAME	COMPANY/AGENCY
1.	Tricia Benavente	Sen. Aguon's office
2.	Antonio Tantingco	GIAA Police
3.	Frank P. Tantalo	GIAA
4.	Ray Santos	GIAA ARFF
5.	Dan Quintanilla	GIAA - Proc.
6.	J. G. Janellano	GIAA
7.	Nestor Licanto	KVAM
8.	Victor J. Cruz	GIAA
9.		
10.	John Arroyo	GCAA
11.	Letitia Law-Byerly	Lotte Duty Free
12.	Lara Ozaki	Glimpses Publications
13.	Kyle Mon	PDN
14.	Gerard Bautista	GIAA
15.	Anj Bautista	GIAA -
16.	Frank Santos	TMG
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18.		
19.		
20.		

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BOARD OF DIRECTORS REGULAR MEETING
3:00 p.m., Thursday, July 27, 2017
GIAA TERMINAL CONFERENCE ROOM #3

Public Notice

First Notice:
Guam Daily Post – July 19, 2017
Notice to Media – July 19, 2017

Second Notice:
Guam Daily Post – July 25, 2017
Notice to Media – July 25, 2017

AGENDA

1. Call to Order and Attendance
2. Approval of Agenda
3. Approval of Minutes
   - **A.** July 6, 2017 Regular Meeting
4. Correspondence
5. Old Business
   - **A.** Status Updates of Capital Improvement Projects
6. New Business
   - **A.** Approval of FAA Grant Agreement AIP Project No. 3-66-0001-100 - Modify Terminal Building Sterile Arrival Corridors - Construction - $4,450,500.00
   - **B.** Approval of Award for GIAA Aircraft Rescue Fire Fighting (ARFF) Facility Phase I - Demolition, Remediation and Site Preparation - IFB No. GIAA-C02-FY17
   - **C.** Approval of Board Resolution No. 17-40: Agreement for Legal Services
7. Report of Executive Manager
8. Report of the Comptroller
9. Executive Session
10. Public Comments
11. Adjournment

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MINUTES OF THE REGULAR MEETING OF THE BOARD OF DIRECTORS OF THE A.B. WON PAT INTERNATIONAL AIRPORT AUTHORITY, GUAM
Thursday, July 27, 2017, 3:00 p.m.
GIAA TERMINAL CONFERENCE ROOM #3

1. CALL TO ORDER AND ATTENDANCE

The July 27, 2017 regular meeting of the Board of Directors of the A.B. Won Pat International Airport Authority, Guam ("GIAA" or the "Authority") was called to order by Chairman Duenas at 3:03 p.m. at the GIAA Terminal Conference Room #3, 355 Chalan Pasaheru, Tamuning, Guam, 96913.

Directors Present:	**Offices or positions:**
Ricardo C. Duenas	Chairman
Katherine C. Sgro*	Vice Chairperson
Gurvinder "Bic" Sobti	Board Secretary
Martin J. Gerber	
Lucy M. Alcorn	
Rosalinda A. Tolan	
Deedee S. Camacho	
Directors Absent:	None
GIAA Officials:	
Charles H. Ada II	Executive Manager
Pedro R. Martinez	Deputy Executive Manager
John A. Rios	Comptroller
Jean M. Arriola	Airport Services Manager
Gerard Bautista	Air Terminal Manager
Antonio Taitingfong	Airport Police Assistant Chief
Edward Muna	Airport Operations Superintendent
Victor Cruz	Engineering Supervisor
Franklin P. Taitano	Supply Management Administrator
Janalynn Cruz Damian, Esq.	GIAA Legal Counsel
Frank R. Santos	GIAA Consultant

Chairman Duenas welcomed Airport tenants, stakeholders, and members of the public who are noted in a sign-in sheet attached to these minutes.

2. APPROVAL OF AGENDA

Motion to approve the agenda as presented duly made by Director Tolan, seconded by Director Gerber; motion unanimously passed.

3. APPROVAL OF MINUTES

A. July 6, 2017 Regular Meeting

No corrections or changes were recommended. On motion duly made by Director Alcorn, seconded by Director Sobti, the following resolution was unanimously passed:

Resolution No. 17-37

The Board hereby approves the minutes of the July 6, 2017 regular meeting, subject to corrections.

4. CORRESPONDENCE

Executive Manager Ada had no Correspondence to report.

5. OLD BUSINESS

A. Status Updates of Capital Improvement Projects("CIP")

Mr. Frank Santos, Consultant, announced that the CIP reports include three (3) schedules, which he will give a brief summary for each.

I. Airport Capital Improvement Plan ("ACIP")

Mr. Santos informed the Board that the ACIP covers fiscal years 2018 - 2020.

- Concourse Isolation with Seismic Upgrades: Two (2) years of entitlements up to 2020.

II. Capital Improvement Projects for Fiscal Year 2018

Mr. Santos referred the Board to the 2nd schedule and informed them that it covers projects for fiscal year 2018.

- Budget meetings with airlines held earlier this week, where the CIP was introduced.
- Expand Security Screening Checkpoint: Expand checkpoint with two (2) additional screening lanes in the amount of $1.6M. Majority of the airlines approved the intention to deduct the amount of $1.6M from Other Available

Monies (airline credit from Airport Net Revenues at the end of the fiscal year) which is estimated at $3M.

III. Capital Improvement Projects for Fiscal Years Through 2017

Mr. Santos referred the Board to the 3rd schedule and informed them that it includes Bond projects, FAA grants and Capital Improvement Fund projects. All projects listed have funding sources. Projects not listed have been deferred and will be addressed at a later time with the Board.

- International Arrivals Corridor with Building Seismic Upgrades: Total project cost $110M, with a balance of $92M to be paid.

6. NEW BUSINESS

A. Approval of FAA Grant Agreement AIP Project No. 3-66-0001-100-2017 - Modify Terminal Building Sterile Arrival Corridors - Construction - $4,450,500.00

The first matter discussed was the FAA Grant Agreement for the following: Modify Terminal Building Sterile Arrival Corridors - Construction project in the amount of $4,450,500.00. Executive Manager Ada informed the Board that the deadline to accept the grant is August 30, 2017.

**Vice Chairperson Sgro arrived at the Board meeting.*

After further discussion, on motion duly made by Director Camacho, seconded by Director Tolan, the following resolution was unanimously approved:

Resolution No. 17-38

The Board hereby approves the acceptance of the FAA Grant Agreement AIP Project No. 3-66-0001-100-2017 - Modify Terminal Building Sterile Arrival Corridors - Construction in the amount of $4,450,500.00, and the conditions associated with the grant agreement.

B. Approval of Award for GIAA Aircraft Rescue Fire Fighting (ARFF) Facility Phase I - Demolition, Remediation and Site Preparation - IFB No. GIAA -C02-FY17

Executive Manager Ada provided background information to the Board on the referenced IFB. Eleven (11) firms/individuals purchased bid packages and five (5) firms submitted bids before the submission deadline. The five (5) firms were evaluated and determined to be acceptable. As required by the Guam Procurement Regulations, the bids were publicly opened and read aloud in the presence of the bidders. The bid price submittals are as follows:

Bidder's Name	Amount
Primo's Heavy Equipment	$1,280,000.00
Korando Corporation	**$469,000.00**
Ian Corporation	$666,077.15
Maeda Pacific Corp.	$989,100.00
BME & Sons Inc.	$1,618,088.00

Executive Manager Ada informed the Board that Korando Corporation has been determined to have met the standards of responsibility and responsiveness outlined in the Guam Procurement Regulations and has been deemed the lowest responsible, responsive bidder. Therefore, it is recommended that Korando Corporation be awarded the contract in the amount of $469,000.00 for the referenced IFB.

Executive Manager Ada announced that the lowest responsive, responsible total bid amount received is 67% below the government estimate of $1,400,000.00. Korando Corporation, in a letter dated July 26, 2017 has confirmed its bid price of $469,000.00 and its ability to complete the project in 120 calendar days after the firm has received the notice to proceed. Executive Manager Ada added that the funding for this project is available under AIP grant funds. Management intends to reprogram the excess funds back in to the construction portion of the facility.

After further discussion, on motion duly made by Director Sgro, seconded by Director Sobti, the following resolution was unanimously approved:

Resolution No. 17-39

The Board hereby approves the contract award for GIAA Aircraft Rescue Fire Fighting (ARFF) Facility Phase I - Demolition, Remediation and Site Preparation - IFB No. GIAA -C02-FY17 in the amount of $469,000.00 to Korando Corporation, subject to review by legal counsel.

D. Approval of Board Resolution No. 17-40: Agreement for Legal Services

The next item discussed was the extension of the Agreement for Legal Services with Torres Law Group, conflicts counsel. Legal counsel, Janalynn Damian informed the Board that the one (1) year extension would be the second of four options to extend.

Director Sobti and Director Gerber did not participate in the discussion or vote on the referenced extension to Legal Services Agreement because of conflict of interest with Torres Law Group.

After further discussion, on motion duly made by Vice Chairperson Sgro, seconded by Director Alcorn, the following resolution was unanimously approved:

Resolution No. 17-40

WHEREAS, an Agreement for Legal Services - Conflicts Counsel was entered into on August 1, 2015, by and between the ANTONIO B. WON PAT INTERNATIONAL AIRPORT AUTHORITY, GUAM ("GIAA") and Torres Law Group ("Torres") (the "Torres Agreement"); and

WHEREAS, the Torres Agreement provides for a term of one year commencing on August 1, 2015, with four (4) options to extend for a period of one (1) year each, not to exceed a total contract period of five (5) years with GIAA approval; and

WHEREAS, on June 9, 2016, by Resolution No. 16-38, the Board of Directors approved the extension of the Torres Agreement for an additional one year period (1st Option) commencing on August 1, 2016, and expiring on July 31, 2017, under the same terms and conditions as set forth in the Torres Agreement; and

WHEREAS, the Board of Directors has determined that GIAA continues to require the services of Torres and that it is in the best interests of GIAA to extend the term of the Torres Agreement for an additional one year period commencing on August 1, 2017, under the same terms and conditions as set forth in the Torres Agreement.

NOW, THEREFORE, BE IT RESOLVED, that the Board of Directors of GIAA hereby extends the term of the Torres Agreement for an additional one year period commencing on August 1, 2017 and expiring on July 31, 2018, under the same terms and conditions as set forth in the Torres Agreement.

7. REPORT OF THE EXECUTIVE MANAGER

Reference is made to the Executive Manager's Report included as part of the Board's packet, which was presented by Executive Manager Ada.

Chairman Duenas congratulated Management and Accounting staff for maintaining the Authority's rating with Standard & Poor's, stating that it is helpful to the organization. The Chairman also congratulated Management and the Airport's Marketing department on the development of the very innovative Hulo program, and added that the Block Party was impressive.

8. REPORT OF THE COMPTROLLER

Mr. John Rios reported on the revenues and expenses of the Authority as of **June 30, 2017.** Mr. Rios reported that year-to-date Total Signatory Revenues are above budgeted revenues by **4.1%**, year-to-date Total Concession Revenues and Passenger Facility Charges are below budget by **-0.7%** and above budget by **3.7%**, respectively. Year-to-date Total Other Revenues, inclusive of non-signatory and non-airline revenues are above the budget estimate by **27.9%**. Year-to-date Total Operating Revenues Actual of **$58.1M** is **8.0%** above the budget estimate of **$53.8M**. Year-to-date Total Operating Expenses are below budget by **-5.3%**. Components of this line item include a **-2.7%** decrease in Personnel Service, a **-2.0%** decrease in Contractual Services, a-

57.5% decrease in Materials & Supplies and a **-61.5%** decrease in Equipment/Furnishings from budgeted amounts for these respective categories. The actual year-to-date Net Revenues from Operations of **$25.5M** reflects an increase of **31.6%** over the year-to-date budgeted amount of **$19.4**. Mr. Rios reported that the year-to-date Debt Service Coverage is at **1.59** versus the requirement of **1.25.**

9. EXECUTIVE SESSION

Chairman Duenas announced that Executive Session will be tabled.

At this time Chairman Duenas suggested that the Board adjourn the regular Board meeting and reconvene on Tuesday, August 1, 2017 at 2:00 p.m.

After further discussion, on motion duly made by Director Tolan, seconded by Director Alcorn, the following resolution was unanimously approved:

Resolution No. 17-41

The July 27, 2017 Regular Meeting of the Board of Directors of GIAA is hereby adjourned, and will reconvene on Tuesday, August 1, 2017 at 2:00 p.m. at the GIAA Conference Room 355 Chalan Pasaheru, Tamuning, Guam, 96913.

The meeting adjourned at 3:30 p.m.

Dated this 31st, day of August, 2017.

Ricardo C. Duenas
Chairman

Attest:
Gurvinder Sobti
Secretary

Prepared and Submitted By:

Amanda O'Brien-Rios
Corresponding Secretary

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ORDER OF ADJOURNMENT

By Resolution of the Board of Directors of the A.B. Won Pat International Airport Authority, Guam ("GIAA"), the July 27, 2017 Regular Meeting of the Board of Directors of GIAA is hereby adjourned until Tuesday, August 1, 2017 at 2:00 p.m., to reconvene at the GIAA Conference Room 355 Chalan Pasaheru, Tamuning, Guam, 96913.

Dated this 27th day of July, 2017.

Ricardo C. Duenas
Chairman of the Board

AMERICAN ASSOCIATION OF AIRPORT EXECUTIVES
AIRPORTS COUNCIL INTERNATIONAL
NASAO National Association of State Aviation Officials
THE INTERNATIONAL AIR CARGO ASSOCIATION

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A.B. WON PAT INTERNATIONAL AIRPORT AUTHORITY, GUAM
Board of Directors Regular Meeting
3:00 p.m., Thursday, July 27, 2017
GIAA Terminal Conference Room #3

SIGN-IN SHEET

	PRINT NAME		COMPANY/AGENCY
1.	[illegible]		GIAA
2.	FRANK P. TAITANO		GIAA
3.	ANTONIO TAITINGFONG		POLICE
4.	VICTOR J. CRUZ		GIAA
5.	Liz B.		GIAA
6.	Kyla Mora	Kyla	PDN
7.	Gerard BAUTISTA		GIAA
8.	EDWARD MUNA		GIAA
9.	DAN SMITH	D	ARFF
10.	ROY SANTOS		IAM
11.	LOUELDA LOSWIN		GUAM DOA PAT
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BOARD OF DIRECTORS REGULAR MEETING
3:00 p.m., Thursday, July 27, 2017
GIAA TERMINAL CONFERENCE ROOM #3

Public Notice
First Notice:
Guam Daily Post – July 19, 2017
Notice to Media – July 19, 2017

Second Notice:
Guam Daily Post – July 25, 2017
Notice to Media – July 25, 2017

AGENDA

1. Call to Order and Attendance
2. Approval of Agenda
3. Approval of Minutes
   - **A.** July 6, 2017 Regular Meeting
4. Correspondence
5. Old Business
   - **A.** Status Updates of Capital Improvement Projects
6. New Business
   - **A.** Approval of FAA Grant Agreement AIP Project No. 3-66-0001-100 - Modify Terminal Building Sterile Arrival Corridors - Construction - $4,450,500.00
   - **B.** Approval of Award for GIAA Aircraft Rescue Fire Fighting (ARFF) Facility Phase I - Demolition, Remediation and Site Preparation - IFB No. GIAA-C02-FY17
   - **C.** Approval of Board Resolution No. 17-40: Agreement for Legal Services
7. Report of Executive Manager
8. Report of the Comptroller
9. Executive Session
10. Public Comments
11. Adjournment

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ORDER OF ADJOURNMENT

By Resolution of the Board of Directors of the A.B. Won Pat International Airport Authority, Guam ("GIAA"), the July 27, 2017 Regular Meeting of the Board of Directors of GIAA is hereby adjourned until Tuesday, August 1, 2017 at 2:00 p.m., to reconvene at the GIAA Conference Room 355 Chalan Pasaheru, Tamuning, Guam, 96913.

Dated this 27th day of July, 2017.

Ricardo C. Duenas
Chairman of the Board

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MINUTES OF THE REGULAR MEETING OF THE BOARD OF DIRECTORS OF THE A.B. WON PAT INTERNATIONAL AIRPORT AUTHORITY, GUAM
Tuesday, August 1, 2017, 2:00 p.m. *Reconvened Meeting*
GIAA TERMINAL CONFERENCE ROOM #3

1. CALL TO ORDER AND ATTENDANCE

The Regular meeting of the Board of Directors of the A.B. Won Pat International Airport Authority, Guam ("GIAA" or the "Authority") held on July 27, 2017, was reconvened and called to order by Chairman Duenas on August 1, 2017 at 2:21 p.m. at the GIAA Terminal Conference Room #3, 355 Chalan Pasaheru, Tamuning, Guam, 96913.

Directors Present:	**Offices or positions:**
Ricardo C. Duenas	Chairman
Katherine C. Sgro	Vice Chairperson
Martin J. Gerber	
Lucy M. Alcorn	

Directors Absent:	
Gurvinder "Bic" Sobti (Excused)	Board Secretary
Rosalinda A. Tolan (Excused)	
Deedee S. Camacho (Excused)	

GIAA Officials:	
Charles H. Ada II	Executive Manager
Pedro R. Martinez	Deputy Executive Manager
John A. Rios	Comptroller
Jean M. Arriola	Airport Services Manager
Gerard Bautista	Air Terminal Manager
Edward Muna	Operations Superintendent
Victor Cruz	Engineering Supervisor
Janalynn Cruz Damian, Esq.	GIAA Legal Counsel
Eduardo A. Calvo, Esq.	GIAA Legal Counsel
Genevieve P. Rapadas, Esq.	GIAA Legal Counsel
Frank R. Santos	GIAA Consultant

Chairman Duenas welcomed Airport tenants, stakeholders, and members of the public who are noted in a sign-in sheet attached to these minutes.

2. EXECUTIVE SESSION

The next item on the agenda was Executive Session

Upon written recommendation of counsel, on motion duly made by Vice Chairperson Sgro, seconded by Director Alcorn, and unanimously approved.

The Board convened into Executive Session at 2:22p.m. to discuss pending or threatened litigation to which GIAA is or may be a party. Attending Executive Session were Directors Duenas, Sgro, Gerber, and Alcorn, Executive Manager Ada, and Legal Counsel, Janalynn Cruz Damian, Eduardo A. Calvo, and Genevieve P. Rapadas. Also present was the court reporter who will prepare a transcript of the Executive Session.

Executive Session adjourned at 3:32p.m. On motion duly made by Director Alcorn, seconded by Director Gerber, the Board reconvened the regular session.

3. PUBLIC COMMENTS

There were no Public Comments.

4. ADJOURNMENT

Motion to adjourn duly made by Director Alcorn, seconded by Vice Chairperson Sgro; motion unanimously passed. The meeting was adjourned at 3:33 p.m.

Dated this 31st, day of August, 2017.

Ricardo C. Duenas
Chairman

Attest:
Gurvinder Sobti
Secretary

Prepared and Submitted By:

Amanda O'Brien-Rios
Corresponding Secretary

A.B. WON PAT INTERNATIONAL AIRPORT GUAM
ATURIDAT PUETTON BATKON AIREN GUAHAN ENTENASIONAT

P.O. Box 8770
Tamuning, GU 96931
Tel (671) 646-0300
Fax (671) 646-8823
www.guamairport.com

WE'RE ON IT 24/7

A.B. WON PAT INTERNATIONAL AIRPORT AUTHORITY, GUAM
Board of Directors Reconvened Meeting
2:00 p.m., Tuesday, August 1, 2017
GIAA Terminal Conference Room #3

SIGN-IN SHEET

	PRINT NAME		COMPANY/AGENCY
1.	[illegible]		GIAA
2.	VICTOR J. CRUZ		GIAA.
3.	CHUCK ADA		GIAA
4.	Gerard BAUTISTA		GIAA
5.	John Rios		u
6.	FRANK SANTOS		TMG
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WE'RE ON IT 24/7

BOARD OF DIRECTORS REGULAR MEETING
3:00 p.m., Thursday, August 31, 2017
GIAA TERMINAL CONFERENCE ROOM #3

Public Notice
First Notice:
Guam Daily Post – August 24, 2017
Notice to Media – August 24, 2017

Second Notice:
Guam Daily Post – August 29, 2017
Notice to Media – August 29, 2017

AGENDA

1. Call to Order and Attendance
2. Approval of Agenda
3. Approval of Minutes
   - **A.** July 27, 2017 Regular Meeting
   - **B.** August 1, 2017 Reconvened Meeting
4. Correspondence
5. Old Business
   - **A.** Status Updates of Capital Improvement Projects
6. New Business
   - **A.** Approval of GIAA Operating Budget Fiscal Year 2018
   - **B.** Ratification of Quarterly Travel
7. Report of Executive Manager
8. Report of the Comptroller
9. Executive Session
10. Public Comments
11. Adjournment

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MINUTES OF THE REGULAR MEETING OF THE BOARD OF DIRECTORS OF THE A.B. WON PAT INTERNATIONAL AIRPORT AUTHORITY, GUAM
Thursday, August 31, 2017, 3:00 p.m.
GIAA TERMINAL CONFERENCE ROOM #3

1. CALL TO ORDER AND ATTENDANCE

The August 31, 2017 regular meeting of the Board of Directors of the A.B. Won Pat International Airport Authority, Guam ("GIAA" or the "Authority") was called to order by Acting Chairperson Sgro at 3:02 p.m. at the GIAA Terminal Conference Room #3, 355 Chalan Pasaheru, Tamuning, Guam, 96913.

Directors Present:	**Offices or positions:**
Katherine C. Sgro	Acting Chairperson
Gurvinder "Bic" Sobti	Board Secretary
Martin J. Gerber	
Lucy M. Alcorn	
Rosalinda A. Tolan	
Deedee S. Camacho	
Directors Absent:	
Ricardo C. Duenas (Excused)	Chairman
GIAA Officials:	
Charles H. Ada II	Executive Manager
Pedro R. Martinez	Deputy Executive Manager
Jean M. Arriola	Airport Services Manager
Gerard Bautista	Air Terminal Manager
Robert D. Camacho	Airport Police Chief
Ray Santos	Assistant Fire Chief, ARFF
Edward Muna	Airport Operations Superintendent
Victor Cruz	Engineering Supervisor
Rolenda Faasuamalie	Airport Marketing Administrator
Antoinette Bautista	General Accounting Supervisor
Joseph Javellana	Program Coordinator IV
Janalynn Cruz Damian, Esq.	GIAA Legal Counsel
Frank R. Santos	GIAA Consultant

Acting Chairperson Sgro welcomed Airport tenants, stakeholders, and members of the public who are noted in a sign-in sheet attached to these minutes.

2. APPROVAL OF AGENDA

Acting Chairperson Sgro announced that there had been a request to amend the Agenda to hold Executive Session following Correspondence. Motion to accept the change tothe agenda duly made by Director Camacho, seconded by Director Sobti; motion unanimously passed.

3. APPROVAL OF MINUTES

A. July 27, 2017 Regular Meeting
B. August 1, 2017 Reconvened Meeting

No corrections or changes were recommended. On motion duly made by Director Alcorn, seconded by Director Sobti, the following resolution was unanimously passed:

Resolution No. 17-42

The Board hereby approves the minutes of the July 27, 2017 regular meeting and minutes of the August 1, 2017 reconvened meeting, subject to corrections.

4. CORRESPONDENCE

Executive Manager Ada had no Correspondence to report.

5. EXECUTIVE SESSION

The next item on the agenda was Executive Session

Upon written recommendation of counsel, on motion duly made by Director Alcorn, seconded by Director Tolan, and unanimously approved, the Board recessed to convene into Executive Session after the recess at 3:05 p.m.

The Board convened into Executive Session at 3:06 p.m. to discuss pending or threatened litigation to which GIAA is or may be a party. Attending Executive Session were Directors Sgro, Sobti, Gerber, Alcorn, Tolan and Camacho, Executive Manager Ada, and Legal Counsel, Janalynn Cruz Damian. Also present was the court reporter who will prepare a transcript of the Executive Session.

Executive Session adjourned at 3:28 p.m., at which time the Board reconvened the regular session.

At this time, due to discussions during Executive Session Acting Chairperson announced that there was a motion to be made.

After further discussion, on motion duly made by Director Alcorn, seconded by Director Tolan, the following resolution was unanimously approved:

Resolution No. 17-43

The Board hereby halts all further collection efforts in reference to the Freedom Air case.

6. OLD BUSINESS

A. Status Updates of Capital Improvement Projects("CIP")

Mr. Frank Santos, Consultant, provided highlights on Capital Improvement Projects for FY2017.

- International Arrivals Corridor with Building Seismic Upgrades: Project proceeding, the first shipment of steel is expected to be delivered in September. Installation occurring in October. Issues with regard to contractor, steel manufacturer, construction manager, and designer are being ironed out currently to ensure no delays in future phases.
- Acquire ARFF Truck/RIV - Pkg 2: Commissioning was held in August. Project is complete, the balance of $218,000.00 to be returned to the FAA.
- Noise Mitigation Program 65 DNL & Higher: Schedule for noise measurements for homes in noise compacted area is ongoing. Mr. Santos gave a brief background on this project to the Board stating that 200 homes have already been noise and sound proofed within the general area. Brief discussion followed.
- ARFF Facility: Phase 1 bid was already awarded and approved by the Board, currently awaiting a grant from the FAA.
- SSCP Improvements: Two (2) additional lanes to be added. Design is ongoing. Anticipated completion is June 2018. This project to be funded by Airline credits.

Director Gerber inquired on the Art Program, listed as $639,000.00. Discussion followed with the Board suggesting that the Marketing Committee meet to discuss further.

7. NEW BUSINESS

A. Approval of GIAA Operating Budget Fiscal Year 2018

The fiscal year 2018 operating budget was presented by Ms. Antoinette Bautista. In summary, cost per enplanements (CP) was increased to $16.87, from current CP of $15.51. Operation and Maintenance expenses are projected to increase in FY18 by $2.9M compared to the FY17 budget.

After further discussion, on motion duly made by Director Camacho, seconded by Director Sobti, the following resolution was unanimously approved:

Resolution No. 17-44

The Board hereby approves the Operating Budget for fiscal year 2018 as presented, subject to adjustments.

At this time the Executive Manager asked that he may excused from the Board meeting to take care of another Airport related matter.

B. Ratification of Quarterly Travel

Deputy Executive Manager Martinez presented the quarterly travel from April 2017 to June 2017 for ratification by the Board.

After further discussion, on motion duly made by Director Alcorn, seconded by Director Camacho, the following resolution was unanimously approved:

Resolution No. 17-45

The Board hereby ratifies the FY2017 3rd quarter travel report from April 2017 to June 2017 as presented.

8. REPORT OF THE EXECUTIVE MANAGER

Reference is made to the Executive Manager's Report included as part of the Board's packet, which was presented by Deputy Executive Manager Martinez.

9. REPORT OF THE COMPTROLLER

Ms. Antoinette Bautista reported on the revenues and expenses of the Authority as of **July 31, 2017**. Ms. Bautista reported that year-to-date Total Signatory Revenues are above budgeted revenues by **3.7%**, year-to-date Total Concession Revenues and Passenger Facility Charges are below budget by **-0.6%** and above budget by **2.6%**, respectively. Year-to-date Total Other Revenues, inclusive of non-signatory and non-airline revenues are above the budget estimate by **26.9%**. Year-to-date Total Operating Revenues Actual of **$64.6M** is **7.5%** above the budget estimate of **$60.1M**. Year-to-date Total Operating Expenses are below budget by **-2.7%**. Components of this line item include a **-0.6%** decrease in Personnel Service, a **-0.3%** decrease in Contractual Services, a **-50.7%** decrease in Materials & Supplies and a **-11.1%** decrease in Equipment/Furnishings from budgeted amounts for these respective categories. The actual year-to-date Net Revenues from Operations of **$27.8M** reflects an increase of **24.7%** over the year-to-date budgeted amount of **$22.3**. Ms. Bautista reported that the year-to-date Debt Service Coverage is at **1.58** versus the requirement of **1.25.**

10. PUBLIC COMMENTS

There were no public comments.

11. ADJOURNMENT

Motion to adjourn duly made by Director Alcorn, seconded by Director Camacho; motion unanimously passed. The meeting adjourned at 4:13 p.m.

Dated this 26th, day of September, 2017.

Ricardo C. Duenas
Chairman

Attest:

Gurvinder Sobti
Secretary

Prepared and Submitted By:

Amanda O'Brien-Rios
Corresponding Secretary

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WE'RE ON IT 24/7

A.B. WON PAT INTERNATIONAL AIRPORT AUTHORITY, GUAM
Board of Directors Regular Meeting
3:00 p.m., Thursday, August 31, 2017
GIAA Terminal Conference Room #3

SIGN-IN SHEET

	PRINT NAME	COMPANY/AGENCY
1.	JOAN BERLIDA	
2.	ANN BAUTISTA	GIAA
3.	RAY SANTOS	GIAA ARFF
4.	Z Fausnaugh	GIAA Mktg
5.	CHUCK ADA	GIAA
6.	Letitia Law-Byerly	Lotte Duty Free
7.	VICTOR J. CRUZ	GIAA
8.	J.B. Javellana	GIAA
9.	Gerard BAUTISTA	GIAA
10.	FRANK SANTOS	TMG
11.	ROBERT CAMACHO	ATP
12.	EDWARD MINA	GIAA
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WE'RE ON IT 24/7

BOARD OF DIRECTORS REGULAR MEETING
10:00 a.m., Tuesday, September 26, 2017
GIAA TERMINAL CONFERENCE ROOM #3

Public Notice
First Notice:
Guam Daily Post – September 19, 2017
Notice to Media – September 19, 2017

Second Notice:
Guam Daily Post – September 22, 2017
Notice to Media – September 22, 2017

AGENDA

1. Call to Order and Attendance
2. Approval of Agenda
3. Approval of Minutes
   - **A.** August 31, 2017 Regular Meeting
4. Correspondence
5. Old Business
   - **A.** Status Updates of Capital Improvement Projects
6. New Business
   - **A.** Approval of FY18 Insurance Renewal Program
   - **B.** Approval of Air Seoul's Request for Signatory Airline Status
   - **C.** Ratification of Grant Agreement AIP Project No. 3-66-0001-101-2017 - Construct Aircraft Rescue & Fire Fighting Building - Phase II
   - **D.** Ratification of Grant Agreement AIP Project No. 3-66-0001-102-2017 - Rehabilitate Terminal Apron - Design Phase II
   - **E.** Ratification of Grant Agreement AIP Project No. 3-66-0001-103-2017 - Rehabilitate Runway 6L - Design
7. Report of Executive Manager
8. Report of the Comptroller
9. Executive Session
10. Public Comments
11. Adjournment

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MINUTES OF THE REGULAR MEETING OF THE BOARD OF DIRECTORS OF THE A.B. WON PAT INTERNATIONAL AIRPORT AUTHORITY, GUAM
Tuesday, September 26, 2017, 10:00 a.m.
GIAA TERMINAL CONFERENCE ROOM #3

1. CALL TO ORDER AND ATTENDANCE

The September 26, 2017 regular meeting of the Board of Directors of the A.B. Won Pat International Airport Authority, Guam ("GIAA" or the "Authority") was called to order by Chairman Duenas at 10:06 a.m. at the GIAA Terminal Conference Room #3, 355 Chalan Pasaheru, Tamuning, Guam, 96913.

Directors Present:	**Offices or positions:**
Ricardo C. Duenas	Chairman
Gurvinder "Bic" Sobti	Board Secretary
Martin J. Gerber	
Rosalinda A. Tolan	
Directors Absent:	
Katherine C. Sgro	Vice-Chairperson
Lucy M. Alcorn	
Deedee S. Camacho	
GIAA Officials:	
Charles H. Ada II	Executive Manager
Pedro R. Martinez	Deputy Executive Manager
John A. Rios	Comptroller
Jean M. Arriola	Airport Services Manager
Gerard Bautista	Air Terminal Manager
Robert D. Camacho	Airport Police Chief
Rolenda Faasuamalie	Airport Marketing Administrator
Joseph Javellana	Program Coordinator IV
Janalynn C. Damian, Esq.	GIAA Legal Counsel
Frank R. Santos	GIAA Consultant

Chairman Duenas welcomed Airport tenants, stakeholders, and members of the public who are noted in a sign-in sheet attached to these minutes.

2. APPROVAL OF AGENDA

Chairman Duenas announced that the agenda would be amended to cancel Executive Session. Motion to accept the change to the agenda duly made by Director Tolan, seconded by Director Sobti; motion unanimously passed.

3. APPROVAL OF MINUTES

A. August 31, 2017 Reconvened Meeting

No corrections or changes were recommended. On motion duly made by Director Sobti, seconded by Director Tolan, the following resolution was unanimously passed:

Resolution No. 17-46

The Board hereby approves the minutes of the August 31, 2017 regular meeting, subject to corrections.

4. CORRESPONDENCE

Executive Manager Ada stated that he will discuss correspondence during his Executive Manager's Report.

5. OLD BUSINESS

A. Status Updates of Capital Improvement Projects ("CIP")

Mr. Frank Santos, Consultant, provided highlights on Capital Improvement Projects for FY2017.

- International Arrivals Corridor with Building Seismic Upgrades: Project ongoing. The first shipment of steel is expected to arrive on Guam in October, at which time the scheduling of construction of Pod #2 will begin, as well as the seismic upgrades in Phase I. Phase I expected to be completed in early 2018.
- Acquire ARFF Truck/RIV - Pkg 2: Project completed. The balance of $218,000.00 to be returned to the FAA by way of de-obligating.
- Noise Mitigation Program 65 DNL & Higher: Noise measurements to begin.
- Miscellaneous Airport Improvements: Additional projects, such as bus stops and old GPD buildings, to be added.
- Wildlife Management Assessment: Assessment ongoing. At the end of the study period, the assessment will determine what mitigation steps to be taken.
- ARFF Facility-Design/Construction Phase I: Pending execution of the contract for the Phase 1 Construction and Construction Management. Project anticipated to begin in October 2017.

With regard to the Art Program, Mr. Santos informed the Board that Management is working to gather the correct numbers based on the schedule of values submitted by the various contractors. Once this is compiled, it will be presented to the Marketing Sub-Committee.

6. NEW BUSINESS

A. Approval of FY18 Insurance Renewal Program

AM Insurance ("AM") representative Ms. Ann Marie Muna presented the insurance quotes for FY2018. Nine (9) major insurance carriers were approached, with four (3) carriers responding with submittals.

The insurance program includes six (6) policies: Property Insurance with Catastrophe; Airport Operators Liability; Directors and Officers Liability; Workman's Compensation, Automobile Insurance; and Crime Insurance. Quotes are as follows:

Policy	Firm with Lowest Offered Premium	Amount
Property	Calvo's	$285,000.00
Airport Operators Liability	Calvo's	$131,580.00
Directors & Officers Liability	Calvo's	$45,000.00
Workman's Compensation	Moylan's	$39,512.00
Automobile Insurance	Moylan's	$38,496.00
Crime Insurance	Calvo's	$6,000.00
	TOTAL :	**$545,588.00**

The total premium costs for all coverage including catastrophic perils for FY2018 is $545,588.00. This represents a savings of $91,271.00 compared to FY2017 premium cost of $636,859.00. Management recommends that the Board approve the FY2018 insurance program as presented.

After further discussion, on motion duly made by Director Sobti, seconded by Director Tolan, the following resolution was unanimously approved:

Resolution No. 17-47

The Board hereby approves the FY2018 Insurance Renewal Program, in the total amount of $545,588.00 as follows:

Policy	Firm with Lowest Offered Premium	Amount
Property	Calvo's	$285,000.00
Airport Operators Liability	Calvo's	$131,580.00

Directors & Officers Liability	Calvo's	$45,000.00
Workman's Compensation	Moylan's	$39,512.00
Automobile Insurance	Moylan's	$38,496.00
Crime Insurance	Calvo's	$6,000.00
	TOTAL :	**$545,588.00**

B. Approval of Air Seoul's Request for Signatory Airline Status

Executive Manager Ada announced that Air Seoul is requesting signatory airline status. Air Seoul is a South Korean low-cost carrier and a subsidiary of Asiana Airlines. The airline is based at Incheon International Airport in Seoul. It launched operations on July 11, 2016 and is committed to bringing the same low-fare and high quality service to Guam.

Air Seoul has committed to six (6) weekly routes from Seoul to Guam and Guam to Seoul commencing on September 12, 2017. Air Seoul's inaugural flight to Guam was September 13, 2017.

After further discussion, on motion duly made by Director Gerber, seconded by Director Tolan, the following resolution was unanimously approved:

Resolution No. 17-48

The Board hereby approves Air Seoul's request for signatory airline status, effective September 13, 2017.

C. Ratification of Grant Agreement AIP Project No. 3-66-0001-101-2017 - Construct Aircraft Rescue & Fire Fighting Building - Phase II

The Executive Manager informed the Board that on September 8, 2017 the grant offer was received for the construction of the Aircraft Rescue & Fire Fighting Building - Phase II in the amount of $3.5M.

After further discussion, on motion duly made by Director Tolan, seconded by Director Gerber, the following resolution was unanimously approved:

Resolution No. 17-49

The Board hereby ratifies Management's acceptance of the FAA Grant Agreement AIP Project No. 3-66-0001-101-2017 - Construct Aircraft Rescue & Fire Fighting Building - Phase II.

D. Ratification of Grant Agreement AIP Project No. 3-66-0001-102-2017 - Rehabilitate Terminal Apron - Design Phase II

The Executive Manager was pleased to announce that the grant offer was received on September 8, 2017 for the second design phase of the Rehabilitate Terminal Apron project in the amount of $1M.

After further discussion, on motion duly made by Director Sobti, seconded by Director Gerber, the following resolution was unanimously approved:

Resolution No. 17-50

The Board hereby ratifies Management's acceptance of the FAA Grant Agreement AIP Project No. 3-66-0001-102-2017 - Rehabilitate Terminal Apron - Design Phase II.

E. Ratification of Grant Agreement AIP Project No. 3-66-0001-103-2017 Rehabilitate Runway 6L - Design

The Executive Manager announced that the grant offer was received on September 8, 2017 for the design phase of the Rehabilitate Terminal Apron project in the amount of $750,000.00.

After further discussion, on motion duly made by Director Tolan, seconded by Director Gerber, the following resolution was unanimously approved:

Resolution No. 17-51

The Board hereby ratifies Management's acceptance of the FAA Grant Agreement AIP Project No. 3-66-0001-103-2017 - Rehabilitate Runway 6L - Design.

7. REPORT OF THE EXECUTIVE MANAGER

Reference is made to the Executive Manager's Report included as part of the Board's packet, which was presented by Executive Manager Ada.

Discussion ensued relative to the discontinuation of flights from Narita provided by Delta Airlines, which is effective January 2018.The Executive Manager informed the Board of discussions with the Governor's Office on plans to recapture the loss of those seats and ways to insure current operators maintain flight activity. Management will be working to come up with an incentive program to attract low-cost carriers, and will present this to the Board upon completion of the program.

At this time, Chairman Duenas offered his condolences to the family of Airport employee, Mr. Frank Salas of the Properties & Facilities division.

Mr. Gerard Bautista briefed the Board on the crash of a small aircraft owned by Sky Dive Aviation on September 25, 2017. A fire in the cockpit is what prompted the pilot to attempt to land the plane within Airport property. Of the three (3) passengers on board, two (2) were transported to the hospital, and there were no fatalities. Mr. Bautista informed the Board that the emergency response went smoothly and that the Airport's perimeter fence contained the

crash and prevented onlookers from penetrating the site.

8. REPORT OF THE COMPTROLLER

Mr. John Rios reported on the revenues and expenses of the Authority as of **August 31, 2017**. Mr. Rios reported that year-to-date Total Signatory Revenues are above budgeted revenues by **3.1%**, year-to-date Total Concession Revenues and Passenger Facility Charges are below budget by**-0.4%** and above budget by **2.5%**, respectively. Year-to-date Total Other Revenues, inclusive of non-signatory and non-airline revenues are above the budget estimate by **25.7%**. Year-to-date Total Operating Revenues Actual of **$71.3M** is **7.0%** above the budget estimate of **$66.7M**. Year-to-date Total Operating Expenses are below budget by **-1.6%**. Components of this line item include a **-0.7%** decrease in Personnel Service, a **2.0%** increase in Contractual Services, a-**46.6%** decrease in Materials & Supplies and a **-11.1%**decrease in Equipment/Furnishings from budgeted amounts for these respective categories. The actual year-to-date Net Revenues from Operations of **$30.8M** reflects an increase of **21.0%**over the year-to-date budgeted amount of **$25.5M**. Mr. Rios reported that the year-to-date Debt Service Coverage is at **1.59** versus the requirement of **1.25.**

9. PUBLIC COMMENTS

There were no Public Comments.

Legal counsel, Ms. Janalynn Damian requested for the Board to approve and authorize payment to Calvo Fisher & Jacob LLP, for the month of August 2017 invoices for general matters legal services that exceed the monthly cap of $45,000.00.

After further discussion, on motion duly made by Director Sobti, seconded by Director Gerber, the following resolution was unanimously approved:

Resolution No. 17-60

The Board hereby authorizes the Authority to issue payment to Calvo Fisher & Jacob LLP for the general matters legal fees incurred in August 2017, in the amount of $57,891.20 that exceed the monthly cap.

10. ADJOURNMENT

Motion to adjourn duly made by Director Tolan, seconded by Director Sobti; motion unanimously passed. The meeting adjourned at 10:51 a.m.

Dated this 26TH, day of October, 2017.

Katherine C. Sgro
Vice Chairperson

Attest:

Gurvinder Sobti
Secretary

Prepared and Submitted By:

Amanda O'Brien-Rios
Corresponding Secretary

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A.B. WON PAT INTERNATIONAL AIRPORT AUTHORITY, GUAM
Board of Directors Regular Meeting
10:00 a.m., Tuesday, September 26, 2017
GIAA Terminal Conference Room #3

SIGN-IN SHEET

	PRINT NAME	COMPANY/AGENCY
1.	TRICIA GRANILLO	AM INSURANCE
2.	Henry Cruz	GIAA
3.	Tricia Benavente	Sen. Aguon's office
4.	Annmarie Muna	AM Pro
5.	TONY LUJAN JR	BANKPACIFIC
6.	VANESSA PANGINDIAN	GIAA/PMO
7.	J.G. JAVELLANA	PMO
8.	JEAN BARCINAS	GCAA
9.	ROBERT CAMACHO	ATP
10.	Gerard BAUTISTA	GIAA - ATM
11.	CANAK ADA	GIAA MNGR
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WE'RE ON IT 24/7

BOARD OF DIRECTORS REGULAR MEETING
3:00 p.m., Thursday, October 26, 2017
GIAA TERMINAL CONFERENCE ROOM #3

Public Notice
First Notice:
Guam Daily Post – October 19, 2017
Notice to Media – October 19, 2017

Second Notice:
Guam Daily Post – October 24, 2017
Notice to Media – October 24, 2017

AGENDA

1. Call to Order and Attendance
2. Approval of Agenda
3. Approval of Minutes
   - **A.** September 26, 2017 Regular Meeting
4. Correspondence
5. Old Business
   - **A.** Status Updates of Capital Improvement Projects
6. New Business
   - **A.** Approval of Award for Purchase and Delivery of Runway Continuous Friction Measuring Equipment (CFME) - IFB No. GIAA-007-FY17
   - **B.** Approval of Board Resolution No. 18-03: Agreement for Legal Services
7. Report of Executive Manager
8. Report of the Comptroller
9. Executive Session
10. Public Comments
11. Adjournment

A.B. WON PAT INTERNATIONAL AIRPORT GUAM
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MINUTES OF THE REGULAR MEETING OF THE BOARD OF DIRECTORS OF THE A.B. WON PAT INTERNATIONAL AIRPORT AUTHORITY, GUAM
Thursday, October 26, 2017, 3:00 p.m.
GIAA TERMINAL CONFERENCE ROOM #3

1. CALL TO ORDER AND ATTENDANCE

The October 26, 2017 regular meeting of the Board of Directors of the A.B. Won Pat International Airport Authority, Guam ("GIAA" or the "Authority") was called to order by Vice Chairperson Sgro at 3:07 p.m. at the GIAA Terminal Conference Room #3, 355 Chalan Pasaheru, Tamuning, Guam, 96913.

Directors Present:	**Offices or positions:**
Katherine C. Sgro	Vice Chairperson
Gurvinder "Bic" Sobti	Board Secretary
Rosalinda A. Tolan	
Deedee S. Camacho	
Directors Absent:	
Ricardo C. Duenas (Excused)	Chairman
Martin J. Gerber (Excused)	
Lucy M. Alcorn (Excused)	
GIAA Officials:	
Pedro R. Martinez	Deputy Executive Manager
John A. Rios	Comptroller
Jean M. Arriola	Airport Services Manager
Gerard Bautista	Air Terminal Manager
Ray Santos	Airport Fire Chief, Acting
Victor Cruz	Engineering Supervisor
Rolenda Faasuamalie	Airport Marketing Administrator
Joseph Javellana	Program Coordinator IV
Janalynn C. Damian, Esq.	GIAA Legal Counsel
Frank R. Santos	GIAA Consultant

Vice Chairperson Sgro welcomed Airport tenants, stakeholders, and members of the public who are noted in a sign-in sheet attached to these minutes.

2. APPROVAL OF AGENDA

Motion to approve the agenda as presented duly made by Director Camacho, seconded by Director Sobti; motion unanimously passed.

3. APPROVAL OF MINUTES

A. September 26, 2017 Regular Meeting

No corrections or changes were recommended. On motion duly made by Director Sobti, seconded by Director Camacho, the following resolution was unanimously passed:

Resolution No. 18-01

The Board hereby approves the minutes of the September 26, 2017 regular meeting, subject to corrections.

4. CORRESPONDENCE

Deputy Executive Manager Martinez had no Correspondence to report.

5. OLD BUSINESS

A. Status Updates of Capital Improvement Projects("CIP")

Mr. Frank Santos, Consultant, provided brief highlights on Capital Improvement Projects for FY2017.

- International Arrivals Corridor with Building Seismic Upgrades: Sources of funding now raised to $119M.
- ARFF Facility-Design/Construction Phase I: Additional funding located, currently at $5.4M
- Apron Rehabilitation - Design: Currently at $2M
- Rehabilitation Runway 6L - Design: RFP expected to be issued by mid November.

6. NEW BUSINESS

A. Approval of Award for Purchase and Delivery of Runway Continuous Friction Measuring Equipment (CFME) - IFB No. GIAA-007-FY17

Deputy Executive Manager Martinez provided background information to the Board on the referenced IFB. Ten (10) firms/individuals purchased bid packages and only one (1) firm submitted a bid before the submission deadline. The one (1) firm was evaluated and determined to be acceptable. As required by the Guam Procurement Regulations, the bid was publicly opened and read aloud in the presence of the bidder. The bid price submittal is as follows:

Bidder's Name	Item No. 1	w/Preventive Maintenance Plan (5) years
Morrico Equipment LLC	$101,625.00	$12,600.00

Deputy Executive Manager Martinez informed the Board that Morrico Equipment LLC has been determined to have met the standards of responsibility and responsiveness outlined in the Guam Procurement Regulations and has been deemed as the lowest responsible, responsive bidder. Therefore, it is recommended that the contract awards be based on the following:

Item & Description	Awarded to:	Total Amount
Item 1: Runway Friction Testing Trailer	Morrico Equipment LLC	$101,625.00
with Preventive Maintenance Plan (5) Years		$12,600.00
	Total Contract Award:	**$114,225.00**

Mr. Gerard Bautista explained to the Board that the equipment tests the friction of the pavement and is able to determine whether rubber removal or contaminant removal is required for the runway. Delivery for the equipment is estimated at ninety (90) days. Employees from a number of divisions including Engineering, MIS and Properties & Facilities will be trained on the maintenance and operation of the machinery. Included in the contract is a five (5) year preventive maintenance plan. Mr. Frank Santos clarified that the funding for this IFB is under the Capital Improvement Program, and is listed under the project updates.

After further discussion, on motion duly made by Director Tolan, seconded by Director Sobti, the following resolution was unanimously approved:

Resolution No. 18-02

The Board hereby approves the contract award for Purchase and Delivery of Runway Continuous Friction Measuring Equipment (CFME) - IFB No. GIAA-007-FY17 to Morrico Equipment LLC for a total contract amount of $114,225.00, subject to review by legal counsel.

B. Approval of Board Resolution No. 18-03: Agreement for Legal Services

The second item discussed was the extension of the Agreement for legal services with Fisher & Associates. The extension would be the second of four (4) options to extend.

After further discussion, on motion duly made by Director Camacho, seconded by Director Sobti, the following resolution was unanimously approved:

Resolution No. 18-03

WHEREAS, an Agreement for Legal Services – Conflicts Counsel (the "Conflicts Counsel Agreement") was entered into effective as of December 1, 2015, by and between the ANTONIO B. WON PAT INTERNATIONAL AIRPORT AUTHORITY, GUAM ("GIAA") and Fisher & Associates; and

WHEREAS, the Conflicts Counsel Agreement provides for a term of one (1) year with four (4) options to extend for a period of one (1) year each, not to exceed a total contract period of five (5) years with GIAA approval; and

WHEREAS, on October 27, 2016, by Resolution No. 17-05, the Board of Directors approved the extension of the Conflicts Counsel Agreement for an additional one year period (1st Option) commencing on December 1, 2016, and expiring on November 30, 2017, under the same terms and conditions as set forth in the Conflicts Counsel Agreement; and

WHEREAS, the Board of Directors has determined that GIAA continues to require the services of conflicts legal counsel and that it is in the best interests of GIAA to extend the term of the Conflicts Counsel Agreement for an additional one (1) year period commencing on December 1, 2017, under the same terms and conditions as set forth in the Conflicts Counsel Agreement.

NOW, THEREFORE, BE IT RESOLVED, that the Board of Directors of GIAA hereby extends the term of the Conflicts Counsel Agreement for an additional one (1) year period commencing on December 1, 2017, under the same terms and conditions as set forth in the Conflicts Counsel Agreement.

7. REPORT OF THE EXECUTIVE MANAGER

Reference is made to the Executive Manager's Report included as part of the Board's packet, which was presented by Deputy Executive Manager Martinez.

Vice Chairperson Sgro commended Management and employees on the perfect 100% score for its annual certification inspection conducted September 25 – 29, 2017. The inspection revealed that the airport is operated in full compliance with 14 U.S. Code of Federal Regulations (CFR) Part 139, the Airport Certification Manual, and the Airport Operating Certificate.

8. REPORT OF THE COMPTROLLER

Mr. John Rios reported on the revenues and expenses of the Authority as of **September 30, 2017**. Mr. Rios reported that year-to-date Total Signatory Revenues are above budgeted revenues by **2.7%**, year-to-date Total Concession Revenues and Passenger Facility Charges are below budget by **-0.5%** and above budget by **1.4%**, respectively. Year-to-date Total Other Revenues, inclusive of non-signatory and non-airline revenues are above the budget estimate by **24.0%**. Year-to-date Total Operating Revenues Actual of **$77.4M** is **6.3%** above the budget estimate of **$72.7M**. Year-to-date Total Operating Expenses are above budget by **1.5%**.

Components of this line item include a **1.0%** increase in Personnel Service, a **5.6%** increase in Contractual Services, a **-37.4%** decrease in Materials & Supplies and a **1.3%** increase in Equipment/Furnishings from budgeted amounts for these respective categories. The actual year-to-date Net Revenues from Operations of **$32.3M** reflects an increase of **14.0%** over the year-to-date budgeted amount of **$28.3M**. Mr. Rios reported that the year-to-date Debt Service Coverage is at **1.54** versus the requirement of **1.25.**

Vice Chairperson Sgro inquired if the Comptroller foresees any changes in numbers due to the economies downturn. The Comptroller explained that there is a projected drop in enplaned passengers, however factors such as Air Seoul projecting 60,000 passengers for FY2018 evens out the numbers.

9. EXECUTIVE SESSION

Vice Chairperson Sgro announced that there would be no Executive Session.

10. PUBLIC COMMENTS

There were no Public Comments.

11. ADJOURNMENT

Motion to adjourn duly made by Director Camacho, seconded by Director Tolan; motion unanimously passed. The meeting adjourned at 3:37 p.m.

Dated this 1st, day of December, 2017.

Ricardo C. Duenas
Chairman

Attest:
Gurvinder Sobti
Secretary

Prepared and Submitted By:
Amanda O'Brien-Rios
Corresponding Secretary

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ATURIDAT PUETTON BATKON AIREN GUAHAN ENTENASIONAT
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A.B. WON PAT INTERNATIONAL AIRPORT AUTHORITY, GUAM

Board of Directors Regular Meeting

3:00 p.m., Thursday, October 26, 2017

GIAA Terminal Conference Room #3

SIGN-IN SHEET

	PRINT NAME	COMPANY/AGENCY
1.	JM AMW	GIAA
2.	Tricia Blanco	Sen. Aguon's office
3.	Nicole Benavente	Glimpses of Guam
4.	VICTOR J. CRUZ	GIAA
5.	J G. Javellana	GIAA
6.	Gerard BAUTISTA	"
7.	Rolinda Fransher	GIAA MKTG
8.	IZAY SANTOS	GIAA ANFC
9.	LETITIA LAW-BYERLY	Lotte Duty Free
10.	EDWARD MANIBUSAN	GIAA
11.	JOE ONEDONGO	GIAA RDM IN
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BOARD OF DIRECTORS REGULAR MEETING
3:00 p.m., Thursday, November 30, 2017
GIAA TERMINAL CONFERENCE ROOM #3

Public Notice

First Notice:
Guam Daily Post – November 22, 2017
Notice to Media – November 22, 2017

Second Notice:
Guam Daily Post – November 28, 2017
Notice to Media – November 28, 2017

AGENDA

1. Call to Order and Attendance
2. Approval of Agenda
3. Approval of Minutes
   - **A.** October 26, 2017 Regular Meeting
4. Correspondence
5. Old Business
   - **A.** Status Updates of Capital Improvement Projects
6. New Business
   - **A.** Finance Committee Report
   - **B.** Ratification of Quarterly Travel
7. Report of Executive Manager
8. Report of the Comptroller
9. Executive Session
10. Public Comments
11. Adjournment

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MINUTES OF THE REGULAR MEETING OF THE BOARD OF DIRECTORS OF THE A.B. WON PAT INTERNATIONAL AIRPORT AUTHORITY, GUAM
Thursday, November 30, 2017, 3:00 p.m.
GIAA TERMINAL CONFERENCE ROOM #3

1. CALL TO ORDER AND ATTENDANCE

The November 30, 2017 regular meeting of the Board of Directors of the A.B. Won Pat International Airport Authority, Guam ("GIAA" or the "Authority") was called to order by Chairman Duenas at 3:03 p.m. at the GIAA Terminal Conference Room #3, 355 Chalan Pasaheru, Tamuning, Guam, 96913.

Directors Present:	**Offices or positions:**
Ricardo C. Duenas	Chairman
Katherine C. Sgro	Vice Chairperson
Gurvinder "Bic" Sobti	Board Secretary
Martin J. Gerber	
Lucy M. Alcorn	
Rosalinda A. Tolan	
Deedee S. Camacho	

Directors Absent:

GIAA Officials:	
Pedro R. Martinez	Deputy Executive Manager
Jean M. Arriola	Airport Services Manager
Gerard Bautista	Air Terminal Manager
Daniel Stone	Airport Assistant Fire Chief
Edward Muna	Superintendent of Operations
Victor Cruz	Engineering Supervisor
Ann Bautista	General Accounting Supervisor
Rolenda Faasuamalie	Airport Marketing Administrator
Joseph Javellana	Program Coordinator IV
Janalynn C. Damian, Esq.	GIAA Legal Counsel
Frank R. Santos	GIAA Consultant

Chairman Duenas welcomed Airport tenants, stakeholders, and members of the public who are noted in a sign-in sheet attached to these minutes.

2. APPROVAL OF AGENDA

Motion to approve the agenda as presented duly made by Director Tolan, seconded by Director Gerber; motion unanimously passed.

3. APPROVAL OF MINUTES

A. October 26, 2017 Regular Meeting

Director Tolan informed the Board of a correction on page one – the reference to Chairman Duenas should be changed to Vice Chairperson Sgro. On motion duly made by Director Gerber, seconded by Director Tolan, the following resolution was unanimously passed:

Resolution No. 18-04

The Board hereby approves the minutes of the October 26, 2017 regular meeting, subject to corrections.

4. CORRESPONDENCE

Deputy Executive Manager Martinez had no correspondence to report.

5. OLD BUSINESS

A. Status Updates of Capital Improvement Projects("CIP")

Mr. Frank Santos, Consultant, provided brief highlights on Capital Improvement Projects for FY2017.

- Acquire ARFF Truck/RIV - Pk 2: Soon to be closed out.
- International Arrivals Corridor with Building Seismic Upgrades: First shipment of steel is on-island and installation will start next week.
- Rehabilitation Runway 6L - Design: Nine proposals received. Proposals to be evaluated and brought to the Board for approval.

6. NEW BUSINESS

A. Finance Committee Report

Mr. Frank Santos informed the Board that the finance committee report consists of three items.

The first matter discussed is Japan Air Service Incentives. Mr. Santos went on to explain that the incentives are directed at Japan routes only due to the declining traffic and the discontinuation of flights with Delta Airline and reduction of flights with United Airlines. Mr. Santos explained the two proposed incentives

The first incentive is a 10% reduction/rebate on all operational rates and charges for existing Japan routes, to include landing and arrival fees and loading bridge fees. The objective is to stop airlines from reducing service to Japan any further. Cost per emplaned passenger will be discounted by $1.68. This incentive will take effect February 1, 2018, for one (1) year, and apply only to Japan destinations. Mr. Santos informed the Board that the impact that the incentives will have on the fiscal year 2018 budget is approximately $600,000.00, and that Management will work with the Comptroller to find those funds within the current budget. For fiscal year 2019, the cost of the incentives will be incorporated into the budget formulation.

The second incentive is a 50% discount/rebate on operational rates and charges for all new routes out of Japan. This incentive will also take effect February 1, 2018 and is non-recurring. All of the revenue from the new flights would in turn pay for the incentive, therefore this incentive has no impact on GIAA's budget.

Mr. Santos informed the Board of interest expressed by a carrier and once these incentives are approved by the Board, the carrier will officially be advised. He also added that the incentives are based on 100% occupancy, that if a carrier is flying at 80% - 90% occupancy the discount will go down, this will give the airlines incentive to actually fill up the aircraft.

Chairman Duenas for the record announced the arrival of Vice Chairperson Sgro.

After further discussion, on motion duly made by Director Tolan, seconded by Director Alcorn, the following resolution was unanimously approved:

Resolution No. 18-05

The Board hereby approves the Japan Only Incentives as presented, subject to review by legal counsel.

The second matter discussed under the finance committee report was a request from the Department of Public Works (DPW) and the Attorney General's Office (AGO) for GIAA to be a joint party in the condemnation of Lot 2088 to be later used in the Tiyan Parkway Phase II. All lots are to be acquired by DPW, a number of lots, to include Lot 2088, are of value to the Airport and programmed to be acquired by GIAA, once acquired by Gov Guam. Being that GIAA is able to obtain the remnant portion of Lot 2088, joint action for condemnation is requested by DPA and the AGO. The value of GIAA's interest in Lot 2088 is estimated at $87,296.00. Management is requesting that the Board authorize Management to proceed with a joint condemnation with the government of Guam for Lot No. 2088, and to appropriate $87,296.00 plus 10% or $96,026.00 for miscellaneous expenses such as legal and additional appraisal costs.

Director Gerber inquired on the title for Lot 2088. Mr. Santos informed the Board that after condemnation, the title of 4,400 square meters will be under the Authority.

Vice Chairperson Sgro inquired on the location of Lot 2088. Mr. Santos informed the Board that the lot is located where the former Guam Housing office used to be. Discussion ensued.

After further discussion, on motion duly made by Director Camacho, seconded by Director Tolan, the following resolution was unanimously approved:

Resolution No. 18-06

The Board hereby authorizes Management to proceed with the condemnation of Lot 2088 jointly with DPW. The Board further appropriates $96,026.00 for the acquisition and related expenses for Lot 2088.

The third matter discussed under the finance committee report was the investment for debt service funds.

Presently GIAA contributes $1.8M into the debt service twice a year, and the interest rate on returns is only 0.25%. Management is proposing that the Authority enter into an Investment Agreement on an approved yield of 1.5% - 1.7% for a predetermined amount of time, which Management is recommending five (5) years. Mr. Santos informed the Board the GIAA's Business and Financial Consultant, TMG will facilitate the process through a third party firm. He clarified that the debt service funds will be from GIAA's revenue sources, not bond funds, which is restricted. The investment concept still conforms to GIAA's Bond Indenture, and money will be set aside for a Bond Counsel.

Director Gerber inquired on the risk to the Airport. Mr. Santos advised the Board that once GIAA enters the fixed purchase agreement the money will be tied up for five (5) years, he assured the Board that there will be no loss in liquidity. Discussion followed on details of the process.

After further discussion, on motion duly made by Director Sobti, seconded by Director Sgro, the following resolution was unanimously approved:

Resolution No. 18-07

The Board hereby authorizes Management to enter into a fixed purchase agreement for investment of GIAA's debt service fund for a period of five (5) years, subject to review by legal counsel.

B. Ratification of Quarterly Travel

Deputy Executive Manager Martinez presented the quarterly travel for July to September 2017 for ratification by the Board.

After further discussion, on motion duly made by Vice Chairperson Sgro, seconded by Director Tolan, the following resolution was unanimously approved:

Resolution No. 18-08

The Board hereby ratifies the FY2017 4th quarter travel report from July 2017 to September 2017 as presented.

7. REPORT OF THE EXECUTIVE MANAGER

Reference is made to the Executive Manager's Report included as part of the Board's packet, which was presented by Deputy Executive Manager Martinez.

8. REPORT OF THE COMPTROLLER

Ms. Ann Bautista reported on the revenues and expenses of the Authority as of **October 31, 2017**. Ms. Bautista reported that year-to-date Total Signatory Revenues are below budgeted revenues by **-3.4%**, year-to-date Total Concession Revenues and Passenger Facility Charges are below budget by **-1.9%** and **-36.4%**, respectively. Year-to-date Total Other Revenues, inclusive of non-signatory and non-airline revenues are above the budget estimate by **21.0%**. Year-to-date Total Operating Revenues Actual of **$6.0M** is **-0.9%**below the budget estimate of **$6.1M**. Year-to-date Total Operating Expenses are below budget by **-18.6%**. Components of this line item include a **-32.7%** decrease in Personnel Service, a **-2.9%** decrease in Contractual Services, a**-37.4%** decrease in Materials & Supplies and a **-100.0%** decrease in Equipment/Furnishings from budgeted amounts for these respective categories. The actual year-to-date Net Revenues from Operations of **$2.5M** reflects an increase of **44.5%** over the year-to-date budgeted amount of **$1.7M**. Ms. Bautista reported that the year-to-date Debt Service Coverage is at **1.30** versus the requirement of **1.25.**

9. EXECUTIVE SESSION

At this time Chairman Duenas announced that in order for Legal Counsel to give a more complete report, Executive Session will be tabled, and the Board will recess the Regular Board meeting and reconvene on Friday, December 1, 2017 at 10:30 a.m.

After further discussion, on motion duly made by Director Tolan, seconded by Director Sobti, the following resolution was unanimously approved:

Resolution No. 18-09

The November 30, 2017 Regular Meeting of the Board of Directors of GIAA is hereby adjourned, and will reconvene on Friday, December 1, 2017 at 10:30 a.m. at the GIAA Conference Room 355 Chalan Pasaheru, Tamuning, Guam, 96913.

The meeting adjourned at 3:41 p.m.

Dated this 28th, day of December, 2017.

Attest:

Ricardo C. Duenas
Chairman

Gurvinder Sobti
Secretary

Prepared and Submitted By:

Amanda O'Brien-Rios
Corresponding Secretary

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WE'RE ON IT 24/7

ORDER OF ADJOURNMENT

By Resolution of the Board of Directors of the A.B. Won Pat International Airport Authority, Guam ("GIAA"), the November 30, 2017 Regular Meeting of the Board of Directors of GIAA is hereby adjourned until Friday, December 1, 2017 at 10:30 a.m., to reconvene at the GIAA Conference Room 355 Chalan Pasaheru, Tamuning, Guam, 96913.

Dated this 30th day of November, 2017.

Ricardo C. Duenas
Chairman of the Board

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A.B. WON PAT INTERNATIONAL AIRPORT AUTHORITY, GUAM
Board of Directors Regular Meeting
3:00 p.m., Thursday, November 30, 2017
GIAA Terminal Conference Room #3

SIGN-IN SHEET

	PRINT NAME	COMPANY/AGENCY
1.	Gerard BAUTISTA	GIAA - ATM
2.	Jon M. Arnold	GIAA - Admin
3.	Tricia Benavente	Sen. Agnon's office
4.	Ann Bautista	GIAA - Admin
5.	FRANK SANTOS	TMG
6.	Nicole Benavente	Glimpses of Guam
7.	Felicia Taasan	GIAA Mktg
8.	J.G. JAVELLANA	GIAA PIO
9.	VICTOR J. CRUZ	GIAA Engr.
10.	LETITIA LAW-BYERLY	LOTTE DF
11.	DANIEL STONE	AAFF
12.	TOMMY MUNA	
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BOARD OF DIRECTORS REGULAR MEETING
3:00 p.m., Thursday, November 30, 2017
GIAA TERMINAL CONFERENCE ROOM #3

Public Notice

First Notice:
Guam Daily Post – November 22, 2017
Notice to Media – November 22, 2017

Second Notice:
Guam Daily Post – November 28, 2017
Notice to Media – November 28, 2017

AGENDA

1. Call to Order and Attendance
2. Approval of Agenda
3. Approval of Minutes
   - **A.** October 26, 2017 Regular Meeting
4. Correspondence
5. Old Business
   - **A.** Status Updates of Capital Improvement Projects
6. New Business
   - **A.** Finance Committee Report
   - **B.** Ratification of Quarterly Travel
7. Report of Executive Manager
8. Report of the Comptroller
9. Executive Session
10. Public Comments
11. Adjournment

AMERICAN ASSOCIATION OF AIRPORT EXECUTIVES
AIRPORTS COUNCIL INTERNATIONAL
NASAO National Association of State Aviation Officials
THE INTERNATIONAL AIR CARGO ASSOCIATION

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MINUTES OF THE REGULAR MEETING OF THE BOARD OF DIRECTORS OF THE A.B. WON PAT INTERNATIONAL AIRPORT AUTHORITY, GUAM
Friday, December 1, 2017, 10:30 a.m. *Reconvened Meeting*
GIAA TERMINAL CONFERENCE ROOM #3

1. CALL TO ORDER AND ATTENDANCE

The regular meeting of the Board of Directors of the A.B. Won Pat International Airport Authority, Guam ("GIAA" or the "Authority") held on November 30, 2017, was reconvened and called to order by Chairman Duenas on December 1, 2017 at 10:42 a.m. at the GIAA Terminal Conference Room #3, 355 Chalan Pasaheru, Tamuning, Guam, 96913.

Directors Present:	**Offices or positions:**
Ricardo C. Duenas	Chairman
Katherine C. Sgro	Vice Chairperson
Gurvinder "Bic" Sobti	Board Secretary
Martin J. Gerber	
Lucy M. Alcorn	
Rosalinda A. Tolan	

Directors Absent:
Deedee S. Camacho (Excused)

GIAA Officials:	
Charles H. Ada II	Executive Manager
Pedro R. Martinez	Deputy Executive Manager
John A. Rios	Comptroller
Jean M. Arriola	Airport Services Manager
Janalynn C. Damian, Esq.	GIAA Legal Counsel
Michael A. Pangelinan	GIAA Legal Counsel
Eduardo Calvo	GIAA Legal Counsel
Kathleen Fisher	GIAA Legal Counsel
Frank R. Santos	GIAA Consultant

Chairman Duenas welcomed Airport tenants, stakeholders, and members of the public who are noted in a sign-in sheet attached to these minutes.

2. EXECUTIVE SESSION

The next item on the agenda was Executive Session.

Upon written recommendation of counsel, on motion duly made by Director Alcorn, seconded by Director Gerber, and unanimously approved.

The Board convened into Executive Session at 10:44 a.m. to discuss pending or threatened litigation to which GIAA is or may be a party.

Attending Executive Session were Directors Duenas, Sgro, Gerber, and Alcorn, Executive Manager Ada, and Legal Counsel Janalynn Cruz Damian, Michael A. Pangelinan, Eduardo A. Calvo, Kathleen Fisher, Jay Trickett, and Genevieve P. Rapadas. Also present was the court reporter who will prepare a transcript of the Executive Session.

Director Sobti and Director Tolan did not participate in this portion of Executive Session due to previously stated conflicts of interest and exited the conference room.

At 11:08, Executive Manager Ada left executive session and Deputy Executive Manager Martinez entered the conference room to attend the remaining portion of executive session.

At 11:45 a.m. Director Sobti and Director Tolan re-entered the conference to participate in the second portion of Executive Session. Legal Counsel Eduardo A. Calvo, Kathleen Fisher, Jay Trickett, and Genevieve Rapadas left executive session and Legal Counsel Dana Gutierrez entered the conference room to participate in the second portion of executive session.

Executive Session adjourned at 12:12p.m., at which time the Board reconvened regular session.

All Board members present in the conference room.

As a result of discussion during Executive Session, Chairman Duenas announced that there was one more matter to approve, and asked that Legal Counsel share with the Board.

After further discussion, on motion duly made by Vice Chairperson Sgro, seconded by Director Alcorn, the following resolution was unanimously approved, with the exception of Director Sobti and Director Tolan who did not participate in or vote on the matter due to previously stated conflicts of interest:

Resolution No. 18-10

The Board hereby approves the Specialty Retail Litigation budget forecast for the next four months as presented during Executive Session by Legal Counsel, ratifies payment of prior legal services payments made by Management relating to said litigation, and approves payment of legal services invoices relating to said litigation for the next four months as presented by Legal Counsel in the Specialty Retail Litigation budget forecast during Executive Session.

3. PUBLIC COMMENTS

There were no Public Comments.

4. ADJOURNMENT

Motion to adjourn duly made by Director Alcorn, seconded by Director Tolan; motion unanimously passed. The meeting adjourned at 12:14 p.m.

Dated this 28th, day of December, 2017.

Ricardo C. Duenas
Chairman

Attest:

Gurvinder Sobti
Secretary

Prepared and Submitted By:

Amanda O'Brien-Rios
Corresponding Secretary

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ORDER OF ADJOURNMENT

By Resolution of the Board of Directors of the A.B. Won Pat International Airport Authority, Guam ("GIAA"), the November 30, 2017 Regular Meeting of the Board of Directors of GIAA is hereby adjourned until Friday, December 1, 2017 at 10:30 a.m., to reconvene at the GIAA Conference Room 355 Chalan Pasaheru, Tamuning, Guam, 96913.

Dated this 30th day of November, 2017.

Ricardo C. Duenas
Chairman of the Board

AMERICAN ASSOCIATION OF AIRPORT EXECUTIVES
AIRPORTS COUNCIL INTERNATIONAL
NASAO National Association of State Aviation Officials
THE INTERNATIONAL AIR CARGO ASSOCIATION

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A.B. WON PAT INTERNATIONAL AIRPORT AUTHORITY, GUAM
Board of Directors Reconvened Meeting
10:30 a.m., Friday, December 1, 2017
GIAA Terminal Conference Room #3

SIGN-IN SHEET

	PRINT NAME	COMPANY/AGENCY
1.	Jm Amo	GIAA
2.	Jay Trickett	CFJ
3.	~~Ed~~ Calvo	CFJ
4.	Kathleen Fisher	CFJ
5.	Genevieve Rapadas	CFJ
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WE'RE ON IT 24/7

BOARD OF DIRECTORS REGULAR MEETING
3:00 p.m., Thursday, December 28, 2017
GIAA TERMINAL CONFERENCE ROOM #3

Public Notice
First Notice:
Guam Daily Post – December 20, 2017
Notice to Media – December 20, 2017

Second Notice:
Pacific Daily News – December 26, 2017
Notice to Media – December 26, 2017

AGENDA

1. Call to Order and Attendance
2. Approval of Agenda
3. Approval of Minutes
   - **A.** November 30, 2017 Regular Meeting
   - **B.** December 1, 2017 Reconvened Meeting
4. Correspondence
5. Old Business
   - **A.** Status Updates of Capital Improvement Projects
6. New Business
   - **A.** Approval of Award for Risk Management & Insurance Consulting Services - RFP No. GIAA-01A-FY18
   - **B.** Approval of Award for Architectural/Engineering Services to Rehabilitate Runway 6L-24R - RFP No. RFP-002-FY18
7. Report of Executive Manager
8. Report of the Comptroller
9. Executive Session
10. Public Comments
11. Adjournment

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MINUTES OF THE REGULAR MEETING OF THE BOARD OF DIRECTORS OF THE A.B. WON PAT INTERNATIONAL AIRPORT AUTHORITY, GUAM
Thursday, December 28, 2017, 3:00 p.m.
GIAA TERMINAL CONFERENCE ROOM #3

1. CALL TO ORDER AND ATTENDANCE

The December 28, 2017 regular meeting of the Board of Directors of the A.B. Won Pat International Airport Authority, Guam ("GIAA" or the "Authority") was called to order by Chairman Duenas at 3:04 p.m. at the GIAA Terminal Conference Room #3, 355 Chalan Pasaheru, Tamuning, Guam, 96913.

Directors Present:	**Offices or positions:**
Ricardo C. Duenas	Chairman
Katherine C. Sgro	Vice Chairperson
Gurvinder "Bic" Sobti	Board Secretary
Martin J. Gerber	
Deedee S. Camacho	

Directors Absent:
Lucy M. Alcorn (Excused)
Rosalinda A. Tolan (Excused)

GIAA Officials:	
Charles H. Ada II	Executive Manager
Pedro R. Martinez	Deputy Executive Manager
Jean M. Arriola	Airport Services Manager
Robert Camacho	Airport Chief of Police
Daniel Stone	Airport Fire Chief
Victor Cruz	Engineering Supervisor
Ann Bautista	General Accounting Supervisor
Rolenda Faasuamalie	Airport Marketing Administrator
Joseph Javellana	Program Coordinator IV
Janalynn C. Damian, Esq.	GIAA Legal Counsel
Frank R. Santos	GIAA Consultant

Chairman Duenas welcomed Airport tenants, stakeholders, and members of the public who are noted in a sign-in sheet attached to these minutes.

2. APPROVAL OF AGENDA

Motion to approve the agenda as presented duly made by Vice Chairperson Sgro, seconded by Director Sobti; motion unanimously passed.

3. APPROVAL OF MINUTES

A. November 30, 2017 Regular Meeting
B. December 1, 2017 Reconvened Meeting

No corrections or changes recommended. On motion duly made by Vice Chairperson Sgro, seconded by Director Gerber, the following resolution was unanimously passed:

Resolution No. 18-11

The Board hereby approves the minutes of the November 30, 2017 regular meeting and December 1, 2017 reconvened meeting, subject to corrections.

4. CORRESPONDENCE

Executive Manager Ada informed the Board that correspondence was received from various media outlets in regard to an incident involving a GIAA employee, the individual is currently on administrative leave until further notice.

5. OLD BUSINESS

A. Status Updates of Capital Improvement Projects ("CIP")

Mr. Frank Santos, Consultant, provided brief highlights on Capital Improvement Projects for FY2017.

- International Arrivals Corridor with Building Seismic Upgrades: Project is proceeding. There is significant progress, and this would be a great time to schedule a project tour for the Board members. The walkway from Gates 4 and 5 to the pod is underway and the United Clubroom will be completed by March 2018.
- Safety Management System: GIAA met with the Consultants for the Safety Management System project. Manual completion is anticipated for March of 2018. FAA is satisfied with project to date.
- ARFF Facility - Design/Construction Phase 1/2: A delay with the building permits because of SHPO clearances. Anticipated to proceed in January 2018.
- Parking Expansion: Bid went out for renovation of the Accounting office. Demolition of the existing accounting office is necessary to prepare the site for the parking project.
- Rehabilitation Runway 6L/24R –Design – RFP to be awarded.

6. NEW BUSINESS

A. Approval of Award for Risk Management & Insurance Consulting Services - RFP No. GIAA-01A-FY18

Executive Manager Ada provided background information to the Board on the referenced RFP including the scope of services, contract term, dates of advertisement of the RFP, proposal submission deadline, and the number of interested proposers. A total of five (5) firms showed their interest by obtaining the RFP package. An evaluation committee was established to evaluate the one (1) proposal that was submitted before the established deadline. The proposal was evaluated on a point system assigned for each criteria identified in the RFP package. As the sole ranked proposer, Management recommends the approval of the ranking results and the contract award to Proposer A, the highest ranked proposer, subject to negotiations of fair and reasonable fees. In the event that the negotiations prove unsuccessful, GIAA Management will re-solicit the services.

The Executive Manager informed the Board that the contract term is three (3) years with two (2), one-year options to renew, for a total contract term of five (5) years. The Agreement will be funded under the O&M budget.

After further discussion, on motion duly made by Director Gerber, seconded by Director Sobti, the following resolution was unanimously approved:

Resolution No. 18-12

The Board hereby approves the ranking results as presented and the contract award to Proposer A for Risk Management & Insurance Consulting Services - RFP No. GIAA-01A-FY18, subject to Management's negotiation of fair and reasonable fees and review by legal counsel.

Executive Manager Ada informed the Board that Proposer A is Bolton & Company.

B. Approval of Award for Architectural/Engineering Services to Rehabilitate Runway 6L-24R - RFP No. RFP-002-FY18

Executive Manager Ada provided background information to the Board on the referenced RFP including the scope of services, contract term, dates of advertisement of the RFP, proposal submission deadline, and the number of interested proposers. A total of thirty-three (33) firms showed their interest by obtaining the RFP package. An evaluation committee was established to evaluate the nine (9) proposals that were submitted before the established deadline. The proposals were evaluated on a point system assigned for each criteria identified in the RFP package. As a result of the evaluation committee's tabulation, the selected firms in order of their ranking are as follows:

1. Proposer C
2. Proposer A

3. Proposer G
4. Proposer E
5. Proposer D
6. Proposer I
7. Proposer B
8. Proposer F
9. Proposer H

Management recommends the approval of the ranking results and the contract award to Proposer C, the highest ranked proposer, subject to negotiation of fair and reasonable fees. In the event that the negotiations prove unsuccessful, GIAA Management will enter negotiations with the next highest ranked proposer.

The Executive Manager informed the Board that the term of the contract shall be for a period of five (5) years. The Agreement will be funded under the AIP program.

Vice Chairperson Sgro inquired on a budget for the project. Mr. Santos informed the Board that $833,334.00 has been funded by FAA AIP funds .

After further discussion, on motion duly made by Director Sobti, seconded by Director Camacho, the following resolution was unanimously approved:

Resolution No. 18-13

The Board hereby approves the ranking results as presented and the contract award to Proposer C for Architectural/Engineering Services to Rehabilitate Runway 6L-24R - RFP No. RFP-002-FY18, subject to Management's negotiation of fair and reasonable fees and review by legal counsel.

Executive Manager Ada informed the Board that Proposer 'C' is HTD Pacific Incorporated.

7. REPORT OF THE EXECUTIVE MANAGER

Reference is made to the Executive Manager's Report included as part of the Board's packet, which was presented by Executive Manager Ada.

8. REPORT OF THE COMPTROLLER

Mr. John Rios reported on the revenues and expenses of the Authority as of **November 30, 2017**. Mr. Rios reported that year-to-date Total Signatory Revenues are below budgeted revenues by **-4.0%**, year-to-date Total Concession Revenues and Passenger Facility Charges are below budget by **-0.7%** and **-26.2%**, respectively. Year-to-date Total Other Revenues, inclusive of non-signatory and non-airline revenues are above the budget estimate by **32.7%**. Year-to-date Total Operating Revenues Actual of **$12.7M** is **2.6%** above the budget estimate of **$12.4M**. Year-to-date Total Operating Expenses are below budget by **-10.5%**. Components of this line item include a **-19.3%** decrease in Personnel Service, a **0.8%** increase in Contractual Services, a-

56.1% decrease in Materials & Supplies and a **-100.0%** decrease in Equipment/Furnishings from budgeted amounts for these respective categories. The actual year-to-date Net Revenues from Operations of **$5.3M** reflects an increase of **28.9%** over the year-to-date budgeted amount of **$4.1M**. Mr. Rios reported that the year-to-date Debt Service Coverage is at **1.43** versus the requirement of **1.25.**

9. EXECUTIVE SESSION

Chairman Duenas announce there would be no Executive Session.

10. PUBLIC COMMENTS

There were no Public Comments

11. ADJOURNMENT

Motion to adjourn duly made by Director Camacho, seconded by Director Gerber; motion unanimously passed. The meeting was adjourned at 3.29 p.m.

Dated this 7th, day of February, 2018.

Ricardo C. Duenas
Chairman

Attest:
Gurvinder Sobti
Secretary

Prepared and Submitted By:
Amanda O'Brien-Rios
Corresponding Secretary

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A.B. WON PAT INTERNATIONAL AIRPORT AUTHORITY, GUAM
Board of Directors Regular Meeting
3:00 p.m., Thursday, December 28, 2017
GIAA Terminal Conference Room #3

SIGN-IN SHEET

	PRINT NAME	COMPANY/AGENCY
1.	Jm Arriola	GLDT
2.	CHRIS ADA	GIAA
3.	Tricia Blaquera fc	Sen. Aguon's office
4.	FRANK SANTOS	TMG
5.	Gerard BAUTISTA	ATM
6.	ELFREN LOSTIBA	MKG-GIAA
7.	VANESSA L. PANGINDIAN	PMG- GIAA
8.	RUSSELL CAMACHO	A. PUGS Co.
9.	VICTOR J. CRUZ	GIAA
10.	Daniel A Quintanilla	PGIAA
11.	Annmarie Muna	AM Inc.
12.	Angelica Pena	AM Inc.
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WE'RE ON IT 24/7

BOARD OF DIRECTORS REGULAR MEETING
3:00 p.m., Thursday, January 25, 2018
GIAA TERMINAL CONFERENCE ROOM #3

Public Notice

First Notice:
Guam Daily Post – January 18, 2018
Notice to Media – January 18, 2018

Second Notice:
Pacific Daily News – January 23, 2018
Notice to Media – January 23, 2018

AGENDA

1. Call to Order and Attendance
2. Approval of Agenda
3. Approval of Minutes
   - **A.** December 28, 2017 Regular Meeting
4. Correspondence
5. Old Business
   - **A.** Status Updates of Capital Improvement Projects
6. New Business
   - **A.** Approval of Award for Airport Terminal Office Renovation - IFB No. GIAA-C01-FY18
   - **B.** Storage and Fuel Through-Put Rate Adjustment
   - **C.** Social Media Policy
7. Report of Executive Manager
8. Report of the Comptroller
9. Executive Session
10. Public Comments
11. Adjournment

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MINUTES OF THE REGULAR MEETING OF THE BOARD OF DIRECTORS OF THE A.B. WON PAT INTERNATIONAL AIRPORT AUTHORITY, GUAM
Thursday, January 25, 2018, 3:00 p.m.
GIAA TERMINAL CONFERENCE ROOM #3

1. CALL TO ORDER AND ATTENDANCE

The January 25, 2018 regular meeting of the Board of Directors of the A.B. Won Pat International Airport Authority, Guam ("GIAA" or the "Authority") was called to order by Chairman Duenas at 3:06 p.m. at the GIAA Terminal Conference Room #3, 355 Chalan Pasaheru, Tamuning, Guam, 96913.

Directors Present:	**Offices or positions:**
Ricardo C. Duenas	Chairman
Katherine C. Sgro	Vice Chairperson
Martin J. Gerber	
Lucy M. Alcorn	
Rosalinda A. Tolan	
Deedee S. Camacho	
Directors Absent:	
Gurvinder "Bic" Sobti (Excused)	Board Secretary
GIAA Officials:	
Charles H. Ada II	Executive Manager
Pedro R. Martinez	Deputy Executive Manager
John A. Rios	Comptroller
Jean M. Arriola	Airport Services Manager
Gerard Bautista	Air Terminal Manager
Robert Camacho	Airport Chief of Police
Daniel Stone	Airport Fire Chief
Rolenda Faasuamalie	Airport Marketing Administrator
Joseph Javellana	Program Coordinator IV
Daniel Quitigua	Buyer Supervisor
Michael A. Pangelinan, Esq.	GIAA Legal Counsel
Frank R. Santos	GIAA Consultant

Chairman Duenas welcomed Airport tenants, stakeholders, and members of the public who are noted in a sign-in sheet attached to these minutes.

2. APPROVAL OF AGENDA

Motion to approve the agenda as presented duly made by Director Tolan, seconded by Director Gerber; motion unanimously passed.

3. APPROVAL OF MINUTES

A. December 28, 2017 Regular Meeting

No corrections or changes recommended. On motion duly made by Director Alcorn, seconded by Director Tolan, the following resolution was unanimously passed:

Resolution No. 18-14

The Board hereby approves the minutes of the December 28, 2017 regular meeting, subject to corrections.

4. CORRESPONDENCE

Executive Manager Ada had no Correspondence to report.

5. OLD BUSINESS

A. Status Updates of Capital Improvement Projects("CIP")

Mr. Frank Santos, Consultant, provided brief highlights on Capital Improvement Projects for FY2017.

- International Arrivals Corridor with Building Seismic Upgrades: There is significant progress, and this would be a great time to schedule a project tour for the Board members.
- Parking Expansion: To be further explained and discussed at future Board meeting is the relocation of the accounting department from the space to be used for the parking expansion. Once the accounting department is relocated there will be another bid for the demolition of the building. The bid package for the parking deck has not been compiled at this time. Mr. Santos provided details on the location of the parking deck.

6. NEW BUSINESS

A. Approval of Award for Airport Terminal Office Renovation - IFB No. GIAA-C01-FY18

Executive Manager Ada provided background information to the Board on the referenced IFB. Fourteen (14) firms/individuals purchased bid packages and two (2) firms submitted a bid

before the submission deadline. The two (2) firms were evaluated and determined to be acceptable. As required by the Guam Procurement Regulations, the bid was publicly opened and read aloud in the presence of the bidder. The bid price submittals are as follows:

Bidder/Firm's Name	Amount
Clayarch Inc.	$312,000.00
BME & Sons	$283,938.93

Executive Manager Ada informed the Board that BME & Sons has been determined to have met the standards of responsibility and responsiveness outlined in the Guam Procurement Regulations and has been deemed as the lowest responsible, responsive bidder. Therefore, it is recommended that BME & Sons be awarded the contract in the amount of $283,938.93 for the referenced project.

The renovation includes the relocation of the accounting department to the ground floor of the terminal. Funding for this project is under the CIP fund.

After further discussion, on motion duly made by Director Gerber, seconded by Vice Chairperson Sgro, the following resolution was unanimously approved:

Resolution No. 18-15

The Board hereby approves the contract award for Airport Terminal Office Renovation - IFB No. GIAA-C01-FY18 to BME & Sons for a total contract amount of $283,938.93, subject to review by legal counsel.

B. Storage and Fuel Through-Put Rate Adjustment

Executive Manager Ada provided a brief background on the Fuel System, stating that Supreme Group Guam LLC ("Supreme") has maintained and operated the Fuel System on behalf of GIAA since 2013. Concerns have been raised by Supreme on the revenue shortfall as they are unable to generate revenues sufficient to cover operational and maintenance (O&M) costs as anticipated under the agreement. Reasons for the shortfall include: CAPEX projects for the fuel system normally funded by GIAA are now funded on GIAA's behalf; and revenue loss due to reduced refueling volumes compared to the original budget forecast. To meet their operating expenditures, an estimated monthly volume of four (4) million gallons was anticipated.

At the Signatory Airline Meeting held on January 5, 2018, the proposed adjustment to the sliding scale was discussed without any objections from the carriers. Executive Manager Ada added that the adjustment to the Sliding Scale will be implemented by Supreme, effective October 1, 2017, providing sufficient financial coverage for O&M costs and anticipated capital projects at a reasonable rate of return to Supreme. A listing of CAPEX projects from 2016 and moving forward was provided for the Board's information.

Executive Manager Ada informed the Board that prior to the contract with Supreme, GIAA was contracting the previous operator on a month to month basis, and added that the long term partnership with Supreme has seen great improvements, with an increased capacity of operational storage tanks from two (2) to three (3) currently.

Chairman Duenas inquired on the length of the contract with Supreme. Executive Manager Ada replied five (5) years, at which time the contract may be renewed for an additional five (5) years. Chairman Duenas inquired if the CAPEX projects were included in the original contract and if so was the basis of Supreme's bid submission. Executive Manager Ada replied yes, the projects were included. Mr. Santos added that the CAPEX expenditures were previously funded by GIAA from the Authority's Capital Project funding (CIF), due to funding now being directed to the 3rd floor isolation project. These projects will now be funded by Supreme through the Airlines' rates and charges. Discussion followed relative to the factors for the reduction in refueling volume.

Director Gerber inquired on Legal's review on the referenced item. Legal Counsel informed the Board that there is a clause within the contract that allows for adjustment. Mr. Santos added that further adjustments may be made at the time of reviewing Supreme's annual operating budget.

After further discussion, on motion duly made by Vice Chairperson, seconded by Director Alcorn, the following resolution was unanimously approved:

Resolution No. 18-16

The Board hereby approves the adjustment to the Sliding Scale to be implemented by Supreme, effective October 1, 2017 as presented, subject to further adjustment and review by legal counsel.

C. Social Media Policy

Executive Manager Ada provided the Board with a draft Social Media Policy, requesting for the Board's input as it is being developed with legal counsel. Executive Manager Ada informed the Board that with GIAA's media campaign launching soon it is extremely important that the Authority have a very sound social media policy.

Vice Chairperson Sgro agreed that it is necessary to have such a policy. Ms. Jean Arriola expressed her concern of GIAA already being heavily involved in social media. It would be wise for the Board to take a look at the draft policy and provide direction.

Legal Counsel added that the language contained in the policy is brief and condensed and includes disclaimers and messages to the public to include: The Airport's social media accounts shall be maintained and monitored by certain individuals authorized by Executive Manager Ada, and these account administrators are the only individuals authorized to post information on

behalf of the Airport, information posted on the Airport's social media accounts regarding commercial products or services does not constitute the Airport's endorsement of such products and services, posting of communications/messages on the Airport's social media accounts does not constitute an official communication to the Airport, among other important disclaimers. Discussion followed relative to details of the policy.

After further discussion, on motion duly made by Director Alcorn, seconded by Director Camacho, the following resolution was unanimously approved:

Resolution No. 18-17

The Board hereby approves the draft Social Media Policy, subject to further review by Management and legal counsel and further authorizes Management to implement the Policy once finalized.

7. REPORT OF THE EXECUTIVE MANAGER

Reference is made to the Executive Manager's Report included as part of the Board's packet, which was presented by Executive Manager Ada. There was discussion on the incentive program proposal to attract more flights/routes to Guam. The Board will review the proposal and consider it at the next board meeting.

8. REPORT OF THE COMPTROLLER

Mr. John Rios reported on the revenues and expenses of the Authority as of **December 31, 2017**. Mr. Rios reported that year-to-date Total Signatory Revenues are below budgeted revenues by **-3.8%**, year-to-date Total Concession Revenues and Passenger Facility Charges are above and below budget by **1.1%** and **-17.5%**, respectively. Year-to-date Total Other Revenues, inclusive of non-signatory and non-airline revenues are above the budget estimate by **36.4%**. Year-to-date Total Operating Revenues Actual of **$19.7M** is **4.7%**above the budget estimate of **$18.8M**. Year-to-date Total Operating Expenses are below budget by **-12.2%**. Components of this line item include a **-15.3%** decrease in Personnel Service, a **-1.6%** decrease in Contractual Services, a **-82.8%** decrease in Materials & Supplies and a **-100.0%** decrease in Equipment/Furnishings from budgeted amounts for these respective categories. The actual year-to-date Net Revenues from Operations of **$8.6M** reflects an increase of **39.3%** over the year-to-date budgeted amount of **$6.2M**. Mr. Rios reported that the year-to-date Debt Service Coverage is at **1.56** versus the requirement of **1.25.**

9. EXECUTIVE SESSION

Chairman Duenas announced there would be no Executive Session.

10. PUBLIC COMMENTS

There were no Public Comments

11. ADJOURNMENT

Motion to adjourn duly made by Director Tolan, seconded by Director Alcorn; motion unanimously passed. The meeting was adjourned at 3.48 p.m.

Dated this 27th, day of February, 2018.

Ricardo C. Duenas
Chairman

Attest:

Gurvinder Sobti
Secretary

Prepared and Submitted By:

Amanda O'Brien-Rios
Corresponding Secretary

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A.B. WON PAT INTERNATIONAL AIRPORT AUTHORITY, GUAM

Board of Directors Regular Meeting
3:00 p.m., Thursday, January 25, 2018
GIAA Terminal Conference Room #3

SIGN-IN SHEET

	PRINT NAME	COMPANY/AGENCY
1.	Jim Arriola	GVB
2.	Dan Stone	ATCT
3.	Michael Panzelman	CFJ
4.	Letitia Law-Byerly	Lotte D.F.
5.	Dan Quitugua	GIAA
6.	F. Fransmuliue	GIAA MKTG
7.	J. Javellana	GIAA
8.	Darrel Dela Paz	Supreme
9.	Gerard BAUTISTA	KTM
10.	FRANK SANTOS	TMG
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WE'RE ON IT 24/7

BOARD OF DIRECTORS REGULAR MEETING
3:00 p.m., Thursday, February 22, 2018
GIAA TERMINAL CONFERENCE ROOM #3

Public Notice

First Notice:
Guam Daily Post – February 15, 2018
Notice to Media – February 15, 2018

Second Notice:
Guam Daily Post – February 20, 2018
Notice to Media – February 20, 2018

AGENDA

1. Call to Order and Attendance
2. Approval of Agenda
3. Approval of Minutes
   - **A.** January 25, 2018 Regular Meeting
4. Correspondence
5. Old Business
   - **A.** Status Updates of Capital Improvement Projects
6. New Business
   - **A.** Approval of Award for Independent Airport Consultant - RFP No. RFP-003-FY18
   - **B.** Approval of Board Resolution No. 18-20: Agreement for Legal Services
   - **C.** Ratification of Quarterly Travel
7. Report of Executive Manager
8. Report of the Comptroller
9. Executive Session
10. Public Comments
11. Adjournment

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MINUTES OF THE REGULAR MEETING OF THE BOARD OF DIRECTORS OF THE A.B. WON PAT INTERNATIONAL AIRPORT AUTHORITY, GUAM
Thursday, February 22, 2018, 3:00 p.m.
GIAA TERMINAL CONFERENCE ROOM #3

1. CALL TO ORDER AND ATTENDANCE

The February 22, 2018 regular meeting of the Board of Directors of the A.B. Won Pat International Airport Authority, Guam ("GIAA" or the "Authority") was called to order by Chairman Duenas at 3:03 p.m. at the GIAA Terminal Conference Room #3, 355 Chalan Pasaheru, Tamuning, Guam, 96913.

Directors Present:	**Offices or positions:**
Ricardo C. Duenas	Chairman
Katherine C. Sgro	Vice Chairperson
Martin J. Gerber	
Rosalinda A. Tolan	
Deedee S. Camacho	
Directors Absent:	
Gurvinder "Bic" Sobti (Excused)	Board Secretary
Lucy M. Alcorn (Excused)	
GIAA Officials:	
Charles H. Ada II	Executive Manager
Pedro R. Martinez	Deputy Executive Manager
John A. Rios	Comptroller
Jean M. Arriola	Airport Services Manager
Robert Camacho	Airport Chief of Police
Daniel Stone	Airport Fire Chief
Edward Muna	Superintendent of Operations
Victor Cruz	Engineering Supervisor
RolendaFaasuamalie	Airport Marketing Administrator
Joseph Javellana	Program Coordinator IV
Daniel Quitugua	Buyer Supervisor
Janalynn C. Damian, Esq.	GIAA Legal Counsel
Frank R. Santos	GIAA Consultant

Chairman Duenas welcomed Airport tenants, stakeholders, and members of the public who are noted in a sign-in sheet attached to these minutes.

2. APPROVAL OF AGENDA

Motion to approve the agenda as presented duly made by Vice Chairperson Sgro, seconded by Director Gerber; motion unanimously passed.

3. APPROVAL OF MINUTES

A. January 25, 2018 Regular Meeting

No corrections or changes recommended. On motion duly made by Director Tolan, seconded by Director Camacho, the following resolution was unanimously passed:

Resolution No. 18-18

The Board hereby approves the minutes of the January 25, 2018 regular meeting, subject to corrections.

4. CORRESPONDENCE

Executive Manager Ada had no Correspondence to report.

5. OLD BUSINESS

A. Status Updates of Capital Improvement Projects("CIP")

Mr. Frank Santos, Consultant, provided brief highlights on Capital Improvement Projects for FY2017.

- International Arrivals Corridor with Building Seismic Upgrades: Progress is still moving forward on Pod 2. Discussions with the contractor first then the concessionaire, Lotte Duty Free in regard to the columns. Looking at advancing the contractor's work to Pod 4 at Gate 10.
- Demolition of VQ5 Hangar: SHPO has given clearance to start the demolition of the VQ5 hangar. Study will take place to determine any historical significance, which GIAA believes there are none.

Chairman Duenas reminded Management of a number of Board members that showed interest in touring the 3rd floor project site. Ms. Jean Arriola informed the Board that arrangements will be made through the Board Secretary.

6. NEW BUSINESS

A. Approval of Award for Independent Airport Consultant - RFP No. RFP-003-FY18

Executive Manager Ada provided background information to the Board on the referenced RFP including the scope of services, contract term, dates of advertisement of the RFP, proposal submission deadline, and the number of interested proposers. A total of forty-seven (47) firms showed their interest by obtaining the RFP package. An evaluation committee was established to evaluate the three (3) proposals that were submitted before the established deadline. The proposals were evaluated on a point system assigned for each criteria identified in the RFP package. As a result of the evaluation committee's tabulation, the selected firms in order of their ranking are as follows:

1. Proposer B
2. Proposer C
3. Proposer A

Management recommends the approval of the ranking results and the contract award to Proposers A, B and C, the highest ranked proposers, subject to negotiations of fair and reasonable fees.

The initial term of the agreement shall be for five (5) years. The agreement may be renewed at the sole discretion of GIAA by written notice, for two (2) additional one (1) year terms, not to exceed a total of seven (7) years.

Discussion followed relative to the reason for awarding all three (3) proposers. Executive Manager Ada added that the scope of work is quite extensive, each firm has different areas of expertise, and will be compensated on a per task basis.

After further discussion, on motion duly made by Director Gerber, seconded by Vice Chairperson Sgro, the following resolution was unanimously approved:

Resolution No. 18-19

The Board hereby approves the ranking results as presented and the contract award to Proposers A, B, and C for Independent Airport Consultant - RFP No. RFP-003-FY18, subject to Management's negotiation of fair and reasonable fees and review by legal counsel.

Executive Manager Ada informed the Board that Proposer 'A' is Unison Consulting, Proposer 'B' is Ricondo & Associates, and Proposer 'C' is Leigh Fisher.

B. Approval of Board Resolution No. 18-20: Agreement for Legal Services

The second item discussed was the extension of the Agreement for Legal Services with Calvo Fisher & Jacob LLP. The extension would be the third of four options to extend. The additional one (1) year period will commence on March 23, 2018 and expire on March 22, 2019.

After further discussion, on motion duly made by Director Gerber, seconded by Director Tolan, the following resolution was unanimously approved:

Resolution No. 18-20

WHEREAS, an Agreement for Legal Services was made on March 23, 2015, by and between the ANTONIO B. WON PAT INTERNATIONAL AIRPORT AUTHORITY, GUAM ("GIAA") and Calvo Fisher & Jacob LLP ("CFJ") (the "CFJ Agreement"); and

WHEREAS, the CFJ Agreement provides for a term of one year commencing on March 23, 2015, with four (4) options to extend for a period of one (1) year each, not to exceed a total contract period of five (5) years with GIAA approval; and

WHEREAS, on April 18, 2016 by Resolution No. 16-34, the Board of Directors approved the extension of the CFJ Agreement for an additional one year period (1st Option) commencing on March 23, 2016 and expiring on March 22, 2017, under the same terms and conditions as set forth in the CFJ Agreement; and

WHEREAS, on February 23, 2017 by Resolution No. 17-22, the Board of Directors approved the extension of the CFJ Agreement for an additional one year period (2nd Option) commencing on March 23, 2017 and expiring on March 22, 2018, under the same terms and conditions as set forth in the CFJ Agreement; and

WHEREAS, the Board of Directors has determined that GIAA continues to require the services of CFJ and that it is in the best interests of GIAA to extend the term of the CFJ Agreement for an additional one (1) year period commencing on March 23, 2018, under the same terms and conditions as set forth in the CFJ Agreement.

NOW, THEREFORE, BE IT RESOLVED, that the Board of Directors of GIAA hereby extends the term of the CFJ Agreement for an additional one (1) year period commencing on March 23, 2018, under the same terms and conditions as set forth in the CFJ Agreement.

C. Ratification of Quarterly Travel

Executive Manager Ada presented the quarterly travel from October to December 2017 for ratification by the Board.

After further discussion, on motion duly made by Director Gerber, seconded by Director Camacho, the following resolution was unanimously approved:

Resolution No. 18-21

The Board hereby ratifies the FY2018 1st quarter travel report from October to December 2017 as presented.

7. REPORT OF THE EXECUTIVE MANAGER

Reference is made to the Executive Manager's Report included as part of the Board's packet, which was presented by Executive Manager Ada.
Brief discussion on social media campaign with Ms. Rolenda Faasuamalie, Marketing Administrator, informing the Board that all accounts are linked, and GIAA ads pop up on Google and Safari.

Chairman Duenas inquired on Japan flights. Executive Manager Ada confirmed that JAL flights help to mitigate the suspension of flights from United Airlines and discontinuation of Delta Airlines.

8. REPORT OF THE COMPTROLLER

Mr. John Rios reported on the revenues and expenses of the Authority as of **January 31, 2017**. Mr. Rios reported that year-to-date Total Signatory Revenues are below budgeted revenues by **-6.1%**, year-to-date Total Concession Revenues and Passenger Facility Charges are above and below budget by **3.2%** and **-19.2%**, respectively. Year-to-date Total Other Revenues, inclusive of non-signatory and non-airline revenues are above the budget estimate by **36.1%**. Year-to-date Total Operating Revenues Actual of **$26.4M** is **3.2%** above the budget estimate of **$25.5M**. Year-to-date Total Operating Expenses are below budget by**-13.9%**. Components of this line item include a **-20.2%** decrease in Personnel Service, a **-0.6%** decrease in Contractual Services, a **-82.7%** decrease in Materials & Supplies and a **-11.3.0%** decrease in Equipment/Furnishings from budgeted amounts for these respective categories. The actual year-to-date Net Revenues from Operations of **$11.4M** reflects an increase of **41.5%** over the year-to-date budgeted amount of **$8.1M**. Mr. Rios reported that the year-to-date Debt Service Coverage is at **1.56** versus the requirement of **1.25.**

9. EXECUTIVE SESSION

Chairman Duenas announced there would be no Executive Session.

10. PUBLIC COMMENTS

There were no Public Comments

11. ADJOURNMENT

Motion to adjourn duly made by Director Tolan, seconded by Director Camacho; motion unanimously passed. The meeting was adjourned at 3:27 p.m.

Dated this 22nd, day of March, 2018.

Ricardo C. Duenas
Chairman

Attest:
Gurvinder Sobti
Secretary

Prepared and Submitted By:

Amanda O'Brien-Rios
Corresponding Secretary

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A.B. WON PAT INTERNATIONAL AIRPORT AUTHORITY, GUAM
Board of Directors Regular Meeting
3:00 p.m., Thursday, February 22, 2018
GIAA Terminal Conference Room #3

SIGN-IN SHEET

	PRINT NAME	COMPANY/AGENCY
1.	FRANZ SANTOS	TMG
2.	JEAN ARCHULETA	ABM
3.	DAN STONE	ARFF
4.	ROBERT CAMACHO	A.P.
5.	Daniel A. Quitugua	Procurement /
6.	VICTOR J. CRUZ	ENG'R.
7.	J. G. JAVELLANA	PMO
8.	Chris Odoca	
9.	CHRIS ADA	GIAA ADMIN
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BOARD OF DIRECTORS REGULAR MEETING
3:00 p.m., Thursday, March 22, 2018
GIAA TERMINAL CONFERENCE ROOM #3

Public Notice
First Notice:
Guam Daily Post – March 15, 2018
Notice to Media – March 15, 2018

Second Notice:
Guam Daily Post – March 20, 2018
Notice to Media – March 20, 2018

AGENDA

1. Call to Order and Attendance
2. Approval of Agenda
3. Approval of Minutes
   - **A.** February 22, 2018 Regular Meeting
4. Correspondence
5. Old Business
   - **A.** Status Updates of Capital Improvement Projects
6. New Business
   - **A.** Approval of FY2017 Financial Audit Report
7. Report of Executive Manager
8. Report of the Comptroller
9. Executive Session
10. Public Comments
11. Adjournment

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MINUTES OF THE REGULAR MEETING OF THE BOARD OF DIRECTORS OF THE A.B. WON PAT INTERNATIONAL AIRPORT AUTHORITY, GUAM
Thursday, March 22, 2018, 3:00 p.m.
GIAA TERMINAL CONFERENCE ROOM #3

1. CALL TO ORDER AND ATTENDANCE

The March 22, 2018 regular meeting of the Board of Directors of the A.B. Won Pat International Airport Authority, Guam ("GIAA" or the "Authority") was called to order by Chairman Duenas at 3:00 p.m. at the GIAA Terminal Conference Room #3, 355 Chalan Pasaheru, Tamuning, Guam, 96913.

Directors Present:	**Offices or positions:**
Ricardo C. Duenas	Chairman
Katherine C. Sgro	Vice Chairperson
Gurvinder "Bic" Sobti	Board Secretary
Martin J. Gerber	
Lucy M. Alcorn	
Rosalinda A. Tolan	
Deedee S. Camacho	

Directors Absent:
None

GIAA Officials:	
Charles H. Ada II	Executive Manager
Pedro R. Martinez	Deputy Executive Manager
John A. Rios	Comptroller
Jean M. Arriola	Airport Services Manager
Gerard Bautista	Air Terminal Manager
Daniel Stone	Airport Fire Chief
Edward Muna	Superintendent of Operations
Victor Cruz	Engineering Supervisor
Ann Bautista	General Accounting Supervisor
Joseph Javellana	Program Coordinator IV
Janalynn C. Damian, Esq.	GIAA Legal Counsel
Frank R. Santos	GIAA Consultant

Chairman Duenas welcomed Airport tenants, stakeholders, and members of the public who are noted in a sign-in sheet attached to these minutes.

2. APPROVAL OF AGENDA

Motion to approve the agenda as presented duly made by Director Tolan, seconded by Director Sobti; motion unanimously passed.

3. APPROVAL OF MINUTES

A. February 22, 2018 Regular Meeting

No corrections or changes recommended. On motion duly made by Vice Chair Sgro, seconded by Director Camacho, the following resolution was unanimously passed:

Resolution No. 18-22

The Board hereby approves the minutes of the February 22, 2018 regular meeting, subject to corrections.

4. CORRESPONDENCE

Executive Manager Ada had no Correspondence to report.

5. OLD BUSINESS

A. Status Updates of Capital Improvement Projects ("CIP")

Mr. Frank Santos, Consultant, provided brief highlights on Capital Improvement Projects for FY2017.

- SSCP Improvements: Transportation Security Administration (TSA) representatives from Washington, D.C. are expected to be on Guam in April to finalize the design for the security screening checkpoint expansion. Security screening lanes will potentially expand from five (5) lanes to seven (7), and each lane will be optimized, to ensure a faster process.
- ARFF Facility-Design/Construction Phase 1/2: Demolition of VQ5 hangar will proceed based on conditional building permit from State Historic Preservation Office (SHPO). Project fencing and any environmental mitigation required for the hangar are ongoing. With regard to Phase 2 for project construction, 60% of design of the new building has been completed and sent to FAA for review and comment. Bid advertisement is expected in April 2018, with a May 2018 bid opening.
- International Arrivals Corridor with Building Seismic Upgrades: Panels are being installed on Pod 2. Work is being completed on the corridor from Gate 5 to Gate 6, including the extension of the corridor to Gate 8, as well as the structural upgrades to the columns in those areas. GIAA is working closely with the contractor to minimize operational impact.

Vice Chair Sgro took this time to inform the Board and Management that she was very impressed by the structural integrity of the work being completed for the International Arrivals Corridor with Building Seismic Upgrades project. There was brief discussion on the referenced project.

6. NEW BUSINESS

A. Approval of FY2017 Financial Audit Report

Executive Manager Ada announced that the Airport's FY2017 audit has been completed and introduced Mr. James Whitt of Ernst & Young, LLP (E&Y), who with the help of Mr. Rizalito Paglingayan and the E&Y team have put together a presentation of the results of the audit.

Mr. Paglingayan proceeded to conduct the presentation of the audit results via PowerPoint. Mr. Paglingayan announced that the Airport will continue to remain a Low Risk Auditee for the year 2018. After the brief presentation, Mr. Whitt thanked the Board, Management and Accounting staff for the opportunity and cooperation extended to the E&Y team throughout the audit process.

Executive Manger Ada commended the Comptroller and the Accounting staff for retaining the Low Risk Auditee status.

After further discussion, on motion duly made by Director Sgro, seconded by Director Alcorn, the following resolution was unanimously approved:

Resolution No. 18-23

The Board hereby approves the FY2017 Financial Audit Report as presented by Ernst & Young, LLP, subject to any corrections.

7. REPORT OF THE EXECUTIVE MANAGER

Reference is made to the Executive Manager's Report included as part of the Board's packet, which was presented by Executive Manager Ada.

8. REPORT OF THE COMPTROLLER

Mr. John Rios reported on the revenues and expenses of the Authority as of **February 28, 2018**. Mr. Rios reported that year-to-date Total Signatory Revenues are below budgeted revenues by **-6.4%**, year-to-date Total Concession Revenues and Passenger Facility Charges are above and below budget by **3.3%** and **-16.6%**, respectively. Year-to-date Total Other Revenues, inclusive of non-signatory and non-airline revenues are above the budget estimate by **32.5%**. Year-to-date Total Operating Revenues Actual of **$32.9M** is **3.2%** above the budget estimate of **$31.9M**. Year-to-date Total Operating Expenses are below budget by **-11.9%**. Components of this line item include a **-19.3%** decrease in Personnel Service, a **2.0%** increase in Contractual Services, a

-77.7% decrease in Materials & Supplies and a **-52.5%** decrease in Equipment/Furnishings from budgeted amounts for these respective categories. The actual year-to-date Net Revenues from Operations of **$14.0M** reflects an increase of **34.1%** over the year-to-date budgeted amount of **$10.5M**. Mr. Rios reported that the year-to-date Debt Service Coverage is at **1.96** versus the requirement of **1.25.**

9. EXECUTIVE SESSION

The next item on the agenda was Executive Session.

Upon written recommendation of counsel, on motion duly made by Director Tolan, seconded by Director Alcorn, and unanimously approved, the Board recessed to convene into Executive Session at 3:37 p.m.

The Board convened into Executive Session at 3:51 p.m. to discuss pending or threatened litigation to which GIAA is or may be a party.

Attending Executive Session were Directors Duenas, Sgro, Sobti, Gerber, Alcorn, Tolan and Camacho, Executive Manager Ada, Deputy Executive Manager Martinez, and Legal Counsel, Janalynn Cruz Damian and Genevieve P. Rapadas. Also present was a court reporter who will prepare a transcript of the Executive Session. Legal Counsel, Eduardo A. Calvo joined Executive Session at 4:03 p.m.

Directors Sobti, Tolan and Camacho did not participate in the second portion of Executive Session due to previously stated conflicts of interest and exited the conference room at 4:20 p.m.

On motion duly made by Director Sgro, seconded by Director Gerber, Executive Session adjourned at 4:55 p.m., at which time the Board reconvened regular session.

All Board members present in the conference room.

As a result of discussion during Executive Session, Chairman Duenas announced that there were a number of matters still to approve, and asked that Legal Counsel present those matters to the Board.

After further discussion, on motion duly made by Director Gerber, seconded by Director Alcorn, the following resolution was unanimously approved:

Resolution No. 18-24

The Board hereby approves GIAA's participation in a judicial settlement conference relative to the District Court case - Joshua Mesa vs. GIAA and Airport Police Officer Vincent Castro, CV17-

00071, and grants the Executive Manager, Deputy Executive Manager and Airport Services Manager settlement authority within the parameters discussed during Executive Session.

After further discussion, on motion duly made by Director Gerber, seconded by Vice Chair Sgro, the following resolution was unanimously approved, with the exception of Director Sobti, Director Tolan and Director Camacho who did not participate in or vote on the matter due to previously stated conflicts of interest:

Resolution No. 18-25

The board hereby approves and ratifies the filing of the appeals relative to the Open Government Law case and the DFS Protest actions.

10. PUBLIC COMMENTS

There were no Public Comments

11. ADJOURNMENT

Motion to adjourn duly made by Director Gerber, seconded by Director Alcorn; motion unanimously passed. The meeting was adjourned at 4:57 p.m.

Dated this 26th, day of April, 2018.

Ricardo C. Duenas
Chairman

Attest:
Gurvinder Sobti
Secretary

Prepared and Submitted By:
Amanda O'Brien-Rios
Corresponding Secretary

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A.B. WON PAT INTERNATIONAL AIRPORT AUTHORITY, GUAM
Board of Directors Regular Meeting
3:00 p.m., Thursday, March 22, 2018
GIAA Terminal Conference Room #3

SIGN-IN SHEET

	PRINT NAME	COMPANY/AGENCY
1.	JOAN ARRIOLA	GIAA
2.	Tricia Blanco Benavente	Sen. Aguon's office
3.	VICTOR J. CRUZ	GIAA
4.	ORVAC AOA	GIAA
5.	JAMES WHITT	EY
6.	JOHN ONEDERA	EY
7.	RG RAGLINGAYEN	EY
8.	DEBBIE NGATA	EY
9.	ANN BAUTISTA	GIAA
10.	GERMAN BAUTISTA	GIAA
11.	JOSEPH JAVELLANA	GIAA
12.	Chris Olsen	
13.	Letitia Law-Byerly	Lotte
14.	Daniel Sgro	ARFF
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BOARD OF DIRECTORS REGULAR MEETING
3:00 p.m., Thursday, April 26, 2018
GIAA TERMINAL CONFERENCE ROOM #3

Public Notice
First Notice:
Guam Daily Post – April 19, 2018
Notice to Media – April 19, 2018

Second Notice:
Guam Daily Post – April 24, 2018
Notice to Media – April 24, 2018

AGENDA

1. Call to Order and Attendance
2. Approval of Agenda
3. Approval of Minutes
   - **A.** March 22, 2018 Regular Meeting
4. Correspondence
5. Old Business
   - **A.** Status Updates of Capital Improvement Projects
6. New Business
7. Report of Executive Manager
8. Report of the Comptroller
9. Executive Session
10. Public Comments
11. Adjournment

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AIRPORTS COUNCIL INTERNATIONAL
NASAO National Association of State Aviation Officials
THE INTERNATIONAL AIR CARGO ASSOCIATION

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MINUTES OF THE REGULAR MEETING OF THE BOARD OF DIRECTORS OF THE A.B. WON PAT INTERNATIONAL AIRPORT AUTHORITY, GUAM
Thursday, April 26, 2018, 3:00 p.m.
GIAA TERMINAL CONFERENCE ROOM #3

1. CALL TO ORDER AND ATTENDANCE

The April 26, 2018 regular meeting of the Board of Directors of the A.B. Won Pat International Airport Authority, Guam ("GIAA" or the "Authority") was called to order by Chairman Duenas at 3:08 p.m. at the GIAA Terminal Conference Room #3, 355 Chalan Pasaheru, Tamuning, Guam, 96913.

Directors Present:	**Offices or positions:**
Ricardo C. Duenas	Chairman
Katherine C. Sgro	Vice Chairperson
Gurvinder "Bic" Sobti	Board Secretary
Lucy M. Alcorn*	
Rosalinda A. Tolan	
Deedee S. Camacho	

Directors Absent:
Martin J. Gerber (Excused)

GIAA Officials:	
Pedro R. Martinez	Deputy Executive Manager
John A. Rios	Comptroller
Jean M. Arriola	Airport Services Manager
Edward Muna	Superintendent of Operations
Antonio Taitingfong	Airport Assistant Chief of Police
Victor Cruz	Engineering Supervisor
Joseph Javellana	Program Coordinator IV
RolendaFaasuamalie	Airport Marketing Administrator
Janalynn C. Damian, Esq.	GIAA Legal Counsel
Frank R. Santos	GIAA Consultant

Chairman Duenaswelcomed Airport tenants, stakeholders, and members of the public who are noted in a sign-in sheet attached to these minutes.

2. APPROVAL OF AGENDA

Motion to approve the agenda as presented duly made by Vice Chairperson Sgro, seconded by Director Tolan; motion unanimously passed.

3. APPROVAL OF MINUTES

A. March 22, 2018 Regular Meeting

No corrections or changes recommended. On motion duly made by Director Tolan, seconded by Director Sobti, the following resolution was unanimously passed:

Resolution No. 18-26

The Board hereby approves the minutes of the March 22, 2018 regular meeting, subject to corrections.

4. CORRESPONDENCE

Deputy Executive Manager Martinez had no Correspondence to report.

5. OLD BUSINESS

A. Status Updates of Capital Improvement Projects("CIP")

Mr. Frank Santos, GIAA Consultant,provided brief highlights on Capital Improvement Projects for FY2017.

- International Arrivals Corridor with Building Seismic Upgrades: Update on the project was provided to all Airport stakeholders on April 10, 2018. Contractor is in the process of finalizing Pod 2 as well as the corridor from Gate 5 to Gate 7. A completion ceremony for the Pod is expected to be in July 2018. Impact is mainly to boutiques as early next month. The contractor will work on one boutique at a time.
- SSCP Improvements: A design has been agreed upon with the Transportation Security Administration (TSA) regarding the expansion of the Security Screening Checkpoint, increasing the number of lanes from five (5) to seven (7), possibly eight (8) lanes. Awaiting a number of reviews from various divisions, once reviewed, notice to proceed will be given to the designer to finalize. Completion of the project expected in January 2019.
- ARFF Facility-Design/Construction Phase 1/2: Full approval from the State Historic Preservation Office was granted. Security fencing has been installed by the contractor. The bid for Phase 2, for construction of the new building, is anticipated for the end of April.

6. NEW BUSINESS

Deputy Executive Manager Martinez had no New Business to present.

7. REPORT OF THE EXECUTIVE MANAGER

Reference is made to the Executive Manager's Report included as part of the Board's packet, which was presented by Deputy Executive Manager Martinez.

8. REPORT OF THE COMPTROLLER

Mr. John Riosreported on the revenues and expenses of the Authority as of **March 31, 2018**. Mr. Riosreported that year-to-date Total Signatory Revenues are below budgeted revenues by **-6.6%**, year-to-date. Total Concession Revenues and Passenger Facility Charges are above and below budget by **2.9%** and **-15.1%**, respectively. Year-to-date Total Other Revenues, inclusive of non-signatory and non-airline revenues are above the budget estimate by **28.8%**. Year-to-date Total Operating Revenues Actual of **$39.4M** is **2.4%** above the budget estimate of **$38.4M**. Year-to-date Total Operating Expenses are below budget by **-4.4%**. Components of this line item include a **-4.9%** decrease in Personnel Service, a **3.8%** increase in Contractual Services, a-**76.3%** decrease in Materials & Supplies and a **26.1%** increase in Equipment/Furnishings from budgeted amounts for these respective categories. The actualyear-to-date Net Revenues from Operations of **$15.2M** reflects an increase of **15.6%** over the year-to-date budgeted amount of **$13.1M**. Mr. Rios reported that the year-to-date Debt Service Coverage is at **1.45** versus the requirement of **1.25.**

Chairman Duenas announced there would be a brief recess.

On motion duly on motion duly made by Director Tolan, seconded by Director Camacho, and unanimously approved, the Board recessed at 3:31 p.m.

Recess ended at 3:46 p.m., at which time the Board reconvened regular session.

**Chairman Duenas announced the arrival of Director Alcorn.*

9. EXECUTIVE SESSION

The next item on the agenda was Executive Session.

Upon written recommendation of counsel, on motion duly made by Vice Chairperson Sgro, seconded by Director Tolan, and unanimously approved, the Board convened into Executive Session at 3:47 p.m. to discuss pending or threatened litigation to which GIAA is or may be a party. Attending Executive Session were Directors Duenas, Sgro, Sobti, Alcorn, Tolan and Camacho, Deputy Executive Manager Martinez, and Legal Counsel, Janalynn Cruz Damian, Eduardo A. Calvo and Genevieve P. Rapadas. Also present was the court reporter who will prepare a transcript of the Executive session.

Director Tolan and Director Camacho did not participate in the second portion of Executive Session due to conflicts of interest. The Board members were excused from the remainder of

the Board meeting and exited the conference room at 4:00 p.m.

Executive Session adjourned at 4:58 p.m., at which time the Board reconvened the regular session.
Chairman Duenas, Vice Chairperson Sgro, Director Sobti and Director Alcorn present in the conference room.

As a result of discussion during Executive Session, Chairman Duenas announced that there were a number of matters still to approve, and asked that Legal Counsel present those matters to the Board.

After further discussion, on motion duly made by Vice Chairperson Sgro, seconded by Director Alcorn, the following resolution was unanimously approved:

Resolution No. 18-27

The Board hereby approves the Mediation Term Sheet entered into with Lotte Duty Free Guam, LLC that was approved by Management and presented during Executive Session. The Board further directs Management to work with Legal Counsel on any updates that result from the said Mediation Term Sheet.

Legal Counsel, Janalynn Damian announced that as a result of a reassessment of previously disclosed conflicts of interest, Director Sobti was found to have no conflicts of interest pertaining to matters involving DFS. Therefore Director Sobti did participate in discussion of the previous matter during Executive Session.

10. PUBLIC COMMENTS

There were no Public Comments

11. ADJOURNMENT

Motion to adjourn duly made by Director Sobti, seconded by Director Alcorn; motion unanimously passed. The meeting was adjourned at 5:00 p.m.

Dated this 24th, day of May, 2018.

Attest:

Ricardo C. Duenas, Chairman

Gurvinder Sobti, Secretary

Prepared and Submitted By:

Amanda O'Brien-Rios, Corresponding Secretary

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A.B. WON PAT INTERNATIONAL AIRPORT AUTHORITY, GUAM
Board of Directors Regular Meeting
3:00 p.m., Thursday, April 26, 2018
GIAA Terminal Conference Room #3

SIGN-IN SHEET

	PRINT NAME	COMPANY/AGENCY
1.	Jean A.	GIAA
2.	FRANK SANTOS	TMG
3.	J. G. AVELLANA	GIAA
4.	Letitia Law-Byerly	Lotte DF
5.	[illegible]	Police
6.	VICTOR J. CRUZ	GIAA
7.	Chris Doca	
8.	[illegible]	GIAA
9.	Genevieve Pugeda	CFJ
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BOARD OF DIRECTORS REGULAR MEETING

3:00 p.m., Thursday, May 24, 2018
GIAA TERMINAL CONFERENCE ROOM #3

Public Notice

First Notice:
Guam Daily Post – May 17, 2018
Notice to Media – May 17, 2018

Second Notice:
Guam Daily Post – May 22, 2018
Notice to Media – May 22, 2018

AGENDA

1. Call to Order and Attendance
2. Approval of Agenda
3. Approval of Minutes
   - **A.** April 26, 2018 Regular Meeting
4. Correspondence
5. Old Business
   - **A.** Status Updates of Capital Improvement Projects
6. New Business
   - **A.** Approval of Award for Timekeeping & Attendance System – RFP No. RFP-004-FY18
   - **B.** Ratification of Quarterly Travel
7. Report of Executive Manager
8. Report of the Comptroller
9. Executive Session
10. Public Comments
11. Adjournment

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NASAO National Association of State Aviation Officials
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MINUTES OF THE REGULAR MEETING OF THE BOARD OF DIRECTORS OF THE A.B. WON PAT INTERNATIONAL AIRPORT AUTHORITY, GUAM
Thursday, May 24, 2018, 3:00 p.m.
GIAA TERMINAL CONFERENCE ROOM #3

1. CALL TO ORDER AND ATTENDANCE

The May 24, 2018 regular meeting of the Board of Directors of the A.B. Won Pat International Airport Authority, Guam ("GIAA" or the "Authority") was called to order by Chairman Duenas at 3:04 p.m. at the GIAA Terminal Conference Room #3, 355 Chalan Pasaheru, Tamuning, Guam, 96913.

Directors Present:	**Offices or positions:**
Ricardo C. Duenas	Chairman
Gurvinder "Bic" Sobti	Board Secretary
Martin J. Gerber	
Rosalinda A. Tolan	
Deedee S. Camacho	
Directors Absent:	
Katherine C. Sgro (Excused)	Vice Chairperson
Lucy M. Alcorn (Excused)	
GIAA Officials:	
Pedro R. Martinez	Deputy Executive Manager
John A. Rios	Comptroller
Jean M. Arriola	Airport Services Manager
Raymond Mantanona	ARFF Chief
Edward Muna	Superintendent of Operations
Victor Cruz	Engineering Supervisor
Rolenda Faasuamalie	Airport Marketing Administrator
Henry Cruz	Management Analyst I
Michael A. Pangelinan, Esq.	GIAA Legal Counsel
Frank R. Santos	GIAA Consultant

Chairman Duenaswelcomed Airport tenants, stakeholders, and members of the public who are noted in a sign-in sheet attached to these minutes.

2. APPROVAL OF AGENDA

Motion to approve the agenda as presented duly made by Director Tolan, seconded by Director Sobti; motion unanimously passed.

3. APPROVAL OF MINUTES

A. April 26, 2018 Regular Meeting

No corrections or changes recommended. On motion duly made byDirector Camacho, seconded by Director Tolan, the following resolution was unanimously passed:

Resolution No. 18-28

The Board hereby approves the minutes of the April 26, 2018 regular meeting, subject to corrections.

4. CORRESPONDENCE

Deputy Executive Manager Martinez had no Correspondence to report.

5. OLD BUSINESS

A. Status Updates of Capital Improvement Projects("CIP")

Mr. Frank Santos, Consultant, providedbrief highlights on Capital Improvement Projects for FY2018.

- International Arrivals Corridor with Building Seismic Upgrades: Construction on Pod 2 is being completed. The steel structure is going up at Gate 6. Work is progressing on time.
- ARFF Facility-Design/Construction Phase 1/2: Currently out for bid. All of the approvals were for the full demolition of the hangar

6. NEW BUSINESS

A. Approval of Award for Timekeeping and Attendance System - RFP No. RFP-004-FY18

Executive Manager Ada provided background information to the Board on the referenced RFP including the scope of services, contract term, dates of advertisement of the RFP, proposalsubmission deadline, and the number of interested proposers. A total of twenty-three (23) firms showed their interest by obtaining the RFP package. An evaluation committee was established to evaluate the five (5) proposals that were submitted before the established deadline. The proposals were evaluated on a point system assigned for each criteria identified in the RFP package. As a result of the evaluation committee's tabulation, the selected firms in order of their ranking are as follows:

1. Proposer B
2. Proposer C/Proposer D

3. Proposer A
4. Proposer E

Management recommends the approval of the ranking results and the contract award to ProposerB, the highest ranked proposer, subject to negotiations of fair and reasonable fees.

The Deputy Executive Manager informed the Board that the initial term of the agreement shall be for five (5) years, and may be renewed at the sole discretion of GIAA by written notice, for three (3) additional one (1) year terms, not to exceed a total of eight (8) years.

The Timekeeping and Attendance System services will be funded under the FY18 Administration O&M Budget.

After further discussion, on motion duly made by Director Camacho, seconded by Director Tolan, the following resolution was unanimously approved:

Resolution No. 18-29

The Board hereby approves the ranking results as presented and the contract award to Proposer B, for Timekeeping and Attendance System - RFP No. RFP-004-FY18, subject to Management's negotiation of fair and reasonable fees and review by legal counsel.

Deputy Executive Manager Martinez informed the Board that Proposer 'B' is NovaTime Technology, Inc.

B. Ratification of Quarterly Travel

Deputy Executive Manager Martinez presented the quarterly travel from January to March 2018 for ratification by the Board.

After further discussion, on motion duly made by Director Gerber, seconded by Director Camacho, the following resolution was unanimously approved:

Resolution No. 18-30

The Board hereby ratifies the FY2018 2nd quarter travel report from January to March 2018 as presented.

7. REPORT OF THE EXECUTIVE MANAGER

Reference is made to the Executive Manager's Report included as part of the Board's packet, which was presented by Deputy Executive Manager Martinez.

8. REPORT OF THE COMPTROLLER

Mr. John Rios reported on the revenues and expenses of the Authority as of **April 30, 2018**. Mr.

Rios reported that year-to-date Total Signatory Revenues are below budgeted revenues by -**6.9%**, year-to-date Total Concession Revenues and Passenger Facility Charges are above and below budget by**2.2%** and **-15.0%**, respectively. Year-to-date Total Other Revenues, inclusive of non-signatory and non-airline revenues are above the budget estimate by **28.9%**. Year-to-date Total Operating Revenues Actual of **$45.4M** is **2.1%** above the budget estimate of **$38.4M**. Year-to-date Total Operating Expenses are below budget by **-4.4%**. Components of this line item include a **-3.5%** decrease in Personnel Service, a **3.1%** increase in Contractual Services, a -**74.1%** decrease in Materials & Supplies and a **16.4%**increase in Equipment/Furnishings from budgeted amounts for these respective categories. The actual year-to-date Net Revenues from Operations of **$17.4M** reflects an increase of **13.9%** over the year-to-date budgeted amount of **$15.3M**. Mr. Rios reported that the year-to-date Debt Service Coverage is at **1.44** versus the requirement of **1.25.**

9. EXECUTIVE SESSION

The next item on the agenda was Executive Session.

Upon written recommendation of counsel, on motion duly made by Director Tolan, seconded by Director Camacho, and unanimously approved, the Board recessed to convene into Executive Session at 3:29 p.m.

The Board convened into Executive Session at 3:40 p.m. to discuss pending or threatened litigation to which GIAA is or may be a party. Attending Executive Session were Directors Duenas, Sobti, Gerber, Tolan and Camacho, Deputy Executive Manager Martinez, and Legal Counsel, Michael A. Pangelinan and Eduardo A. Calvo. Also present was the court reporter who will prepare a transcript of the Executive session.Executive Session adjourned at 3:57 p.m., at which time the Board reconvened the regular session.

As a result of discussion during Executive Session, Chairman Duenas announced that there were a number of matters still to approve, and asked that Legal Counsel present those matters to the Board.

After further discussion, on motion duly made by Director Gerber, seconded by Director Sobti, the following resolution was unanimously approved:

Resolution No. 18-31

The Board hereby approves the Settlement Agreement relative to the District Court Case - Joshua Mesa vs. GIAA, CV17-00071, as presented during Executive Session.

Legal counsel, Mr. Michael Pangelinan requested for the Board to approve and authorize payment to Calvo Fisher & Jacob LLP, for invoices from March, April and May 2018, for general legal matters that exceed the monthly cap of $45,000.00. Attorney Pangelinan announced that for the past three (3) months, the legal fees have exceeded the cap due to an increase in cases

that have come up. He went on to add that due to the increased litigation work on the Crawford case that billing for May will not be issued until the end of the month, and anticipates an estimated amount of $55,000 above the cap for the month of May.

Chairman Duenas inquired if the Comptroller had reviewed the referenced invoices for March and April. The Comptroller replied yes, he had reviewed them.

After further discussion, on motion duly made by Director Sobti, seconded by Director Gerber, the following resolution was unanimously approved:

Resolution No. 18-32

The Board hereby authorizes the Authority to issue payment to Calvo Fisher & Jacob LLP for the general matters legal fees incurred in March and April 2018 that exceed the monthly cap in the amount of $33,288.05 and $58,677.66 respectively; and an anticipated amount of $55,000 over the cap for May 2018.

10. PUBLIC COMMENTS

There were no Public Comments

11. ADJOURNMENT

Motion to adjourn duly made by Director Gerber, seconded by Director Sobti; motion unanimously passed. The meeting was adjourned at 4:01 p.m.

Dated this 28th, day of June, 2018.

Ricardo C. Duenas
Chairman

Attest:

Gurvinder Sobti
Secretary

Prepared and Submitted By:

Amanda O'Brien-Rios
Corresponding Secretary

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A.B. WON PAT INTERNATIONAL AIRPORT AUTHORITY, GUAM
Board of Directors Regular Meeting
3:00 p.m., Thursday, May 24, 2018
GIAA Terminal Conference Room #3

SIGN-IN SHEET

	PRINT NAME	COMPANY/AGENCY
1.	R. Fagsuanloe	MKTG
2.	Jen A.	GCMD
3.	Heng Im	GIAA
4.	Michael Langham	CFS
5.	VICTOR J. CRUZ	GIAA
6.	Raynod T. Manteruna	ARFF
7.	Dan Quitugua	GIAA
8.	FRANK SANTOS	TMG
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BOARD OF DIRECTORS REGULARMEETING
3:00 p.m., Thursday, June 28, 2018
GIAA TERMINAL CONFERENCE ROOM #3

Public Notice
First Notice:
Guam Daily Post–June 21, 2018
Notice to Media – June 21, 2018

Second Notice:
Guam Daily Post–June 26, 2018
Notice to Media –June 26, 2018

AGENDA

1. Call to Order and Attendance
2. Approval of Agenda
3. Approval of Minutes
   - **A.** May 24, 2018 Regular Meeting
4. Correspondence
5. Old Business
   - **A.** Status Updates of Capital Improvement Projects
6. New Business
   - **A.** Approval of Board Resolution No. 18-34: Agreement for Legal Services
7. Report of Executive Manager
8. Report of the Comptroller
9. Executive Session
10. Public Comments
11. Adjournment

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NASAO National Association of State Aviation Officials
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MINUTES OF THE REGULAR MEETING OF THE BOARD OF DIRECTORS OF THE A.B. WON PAT INTERNATIONAL AIRPORT AUTHORITY, GUAM
Thursday, June 28, 2018, 3:00 p.m.
GIAA TERMINAL CONFERENCE ROOM #3

1. CALL TO ORDER AND ATTENDANCE

The June 28, 2018 regular meeting of the Board of Directors of the A.B. Won Pat International Airport Authority, Guam ("GIAA" or the "Authority") was called to order by Chairman Duenas at 3:05 p.m. at the GIAA Terminal Conference Room #3, 355 Chalan Pasaheru, Tamuning, Guam, 96913.

Directors Present:	**Offices or positions:**
Ricardo C. Duenas	Chairman
Gurvinder "Bic" Sobti	Board Secretary
Martin J. Gerber	
Lucy M. Alcorn	
Rosalinda A. Tolan	
Deedee S. Camacho	

Directors Absent:

GIAA Officials:	
Charles H. Ada II	Executive Manager
Pedro R. Martinez	Deputy Executive Manager
Jean M. Arriola	Airport Services Manager
Gerard Bautista	Air Terminal Manager
Raymond Mantanona	ARFF Chief
Antonio Taitingfong	Assistant Chief, Airport Police
Edward Muna	Superintendent of Operations
Victor Cruz	Engineering Supervisor
Antoinette Bautista	General Accounting Supervisor
Rolenda Faasuamalie	Airport Marketing Administrator
Joseph Javellana	Program Coordinator IV
Henry Cruz	Management Analyst I
Janalynn C. Damian, Esq.	GIAA Legal Counsel
Frank R. Santos	GIAA Consultant

Chairman Duenaswelcomed Airport tenants, stakeholders, and members of the public who are noted in a sign-in sheet attached to these minutes.

Before proceeding with the Board meeting, legal counsel explained to the Board the status of Vice Chairperson Sgro's appointment, stating that her current term expired and her re-appointment is pending confirmation, along with Director Camacho.

2. APPROVAL OF AGENDA

Motion to approve the agenda as presented duly made by Director Tolan, seconded by Director Camacho; motion unanimously passed.

3. APPROVAL OF MINUTES

A. May 24, 2018 Regular Meeting

No corrections or changes recommended. On motion duly made byDirectorGerber, seconded by Director Sobti, the following resolution was unanimously passed:

Resolution No. 18-33

The Board hereby approves the minutes of the May 24, 2018 regular meeting, subject to corrections.

4. CORRESPONDENCE

The Executive Manager announced to the Board that the Airport had received notice from the Airport Transport Research Society (ATRS) of the selection of the Authority as The Most Efficient Airport in the Under 10 Million Passenger category in Asia Pacific Region. This was based on FY2016 data, and this award will be presented at the World ATRS Conference to be held in Korea, July 2 - 5, 2018. Chairman Duenas and a number of employees will attend the conference to receive the award. The Chairman congratulated Management and staff.

5. OLD BUSINESS

A. Status Updates of Capital Improvement Projects("CIP")

Mr. Frank Santos, Consultant, providedbrief highlights on Capital Improvement Projects for FY2018.

- International Arrivals Corridor with Building Seismic Upgrades: The contract completion date remains in September 2019, with a strong possibility of a delay. Project is now at Gate 6 and 7. Coach boutique is currently closed because of construction and should be done by the end of the month. Gucci will then be closed for 2-3 weeks. Once the contractor is completed with Pod 2, Gate 6 will reopen, Gate 9 will then close, moving the Honolulu flights to Gate 8. In the Arrivals area, the carousels in baggage claim are being worked on one by one, always leaving one active.

- Noise Mitigation Program 65 DNL & Higher: Noise measurements were completed for 22 homes. Based on the preliminary results, there will be homes slated for sound proofing. In a teleconference with FAA, it was discussed that the Airport will proceed in two (2) phases. First, once calculations are complete, the designer will proceed on bid packages for those home that are eligible. Second, to schedule the next batch of homes to have noise measurements performed. There are forty (40) homes expected to have measurements completed in August 2018.
- Wildlife Management Assessment: Grant is complete, and should be closed out in the coming weeks. The assessment report completed by PCR is with USDA for review, and after the assessment is completed the Wildlife Management Program will be set up.
- Safety Management System: Project is near completion, review with the FAA scheduled for July 6, 2018.
- ARFF Facility-Design/Construction Phase 1/2: Phase I, demolition of the hangar is in progress, portions of the building have already been demolished. Phase II bid opening has been scheduled for July 6, 2018.
- Apron Rehabilitation - Design: Execution of agreement is in progress.
- Rehabilitation Runway 6L - Design: Execution of agreement is in progress.

With regard to the Arrivals Corridor, the Chairman inquired on the how long the Coach boutique has been closed, and if there has been any feedback from the concessionaire regarding the closure. Mr. Santos replied stated that the boutique has been closed for three (3) weeks. As for feedback from the concessionaire, Mr. Santos informed the Board that the Airport's intent is to assess impact at completion.

Director Tolan inquired on the renovations to the restrooms outside the Board conference room. Mr. Santos informed the Board that they are expected to reopen by the end of July 2018 along with the restrooms in the Tower.

6. NEW BUSINESS

A. Approval of Board Resolution 18-34: Agreement for Legal Services

The next item discussed was the extension of the Agreement for Legal Services with Torres Law Group, conflicts counsel. Legal counsel, Janalynn Damian informed the Board that the one (1) year extension would be the third of four options to extend.

Director Sobti and Director Gerber did not participate in the discussion or vote on the referenced extension to Legal Services Agreement due to a conflict of interest with Torres Law Group.

After further discussion, on motion duly made by Director Alcorn, seconded by Director Camacho, the following resolution was unanimously approved:

Resolution No. 18-34

WHEREAS, an Agreement for Legal Services - Conflicts Counsel was entered into on August 1, 2015, by and between the ANTONIO B. WON PAT INTERNATIONAL AIRPORT AUTHORITY, GUAM ("GIAA") and Torres Law Group ("Torres") (the "Torres Agreement"); and

WHEREAS, the Torres Agreement provides for a term of one year commencing on August 1, 2015, with four (4) options to extend for a period of one (1) year each, not to exceed a total contract period of five (5) years with GIAA approval; and

WHEREAS, on June 9, 2016, by Resolution No. 16-38, the Board of Directors approved the extension of the Torres Agreement for an additional one year period (1st Option) commencing on August 1, 2016, and expiring on July 31, 2017, under the same terms and conditions as set forth in the Torres Agreement; and

WHEREAS, on July 27, 2017, by Resolution No. 17-41, the Board of Directors approved the extension of the Torres Agreement for an additional one year period (2nd Option) commencing on August 1, 2017, and expiring on July 31, 2018, under the same terms and conditions as set forth in the Torres Agreement; and

WHEREAS, the Board of Directors has determined that GIAA continues to require the services of Torres and that it is in the best interests of GIAA to extend the term of the Torres Agreement for an additional one year period commencing on August 1, 2018, under the same terms and conditions as set forth in the Torres Agreement.

NOW, THEREFORE, BE IT RESOLVED, that the Board of Directors of GIAA hereby extends the term of the Torres Agreement for an additional one year period commencing on August 1, 2018 and expiring on July 31, 2019, under the same terms and conditions as set forth in the Torres Agreement; and

7. REPORT OF THE EXECUTIVE MANAGER

Reference is made to the Executive Manager's Report included as part of the Board's packet, which was presented by Executive ManagerAda.

8. REPORT OF THE COMPTROLLER

Ms. Antoinette Bautistareported on the revenues and expenses of the Authority as of **May 31, 2018**. Ms. Bautista reported that year-to-date Total Signatory Revenues are below budgeted revenues by **-7.9%**, year-to-date Total Concession Revenues and Passenger Facility Charges are above and below budget by **0.4%** and **-14.8%**, respectively. Year-to-date Total Other Revenues, inclusive of non-signatory and non-airline revenues are above the budget estimate by **29.9%**.

Year-to-date Total Operating Revenues Actual of **$51.2M** is **1.3%** above the budget estimate of **$50.6M**. Year-to-date Total Operating Expenses are below budget by **-3.3%**. Components of this line item include a **-1.7%** decrease in Personnel Service, a **3.0%** increase in Contractual Services, a **-72.8%** decrease in Materials & Supplies and a **45.8%** increase in Equipment/Furnishings from budgeted amounts for these respective categories. The actualyear-to-date Net Revenues from Operations of **$19.3M** reflects an increase of **10.0%** over the year-to-date budgeted amount of **$17.5M**. Mr. Rios reported that the year-to-date Debt Service Coverage is at **1.61** versus the requirement of **1.25.**

9. EXECUTIVE SESSION

The next item on the agenda was Executive Session.

Upon written recommendation of counsel, on motion duly made by Director Tolan, seconded by Director Gerber, and unanimously approved, the Board recessed to convene into Executive Session at 3:30 p.m.

The Board convened into Executive Session at 3:35 p.m.to discuss pending or threatened litigation to which GIAA is or may be a party. Attending Executive Session were Directors Duenas, Sobti, Gerber, and Alcorn, Executive Manager Ada,and Legal Counsel, Janalynn C. Damian and Genevieve Rapadas. Also present was the court reporter who will prepare a transcript of the Executive session.

Director Tolan and Director Camacho did not participate in Executive Session due to conflicts of interest.

Executive Session adjourned at 4:14 p.m., at which time the Board reconvened the regular session.

All Board members present in the conference room.

As a result of discussion during Executive Session, Chairman Duenas announced that there was a matter for board approval, and asked that Legal Counsel present the matter to the Board.

After further discussion, on motion duly made by Director Gerber, seconded by Director Alcorn, the following resolution was unanimously approved:

Resolution No. 18-35

The Board hereby grants authority to the Chairman of the Board and Management to continue settlement discussions with regard to DFS holdover related cases, subject to final Board approval.

The Executive Manager took this time to announce the retirement of one of the Authority'selectricians, Mr. Wilfredo Santos after 22 years of service to the Airport.

The Executive Manager also added that the Airport will have a float at the upcoming Liberation Day Parade on July 21, 2018.

10. PUBLIC COMMENTS

There were no Public Comments

11. ADJOURNMENT

Motion to adjourn duly made by Director Tolan, seconded by Director Alcorn; motion unanimously passed. The meeting was adjourned at 4:16 p.m.

Dated this 26th, day of July, 2018.

Ricardo C. Duenas
Chairman

Attest:

Gurvinder Sobti
Secretary

Prepared and Submitted By:

Amanda O'Brien-Rios
Corresponding Secretary

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A.B. WON PAT INTERNATIONAL AIRPORT AUTHORITY, GUAM
Board of Directors Regular Meeting
3:00 p.m., Thursday, June 28, 2018
GIAA Terminal Conference Room #3

SIGN-IN SHEET

	PRINT NAME	COMPANY/AGENCY
1.	WAYNE CHARGUALAF	GLIMPSES / MARIANAS BUSINESS JOURNAL
2.	EDMUND MUNA	GIAA
3.	Letitia Law-Byerly	Lotte DF
4.	CHUCK ADA	GIAA
5.	FRANK SANTOS	TMG
6.	VICTOR J. CRUZ	GIAA
7.	ANN BAUTISTA	GIAA
8.	Gerard BAUTISTA	GIAA - ATM
9.	J. G. Javellana	Pwo
10.	Antonio Taitingfong	GIAA
11.	TRICIA GRANILLO	AMINS.
12.	ANNMARIE MUNA	AMINS.
13.	Rolenda Faasuka	
14.	Raymond T. Mantanona	
15.	Governing Body Member	CPA
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BOARD OF DIRECTORS REGULAR MEETING
3:00 p.m., Thursday, July 26, 2018
GIAA TERMINAL CONFERENCE ROOM #3

Public Notice
First Notice:
Guam Daily Post–July 18, 2018
Notice to Media – July 18, 2018

Second Notice:
Guam Daily Post–July 24, 2018
Notice to Media –July 24, 2018

AGENDA

1. Call to Order and Attendance
2. Approval of Agenda
3. Approval of Minutes
   - **A.** June 28, 2018 Regular Meeting
4. Correspondence
5. Old Business
   - **A.** Status Updates of Capital Improvement Projects
6. New Business
   - **A.** Approval of Award for GIAA Aircraft Rescue Fire Fighting (ARFF) Facility Phase II - Construction - IFB No. GIAA-C03-FY18
   - **B.** Ratification of Quarterly Travel
7. Report of Executive Manager
8. Report of the Comptroller
9. Executive Session
10. Public Comments
11. Adjournment

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NASAO National Association of State Aviation Officials
IACA THE INTERNATIONAL AIR CARGO ASSOCIATION

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MINUTES OF THE REGULAR MEETING OF THE BOARD OF DIRECTORS OF THE A.B. WON PAT INTERNATIONAL AIRPORT AUTHORITY, GUAM
Thursday, July 26, 2018, 3:00 p.m.
GIAA TERMINAL CONFERENCE ROOM #3

1. CALL TO ORDER AND ATTENDANCE

The July 26, 2018 regular meeting of the Board of Directors of the A.B. Won Pat International Airport Authority, Guam ("GIAA" or the "Authority") was called to order by Chairman Duenas at 3:05 p.m. at the GIAA Terminal Conference Room #3, 355 Chalan Pasaheru, Tamuning, Guam, 96913.

Directors Present:	**Offices or positions:**
Ricardo C. Duenas	Chairman
Katherine C. Sgro	
Gurvinder "Bic" Sobti	Board Secretary
Martin J. Gerber	
Lucy M. Alcorn	
Rosalinda A. Tolan	

Directors Absent:
Deedee S. Camacho (Excused)

GIAA Officials:	
Pedro R. Martinez	Deputy Executive Manager
Jean M. Arriola	Airport Services Manager
Antonio Taitingfong	Assistant Chief, Airport Police
Edward Muna	Superintendent of Operations
Victor Cruz	Engineering Supervisor
Antoinette Bautista	General Accounting Supervisor
Joseph Javellana	Program Coordinator IV
Henry Cruz	Management Analyst I
Elfrieda Koshiba	Program Coordinator IV
Janalynn C. Damian, Esq.	GIAA Legal Counsel
Thomas J. Fisher, Esq.	GIAA Conflicts Counsel
Frank R. Santos	GIAA Consultant

Chairman Duenas welcomed Airport tenants, stakeholders, and members of the public who are noted in a sign-in sheet attached to these minutes.

2. APPROVAL OF AGENDA

Motion to approve the agenda as presented duly made by Director Tolan, seconded by Director Sobti; motion unanimously passed.

3. APPROVAL OF MINUTES

A. June 28, 2018 Regular Meeting

No corrections or changes recommended. On motion duly made by Director Alcorn, seconded by Director Gerber, the following resolution was unanimously passed:

Resolution No. 18-36

The Board hereby approves the minutes of the June 28, 2018 regular meeting, subject to corrections.

4. CORRESPONDENCE

Deputy Executive Manager Martinez had no Correspondence to report.

5. OLD BUSINESS

A. Status Updates of Capital Improvement Projects ("CIP")

Mr. Frank Santos, Consultant, provided brief highlights on Capital Improvement Projects for FY2018.

- International Arrivals Corridor with Building Seismic Upgrades: In regard to construction work on the specialty retail areas, the contractor has completed work on the Gucci boutique, and on August 1, 2018 will begin construction on the watches boutique. The watches boutique shutting down in August for a 3-4 week period will allow for a four (4) month construction period of the bridge between the two (2) buildings, instead of six (6). Heritage closure for bridge work delayed until the end of the year because of structural steel issues. Closure would have been six (6) months, but reduced two (2) months because addressing related issues in watches boutique now.
- ARFF Facility-Design/Construction Phase 1: Demolition of all vertical buildings is complete, the entire Hangar is down. Once all cleaned up, Phase II may begin.

6. NEW BUSINESS

A. Approval of Award for GIAA Aircraft Rescue Fire Fighting (ARFF) Facility Phase II - Construction - IFB No. GIAA-C03-FY18

Deputy Executive Manager Martinez provided background information to the Board on the referenced IFB. Forty-six (46) firms/individuals purchased bid packages and two (2) firms submitted a bid before the submission deadline. The two (2) firms were evaluated and determined to be acceptable. As required by the Guam Procurement Regulations, the bid was publicly opened and read aloud in the presence of the bidder. The bid price submittals are as follows:

Bidder/Firm's Name	Amount:
BME & Sons Inc.	$18,113,152.00
ORION Construction Corporation, Guam	$11,524,133.12

Deputy Executive Manager Martinez informed the Board that the lowest total bid amount received was from ORION at $11,524,133.12, 51% below the government estimate of $23,596.380.00. Because ORION's bid offer was so low as to appear unreasonable, the GIAA procurement office sought confirmation of the bid amount from ORION.

On July 13, 2018 GIAA sent a letter to ORION officially requesting that they confirm their total bid price amount. On July 13, 2018, ORION responded stating that after reviewing that the various pricing elements of the bid submitted that they were unable to confirm that number as they have discovered that the bid contains clerical errors and omissions. This involves an increase in the original bid price, but still leaves ORION as the lowest bidder. The firm provided an outline of the errors and omissions in the bid. ORION further requested to modify its bid to $13,647,673.10 after bid opening.

Pursuant to law and regulation, ORION may not correct its bid and it has indicated it will not perform at their original offered amount. Accordingly, the GIAA procurement office should reject ORION's bid, and deemed the firm non-responsive.

Therefore, the lowest responsive total bid amount received was $18,113,152.00, 23% below the government estimate. Funding for this project is available under an AIP Grant. Management recommends the contract award of $18,113,152.00 to BME & Sons Inc., who has been determined to have met the standards of responsibility and responsiveness outlined in Guam Procurement Regulation.

Vice Chairperson Sgro inquired if legal counsel had reviewed the entire procurement process to ensure that the Airport has followed the procurement guidelines. Legal Counsel, Ms. Janalynn C. Damian informed the Board that Calvo Fisher & Jacob (CFJ) is recused from further working on this IFB due to a conflict of interest, and directed the Board to Mr. Thomas Fisher, GIAA Conflicts Counsel. Mr. Fisher informed the Board that the bid had been reviewed by CFJ up until the firm had realized the conflict of interest, who then referred the bid to Fisher & Associates. He added that Fisher & Associates have reviewed the bid from that point on.

Chairman Duenas clarified for the record that based on the review by the procurement office and conflicts counsel it was determined that ORION was non-responsive based on the material omissions made in their initial bid and procurement law does not allow for material changes to the bid after the bid opening, therefore ORION is considered non-responsive and not responsible. Brief discussion followed.

After further discussion, on motion duly made by Director Gerber, seconded by Director Alcorn, the following resolution was unanimously approved:

Resolution No. 18-37

The Board hereby approves the contract award for GIAA Aircraft Rescue Fire Fighting (ARFF) Facility Phase II - Construction - IFB No. GIAA-C03-FY18 to BME & Sons Inc. for a total contract amount of $18,113,152.00, subject to review by legal counsel.

B. Ratification of Quarterly Travel

Deputy Executive Manager Martinez presented the quarterly travel from April to June 2018 for ratification by the Board.

After further discussion, on motion duly made by Director Gerber, seconded by Director Sobti, the following resolution was unanimously approved:

Resolution No. 18-38

The Board hereby ratifies the FY2018 3rd quarter travel report from April to June 2018 as presented.

At this time, Chairman Duenas announced that due to the lapse in term of the Vice Chairperson, Katherine Sgro, an election for the Vice Chair position should take place to formalize the process, and called for nominations.

Director Alcorn announced that she would like to nominate Director Sgro to the position of Vice Chairperson.

After further discussion, on motion duly made by Director Alcorn, seconded by Director Tolan, the following resolution was unanimously approved:

Resolution No. 18-39

The Board hereby approves the nomination of and elects Director Sgro to the position of the Vice Chairperson of the A.B. Won Pat International Airport Authority, Guam Board of Directors.

7. REPORT OF THE EXECUTIVE MANAGER

Reference is made to the Executive Manager's Report included as part of the Board's packet, which was presented by Deputy Executive Manager Martinez.

8. REPORT OF THE COMPTROLLER

Ms. Antoinette Bautista reported on the revenues and expenses of the Authority as of **June 30, 2018**. Ms. Bautista reported that year-to-date Total Signatory Revenues are below budgeted revenues by **-8.1%**, year-to-date Total Concession Revenues and Passenger Facility Charges are above and below budget by **-0.2%** and **-14.8%**, respectively. Year-to-date Total Other Revenues, inclusive of non-signatory and non-airline revenues are above the budget estimate by **26.1%**. Year-to-date Total Operating Revenues Actual of **$57.2M** is **0.4%** above the budget estimate of **$57.0M**. Year-to-date Total Operating Expenses are below budget by **-2.1%**. Components of this line item include a **-1.0%** decrease in Personnel Service, a **4.2%** increase in Contractual Services, a **-70.6%** decrease in Materials & Supplies and a **45.8%** increase in Equipment/Furnishings from budgeted amounts for these respective categories. The actualyear-to-date Net Revenues from Operations of **$21.4M** reflects an increase of **4.8%** over the year-to-date budgeted amount of **$20.4M**. Ms. Bautista reported that the year-to-date Debt Service Coverage is at **1.39** versus the requirement of **1.25.**

9. EXECUTIVE SESSION

The next item on the agenda was Executive Session.

Upon written recommendation of counsel, on motion duly made by Director Tolan, seconded by Director Gerber, and unanimously approved, the Board recessed to convene into Executive Session at 3:38 p.m.

The Board convened into Executive Session at 3:50 p.m.to discuss pending or threatened litigation to which GIAA is or may be a party. Attending Executive Session were Directors Duenas, Sgro, Sobti, Gerber, and Alcorn, Deputy Executive Manager Martinez,and Legal Counsel, Janalynn C. Damian, Eduardo Calvo and Genevieve Rapadas. Also present was the court reporter who will prepare a transcript of the Executive session.

On motion duly made by Director Alcorn, seconded by Vice Chairperson Sgro, Executive Session adjourned at 4:05 p.m., at which time the Board reconvened regular session.

Chairman Duenas announced for the record that Director Tolan did not participate in Executive Session due to conflicts of interest and was excused from the Board meeting at 3:50 p.m.

As a result of discussion during Executive Session, Chairman Duenas announced that there was a matter for board approval, and presentedthe matter to the Board.

After further discussion, on motion duly made by Vice Chairperson Sgro, seconded by Director Sobti, the following resolution was unanimously approved:

Resolution No. 18-39

The Board hereby approves and ratifies the filing of the appeal of the amended judgment and motion to expedite the appeal with regard to CV0943-14 and authorizes Management and Legal Counsel to engage the Attorney General about filing an amicus briefor taking any other action in support of GIAA's position.

10. PUBLIC COMMENTS

There were no Public Comments.

11. ADJOURNMENT

Motion to adjourn duly made by Director Alcorn, seconded by Director Sgro; motion unanimously passed. The meeting was adjourned at 4:07 p.m.

Dated this 30th, day of August, 2018.

Ricardo C. Duenas
Chairman

Attest:
Gurvinder Sobti
Secretary

Prepared and Submitted By:
Amanda O'Brien-Rios
Corresponding Secretary

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A.B. WON PAT INTERNATIONAL AIRPORT AUTHORITY, GUAM
Board of Directors Regular Meeting
3:00 p.m., Thursday, July 26, 2018
GIAA Terminal Conference Room #3

SIGN-IN SHEET

	PRINT NAME	COMPANY/AGENCY
1.	[illegible]	GIAA - OPS
2.	ANN BAUTISTA	GIAA - ACCTG
3.	Thomas Fisher	Fisher & Associates
4.	Henry Cruz	GIAA - PROC
5.	VICTOR J. CRUZ	GIAA
6.	Kevin Taro	Pacific Daily News
7.	JOAN ARROYO	GIAA - Adm
8.	Annmarie Muna	AM Dhg
9.	FRANK SANTOS	GIAA TMG
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BOARD OF DIRECTORS REGULARMEETING
3:00 p.m., Thursday, August 30, 2018
GIAA TERMINAL CONFERENCE ROOM #3

Public Notice
First Notice:
Guam Daily Post–August 23, 2018
Notice to Media – August 23, 2018

Second Notice:
Guam Daily Post– August 28, 2018
Notice to Media –August 28, 2018

AGENDA

1. Call to Order and Attendance
2. Approval of Agenda
3. Approval of Minutes
   - **A.** July 26, 2018 Regular Meeting
4. Correspondence
5. Old Business
   - **A.** Status Updates of Capital Improvement Projects
6. New Business
   - **A.** Approval of FAA Grant Agreement AIP No. 3-66-0001-104-2018 - Modify Terminal Building Sterile Arrivals Corridors - Construction
   - **B.** Approval of FAA Grant Agreement AIP No. 3-66-0001-105-2018 - Construct ARFF Building - Construction
   - **C.** Approval of GIAA Operating Budget Fiscal Year 2019
7. Report of Executive Manager
8. Report of the Comptroller
9. Executive Session
10. Public Comments
11. Adjournment

AMERICAN ASSOCIATION OF AIRPORT EXECUTIVES
AIRPORTS COUNCIL INTERNATIONAL
NASAO National Association of State Aviation Officials
TIACA THE INTERNATIONAL AIR CARGO ASSOCIATION

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MINUTES OF THE REGULAR MEETING OF THE BOARD OF DIRECTORS OF THE A.B. WON PAT INTERNATIONAL AIRPORT AUTHORITY, GUAM
Thursday, August 30, 2018, 3:00 p.m.
GIAA TERMINAL CONFERENCE ROOM #3

1. CALL TO ORDER AND ATTENDANCE

The August 30, 2018 regular meeting of the Board of Directors of the A.B. Won Pat International Airport Authority, Guam ("GIAA" or the "Authority") was called to order by Chairman Duenas at 3:07 p.m. at the GIAA Terminal Conference Room #3, 355 Chalan Pasaheru, Tamuning, Guam, 96913.

Directors Present:	**Offices or positions:**
Ricardo C. Duenas	Chairman
Katherine C. Sgro	Vice Chairperson
Gurvinder "Bic" Sobti	Board Secretary
Martin J. Gerber	
Lucy M. Alcorn	
Rosalinda A. Tolan	
Deedee S. Camacho	

Directors Absent:

GIAA Officials:	
Pedro R. Martinez	Deputy Executive Manager
John A. Rios	Comptroller
Jean M. Arriola	Airport Services Manager
Robert D. Camacho	Chief, Airport Police
Raymond Santos	Assistant Chief, ARFF
Edward Muna	Superintendent of Operations
Victor Cruz	Engineering Supervisor
Rolenda Faasuamalie	Airport Marketing Administrator
Janalynn C. Damian, Esq.	GIAA Legal Counsel
Frank R. Santos	GIAA Consultant

Chairman Duenaswelcomed Airport tenants, stakeholders, and members of the public who are noted in a sign-in sheet attached to these minutes.

2. APPROVAL OF AGENDA

Motion to approve the agenda as presented duly made by Vice Chairperson Sgro, seconded by Director Alcorn; motion unanimously passed.

3. APPROVAL OF MINUTES

A. July 26, 2018 Regular Meeting

No corrections or changes recommended. On motion duly made by Director Sobti, seconded by Director Gerber, the following resolution was unanimously passed:

Resolution No. 18-41

The Board hereby approves the minutes of the July 26, 2018 regular meeting, subject to corrections.

4. CORRESPONDENCE

Deputy Executive Manager Martinez had no Correspondence to report.

5. OLD BUSINESS

A. Status Updates of Capital Improvement Projects ("CIP")

Mr. Frank Santos, Consultant, provided brief highlights on Capital Improvement Projects for FY2018.

- International Arrivals Corridor with Building Seismic Upgrades: This project will be listed under FY2019 Capital Improvement Program and will be listed at $21.6M. GIAA will beusing a supplemental appropriation from Congress of $1M, along with requesting for an additional $15M on top of the usual $5M.
- Noise Mitigation Program 65 DNL & Higher: Noise measurements underway. Bid documents to be prepared in September for sound proofing of those homes that are eligible. Number of homes is not available at this time, and noise measurements are being computed.
- Wildlife Management Assessment and Safety Management System are to be removed from the schedule as they are both complete.
- ARFF Facility – Phase 2 Construction – There's a new grant to fund the project in full.
- Apron Rehabilitation - Design: $5.5M under the AIP program for FY2019.
- Rehabilitation of Runway 6L – Have $1.25M for phased construction. A Notice to Proceed will be issued by early September for the design.

Vice Chair Sgro inquired on the parking expansion. Mr. Santos replied that the parking expansion is on hold at the moment. All monies remaining will take care of the relocation of the accounting offices and the demolition of the car rental building. Funds were reprogrammed to take care of the 3rd floor project. Brief discussion followed regarding smaller projects on the schedule. Discussion followed on a few other matters.

- Percent for the Arts Program - 1% allocation; architect to verify amount.
- Tiyan land acquisition and redevelopment.
- Public restrooms. The completion of the last restroom at Tower is expected by the end of September.

6. NEW BUSINESS

A. Approval of FAA Grant Agreement AIP No. 3-66-0001-104-2018 – Modify Terminal Building Sterile Arrivals Corridors - Construction

The first matter discussed was the FAA Grant Agreement for the following: Modify Terminal Building Sterile Arrivals Corridors – Construction project in the amount of $4,474,299.00.

There was discussion on the Airport's share of $274,923 for the project, which will be from existing funds in the Capital Improvement Fund.

After further discussion, on motion duly made by Director Sobti, seconded by Director Alcorn, the following resolution was unanimously approved:

Resolution No. 18-42

The Board hereby approves the acceptance of the FAA Grant Agreement AIP No. 3-66-0001-104-2018 – Modify Terminal Building Sterile Arrivals Corridors – Construction in the amount of $4,474,299.00, including the conditions associated with the grant agreement, and the appropriation of $274,923 as the Airport's share from the Capital Improvement Fund.

B. Approval of FAA Grant Agreement AIP No. 3-66-0001-105-2018 – Construct ARFF Building – Construction

The second matter discussed was the FAA Grant Agreement for the following: Construct ARFF Building – Construction project in the amount of $16,043,259.00.

There was discussion on the Airport's share of $1,782,585 for the project, which will be from existing funds in the Capital Improvement Fund.

After further discussion, on motion duly made by Director Tolan, seconded by Director Camacho, the following resolution was unanimously approved:

Resolution No. 18-43

The Board hereby approves the acceptance of the FAA Grant Agreement AIP No. 3-66-0001-105-2018 – Construct ARFF Building - Construction in the amount of $16,043,259.00, including

the conditions associated with the grant agreement, and the appropriation of $1,782,585 as the Airport's share from the Capital Improvement Fund.

C. Approval of GIAA Operating Budget Fiscal Year 2019

The fiscal year 2019 operating budget was presented by Mr. John Rios, Comptroller. In summary, Signatory Airline cost per enplanements (CP) was increased to $17.84, from current CP of $16.87. Operations and Maintenance expenses are projected to increase in FY19 by $1.5M when compared to the FY18 budget. Total Airport Revenues including PFC is projected to increase by $2.7 M in FY19. Mr. Rios noted that he met with airlines in mid-July with the initial draft of proposed rates and fees. Once the Board approves the proposed rates and sees, they will be presented to the airlines.

After further discussion, on motion duly made by Director Camacho, seconded by Director Sgro, the following resolution was unanimously approved:

Resolution No. 18-44

The Board hereby approves the Operating Budget for fiscal year 2019 as presented, subject to adjustments.

7. REPORT OF THE EXECUTIVE MANAGER

Reference is made to the Executive Manager's Report included as part of the Board's packet, which was presented by Deputy Executive Manager Martinez.

8. REPORT OF THE COMPTROLLER

Mr. John Rios reported on the revenues and expenses of the Authority as of **July 31, 2018**. Mr. Rios reported that year-to-date Total Signatory Revenues are below budgeted revenues by **-8.1%**, year-to-date Total Concession Revenues and Passenger Facility Charges are below budget by **-2.1%** and **-13.9%**, respectively. Year-to-date Total Other Revenues, inclusive of non-signatory and non-airline revenues are above the budget estimate by **25.5%**. Year-to-date Total Operating Revenues Actual of **$63.5M** is **-0.2%** above the budget estimate of **$63.6M**. Year-to-date Total Operating Expenses are below budget by **-1.3%**. Components of this line item include a **-0.1%** increase in Personnel Service, a **4.7%** increase in Contractual Services, a **-69.3%** decrease in Materials & Supplies and a **45.8%** increase in Equipment/Furnishings from budgeted amounts for these respective categories. The actualyear-to-date Net Revenues from Operations of **$23.5M** reflects an increase of **1.7%** over the year-to-date budgeted amount of **$23.2M**. Mr. Riosreported that the year-to-date Debt Service Coverage is at **1.39** versus the requirement of **1.25.**

9. EXECUTIVE SESSION

The next item on the agenda was Executive Session.

Upon written recommendation of counsel, on motion duly made by Director Sobti, seconded by Director Alcorn, and unanimously approved, the Board recessed to convene into Executive Session at 3:57p.m.

The Board convened into Executive Session at 4:10 p.m.to discuss pending or threatened litigation to which GIAA is or may be a party. Attending Executive Session were Directors Duenas, Sgro, Sobti, Gerber, and Alcorn, Deputy Executive Manager Martinez,and Legal Counsel, Janalynn C. Damian, Eduardo Calvo, Kathleen Fisher and Genevieve Rapadas. Also present was the court reporter who will prepare a transcript of the Executive session.

On motion duly made by Director Alcorn, seconded by Director Sobti, Executive Session adjourned at 5:03 p.m., at which time the Board reconvened the regular session.

Legal Counsel announced for the record that Director Tolan and Director Camacho did not participate in Executive Session due to conflicts of interest and were both excused from the Board meeting at 4:00 p.m.

As a result of discussion during Executive Session, Chairman Duenas announced that there was a number of mattersfor Board approval, and presentedthe matter to the Board.

After further discussion, on motion duly made by Vice Chairperson Sgro, seconded by Director Alcorn, the following resolution was unanimously approved:

Resolution No. 18-45

The Board hereby approves the rejection of the DFS counter offer with regard to the DFS arbitration matter and to proceed with the hearing.

After further discussion, on motion duly made by Director Alcorn, seconded by Director Sobti, the following resolution was unanimously approved:

Resolution No. 18-46

The Board hereby authorizes Legal Counsel to represent current and former GIAA employees and Board members in the DFS vs. Lotte case.

10. PUBLIC COMMENTS

There were no Public Comments.

11. ADJOURNMENT

Motion to adjourn duly made by Director Alcorn, seconded by Director Sobti; motion unanimously passed. The meeting was adjourned at 5:06 p.m.
Dated this 25th, day of September, 2018.

Ricardo C. Duenas
Chairman

Attest:

Gurvinder Sobti
Secretary

Prepared and Submitted By:

Amanda O'Brien-Rios
Corresponding Secretary

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A.B. WON PAT INTERNATIONAL AIRPORT AUTHORITY, GUAM
Board of Directors Regular Meeting
3:00 p.m., Thursday, August 30, 2018
GIAA Terminal Conference Room #3

SIGN-IN SHEET

	PRINT NAME	COMPANY/AGENCY
1.	FRANK SANTOS	TMG
2.	VICTOR J. CRUZ	GIAA.
3.	Jean A.	GIAA
4.	Rolinda Facundo	GIAA
5.	[illegible]	GIAA
6.	ROBERT [illegible]	A.P. GIAA
7.	DAN SANTOS	GIAA
8.	Henry Cruz	GIAA
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MINUTES OF THE REGULAR MEETING OF THE BOARD OF DIRECTORS OF THE A.B. WON PAT INTERNATIONAL AIRPORT AUTHORITY, GUAM
Tuesday, September 25, 2018, 3:00 p.m.
GIAA TERMINAL CONFERENCE ROOM #3

1. CALL TO ORDER AND ATTENDANCE

The September 25, 2018 regular meeting of the Board of Directors of the A.B. Won Pat International Airport Authority, Guam ("GIAA" or the "Authority") was called to order by Chairman Duenas at 3:05 p.m. at the GIAA Terminal Conference Room #3, 355 Chalan Pasaheru, Tamuning, Guam, 96913.

Directors Present:	**Offices or positions:**
Ricardo C. Duenas	Chairman
Katherine C. Sgro	Vice Chairperson
Gurvinder "Bic" Sobti	Board Secretary
Martin J. Gerber	
Rosalinda A. Tolan	
Deedee S. Camacho	

Directors Absent:
Lucy M. Alcorn (Excused)

GIAA Officials:	
Pedro R. Martinez	Deputy Executive Manager
John A. Rios	Comptroller
Jean M. Arriola	Airport Services Manager
Gerard Bautista	Air Terminal Manager
Edward Muna	Superintendent of Operations
Victor Cruz	Engineering Supervisor
Joseph Javellana	Program Coordinator IV
Elfrie Koshiba	GIAA Marketing
Henry Cruz	GIAA Procurement
Janalynn C. Damian, Esq.	GIAA Legal Counsel
Frank R. Santos	GIAA Consultant

Chairman Duenas welcomed Airport tenants, stakeholders, and members of the public who are noted in a sign-in sheet attached to these minutes.

2. APPROVAL OF AGENDA

Motion to approve the agenda as presented duly made by Director Tolan, seconded by Director Sobti; motion unanimously passed.

3. APPROVAL OF MINUTES

A. August 30, 2018 Regular Meeting

Director Tolan informed the Board of a typo requiring correction on page three (3).On motion duly made by Vice chairperson Sgro, seconded by Director Camacho, the following resolution was unanimously passed:

Resolution No. 18-47

The Board hereby approves the minutes of the August 30, 2018 regular meeting, subject to corrections.

4. CORRESPONDENCE

Deputy Executive Manager Martinez had no Correspondence to report.

5. OLD BUSINESS

A. Status Updates of Capital Improvement Projects ("CIP")

Mr. Frank Santos, Consultant, provided brief highlights on Capital Improvement Projects for FY2018.

- International Arrivals Corridor with Building Seismic Upgrades: On September 7, 2018 a number of the Board members were provided a tour of the project. Based on the tour, and in consultation with the Contractor, Vice Chair Sgro has suggested an event, a tour or "Sneak Peak" of the project for the Governor and Lt. Governor. Mr. Santos announced that the time and will be finalized and the Board will be notified of the event.
- Noise Mitigation Program 65 DNL & Higher: Results from the noise measurements on 22 homes was received, and each home has passed and is eligible for additional sound proofing. Packages for each home will be put together and will be put out as a single bid in 2019. Noise measurements for the next 38 homes are to begin in October 2018. Mr. Santos explained the eligibility criteria of the noise measurement program.
- ARFF Facility-Design/Construction: Airport received FAA approval to proceed with executing the contract and issue the Notice to Proceed. Ground-breaking anticipated for October 2018.

- Apron Rehabilitation: Trench drains awaiting repairs and are to be repaired under FAA project after approval from FAA.

6. NEW BUSINESS

A. Approval of FY19Insurance Renewal Program

The first matter discussed was the FY19 Insurance Renewal Program. AM Insurance ("AM") representative, Ms. Ann Marie Muna presented the insurance quotes for FY2019. Nine (9) major insurance carriers were approached, only two (2) carriers this year responding with submittals.

The insurance program includes six (6) policies: Property Insurance with Catastrophe; Airport Operators Liability; Directors and Officers Liability; Workman's Compensation, Automobile Insurance; and Crime Insurance. Quotes are as follows:

Policy	Firm with Lowest Offered Premium	Amount
Property	Calvo's	$322,771.00
Airport Operators Liability	Calvo's	$131,580.00
Directors & Officers Liability	Moylan's	$36,720.00
Workman's Compensation	Moylan's	$35,000.00
Automobile Insurance	Moylan's	$34,622.00
Crime Insurance	Moylan's	$5,400.00
	TOTAL:	$566,093.00

The total premium costs for all coverage for FY2019 is $566,093.00. This represents an increase in premium of $20,505.00 per annum compared to FY2018 premium cost of $545,588.00. Management recommends that the Board approve the FY2019 insurance program as presented.

Vice Chairperson Sgro announced for the record that she would like to recuse herself and will not participate in discussion or vote on the matter.

After further discussion, on motion duly made by Director Gerber, seconded by Director Sobti, the following resolution was unanimously approved:

Resolution No. 18-48

The Board hereby approves the FY2019 Insurance Renewal Program, in the total amount of $566, 093.00 as follows:

Policy	Firm with Lowest Offered Premium	Amount
Property	Calvo's	$322,771.00
Airport Operators Liability	Calvo's	$131,580.00
Directors & Officers Liability	Moylan's	$36,720.00
Workman's Compensation	Moylan's	$35,000.00
Automobile Insurance	Moylan's	$34,622.00
Crime Insurance	Moylan's	$5,400.00
	TOTAL:	$566,093.00

B. Approval of Award for Real Estate Appraisal and Consulting Services - RFP No. RFP-005-FY18

The second matter discussed was Award for Real Estate Appraisal and Consulting Services. Deputy Executive Manager Martinez provided background information to the Board on the referenced RFP including the scope of services, contract term, dates of advertisement of the RFP, proposal submission deadline, and the number of interested proposers. A total of seven (7) firms showed their interest by obtaining the RFP package. An evaluation committee was established to evaluate the two (2) proposals that were submitted before the established deadline. The proposals were evaluated on a point system assigned for each criteria identified in the RFP package. As a result of the evaluation committee's tabulation, the selected firms in order of their ranking are as follows:

1. Proposer A / Proposer B

The selection of two (2) firms will allow GIAA the flexibility for real estate appraisal and consulting services. Therefore, Management recommends the approval of the ranking results and the contract award to Proposers A & B for the Real Estate Appraisal and Consulting Services contract, subject to negotiation of fair and reasonable fees.

The Deputy Executive Manager informed the Board that the initial term of the agreement shall be for five (5) years, and may be renewed at the sole discretion of GIAA by written notice, for two (2) additional one (1) year terms, not to exceed a total of seven (7) years.

Vice Chairperson inquired if there has there been a need in the past for real estate appraisal services. Ms. Jean Arriola replied yes, there has been a need for the purpose of appraising various Airport properties and assets. The last contract for this type of service expired early 2018.

Director Camacho inquired on how the Airport is to proceed negotiations with more than one (1) firm. Ms. Arriola replied that it would depend on the task, the scope would then be reviewed and determine which firm has the expertise. This has been done in the past.

Director Tolan inquired on one of the firms, as they have an off-island address if they previously done business on Guam. Ms. Arriola replied not at this time, prior to awarding the contract they would be required to get a Guam business license.

Regarding the determination of the initial non-submission of wage schedules, was this reviewed by legal counsel. Legal replied yes.

After further discussion, on motion duly made by Director Tolan, seconded by Director Sobti, the following resolution was unanimously approved:

Resolution No. 18-49

The Board hereby approves the ranking results as presented and the contract award to Proposers A & B, for Real Estate Appraisal and Consulting Services - RFP No. RFP-005-FY18, subject to Management's negotiation of fair and reasonable fees and review by legal counsel.

Deputy Executive Manager Martinez informed the Board that Proposer 'A' is Duff & Phelps, and Proposer 'B' is Cornerstone Valuation Guam.

7. REPORT OF THE EXECUTIVE MANAGER

Reference is made to the Executive Manager's Report included as part of the Board's packet, which was presented by Deputy Executive Manager Martinez.

8. REPORT OF THE COMPTROLLER

Mr. John Rios reported on the revenues and expenses of the Authority as of **August 31, 2018**. Mr. Rios reported that year-to-date Total Signatory Revenues are below budgeted revenues by **-8.1%**, year-to-date Total Concession Revenues and Passenger Facility Charges are below budget by **-3.1%** and **-13.0%**, respectively. Year-to-date Total Other Revenues, inclusive of non-signatory and non-airline revenues are above the budget estimate by **24.0%**. Year-to-date Total Operating Revenues Actual of **$69.9M** is **-0.7%** below the budget estimate of **$70.3M**. Year-to-date Total Operating Expenses are below budget by **-0.8%**. Components of this line item include a **-0.5%** decrease in Personnel Service, a **4.8%**increase in Contractual Services, a **-61.2%** decrease in Materials & Supplies and a **45.8%** increase in Equipment/Furnishings from budgeted amounts for these respective categories. The actual year-to-date Net Revenues from Operations of **$26.3M** reflects a decrease of **-0.4%** over the year-to-date budgeted amount of **$26.4M**. Mr. Rios reported that the year-to-date Debt Service Coverage is at **1.40** versus the requirement of **1.25.**

9. EXECUTIVE SESSION

Chairman Duenas announced that there would be no Executive Session.

10. PUBLIC COMMENTS

There were no Public Comments.

11. ADJOURNMENT

Motion to adjourn duly made by Director Tolan, seconded by Director Camacho; motion unanimously passed. The meeting was adjourned at 3:52 p.m.

Dated this 29th, day of November, 2018.

Ricardo C. Duenas
Chairman

Attest:

Gurvinder Sobti
Secretary

Prepared and Submitted By:

Amanda O'Brien-Rios
Corresponding Secretary

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MINUTES OF THE REGULAR MEETING OF THE BOARD OF DIRECTORS OF THE A.B. WON PAT INTERNATIONAL AIRPORT AUTHORITY, GUAM
Thursday, October 25, 2018, 3:00 p.m.
GIAA TERMINAL CONFERENCE ROOM #3

1. CALL TO ORDER AND ATTENDANCE

The October 25, 2018 regular meeting of the Board of Directors of the A.B. Won Pat International Airport Authority, Guam ("GIAA" or the "Authority") was called to order by Chairman Duenas at 3:17 p.m. at the GIAA Terminal Conference Room #3, 355 Chalan Pasaheru, Tamuning, Guam, 96913.

Directors Present:	**Offices or positions:**
Ricardo C. Duenas	Chairman
Katherine C. Sgro	Vice Chairperson
Gurvinder "Bic" Sobti	Board Secretary
Martin J. Gerber	
Lucy M. Alcorn	
Rosalinda A. Tolan	
Deedee S. Camacho	
Directors Absent:	None
GIAA Officials:	
Pedro R. Martinez	Deputy Executive Manager
Jean M. Arriola	Airport Services Manager
Gerard Bautista	Air Terminal Manager
Raymond Santos	Assistant Chief, GIAA ARFF
Edward Muna	Superintendent of Operations
Victor Cruz	Engineering Supervisor
Joseph Javellana	Program Coordinator IV
Antoinette Bautista	General Accounting Supervisor
Elfrie Koshiba	GIAA Marketing
Henry Cruz	GIAA Procurement
Janalynn C. Damian, Esq.	GIAA Legal Counsel
Thomas J. Fisher, Esq.	GIAA Conflicts Counsel
Frank R. Santos	GIAA Consultant

Chairman Duenaswelcomed Airport tenants, stakeholders, and members of the public who are noted in a sign-in sheet attached to these minutes.

2. APPROVAL OF AGENDA

Motion to approve the agenda as presented duly made by Director Tolan, seconded by Director Sobti; motion unanimously passed.

3. APPROVAL OF MINUTES

A. September 25, 2018 Regular Meeting

On motion duly made by Vice Chairperson Sgro, seconded by Director Alcorn, the following resolution was unanimously passed:

Resolution No. 19-01

The Board hereby approves the minutes of the September 25, 2018 regular meeting, subject to corrections.

4. CORRESPONDENCE

Deputy Executive Manager Martinez had no Correspondence to report.

5. OLD BUSINESS

A. Status Updates of Capital Improvement Projects("CIP")

Mr. Frank Santos, Consultant, providedbrief highlights on Capital Improvement Projects for FY2018.

- International Arrivals Corridor with Building Seismic Upgrades: "Sneak Peak" event scheduled for October 26, 2018. Media and the public will be able to view the pods. Hoarding area by Gate 6 will move to Gate 7, which will be closed for 4-5 months. Hoarding area will then move to Gate 9. United Airlines has a design team for the Club Room, who will be visiting Guam to coordinate their design. Moving Walkways are being worked back into project as funds become available.
- Noise Mitigation Program 65 DNL & Higher: 22 homes;preparing bids for sound proofing. Recent FAA regulations have indicated that the Noise Exposure Maps require updating. Any remaining funds from the existing grant will be used for updating the Maps.
- ARFF Facility-Design/Construction: Phase I essentially complete. Contract with the construction contractor has been executed. Pre-Notice to Proceed expected. "Ground Washing" event scheduled for November 1, 2018.

6. NEW BUSINESS

A. Approval of Award for Purchase and Delivery of Vehicles FY18 - IFB No. GIAA-001-FY18

The first matter discussed was the approval of award of the Purchase and Delivery of Vehicles FY18 under the Invitation For Bid No. GIAA-001-FY18.Deputy Executive Manager Martinez provided background information to the Board on the referenced IFB. Seven (7) firms/individuals purchased or downloaded bid packages, and three (3) firms submitted a bid before the submission deadline. The three (3) firms were evaluated and determined to be acceptable. As required by the Guam Procurement Regulations, the bid was publicly opened and read aloud in the presence of the bidder. The bid price submittals are as follows:

BIDDER'S NAME	ITEM No. 1.0	ITEM No. 2.0	ITEM No. 3.0	ITEM No. 4.0	ITEM No. 5.0	ITEM No. 6.0
Triple J Enterprises, Inc.	$72,750.00	$38,800.00	$40,200.00	NO BID	NO BID	$41,490.00
Cars Plus, LLC	$64,500.00	$29,852.00	$36,592.00	NO BID	$81,000.00	NO BID
Monster Auto Corp. dba Auto Sport	$74,985.00	NO BID	NO BID	NO BID	NO BID	NO BID

Deputy Executive Manager Martinez informed the Board that the total contract award for this bid is $253,434.00. Funding for this bid is available under the O&M budget or CIP grant funding. Pursuant to the guidelines in Item 9 of the Instruction to Bidders, the award of contract will be made to the lowest responsible, responsive bidder for each item bid, provided the bid is reasonable and in the best interest of GIAA. Triple J Enterprises, Inc. and Cars Plus, LLC have been determined to have met the standards of responsibility and responsiveness outlined in the Guam Procurement Regulations. Therefore, Management recommends the contract awards be made according to the following:

Item & Description:	**Awarded To:**	**Total Amount:**
Item 1.0: Small Sports Utility Vehicles; 3 each	Cars Plus, LLC	$64,500.00
Item 2.0: Mid Size SUV Sports Utility Vehicle; 1 each	Cars Plus, LLC	$29,852.00
Item 3.0: Full-Size SUV Sports Utility Vehicle; 1 each	Cars Plus, LLC	$36,592.00
Item 4.0: Full-Size SUV Sports Utility Vehicle (Extended Wheelbase, 130"); 1 each	NO BID	NO BID

Item 5.0: Police Pursuit Vehicles (4-Door Sedan Model); 2 each	Cars Plus, LLC	$81,000.00
Item 6.0: 15 Passenger Van; 1 each	Triple J Enterprises, Inc.	$41,490.00
	TOTAL CONTRACT AWARD:	**$253,434.00**

Director Alcorn brought attention to a possible typographical error on page two (2) of the Bid Evaluation and Recommendation Memorandumregarding the bid by Auto Spot. Mr. Henry Cruz of Procurement acknowledged the error and informed the Board that the correct bid by Auto Spot for Item 1.0 was $74,985.

Vice Chairperson Sgro inquired if these are replacement vehicles. Mr. Cruz replied that they are additional vehicles.Chairman Duenas asked what divisions these vehicles would be assigned to. Deputy Executive Manager informed the Board that the will be used by Airport Police, Operations and Administration. Discussion followed on the life cycle of the official vehicles, with Air Terminal Manager, Mr. Gerard Bautista announcing that there are 2003 vehicles still being utilized.

Director Alcorn inquired on the vehicle that got no bid. Air Terminal Manager announced that this vehicle was for ARFF and had specific requirements so it will go back out for bid.

After further discussion, on motion duly made by Director Sobti, seconded by Director Tolan, the following resolution was unanimously approved:

Resolution No. 19-02

The Board hereby approves the contract award forPurchase and Delivery of Vehicles FY18 - IFB No. GIAA-001-FY18 to Triple J Enterprises, Inc. in the amount of $41,490.00 for Bid Item 6.0, and Cars Plus, LLC in the total amount of $211,944.00 for Bid Items 1.0, 2.0, 3.0 and 5.0; for a total contract amount of $253,434.00, subject to review by conflicts counsel.

B. Ratification of Quarterly Travel

Deputy Executive Manager Martinez presented the quarterly travel from July to September 2018 for ratification by the Board.

Vice Chairperson Sgro inquired if the travel presented falls within the travel budget, and if it is a annual or monthly allocation. Air Terminal Manager informed the Board that the travel budget is compiled by all divisions, the travel calendar then gets approved as part of the annual budget. Every division submits travel requests prior to the budget getting approved.

After further discussion, on motion duly made by Director Gerber, seconded by Director Alcorn, the following resolution was unanimously approved:

Resolution No. 19-03

The Board hereby ratifies the FY2018 4th quarter travel report from July to September 2018 as presented.

At this time, Deputy Executive Manager Martinez announced that he had a Travel Request for Board approval for Chairman Duenas and Executive Manger Ada to travel to San Francisco, California on November 12-13, 2018 to attend the Ninth Circuit Hearing for the Crawford vs. A.B. Won Pat International Airport Authority, Guam matter.

Chairman Duenas announced that he is recusing himself from the discussion.

Vice Chairperson asked for clarification, if the request was for two (2) travelers. The Deputy Executive Manager replied yes.

After further discussion, on motion duly made by Director Gerber, seconded by Director Sobti, the following resolution was unanimously approved:

Resolution No. 19-04

The Board hereby approves the Official Travel Request for Chairman Ricardo Duenas and Executive Manager Charles H. Ada II to travel to San Francisco, California on November 12-13, 2018 to attend the Ninth Circuit Hearing for the Crawford vs. A.B. Won Pat International Airport Authority, Guam matter.

7. REPORT OF THE EXECUTIVE MANAGER

Reference is made to the Executive Manager's Report included as part of the Board's packet, which was presented by Deputy Executive Manager Martinez.

8. REPORT OF THE COMPTROLLER

Ms. Antoinette Bautistareported on the revenues and expenses of the Authority as of **September 30, 2018**. Ms. Bautistareported that year-to-date Total Signatory Revenues are below budgeted revenues by **-8.7%**, year-to-date Total Concession Revenues and Passenger Facility Charges are below budget by **-3.9%** and **-14.0%**, respectively. Year-to-date Total Other Revenues, inclusive of non-signatory and non-airline revenues are above the budget estimate by **22.9%**. Year-to-date Total Operating Revenues Actual of **$75.5M** is **-1.5%** below the budget estimate of **$76.7M**. Year-to-date Total Operating Expenses are above budget by **1.3%**. Components of this line item include a **1.0%**increase in Personnel Service, a **6.7%** increase in Contractual Services, a **-54.2%** decrease in Materials & Supplies and a **68.8%** increase in Equipment/Furnishings from budgeted amounts for these respective categories. The actualyear-to-date Net Revenues from Operations of **$27.9M** reflects a decrease of **-6.0%** over the year-to-date budgeted amount of **$29.4M**. Ms. Bautista reported that the year-to-date Debt Service Coverage is at **1.36** versus the requirement of **1.25.**

Vice Chairperson Sgro inquired on what were the contractual services. Ms. Bautista replied custodial and preventive maintenance contracts.

9. EXECUTIVE SESSION

The next item on the agenda was Executive Session.

Upon written recommendation of counsel, on motion duly made by Vice Chairperson Sgro, seconded by Director Camacho, and unanimously approved, the Board recessed to convene into Executive Session at 3:53p.m.

The Board convened into Executive Session at 4:03 p.m.to discuss pending or threatened litigation to which GIAA is or may be a party. Attending Executive Session were Directors Duenas, Sgro, Sobti, Gerber, and Alcorn, Deputy Executive Manager Martinez,and Legal Counsel, Janalynn C. Damian. Also present was the court reporter who will prepare a transcript of the Executive session.

Executive Session adjourned at 4:09 p.m., at which time the Board reconvened regular session.

Director Tolan and Director Camacho did not participate in Executive Session due to conflicts of interest.

As a result of discussion during Executive Session, Chairman Duenas announced that there was a matter for Board approval, and presentedthe matter to the Board.

After further discussion, on motion duly made by Vice Chairperson Sgro, seconded by Director Alcorn, the following resolution was unanimously approved:

Resolution No. 19-05

The Board hereby authorizes the Authority to issue payment to Calvo Fisher & Jacob LLP for the general matters legal fees incurred in September 2018 that exceed the monthly cap in the amount of $18,018.70.

10. PUBLIC COMMENTS

There were no Public Comments.

11. ADJOURNMENT

Motion to adjourn duly made by Director Alcorn, seconded by Director Tolan; motion unanimously passed. The meeting was adjourned at 4:11 p.m.

Dated this 3rd, day of December, 2018.

Ricardo C. Duenas
Chairman

Attest:

Gurvinder Sobti
Secretary

Prepared and Submitted By:

Amanda O'Brien-Rios
Corresponding Secretary

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WE'RE ON IT 24/7

BOARD OF DIRECTORS REGULARMEETING
3:00 p.m., Thursday, October 25, 2018
GIAA TERMINAL CONFERENCE ROOM #3

Public Notice
First Notice:
Guam Daily Post – October 18, 2018
Notice to Media – October 18, 2018

Second Notice:
Guam Daily Post – October 23, 2018
Notice to Media – October 23, 2018

AGENDA

1. Call to Order and Attendance
2. Approval of Agenda
3. Approval of Minutes
   - **A.** September 25, 2018 Regular Meeting
4. Correspondence
5. Old Business
   - **A.** Status Updates of Capital Improvement Projects
6. New Business
   - **A.** Approval of Award for Purchase and Delivery of Vehicles FY18 - IFB No. GIAA-001-FY18
   - **B.** Ratification of Quarterly Travel
7. Report of Executive Manager
8. Report of the Comptroller
9. Executive Session
10. Public Comments
11. Adjournment

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WE'RE ON IT 24/7

A.B. WON PAT INTERNATIONAL AIRPORT AUTHORITY, GUAM
Board of Directors Regular Meeting
3:00 p.m., Thursday, October 25, 2018
GIAA Terminal Conference Room #3

SIGN-IN SHEET

	PRINT NAME	COMPANY/AGENCY
1.	Ria Granillo	AM INS.
2.	ANNMARIE MUNA	AM INS.
3.		
4.		
5.	Gerard BAUTISTA	GIAA
6.	Henry Cruz	GIAA
7.	RAY SANTOS	GIAA
8.	J G. Javellana	GIAA
9.	Effie Koshiba	" Mktg
10.	VICTOR J. CRUZ	GIAA
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Tourist charged with sex assault on 2 hotel workers



Toshio Goto

A tourist faces charges in the Superior Court of Guam for allegedly sexually assaulting two women who work at the Guam Plaza Resort & Spa in Tumon.

At around 10:01 p.m. Tuesday, officers with the Guam Police Department responded to a criminal sexual conduct complaint at the hotel.

The defendant, Toshio Goto, faces charges for allegedly touching the breast of an employee and attempting to touch the genital area of another employee.

The complaint alleges the defendant "emitted an odor of (an) intoxicating beverage."

Police reviewed video surveillance, which recorded the incidents, a Superior Court magistrate's complaint stated.

Goto was charged with two counts of fourth-degree criminal sexual conduct and one count of attempted fourth-degree criminal sexual conduct. ***(Daily Post Staff)***

Yona man, 35, arrested in stabbing



Patrick Taijeron

A man is listed in stable condition after he was stabbed at Del Carmen Apartments in Yona.

Hagåtña Precinct Command officers responded to a report of a stabbing on Tuesday night.

Guam Police Department spokesman Sgt. Paul Tapao said when police arrived on the scene, Patrick Taijeron, 35, told officers he had stabbed another man while in the parking lot of the apartment complex.

Officers met with several witnesses and processed the crime scene.

The victim remains in stable condition at Guam Memorial Hospital.

Taijeron was arrested on suspicion of aggravated assault and possession and use of a deadly weapon in the commission of a felony. ***(Daily Post Staff)***

Suspect sought in Tumon purse snatching

Police are seeking the public's help in locating the individuals involved in a purse snatching in Tumon.

Officers from the Guam Police Department Tumon-Tamuning Precinct Command responded to a reported robbery along Route 14 near the Royal Orchid Guam Hotel in Tumon around 10:30 a.m. Wednesday. A woman told police that she had been walking on the sidewalk when a man approached her and grabbed her purse from behind, causing her to fall to the ground, said GPD spokesman Sgt. Paul Tapao.

The male suspect was seen running toward a vehicle described as a faded, older model sedan, Tapao stated. The suspect and the getaway driver fled the scene.

When police reviewed nearby surveillance cameras, they noted the male suspect was wearing a red shirt and blue shorts.

Anyone with information on this case is encouraged to call police dispatchers at 472-8911 or 475-8615~7, or report information to Guam Crime Stoppers at 477-HELP (4357) or online at guam.crimestoppersweb.com. ***(Daily Post Staff)***

Fisherman hooks a big one off southern Guam



BADONG: *Kayak fisherman Jimmy Badong hooked this fish from a depth of 1,800 feet about three miles off the coast of southern Guam. Badong said his catch is likely an Evoxymetopon poeyi, also known as Poey's scabbardfish. Photo courtesy of Jimmy Badong*

The Honorable EDDIE B. CALVO Governor

The Honorable RAY TENORIO Lt. Governor

PUBLIC NOTICE

The Board of Directors of the A.B. Won Pat International Airport Authority, Guam (GIAA) will convene its Regular Board meeting on Thursday, October 25, 2018 at 3:00 p.m. in Terminal Conference Room No. 3. In addition to regular matters, pursuant to 5 G.C.A. §8111(c)(2), Executive Session will be held to discuss pending litigation to which GIAA is a party. Parking is available in the Public Parking Lot.

For special accommodations or agenda items, please call the Board Office at 642-4717/18.

(This ad paid for by GIAA)

GUAM HOUSING AND URBAN RENEWAL AUTHORITY

Board of Commissioners Meeting
12:00 P.M., Thursday, October 25, 2018
GHURA Main Office
1st Floor Conference Room
117 Bien Venida Avenue, Sinajana

For special accommodation, contact Ms. Kathy Taitano
Tele No. 475-1322 or TTY #472-3701

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THE GUAM DAILY POST

GUAM VISITORS BUREAU 55TH ANNIVERSARY 1963 - 2018

QUARTERLY MEMBERSHIP MEETING

Tuesday, October 23, 2018
11:30 a.m. ~ 1:00 p.m.
Lotte Hotel Guam - Emerald Ballroom

GUBERNATORIAL FORUM

Lou Leon Guerrero, Democratic Candidate
Ray Tenorio, Republican Candidate

$28.00 per person
Please RSVP by 5 p.m. on Friday, October 19, 2018.
Call GVB at 646-5278/9 or email: nakisha.garrido@visitguam.org and jayde.bello@visitguam.org

This advertisement was paid for by the GVB Membership Fund.

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GUAM

Doc. No. 35GL-19-0628 *

ELECTION'18

Union, Bordallo back Leon Guerrero campaign

By John O'Connor
john@postguam.com

The Guam Federation of Teachers is throwing its support behind the Democratic gubernatorial team of Lou Leon Guerrero and Josh Tenorio.

The union made the announcement Monday afternoon. A survey of GFT worksite stewards, conducted by the union's Committee on Political Education, found that 90 percent of representatives wanted to endorse Leon Guerrero and Tenorio.

The union's endorsement was announced the same day Del. Madeleine Bordallo endorsed the Leon Guerrero-Tenorio team on social media.

"We need leaders who understand the issues," Bordallo said, in part.

Republicans would do most harm

At GFT, the union stated about 68 percent of stewards believed Republican nominees Lt. Gov. Ray Tenorio and his running mate, Tony Ada, would cause the most harm to their paychecks, work environment and way of life, according to GFT.

"An overwhelming percentage of worksite steward members felt Lou and Josh will best serve our public agencies and Guam's working families. It's time that our government has leadership that will give our public employees in education, health care, law enforcement and safety, transportation, utilities and all other public agencies better working conditions to better serve our island," GFT stated in a release.

GFT is Guam's largest employee federation, according to the release. The union has memberships in several agencies and represents about 5,000 employees through bargaining agreements.



UNION ENDORSEMENT: *Guam Federation of Teachers President Sanjay Sharma, left, and the union's Committee on Political Education Chairman David Teixeira, announce GFT is endorsing the Democratic gubernatorial team of Lou Leon Guerrero and Josh Tenorio. The union made the announcement at a press conference at the GFT headquarters Monday in Mangilao.*
David Castro/The Guam Daily Post

> "An overwhelming percentage of worksite steward members felt Lou and Josh will best serve our public agencies and Guam's working families."
>
> *– Statement from the Guam Federation of Teachers*

Did not consider Aguon-Limtiaco

GFT President Sanjay Sharma said the survey did not ask about the team of Sen. Frank Aguon Jr. and Alicia Limtiaco, who are running on the gubernatorial ticket as write-in candidates.

"When we polled our worksite stewards, it was a simple, 'Which major political party would you want to be supporting?'" Sharma said. "The reason why we didn't ask for any of the write-ins is because historically the write-in candidacies never work. So we wanted to make sure we offered the best two choices to our membership."

Sharma said this decision did not mean GFT disliked Aguon and Limtiaco. The union stated it wanted to make sure that it "went with the ones that won their primary votes."

Andri Baynum, a Simon Sanchez High School teacher and GFT member, is one individual organizing a write-in campaign for Aguon and Limtiaco.

Sharma said, "If Frank and Alicia had won (the primary race) then this would have been a different conversation, but because we have Lou and Josh winning – that was the choice we offered to our stewards."

Fine against People for Progress stands

By John O'Connor
john@postguam.com

The Guam Election Commission's $1,000 fine against a political action committee stands despite the threat of a lawsuit.

GEC issued the fine after People for Progress failed to file campaign finance disclosures. The information was also submitted to the Office of the Attorney General.

But the political action committee, or PAC, contended it was not under the purview of election disclosure law and therefore, did not need to file finance reports with the GEC. In response to the fine, the PAC's attorney, Jacqueline Terlaje, asked the commission to lift the fine by Oct. 19. The PAC is considering a lawsuit if the fine stays.

The Guam Daily Post did not receive a response or statement from the PAC after the deadline passed Friday.

Faced with a potential lawsuit, the election commission has decided to discuss the matters behind closed doors.

"They will schedule a meeting to meet in executive session," said GEC Executive Director Maria Pangelinan.

The commission has been asking People for Progress to submit campaign finance reports since 2016. Barring a disclosure filed in August 2016, the PAC has repeatedly stated it does not endorse any candidate and therefore is not subject to disclosure laws.

The fine was levied in early October.

Attorney Rachel Taimanao-Ayuyu, the executive director of the PAC, said the fine was an attempt to restrict the committee's speech.

"Speech is expressed through contributions, ... official statements, through ads and campaigning material. ... It's hard to do that when you're constantly having to defend your rights to the GEC," Taimanao-Ayuyu has said.

The PAC paid for a theater ad featuring Lt. Gov. Ray Tenorio, now a gubernatorial candidate. At the time the ad was released, Tenorio had not filed for official candidacy but had been hosting "BOTA 2018" events.

She maintained that neither the ad nor other remarks she has made about Tenorio were an endorsement for his candidacy.

GUAM HOUSING AND URBAN RENEWAL AUTHORITY

Board of Commissioners Meeting
12:00 P.M., Thursday, October 25, 2018
GHURA Main Office
1st Floor Conference Room
117 Bien Venida Avenue, Sinajana

For special accommodation, contact Ms. Kathy Taitano
Tele No. 475-1322 or TTY #472-3701

The Honorable EDDIE B. CALVO
Governor

The Honorable RAY TENORIO
Lt. Governor

PUBLIC NOTICE

The Board of Directors of the A.B. Won Pat International Airport Authority, Guam (GIAA) will convene its Regular Board meeting on Thursday, October 25, 2018 at 3:00 p.m. in Terminal Conference Room No. 3. In addition to regular matters, pursuant to 5 G.C.A. §8111(c)(2), Executive Session will be held to discuss pending litigation to which GIAA is a party. Parking is available in the Public Parking Lot.

For special accommodations or agenda items, please call the Board Office at 642-4717/18.

(This ad paid for by GIAA)

Doc. No. 35GL-19-0628

MINUTES OF THE REGULAR MEETING OF THE BOARD OF DIRECTORS OF THE A.B. WON PAT INTERNATIONAL AIRPORT AUTHORITY, GUAM
Tuesday, September 25, 2018, 3:00 p.m.
GIAA TERMINAL CONFERENCE ROOM #3

1. CALL TO ORDER AND ATTENDANCE

The September 25, 2018 regular meeting of the Board of Directors of the A.B. Won Pat International Airport Authority, Guam ("GIAA" or the "Authority") was called to order by Chairman Duenas at 3:05 p.m. at the GIAA Terminal Conference Room #3, 355 Chalan Pasaheru, Tamuning, Guam, 96913.

Directors Present:	**Offices or positions:**
Ricardo C. Duenas	Chairman
Katherine C. Sgro	Vice Chairperson
Gurvinder "Bic" Sobti	Board Secretary
Martin J. Gerber	
Rosalinda A. Tolan	
Deedee S. Camacho	

Directors Absent:
Lucy M. Alcorn (Excused)

GIAA Officials:

Pedro R. Martinez	Deputy Executive Manager
John A. Rios	Comptroller
Jean M. Arriola	Airport Services Manager
Gerard Bautista	Air Terminal Manager
Edward Muna	Superintendent of Operations
Victor Cruz	Engineering Supervisor
Joseph Javellana	Program Coordinator IV
Elfrie Koshiba	GIAA Marketing
Henry Cruz	GIAA Procurement
Janalynn C. Damian, Esq.	GIAA Legal Counsel
Frank R. Santos	GIAA Consultant

Chairman Duenas welcomed Airport tenants, stakeholders, and members of the public who are noted in a sign-in sheet attached to these minutes.

2. APPROVAL OF AGENDA

Motion to approve the agenda as presented duly made by Director Tolan, seconded by Director Sobti; motion unanimously passed.

3. APPROVAL OF MINUTES

A. August 30, 2018 Regular Meeting

Director Tolan informed the Board of a typo requiring correction on page three (3).On motion duly made by Vice chairperson Sgro, seconded by Director Camacho, the following resolution was unanimously passed:

Resolution No. 18-47

The Board hereby approves the minutes of the August 30, 2018 regular meeting, subject to corrections.

4. CORRESPONDENCE

Deputy Executive Manager Martinez had no Correspondence to report.

5. OLD BUSINESS

A. Status Updates of Capital Improvement Projects ("CIP")

Mr. Frank Santos, Consultant, provided brief highlights on Capital Improvement Projects for FY2018.

- International Arrivals Corridor with Building Seismic Upgrades: On September 7, 2018 a number of the Board members were provided a tour of the project. Based on the tour, and in consultation with the Contractor, Vice Chair Sgro has suggested an event, a tour or "Sneak Peak" of the project for the Governor and Lt. Governor. Mr. Santos announced that the time and will be finalized and the Board will be notified of the event.
- Noise Mitigation Program 65 DNL & Higher: Results from the noise measurements on 22 homes was received, and each home has passed and is eligible for additional sound proofing. Packages for each home will be put together and will be put out as a single bid in 2019. Noise measurements for the next 38 homes are to begin in October 2018. Mr. Santos explained the eligibility criteria of the noise measurement program.
- ARFF Facility-Design/Construction: Airport received FAA approval to proceed with executing the contract and issue the Notice to Proceed. Ground-breaking anticipated for October 2018.

- Apron Rehabilitation: Trench drains awaiting repairs and are to be repaired under FAA project after approval from FAA.

6. NEW BUSINESS

A. Approval of FY19Insurance Renewal Program

The first matter discussed was the FY19 Insurance Renewal Program. AM Insurance ("AM") representative, Ms. Ann Marie Muna presented the insurance quotes for FY2019. Nine (9) major insurance carriers were approached, only two (2) carriers this year responding with submittals.

The insurance program includes six (6) policies: Property Insurance with Catastrophe; Airport Operators Liability; Directors and Officers Liability; Workman's Compensation, Automobile Insurance; and Crime Insurance. Quotes are as follows:

Policy	Firm with Lowest Offered Premium	Amount
Property	Calvo's	$322,771.00
Airport Operators Liability	Calvo's	$131,580.00
Directors & Officers Liability	Moylan's	$36,720.00
Workman's Compensation	Moylan's	$35,000.00
Automobile Insurance	Moylan's	$34,622.00
Crime Insurance	Moylan's	$5,400.00
	TOTAL:	$566,093.00

The total premium costs for all coverage for FY2019 is $566,093.00. This represents an increase in premium of $20,505.00 per annum compared to FY2018 premium cost of $545,588.00. Management recommends that the Board approve the FY2019 insurance program as presented.

Vice Chairperson Sgro announced for the record that she would like to recuse herself and will not participate in discussion or vote on the matter.

After further discussion, on motion duly made by Director Gerber, seconded by Director Sobti, the following resolution was unanimously approved:

Resolution No. 18-48

The Board hereby approves the FY2019 Insurance Renewal Program, in the total amount of $566, 093.00 as follows:

Policy	Firm with Lowest Offered Premium	Amount
Property	Calvo's	$322,771.00
Airport Operators Liability	Calvo's	$131,580.00
Directors & Officers Liability	Moylan's	$36,720.00
Workman's Compensation	Moylan's	$35,000.00
Automobile Insurance	Moylan's	$34,622.00
Crime Insurance	Moylan's	$5,400.00
	TOTAL:	$566,093.00

B. Approval of Award for Real Estate Appraisal and Consulting Services - RFP No. RFP-005-FY18

The second matter discussed was Award for Real Estate Appraisal and Consulting Services. Deputy Executive Manager Martinez provided background information to the Board on the referenced RFP including the scope of services, contract term, dates of advertisement of the RFP, proposal submission deadline, and the number of interested proposers. A total of seven (7) firms showed their interest by obtaining the RFP package. An evaluation committee was established to evaluate the two (2) proposals that were submitted before the established deadline. The proposals were evaluated on a point system assigned for each criteria identified in the RFP package. As a result of the evaluation committee's tabulation, the selected firms in order of their ranking are as follows:

1. Proposer A / Proposer B

The selection of two (2) firms will allow GIAA the flexibility for real estate appraisal and consulting services. Therefore, Management recommends the approval of the ranking results and the contract award to Proposers A & B for the Real Estate Appraisal and Consulting Services contract, subject to negotiation of fair and reasonable fees.

The Deputy Executive Manager informed the Board that the initial term of the agreement shall be for five (5) years, and may be renewed at the sole discretion of GIAA by written notice, for two (2) additional one (1) year terms, not to exceed a total of seven (7) years.

Vice Chairperson inquired if there has there been a need in the past for real estate appraisal services. Ms. Jean Arriola replied yes, there has been a need for the purpose of appraising various Airport properties and assets. The last contract for this type of service expired early 2018.

Director Camacho inquired on how the Airport is to proceed negotiations with more than one (1) firm. Ms. Arriola replied that it would depend on the task, the scope would then be reviewed and determine which firm has the expertise. This has been done in the past.

Director Tolan inquired on one of the firms, as they have an off-island address if they previously done business on Guam. Ms. Arriola replied not at this time, prior to awarding the contract they would be required to get a Guam business license.

Regarding the determination of the initial non-submission of wage schedules, was this reviewed by legal counsel. Legal replied yes.

After further discussion, on motion duly made by Director Tolan, seconded by Director Sobti, the following resolution was unanimously approved:

Resolution No. 18-49

The Board hereby approves the ranking results as presented and the contract award to Proposers A & B, for Real Estate Appraisal and Consulting Services - RFP No. RFP-005-FY18, subject to Management's negotiation of fair and reasonable fees and review by legal counsel.

Deputy Executive Manager Martinez informed the Board that Proposer 'A' is Duff & Phelps, and Proposer 'B' is Cornerstone Valuation Guam.

7. REPORT OF THE EXECUTIVE MANAGER

Reference is made to the Executive Manager's Report included as part of the Board's packet, which was presented by Deputy Executive Manager Martinez.

8. REPORT OF THE COMPTROLLER

Mr. John Rios reported on the revenues and expenses of the Authority as of **August 31, 2018**. Mr. Rios reported that year-to-date Total Signatory Revenues are below budgeted revenues by **-8.1%**, year-to-date Total Concession Revenues and Passenger Facility Charges are below budget by **-3.1%** and **-13.0%**, respectively. Year-to-date Total Other Revenues, inclusive of non-signatory and non-airline revenues are above the budget estimate by **24.0%**. Year-to-date Total Operating Revenues Actual of **$69.9M** is -**0.7%** below the budget estimate of **$70.3M**. Year-to-date Total Operating Expenses are below budget by **-0.8%**. Components of this line item include a **-0.5%** decrease in Personnel Service, a **4.8%**increase in Contractual Services, a **-61.2%** decrease in Materials & Supplies and a **45.8%** increase in Equipment/Furnishings from budgeted amounts for these respective categories. The actual year-to-date Net Revenues from Operations of **$26.3M** reflects a decrease of **-0.4%** over the year-to-date budgeted amount of **$26.4M**. Mr. Rios reported that the year-to-date Debt Service Coverage is at **1.40** versus the requirement of **1.25.**

9. EXECUTIVE SESSION

Chairman Duenas announced that there would be no Executive Session.

10. PUBLIC COMMENTS

There were no Public Comments.

11. ADJOURNMENT

Motion to adjourn duly made by Director Tolan, seconded by Director Camacho; motion unanimously passed. The meeting was adjourned at 3:52 p.m.

Dated this _____, day of _____, 2018.

Attest:

Ricardo C. Duenas
Chairman

Gurvinder Sobti
Secretary

Prepared and Submitted By:

Amanda O'Brien-Rios
Corresponding Secretary

A.B. WON PAT INTERNATIONAL AIRPORT AUTHORITY, GUAM
CAPITAL IMPROVEMENT PROJECTS FOR FISCAL YEARS THROUGH 2018
as of 10/25/18

		PROJECT NAME	Bond	Federal	CIF	Total	Payment	Balance
	I. ONGOING							
1	AIP 97 AIP 100	Int'l Arrivals Corridor w/Bldg Seismic Upgrades	96,108,007	21,685,448	2,175,171	119,968,626	53,697,907	66,270,719
3	AIP 93	Noise Mitigation Program 65 DNL & Higher - Phase		2,000,000	200,000	2,200,000	400,396	1,799,604
4	AIP 94	Miscellanous Airport Improvements - Ph 5		706,077	78,453	784,530	788,126	(3,596)
5	AIP 95	Wildlife Management Assessment		100,000	10,000	110,000	102,078	7,922
6	AIP 96	Safety Management System		150,000	30,000	180,000	179,013	987
7	AIP 98 AIP 101	ARFF Facility-Design/Construction Phase 1/2	422,472	20,543,259	488,889	21,454,620	1,585,845	19,868,775
8	AIP 99 AIP 102	Apron Rehabilitation - Design		1,810,000	192,112	2,002,112	659,627	1,342,485
9	AIP 103	Rehabilitation Runway 6L - Design		750,000	83,334	833,334	28,938	804,396
10		Hold Bag Screening Relocation	5,369,933	24,899,330	260,092	30,529,355	30,451,201	78,155
11		Parking Expansion	1,654,912		704,881	2,359,793	1,654,912	704,881
12		Upgrade Airport IT & FMS	389,118		1,000,000	1,389,118	886,663	502,455
13		SSCP Improvements			2,000,000	2,000,000	196,005	1,803,995
13		3rd Flr Corridor Moving Walkways			2,000,000	2,000,000	-	2,000,000
14		Art Program	639,000		-	639,000	-	639,000
15		Impr Leasehold Facilities (GSE, Tech, VQ1,HC-5)			2,971,312	2,971,312	2,333,565	637,747
16		Tiyan Land Acquisition & Redevelopment			725,604	725,604	715,678	9,926
17		Facilities Fire Alarm/Suppression System			3,223,301	3,223,301	3,159,451	63,850
18		Upgrades to Public Restrooms - Final Phase			2,976,426	2,976,426	2,821,511	154,915
19		Maintenance Equipment			101,625	101,625	101,625	-
20		Airport Facilities Upgrades, Phased			5,371,711	5,371,711	4,811,366	560,345
21		Painting & Exterior Surface Improvements and Replace Roofing Systems			2,509,934	2,509,934	2,481,074	28,860
		Totals:	$ 104,583,442	$ 72,644,114	$ 27,102,846	$ 204,330,403	$ 107,054,982	$ 97,275,420

ANTONIO B. WON PAT
INTERNATIONAL AIRPORT AUTHORITY, GUAM
BOARD OF DIRECTORS
EXECUTIVE SUMMARY

INVITATION FOR BID
PURCHASE AND DELIVERY OF VEHICLES FY18
IFB NO. GIAA-001-FY18

October 25, 2018

Purpose

Board action is requested to approve the bid award of the Purchase and Delivery of Vehicles FY18 under the Invitation For Bid No. GIAA-001-FY18.

Background

The bid is for purchase and delivery of to be used by the Operations, Administration, Aircraft Fire Fighting Rescue (ARFF), and Airport Police divisions.

Procurement Background

The solicitation announcement was advertised through the local newspapers during the months of August & September 2018. The bid submission deadline and bid opening took place on October 5, 2018.

Seven (7) firms/individuals purchased or downloaded the bid package and three (3) firms submitted bids before the submission deadline. The firms were evaluated and three (3) were determined to be acceptable. As required by the Procurement Rules and Regulations, the bids were publicly opened and read aloud in the presence of the bidders.

The submitted bids are presented below:

BIDDER'S NAME	ITEM No. 1.0	ITEM No. 2.0	ITEM No. 3.0	ITEM No. 4.0	ITEM No. 5.0	ITEM No. 6.0
Triple J Enterprises, Inc.	$72,750.00	$38,800.00	$40,200.00	NO BID	NO BID	$41,490.00
Cars Plus, LLC	$64,500.00	$29,852.00	$36,592.00	NO BID	$81,000.00	NO BID
Monster Auto Corp. dba Auto Spot	$74,985.00	NO BID	NO BID	NO BID	NO BID	NO BID

Legal Review

Upon approval of awards, the contract will be processed through issuance of Purchase Orders in conformance with the Government of Guam Procurement Regulations.

Financial Review

The total contract awards for this bid is $253,434.00. Funding for this bid is available under the O&M budget or CIP grant funding.

Recommendation

Management recommends the contract awards based on the following:

Item & Description:	Awarded to:	Total Amount:
Item 1.0: Small Sports Utility Vehicles; 3 each	Cars Plus, LLC	$64,500.00
Item 2.0: Mid-size SUV Sports Utility Vehicle; 1 each	Cars Plus, LLC	$29,852.00
Item3.0: Full-size SUV Sports Utility Vehicle; 1 each	Cars Plus, LLC	$36,592.00
Item 4.0: Full-size SUV Sports Utility Vehicle (Extended Wheelbase, 130"); 1 each	NO BID	NO BID
Item 5.0: Police Pursuit Vehicles (4-Door Sedan Model); 2 each	Cars Plus, LLC	$81,000.00
Item 6.0: 15 Passenger Van; 1 each	Triple J Enterprises, Inc.	$41,490.00
	Total Contract Award:	**$253,434.00**

A.B. WON PAT INTERNATIONAL AIRPORT GUAM
ATURIDAT PUETTON BATKON AIREN GUAHAN ENTENASIONAT
P.O. Box 8770
Tamuning, GU 96931
Tel (671) 646-0300
Fax (671) 646-8823
www.guamairport.com
WE'RE ON IT 24/7

October 24, 2018

MEMORANDUM

TO: Charles H. Ada II, Executive Manager

FROM: Henry M. Cruz, Buyer Supervisor, Acting

SUBJECT: Bid Evaluation and Recommendation "Invitation For Bid"
Purchase and Delivery of Vehicles FY18
IFB No. GIAA-001-FY18

Procurement Background:
The above referenced Invitation For Bid was publicly announced through the local newspaper during the month of August and September 2018. The bid submission deadline and bid opening took place on October 5, 2018.

Seven (7) firms/individuals purchased or downloaded the bid package and three (3) firms submitted bids before the bid submission deadline. The bid submittal was opened in the presence of the bidders, members of the public and several GIAA representatives. The bid offer was read aloud by the Buyer Supervisor and tabulated by the GIAA Procurement staff.

The results of the bid price submittals are as follows in the order they were received and opened:

BIDDER'S NAME	ITEM No. 1.0	ITEM No. 2.0	ITEM No. 3.0	ITEM No. 4.0	ITEM No. 5.0	ITEM No. 6.0
Triple J Enterprises, Inc.	$72,750.00	$38,800.00	$40,200.00	NO BID	NO BID	$41,490.00
Cars Plus, LLC	$64,500.00	$29,852.00	$36,592.00	NO BID	$81,000.00	NO BID
Monster Auto Group dba Auto Spot	$74,985.00	NO BID	NO BID	NO BID	NO BID	NO BID

Bid Analysis and Evaluation:
The bid is packaged to provide separate awards for each of the following items:

- Item 1.0: Small Sports Utility Vehicles; 3 each
- Item 2.0: Mid-size SUV Sports Utility Vehicle; 1 each
- Item3.0: Full-size SUV Sports Utility Vehicle; 1 each
- Item 4.0: Full-size SUV Sports Utility Vehicle (Extended Wheelbase,

130"); 1 each
- Item 5.0: Police Pursuit Vehicles (4-Door Sedan Model); 2 each
- Item 6.0: 15 Passenger Van; 1 each

Pursuant to Section 9 of the Instructions to Bidders, the contract is to be awarded to the lowest responsible, responsive bidder, provided their bid is reasonable and it is in the best interest of the GIAA to accept it. To determine the responsibility of bidders, the bid package specified the required documents that bidders must submit with their bid packages. The attached abstract illustrates the inventory of required documents and bidders' submittal.

Triple J Enterprise, Inc.: The firm submitted a bid for Item 1.0 in the amount of **$72,750.00**, Item 2.0 in the amount of **$38,800.00**, Item 3.0 in the amount of **$40,200.00**, and Item 6.0 in the amount of **$41,490.00** respectively. Upon further evaluation, the bidder failed to comply with the required minimum specifications for Items 1.0 and 2.0; and therefore was deemed non-responsive for these particular items. The bidder submitted a copy of their current Guam Business License **#1905484.** All other documents were complete and in conformance with the Invitation For Bid.

Cars Plus LLC: The firm submitted a bid for Item 1.0 in the amount of **$64,500.00**, Item 2.0 in the amount of **$29,852.00**, Item 3.0 in the amount of **$36,592.00**, and Item 5.0 in the amount of **$81,000.00** respectively. The bidder submitted a copy of their current Guam Business License **#19105.** The bidder did not submit acknowledgement of receipt forms for Addendum B and Addendum C issued for the Invitation for Bid. Upon further evaluation, failure to acknowledge the amendments issued in Addenda B and C is immaterial and does not affect price, quantity, quality, delivery, or contractual conditions and do not prejudice the other bidders. Accordingly, pursuant to 2GAR §3109(m)(4)(B), GIAA will request that Cars Plus LLC correct this immaterial mistake and submit acknowledgment of receipt forms for Addenda B and C. All other required documents were complete and in conformance with the Invitation For Bid.

Monster Auto Corp. dba Auto Spot.: The firm submitted a bid for Item 1.0 in the amount of **$41,490.00** respectively. The bidder submitted a copy of their current Guam Business License**.** All other documents were complete and in conformance with the Invitation For Bid.

Recommendation:
Pursuant to the guidelines in Item 9 of the Instruction to Bidders, the award of contract will be made to the **lowest responsible, responsive bidder** for each Item Bid, provided their bid is reasonable and in the best interest of GIAA.

Triple J Enterprise, Inc. and **Cars Plus LLC** have been determined to have met the standards of responsibility and responsiveness outlined in the Guam Procurement Regulation. Therefore, it is recommended that the contract awards be made according to the following:

Item & Description:	Awarded to:	Total Amount:
Item 1.0: Small Sports Utility Vehicles; 3 each	Cars Plus, LLC	$64,500.00
Item 2.0: Mid-size SUV Sports Utility Vehicle; 1 each	Cars Plus, LLC	$29,852.00
Item3.0: Full-size SUV Sports Utility Vehicle; 1 each	Cars Plus, LLC	$36,592.00
Item 4.0: Full-size SUV Sports Utility Vehicle (Extended Wheelbase, 130"); 1 each	NO BID	NO BID
Item 5.0: Police Pursuit Vehicles (4-Door Sedan Model); 2 each	Cars Plus, LLC	$81,000.00
Item 6.0: 15 Passenger Van; 1 each	Triple J Enterprises, Inc.	$41,490.00
	Total Contract Award:	**$253,434.00**

Should you have any questions or concerns, I am available at your convenience.

Henry M. Cruz

APPROVED:

CHARLES H. ADA II
Executive Manager

cc: Procurement / Accounting

AFFIDAVIT DISCLOSING OWNERSHIP and COMMISSIONS

CITY OF Tamuning)

) ss.

ISLAND OF GUAM)

A. I, the undersigned, being first duly sworn, depose and say that I am an authorized representative of the bidder and that *[please check only one]:*

[ ] The bidder is an individual or sole proprietor and owns the entire (100%) interest in the offering business.

[X] The bidder is a corporation, partnership, joint venture, or association known as *[please state name of bidder company]*, and the persons, companies, partners, or joint venturers who have held more than 10% of the shares or interest in the offering business during the 365 days immediately preceding the submission date of the proposal are as follows *[if none, please so state]:*

Name	Address	% of Interest
Mr. & Mrs Robert H. Jones	Po Box 6066 Tam. Gu	70%

B. Further, I say that the persons who have received or are entitled to receive a commission, gratuity or other compensation for procuring or assisting in obtaining business related to the bid or proposal for which this affidavit is submitted are as follows *[([none, please so state]:*

Name	Address	Compensation
N/A		

C. If the ownership of the offering business should change between the time this affidavit is made and the time an award is made or a contract is entered into, then I promise personally to update the disclosure required by 5 GCA §5233 by delivering another affidavit to the government.

Jeff B. Jones

Signature of one of the following:
Bidder, if the bidder is an individual: Partner, if the bidder is a partnershhip; Officer, if the bidder is acorporation.

Subscribed and sworn to before me this day of Oct 4th, 2018.

NOTARY PUBLIC
My commission expires June 07, 2022.

Form MSDA-1

JOYCE TAITANO CALMA
NOTARY PUBLIC
In and for Guam, U.S.A.
My Commission Expires: **JUNE 07, 2022**
P.O. Box 10901 Tamuning, GU 96931

AFFIDAVIT DISCLOSING OWNERSHIP and COMMISSIONS

CITY OF Hagatna)

) ss.

ISLAND OF GUAM)

A. I, the undersigned, being first duly sworn, depose and say that I am an authorized representative of the bidder and that *[please check only one]:*

[ ] The bidder is an individual or sole proprietor and owns the entire (100%) interest in the offering business.

[ ] The bidder is a corporation, partnership, joint venture, or association known as *[please state name of bidder company]*, and the persons, companies, partners, or joint venturers who have held more than 10% of the shares or interest in the offering business during the 365 days immediately preceding the submission date of the proposal are as follows *[if none, please so state]:*

Name	Address	% of Interest
Joseph M. Crisostomo	153 Rosario Lp. Barr.GU 96913	93%
Joyce Q. Crisostomo	153 Rosario Lp. Barr.GU 96913	04%
Lanora C. Rapolla	647 Rt 8 Maite GU 96910	01%
Jennifer C. Camacho	647 Rt 8 Maite GU 96910	01%
Joseph M. Crisostomo Jr	153 Rosario Lp. Barr.GU 96913	01%
		100%

B. Further, I say that the persons who have received or are entitled to receive a commission, gratuity or other compensation for procuring or assisting in obtaining business related to the bid or proposal for which this affidavit is submitted are as follows *[([none, please so state]:*

Name	Address	Compensation

C. If the ownership of the offering business should change between the time this affidavit is made and the time an award is made or a contract is entered into, then I promise personally to update the disclosure required by 5 GCA §5233 by delivering another affidavit to the government.

Jennifer C. Camacho - Senior Vice President

Signature of one of the following:
Bidder, if the bidder is an individual: Partner, if the bidder is a partnershhip; Officer, if the bidder is acorporation.

Subscribed and sworn to before me this day of August, 2018.

NOTARY PUBLIC
My commission expires

KAYLA F. CASTRO
NOTARY PUBLIC
In and for Guam, U.S.A.
My Commission Expires: SEPT. 12, 2020
PMB 1093 111 Ch Balako Machanao, Dededo, GU 96929

Form MSDA-1

A.B. WON PAT INTERNATIONAL AIRPORT GUAM
ATURIDAT PUETTON BATKON AIREN GUAHAN ENTENASIONAT

FY 2018 TRAVEL REPORT

BOARD RATIFICATION - July - September

TA NO.	NAME	COST	TRAVEL DATES	PURPOSE	DESTINATION
18-07-112-A	II Ada, Charles H.	$95.00		TA was cancelled in its entirety, and to process payment for ticket cancellation. Was due to attend the 2018 ATRS Airport Efficiency Excellence Award	Seoul, Korea
18-07-113	Duenas, Ricardo C.	$3,614.89	07/01/2018 - 07/06/2018	Traveller attended the 2018 ATRS Airport Efficiency Excellence Award	Seoul, Korea
18-07-129	Martinez, Pedro R.	$2,896.47	07/2/2018 - 07/03/2018	Traveller attended the Japan Mission	Tokyo, Japan
18-08-132	Duenas, Ricardo C.	$4,297.45	08/22/2018 - 08/26/2018	Traveller attended the S&P Bond Rating presentation of Airport annual report	San Francisco, CA.
18-08-134	Rios, John A.	$4,995.01	08/22/2018 - 08/26/2018	Traveller attended the S&P Bond Rating presentation of Airport annual report	San Francisco, CA.
18-08-138	II Ada, Charles H.	$2,238.39	08/04/2018 - 08/12/2018	Traveller attended the 2018 Micronesia Aerodrome Certification Workshop	Pohnpei State, Federated State of Micronesia
18-09-143	Martinez, Pedro R.	$4,764.93	09/14/2018 - 09/19/2018	Traveller attended the World Routes 2018	Guangzhou, Guangdong Province, China
18-08-146	II Ada, Charles H.	$1,526.99	08/31/2018 - 09/01/2018	Traveller attended meetings with Commonwealth Ports Authority (CPA)	Saipan
18-09-150	Rios, John A.	$3,941.71	09/29/2018 - 10/02/2018	Traveller attended the S&P Bond Rating presentation of Airport annual report	San Francisco, CA.
18-09-151	II Ada, Charles H.	$4,517.43	09/23/2018 - 09/27/2018	Traveller attended the Emergency Management Standard Training (E0122)	Emmitsburg, Maryland

A.B. WON PAT INTERNATIONAL AIRPORT AUTHORITY, GUAM

REQUEST FOR OFFICIAL TRAINING/MEETING

☐ ON-ISLAND ☑ OFF-ISLAND

Request Submitted by: (Division Head Name) Ricardo C. Duenas

Name of Employee Participating in Training/Meeting: Ricardo C. Duenas

Position Title: Board Chairman Division/Section: Board of Directors

Title of Training/Meeting Requested: Ninth Circuit Hearing - Crawford vs. A.B. Won Pat Int'l Airport

Dates of Training/Meeting: November 12, 2018 - November 13, 2018

Training/Meeting Location (City and State): San Francisco, California

Training/Meeting Justification/Benefits (attach additional pages, if necessary): GIAA Executive Management and the Board Chairman will be travelling to San Francisco, California to attend the 9th Circuit Hearing for Crawford vs. A.B. Won Pat International Airport Authority, Guam.

Estimated Cost: $4,213.20
(airfare, per diem, registration, etc...)

Funding Source:
☑ GIAA Operations / Maintenance Budget
☐ Federal Program/Other: _____

Attach for Reference:
☐ Conference Registration
☐ Training Information
☑ Meeting Confirmation / Schedule
☐ Other: _____

Requested by:

10/25/18

Division Head/Signature Date

Chairman of the Board/Signature

☐ Approved ☐ Disapproved

Executive Manager/Signature Date

☑ Approved ☐ Disapproved

Board Chairman/Signature Date
Vice Chairperson/Signature

Doc. No. 35GL-19-0628.*

EXECUTIVE MANAGER'S REPORT
October 25, 2018

AIRLINE ISSUES

UNITED AIRLINES

United Airlines announced some personnel changes on UA flights, which went into effect Oct. 1st. The almost-200 Guam-based flight attendants now service the GUM-HNL flight, as part of the airlines integration of all flight attendants and the final phase of United's merger with Continental Airlines in 2010.

For its winter season, United also announced that they would

- Re-introduce the B777 servicing Guam and Narita from Oct. 28 through March 30, 2019
- Restore four-weekly flights to Nagoya from Dec. 2 through March 30, 2019
- Add eight (8) flights between Guam and Osaka from Nov. 1 through Dec. 16; and
- Add two (2) evening flights to Hong Kong from Nov. 1 to March 28, 2019

JAPAN AIRLINES

Japan Airlines' successful Pilot Training Program continues with a new batch of pilots that went training from Oct. 10 – 21, 2018.

JAL also announced the delivery of a new aircraft, 737-800, for Japan Trans Ocean Air (JTA), part of their group domestic airlines. The aircraft was ferried from Seattle to Okinawa via Majuro, with a stopover on Guam. It arrived Oct. 19th and departed Oct. 20th.

REGULATORY ISSUES

FAR Part 139 Certification Inspection

Our FAR Part 139 certification inspection begins next week Monday, October 29th through Friday, November 2nd. Again, our goal is another record breaking "0" discrepancy report, for a "THREEpeat" third-year streak!

Transportation Security Administration

We are ready to break ground for the Transportation Security Administration (TSA) checkpoint expansion. We are looking at a ceremony to kick-off the project second week of November.

FINANCIAL ISSUES

FY18 Financial Audit

Our Accounting Division continues to work closely with Ernst & Young on the ongoing audit of the Airport's finances. As required by statute, our audit will be completed no later than January 31, 2019.

LEGISLATIVE ISSUES

FY2019 Budget Law

The Budget Law **(PL 34-116)** for the new fiscal year froze all annual increments, promotions, reclassifications, merit bonuses and any other upward pay adjustments beginning October 1, 2018 for a 1-year period through September 30, 2019. The Office of the Attorney General issued a letter, dated Oct. 15, 2018, stating that the hiring freeze provision violates the "separation of powers" as it infringes upon the Governor's administrative authority to control the executive branch of the government. Therefore the provision is deemed inorganic.

PROCUREMENT ISSUES

IFB

IFB Glass window Cleaning

Announced: October 9, 2018
Deadline: October 30, 2018 @ 2pm

ANNOUNCEMENTS

- **IAC SNEAK PEEK**
  The **"Sneak Peek"** event for the **International Arrivals Corridor (IAC) and the First POD** will take place tomorrow, **Friday, October 26, 2018 at 10am**. The Governor, VIPs, Stakeholders and Aviation partners will join us to unveil this incredible CIP at Gate 5.
- **MAGPRO**
  The final **MagPro** activity is the **Award Banquet** scheduled for **Friday evening October 26, 2018 at the University of Guam's Calvo Field House at 6:00pm**. Airport has the following WINNERS:
  - **EMPLOYEE OF THE YEAR**
    Clerical & Related:
    - **Lance Arriola, Clerk III**(#1. General Clerical)
    - **Rita Camacho, Computer Operator III**(#15. Keypunch & Computer Ops)

    Business Regulation, Public Safety & Related
    - **Lenny Hernandez, Airport Police Officer II (**#30. Security & Correction)
  - **SUPERVISOR OF THE YEAR**
    Administrative, Accounting & Related Professional & Technical
    - **Virginia Molo, Personnel Specialist IV (**#14. Personnel Admin, Equal Employ& Public Admin.)
    - **Arleen Torres-Sanchez, Systems Analyst II** (#15. Computer Programming & Analysis)

    Business Regulation, Public Safety & Related
    - **Thomas PC Daga, Airport Police Supervisor** (#30. Security & Correction)

    Professional & Technical Environmental Health, Engineering & Related
    - **Antonio Laniog, Engineer III** (#34. Technical & Professional Engineering)
  - **COST SAVINGS OF THE YEAR**
    - **MIS Section** (#10. Cost Savings/Innovative Idea of the Year) **2nd year in a row!**
  - **NATIONAL RECOGNITION CITATION**
    - **ATRS**– Most Efficient Airport (Under 10Million Passengers)
    - **FAA Nomination**– Top 10 in "Safety" and "Best Overall Airport"

  The big announcements of DEPARTMENT OF THE YEAR and DEPARTMENT OF THE DECADE will be made at the Award Banquet.
- **ARFF GROUNDBREAKING**
  We will break ground for the new ARFF Facility next week with a ceremonial "ground washing" event on Thursday, November 1, 2018 at 10am at the ARFF barn. The Governor, VIPs, Stakeholders and Aviation and fire partners along with our FAA certification inspector will join us to break ground on $16M FAA funded project.
- **SUPER TYPHOON YUTU**
  We just came through Super typhoon Yutu pretty unscathed. Our employees were released from regular duty at 12pm yesterday, Wednesday Oct. 24th at COR 2 with the rest of the government of Guam. We stood up our emergency coordination center (ECC) throughout the night to coordinate all information with our response activity coordinator (RAC) up at the Office of Civil Defense. Airport returned to regular operations at 10am Thursday, Oct. 25th with the island's return to COR 4 issued by the Governor. We await news from our sister airports in the CNMI (Saipan and Tinian) as to how we may be of assistance, in needed, to assist in their recovery efforts.

A.B. WON PAT INTERNATIONAL AIRPORT GUAM
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WE'RE ON IT 24/7

October 23, 2018

MEMORANDUM

To: Mr. Ricardo C. Duenas
Chairman
GIAA Board of Directors

From: John A. Rios
Comptroller

Subject: **Operating Results – Revenues and Expenses as of September 30, 2018**

Attached herewith is GIAA's Operating Results Report for the month ending September 30, 2018. This report summarizes the Budgeted versus Actual Revenues and Expenses for the month and year-to-date results ended September 30, 2018.

The key operating results for 12 month(s) of FY2018 ending September 30, 2018 – (in $000's) are

CATEGORY	Actual FY18 Current Month	YEAR-TO-DATE			FORECAST FOR FULL YEAR-FY18	
		Budget FY18 Y-T-D	Actual FY18 Y-T-D	% Variance Budget vs. Actual Y-T-D Current Month	Actual Y-T-D FY18 Budget	% Variance Budget vs. Estimate for Full Year
Total Signatory Revenues	$ 2,307.1	$ 33,302.8	$ 30,403.2	-8.7%	$ 30,403.2	-8.7%
Total Concession Revenues	$ 1,448.2	$ 19,804.3	$ 19,033.6	-3.9%	$ 19,033.6	-3.9%
Total PFC's	$ 460.2	$ 7,719.0	$ 6,634.9	-14.0%	$ 6,634.9	-14.0%
Total Other Revenues	$ 1,465.1	$ 15,836.9	$ 19,457.7	22.9%	$ 19,457.7	22.9%
Total Operating Revenues	$ 5,680.6	$ 76,663.0	$ 75,529.5	-1.5%	$ 75,529.5	-1.5%
Total Operating Expenses	$ 4,080.0	$ 47,318.0	$ 47,948.1	1.3%	$ 47,948.1	1.3%
Net Revenues from Operations	$ 1,600.6	$ 29,345.0	$ 27,581.4	-6.0%	$ 27,581.4	-6.0%
Non-Operating Expenses	$ 48.1	$ 715.0	$ 709.4	-0.8%	$ 709.4	-0.8%
Other Available Moneys/other sources of funds	$ 573.3	$ 6,761.5	$ 6,786.0	0.4%	$ 6,786.0	0.4%
Net Debt Service Coverage	**1.05**	**1.42**	**1.36**	**-4.0%**	**1.36**	**-4.0%**

AMERICAN ASSOCIATION OF AIRPORT EXECUTIVES
AIRPORTS COUNCIL INTERNATIONAL
NASAO National Association of State Aviation Officials
TIACA THE INTERNATIONAL AIR CARGO ASSOCIATION

Year-to-date Total Signatory Revenues for the month ending September 30, 2018 are below Budgeted revenues by **-8.7%.** Signatory revenue estimates are based on projections submitted by Signatory airlines and adopted in the annual budget.

Year-to-date Total Concession Revenues are **-3.9%** below budget while Passenger Facility Charges are below the budget estimate by **-14.0%.**

Year-to-date Total Other Revenues, inclusive of non-signatory and non-airlines revenues, are above the budget estimate by **22.9%.**

Year-to-date Total Operating Revenues actual of **$75.5M** is **-1.5%** below the budget estimate of **$76.7M**.

Year-to-date Total Operating Expenses are above budget by **1.3%.** Components of this line item include a **1.0%** increase in Personnel Service, a **6.7%** increase in Contractual Services, a **-54.2%** decrease in Materials & Supplies and a **68.8%** increase in Equipment/Furnishings from budgeted amounts for these respective categories.

The actual year-to-date Net Revenues from Operations of **$27.9M** represents a **-6.0%** decrease over the year-to-date budgeted amount of **$29.4M**.

Finally, our year-to-date results for Debt Service Coverage is at **1.36** versus the requirement of **1.25.**

Should you have any questions, please contact me at your convenience.

Attachments

Cc: Board of Directors
Executive Manager
Deputy Executive Manager
Airport Services Manager
Airport Terminal Manager

GUAM INTERNATIONAL AIRPORT AUTHORITY
KEY OPERATING RESULTS ($000's)
as of September 30, 2018 (Unaudited)

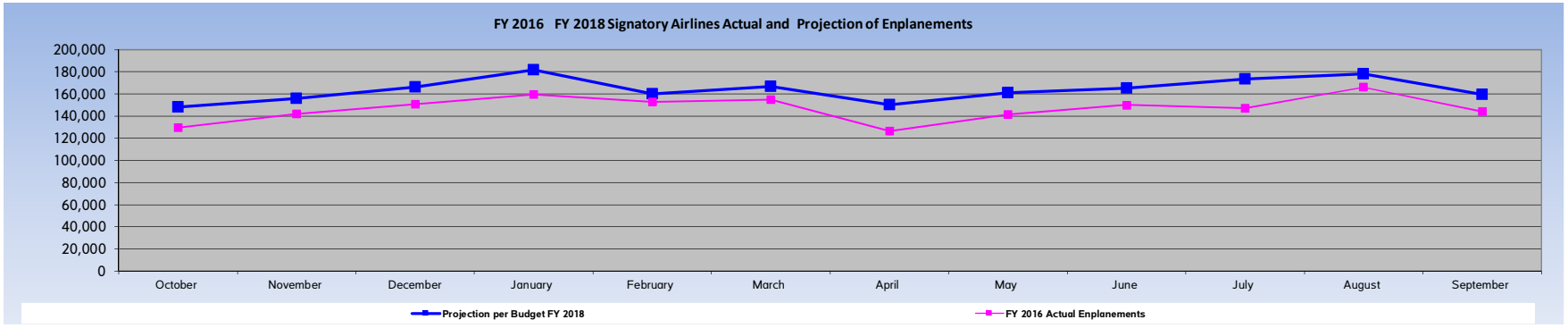
	CURRENT MONTH					YEAR TO DATE				FULL YEAR FORECAST	
	Actual FY2017	Budget FY2018	Actual FY2018	%Var Bud Vs Act'l	Budget Full Year	Actual FY2017	Budget FY2018	Actual FY2018	%Var Bud Vs Act'l	Actual/Est	%Var Bud Vs Act'l
I. Signatory Airline Rents & Fees											
Terminal Bldg Rentals	312.7	318.4	323.2	1.5%	3,820.0	3,749.6	3,820.0	3,834.6	0.4%	3,834.6	0.4%
Departure Fees	542.0	594.8	471.2	-20.8%	7,344.5	7,145.2	7,344.5	6,508.4	-11.4%	6,508.4	-11.4%
Arrival Fees	536.7	593.4	467.0	-21.3%	7,292.1	7,096.5	7,292.1	6,402.0	-12.2%	6,402.0	-12.2%
Immigration Inspection Fees	190.8	204.1	148.6	-27.2%	2,521.0	2,520.5	2,521.0	2,133.8	-15.4%	2,133.8	-15.4%
Loading Bridge Use Fees	481.2	597.3	550.6	-7.8%	7,300.0	5,981.7	7,300.0	6,763.2	-7.4%	6,763.2	-7.4%
Apron Use Fees	122.4	130.2	106.6	-18.1%	1,550.0	1,478.2	1,550.0	1,440.7	-7.0%	1,440.7	-7.0%
Landing Fees	251.6	291.9	239.9	-17.8%	3,475.2	2,957.0	3,475.2	3,320.6	-4.4%	3,320.6	-4.4%
Total Signatory Revenue	**2,437.4**	**2,730.0**	**2,307.1**	**-15.5%**	**33,302.8**	**30,928.6**	**33,302.8**	**30,403.2**	**-8.7%**	**30,403.2**	**-8.7%**
Enplaned Signatory Pax	138,967	159,274	129,698	-18.6%	1,966,786	1,832,104	1,966,786	1,767,087	-10.2%	1,767,087	-10.2%
Cost per Enplaned Pax	**$17.54**	**$17.14**	**$17.79**	**3.8%**	**$16.93**	**$16.88**	**$16.93**	**$17.21**	**1.6%**	**$17.21**	**1.6%**
Revenues from Sources other than Signatory Airlines Rents & Fees											
Concession Revenues											
Gen Mdse	1,266.2	1,267.7	1,091.0	-13.9%	15,216.9	15,262.1	15,216.9	14,814.8	-2.6%	14,814.8	-2.6%
In-flight Catering	67.3	76.0	67.7	-10.9%	921.9	871.1	921.9	844.7	-8.4%	844.7	-8.4%
Food & Beverage	82.6	96.1	71.2	-25.9%	1,149.8	1,076.6	1,149.8	1,001.7	-12.9%	1,001.7	-12.9%
Rental Cars	119.4	147.7	153.5	4.0%	1,715.0	1,493.8	1,719.0	1,533.2	-10.8%	1,533.2	-10.6%
Other Concession Rev	69.2	62.8	64.8	3.2%	796.7	807.0	796.7	839.3	5.3%	839.3	5.3%
Total Concession Revenues	**1,604.7**	**1,650.3**	**1,448.2**	**-12.2%**	**19,800.4**	**19,510.7**	**19,804.3**	**19,033.6**	**-3.9%**	**19,033.6**	**-3.9%**
Passenger Facility Charges	**566.0**	**625.1**	**460.2**	**-26.4%**	**7,719.0**	**7,286.2**	**7,719.0**	**6,634.9**	**-14.0%**	**6,634.9**	**-14.0%**
Other Revenue	**1,409.0**	**1,323.6**	**1,465.1**	**10.7%**	**15,840.9**	**19,629.8**	**15,836.9**	**19,457.7**	**22.9%**	**19,457.7**	**22.9%**
Total Operating Revenue	**6,017.1**	**6,329.0**	**5,680.6**	**-10.2%**	**76,663.0**	**77,355.3**	**76,663.0**	**75,529.5**	**-1.5%**	**75,529.5**	**-1.5%**
II. Operating Expenses:											
Personnel Services	-146.2	1,567.9	1,651.1	5.3%	20,383.4	18,267.5	20,383.4	20,589.0	1.0%	20,589.0	1.0%
Contractual Services	2,885.8	1,745.1	2,257.2	29.3%	24,480.6	23,996.8	24,480.6	26,122.7	6.7%	26,122.7	6.7%
Materials & Supplies	288.8	42.0	171.7	309.2%	2,363.0	1,365.2	2,363.0	1,082.8	-54.2%	1,082.8	-54.2%
Equipment/Furnishings	153.4	0.0	0.0	0.0%	91.0	285.9	91.0	153.6	68.8%	153.6	68.8%
Total Operating Expenses	**3,181.8**	**3,355.0**	**4,080.0**	**21.6%**	**47,318.0**	**43,915.4**	**47,318.0**	**47,948.1**	**1.3%**	**47,948.1**	**1.3%**
Net income from Operations	**2,835.3**	**2,974.0**	**1,600.6**	**-46.2%**	**29,345.0**	**33,439.8**	**29,345.0**	**27,581.4**	**-6.0%**	**27,581.4**	**-6.0%**

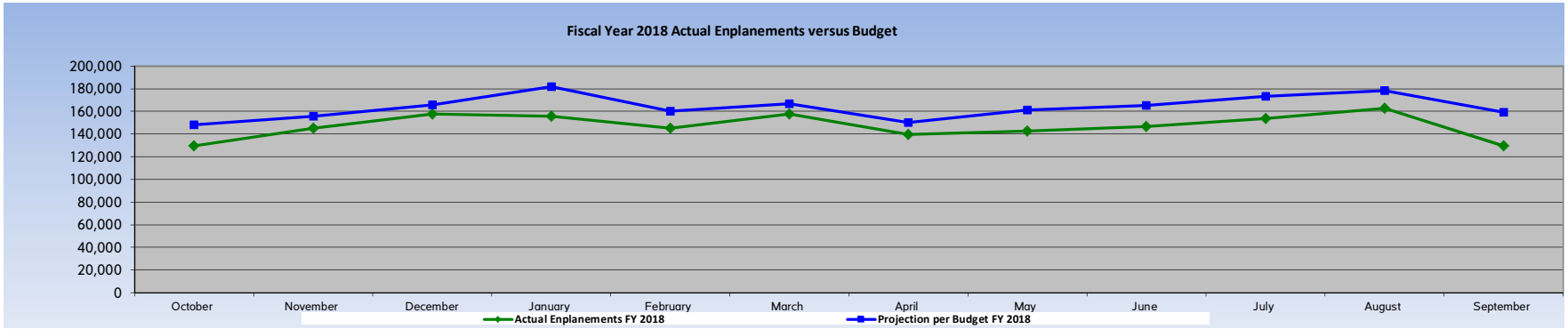
GUAM INTERNATIONAL AIRPORT AUTHORITY
KEY OPERATING RESULTS ($000's)
as of September 30, 2018 (Unaudited)

	CURRENT MONTH					YEAR TO DATE				FULL YEAR FORECAST	
	Actual FY2017	Budget FY2018	Actual FY2018	%Var Bud Vs Act'l	Budget Full Year	Actual FY2017	Budget FY2018	Actual FY2018	%Var Bud Vs Act'l	Actual/Est	%Var Bud Vs Act'l
III. Other Revenues and Expenses											
Less: Non Operating Expense(Ret/DOI/OHS)	46.8	0.0	48.1	0.0%	715.0	705.5	715.0	709.4	-0.8%	709.4	-0.8%
Add: Interest on Investments	66.2	66.0	90.5	37.1%	792.1	746.4	792.1	1,061.5	34.0%	1,061.5	34.0%
Net Revenues	2,854.6	3,040.0	1,643.0	-46.0%	29,422.1	33,480.7	29,422.1	27,933.5	-5.1%	27,933.5	-5.1%
Add: Other Sources of Funds	44.7	33.3	43.2	29.5%	400.0	450.5	400.0	424.5	6.1%	424.5	6.1%
Add: Other Available Moneys	529.9	530.1	530.1	0.0%	6,361.5	6,359.4	6,361.5	6,361.5	0.0%	6,361.5	0.0%
Net Revenues and Other Available Moneys	**3,429.2**	**3,603.5**	**2,216.3**	**-38.5%**	**36,183.6**	**40,290.7**	**36,183.6**	**34,719.4**	**-4.0%**	**34,719.4**	**-4.0%**
Debt Service payments	2,119.8	2,120.5	2,120.5	0.0%	25,446.0	25,437.5	25,446.0	25,446.0	0.0%	25,446.0	0.0%
Debt Service Coverage	**1.62**	**1.70**	**1.05**	**-38.5%**	**1.42**	**1.58**	**1.42**	**1.36**	**-4.0%**	**1.36**	**-4.0%**
Debt Service Requirement	**1.25**	**1.25**	**1.25**		**1.25**	**1.25**	**1.25**	**1.25**		**1.25**	

SUMMARY SIGNATORY AIRLINES

Enplanements	October	November	December	January	February	March	April	May	June	July	August	September	Total
Projection per Budget FY 2018	148,343	155,897	166,013	181,671	160,192	166,828	150,416	161,116	165,370	173,362	178,304	159,274	1,966,786
FY 2016 Actual Enplanements	129,352	141,778	150,587	159,545	153,030	155,032	126,400	141,568	149,942	147,032	166,085	143,840	1,764,191
FY 2017 Actual Enplanements	143,619	148,002	160,544	162,303	143,720	157,735	146,779	150,775	151,974	158,139	169,547	145,108	1,838,245
FY 2018 Actual Enplanements/Projection	129,772	145,309	157,750	155,969	145,088	157,932	139,620	142,477	146,720	153,951	162,801	129,698	1,767,087
FY 2018 versus FY 2017 Monthly%	-9.64%	-1.82%	-1.74%	-3.90%	0.95%	0.12%	-4.88%	-5.50%	-3.46%	-2.65%	-3.98%	-10.62%	-3.87%
FY 2018 versus FY 2017 Monthly	-13,847	-2,693	-2,794	-6,334	1,368	197	-7,159	-8,298	-5,254	-4,188	-6,746	-15,410	-71,158
FY 2018 versus FY 2017 Cumulative	-13,847	-16,540	-19,334	-25,668	-24,300	-24,103	-31,262	-39,560	-44,814	-49,002	-55,748	-71,158	-71,158
	-9.64%	-11.18%	-12.04%	-15.81%	-16.91%	-15.28%	-21.30%	-26.24%	-29.49%	-30.99%	-32.88%	-49.04%	-3.87%





Enplanements	October	November	December	January	February	March	April	May	June	July	August	September	Total
Actual versus Forecast													
Actual Enplanements FY 2018	129,772	145,309	157,750	155,969	145,088	157,932	139,620	142,477	146,720	153,951	162,801	129,698	1,767,087
Projection per Budget FY 2018	148,343	155,897	166,013	181,671	160,192	166,828	150,416	161,116	165,370	173,362	178,304	159,274	1,966,786
Actual Enplanements Over/(Under) Projection	(18,571)	(10,588)	(8,263)	(25,702)	(15,104)	(8,896)	(10,796)	(18,639)	(18,650)	(19,411)	(15,503)	(29,576)	(199,699)
Cumulative Total	(18,571)	(29,159)	(37,422)	(63,124)	(78,228)	(87,125)	(97,921)	(116,560)	(135,210)	(154,620)	(170,124)	(199,699)	-10.2%
Percentage Over/(Under) Forecast													
	October	November	December	January	February	March	April	May	June	July	August	September	
% Monthly versus Projection	-12.5%	-6.8%	-5.0%	-14.1%	-9.4%	-5.3%	-7.2%	-11.6%	-11.3%	-11.2%	-8.7%	-18.6%	
% Cumulative Total	-12.5%	-9.6%	-8.0%	-9.7%	-9.6%	-8.9%	-8.7%	-9.0%	-9.3%	-9.5%	-9.4%	-10.2%	
Month to Month Trend													
	October	November	December	January	February	March	April	May	June	July	August	September	
Actual Enplanements	129,772	145,309	157,750	155,969	145,088	157,932	139,620	142,477	146,720	153,951	162,801	129,698	
Month to Month Increase/(Decrease)		15,537	12,441	-1,781	-10,881	12,844	-18,312	2,857	4,243	7,231	8,850	-33,103	
Month to Month Increase/(Decrease) in %		12.0%	8.6%	-1.1%	-7.0%	8.9%	-11.6%	2.0%	3.0%	4.9%	5.7%	-20.3%	

CPE	Cost Per Enplanement FY2017 Actual versus Projected												CPE FY18
Forecast Per FY2018 Budget	$ 17.31	$ 17.16	$ 16.96	$ 16.69	$ 17.00	$ 17.13	$ 17.34	$ 17.10	$ 16.56	$ 16.46	$ 16.52	$ 17.14	$ 16.93
Actual CPE	$ 19.12	$ 17.58	$ 17.23	$ 17.03	$ 17.37	$ 16.74	$ 16.98	$ 16.66	$ 16.68	$ 17.00	$ 16.68	$ 17.79	$ 17.21
Variance	$ (1.80)	$ (0.42)	$ (0.27)	$ (0.34)	$ (0.36)	$ 0.39	$ 0.36	$ 0.44	$ (0.12)	$ (0.54)	$ (0.17)	$ (0.65)	$ (0.27)

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jdamian@calvofisher.com

RECOMMENDATION OF COUNSEL

TO: Board of Directors
ANTONIO B. WON PAT INTERNATIONAL AIRPORT AUTHORITY, GUAM

CC: Mr. Charles H. Ada II
Executive Manager
ANTONIO B. WON PAT INTERNATIONAL AIRPORT AUTHORITY, GUAM

FROM: Janalynn Cruz Damian
CALVO FISHER & JACOB LLP

DATE: October 15, 2018

SUBJECT: **Executive Session**

Pursuant to 5 GCA § 8111(c)(1), I hereby recommend that the Board of Directors of GIAA conduct an Executive Session at the next regularly scheduled Board meeting to discuss pending or threatened litigation to which GIAA is or may be a party.

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WE'RE ON IT 24/7

MINUTES OF THE REGULAR MEETING OF THE BOARD OF DIRECTORS OF THE A.B. WON PAT INTERNATIONAL AIRPORT AUTHORITY, GUAM
Monday, December 3, 2018, 3:00 p.m.
GIAA TERMINAL CONFERENCE ROOM #3

1. CALL TO ORDER AND ATTENDANCE

The December 3, 2018 regular meeting of the Board of Directors of the A.B. Won Pat International Airport Authority, Guam ("GIAA" or the "Authority") was called to order by Chairman Duenas at 3:05 p.m. at the GIAA Terminal Conference Room #3, 355 Chalan Pasaheru, Tamuning, Guam, 96913.

Directors Present:	**Offices or positions:**
Ricardo C. Duenas	Chairman
Katherine C. Sgro	Vice Chairperson
Gurvinder "Bic" Sobti	Board Secretary
Rosalinda A. Tolan	
Deedee S. Camacho	
Directors Absent:	None
GIAA Officials:	
Charles H. Ada II	Executive Manager
Pedro R. Martinez	Deputy Executive Manager
John A. Rios	Comptroller
Jean M. Arriola	Airport Services Manager
Gerard Bautista	Air Terminal Manager
Raymond Mantanona	Chief, GIAA ARFF
Edward Muna	Superintendent of Operations
Victor Cruz	Engineering Supervisor
Joseph Javellana	Program Coordinator IV
Rolenda Faasuamalie	GIAA Marketing
Henry Cruz	GIAA Procurement
Janalynn C. Damian, Esq.	GIAA Legal Counsel
Frank R. Santos	GIAA Consultant

Chairman Duenaswelcomed Airport tenants, stakeholders, and members of the public who are noted in a sign-in sheet attached to these minutes.

2. APPROVAL OF AGENDA

Motion to approve the agenda as presented duly made by Vice Chairperson Sgro, seconded by Director Tolan; motion unanimously passed.

3. APPROVAL OF MINUTES

A. October 25, 2018 Regular Meeting

On motion duly made by Director Camacho, seconded by Director Tolan, the following resolution was unanimously passed:

Resolution No. 19-06

The Board hereby approves the minutes of the October 25, 2018 regular meeting, subject to corrections.

4. CORRESPONDENCE

Executive Manager announced that there was correspondence from Governor-elect Leon Guerrero and Lieutenant Governor-elect Tenorio, which will be discussed further during the Executive Manager's report.

5. OLD BUSINESS

A. Status Updates of Capital Improvement Projects ("CIP")

Mr. Frank Santos, Consultant, providedbrief highlights on Capital Improvement Projects for FY2018.

- International Arrivals Corridor with Building Seismic Upgrades:$210 million project; $110 million expended. Estimated contract completion date is September 2019. Updated Stakeholder meeting scheduled for December 18, 2018 at 10:00 a.m.
- Apron Rehabilitation - Design: Scheduled for bid April 2019
- Rehabilitation Runway 6L - Design: Scheduled for bid April 2019

6. NEW BUSINESS

A. Signatory Airline Operating Agreement & Terminal Building Lease

The first matter discussed was the approval ofSignatory Airline Operating Agreement & Terminal Building Lease. The Executive Manager provided a brief executive summary to the Board highlighting a number of revisions to the existing Agreement, to include the term, now five (5) years, commencing October 1, 2018 and expiring September 30, 2023. Term shall be extended for one (1) additional five (5) year period, in the event of change in law and mutual agreement of the parties.

Vice Chairperson Sgro inquired if all Airlines have the same expiration dates to their Agreements. Executive Manager Ada replied yes. Ms. Jean Arriola added that the revisions to

the Agreement are a result of input from staff, consultants and the Airlines themselves. The Airport team has had two (2) consultation meetings with the Airlines, in January and October 2018.

After further discussion, on motion duly made by Vice Chairperson Sgro, seconded by Director Sobti, the following resolution was unanimously approved:

Resolution No. 19-07

The Board hereby approvesthe Signatory Airline Operating Agreement & Terminal Building Lease as presented.

B. Approval of Award for Glass Window Cleaning Services - IFB No. GIAA-001-FY19

Executive Manager Ada provided background information to the Board on the referenced IFB. Thirteen (13) firms/individuals purchased bid packages and only four (4) firms submitted a bid before the submission deadline. The four (4)firms were evaluated and determined to be acceptable. As required by the Guam Procurement Regulations, the bid was publicly opened and read aloud in the presence of the bidders. The bid prices submittal are as follows:

Bidder/Firm's Name:	Amount
Guam Cleaning Masters	$418,422.72
Maids to Order, Inc. dba MTO Maintenance	$104,400.00
General Pacific Services, LLC dba Pacific Waste Systems, LLC	$345,000.00
JJ Global Services	$165,000.00

Executive Manager Ada informed the Board that the lowest total bid amount was in the amount of $104,400.00 from Maids to Order, Inc. dba MTO Maintenance. However, the bidder failed to submit a bid security in the amount of not less than fifteen percent (15%) of the amount of their Total Bid Price. Therefore, pursuant to Section 15 of the Instruction to Bidders, the bidder was deemed non-responsive due to failure to comply with the Invitation For Bid.

The second lowest bidder, JJ Global Services failed to submit the Acknowledgement Receipt form provided in Required Forms of the IFB documents. As this mistake is immaterial and does not prejudice other bidders, having a no effect on price, quantity, quality, delivery, or contractual conditions, a written determination to waive this minor informality is made part of the procurement record.

Management recommends the contract award in the total amount of $165,000.00 to JJ Global Services who has met the standards of responsibility and responsiveness outlined in the Guam Procurement Regulations.

After further discussion, on motion duly made by Director Tolan, seconded by Director Camacho, the following resolution was unanimously approved:

Resolution No. 19-08

The Board hereby approves the contract award for Glass Window Cleaning Services - IFB No. GIAA-001-FY19 to JJ Global Services for a total contract amount of $165,000.00, subject to review by legal counsel.

C. Approval of Board Resolution No. 19-09: Agreement for Legal Services

The third item discussed was the extension of the Agreement for legal services with Fisher & Associates. The extension would be the third of four (4) options to extend.

After further discussion, on motion duly made by Vice Chairperson Sgro, seconded by Director Tolan, the following resolution was unanimously approved:

Resolution No. 19-09

WHEREAS, an Agreement for Legal Services – Conflicts Counsel (the "Conflicts Counsel Agreement") was entered into effective as of December 1, 2015, by and between the ANTONIO B. WON PAT INTERNATIONAL AIRPORT AUTHORITY, GUAM ("GIAA") and Fisher & Associates; and

WHEREAS, the Conflicts Counsel Agreement provides for a term of one (1) year with four (4) options to extend for a period of one (1) year each, not to exceed a total contract period of five (5) years with GIAA approval; and

WHEREAS, on October 27, 2016, by Resolution No. 17-05, the Board of Directors approved the extension of the Conflicts Counsel Agreement for an additional one year period (1st Option) commencing on December 1, 2016, and expiring on November 30, 2017, under the same terms and conditions as set forth in the Conflicts Counsel Agreement; and

WHEREAS, on October 26, 2017, by Resolution No. 18-03, the Board of Directors approved the extension of the Conflicts Counsel Agreement for an additional one year period (2nd Option) commencing on December 1, 2017, and expiring on November 30, 2018, under the same terms and conditions as set forth in the Conflicts Counsel Agreement; and

WHEREAS, the Board of Directors has determined that GIAA continues to require the services of conflicts legal counsel and that it is in the best interests of GIAA to extend the term of the Conflicts Counsel Agreement for an additional one (1) year period (3rd Option) commencing on December 1, 2018, and expiring on November 30, 2019, under the same terms and conditions as set forth in the Conflicts Counsel Agreement.

NOW, THEREFORE, BE IT RESOLVED, that the Board of Directors of GIAA hereby extends the term of the Conflicts Counsel Agreement for an additional one (1) year period commencing on December 1, 2018, under the same terms and conditions as set forth in the Conflicts Counsel Agreement.

7. REPORT OF THE EXECUTIVE MANAGER

Reference is made to the Executive Manager's Report included as part of the Board's packet, which was presented by Executive Manager Ada.

8. REPORT OF THE COMPTROLLER

Mr. John Rios reported on the revenues and expenses of the Authority as of **October 31, 2018**. Mr. Rios reported that year-to-date Total Signatory Revenues are below budgeted revenues by **-9.5%**, year-to-date Total Concession Revenues and Passenger Facility Charges are below budget by **-2.0%** and **-27.5%**, respectively. Year-to-date Total Other Revenues, inclusive of non-signatory and non-airline revenues are below the budget estimate by **-7.9%**. Year-to-date Total Operating Revenues Actual of **$6.1M** is **-9.0%** below the budget estimate of **$6.7M**. Year-to-date Total Operating Expenses are below budget by **12.2%**. Components of this line item include a **-34.6%** decrease in Personnel Service, a **25.0%** increase in Contractual Services, a **-82.7%** decrease in Materials & Supplies and a **-100.0%** decrease in Equipment/Furnishings from budgeted amounts for these respective categories. The actualyear-to-date Net Revenues from Operations of **$2.5M** reflects a decrease of **-4.2%** over the year-to-date budgeted amount of **$2.7M**. Mr. Riosreported that the year-to-date Debt Service Coverage is at **1.34** versus the requirement of **1.25.**

Chairman Duenas announced that Public Comments will move up on the agenda to accommodate a presentation.

9. PUBLIC COMMENTS

Representatives Richard Reed and Tony Kim from RNK Architects provided a brief PowerPoint presentation of a proposed hotel across to be built on six acres of property across the Airport off of Route 10A. Mr. Reed informed the Board that they will be presenting the project at a public hearing at the Guam Land Use Commission to get an approval to proceed. Chairman Duenas announced that one of the Board members would also attend the public hearing.

At this time, Chairman Duenas announced that Director Gerber's and Director Alcorn's terms as Members of the GIAA Board of Directors has expired.

10. EXECUTIVE SESSION

The next item on the agenda was Executive Session.

Upon written recommendation of counsel, on motion duly made by Director Tolan, seconded by Vice Chairperson Sgro, and unanimously approved, the Board recessed to convene into Executive Session at 3:57 p.m.

The Board convened into Executive Session at 4:05 p.m.to discuss pending or threatened litigation to which GIAA is or may be a party. Attending Executive Session were Directors Duenas, Sgro, Sobti, and Camacho, Executive Manager Ada,and Legal Counsel Eduardo A. Calvo, Michael A. Pangelinan, Janalynn C. Damian, and Genevieve Rapadas. Also present was the court reporter who will prepare a transcript of the Executive session.

Executive Session adjourned at 5:02 p.m., at which time the Board reconvened regular session.

Director Tolan did not participate in Executive Session due to conflicts of interest.

As a result of discussion during Executive Session, Chairman Duenas announced that there was a matter for Board approval, and presentedthe matter to the Board.

After further discussion, on motion duly made by Director Camacho, seconded by Director Sobti, the following resolution was unanimously approved:

Resolution No. 19-10

The Board hereby authorizes legal counsel to send a response to Lotte Duty Free's November 30, 2018 letters , authorizesthe Chairman and the Executive Manager to handle and make all decisions relating to the current dispute with Lotte Duty Free, to include a decision to move forward with the drawdown on letter of credit.

On motion duly made by Director Camacho, seconded by Director Sobti, the following resolution was unanimously approved:

Resolution No. 19-11

The Board also hereby authorizes the Authority to pay Calvo Fisher & Jacob LLP (1) its legal fees/costs relating to the specialty retail matter to bring them current and (2) for general matters legal feesincurred in October and November 2018 that exceed the monthly cap in the amount of $21,757.70 and approximately $46,000.00, respectively.

11. ADJOURNMENT

Motion to adjourn duly made by Vice Chairperson Sgro, seconded by Director Camacho; motion unanimously passed. The meeting was adjourned at 5:04 p.m.

Dated this 3rd, day of January, 2019 ~~2018.~~

Attest:

Ricardo C. Duenas
Chairman

Gurvinder Sobti
Secretary

Prepared and Submitted By:

Amanda O'Brien-Rios
Corresponding Secretary

ANTONIO B. WON PAT INTERNATIONAL AIRPORT AUTHORITY, GUAM
BOARD OF DIRECTORS RESOLUTION NO. 19-09

RELATIVE TO THE
EXTENSION OF THE AGREEMENT FOR LEGAL SERVICES –
CONFLICTS COUNSEL
WITH FISHER & ASSOCIATES

WHEREAS, an Agreement for Legal Services – Conflicts Counsel (the "Conflicts Counsel Agreement") was entered into effective as of December 1, 2015, by and between the ANTONIO B. WON PAT INTERNATIONAL AIRPORT AUTHORITY, GUAM ("GIAA") and Fisher & Associates; and

WHEREAS, the Conflicts Counsel Agreement provides for a term of one (1) year with four (4) options to extend for a period of one (1) year each, not to exceed a total contract period of five (5) years with GIAA approval; and

WHEREAS, on October 27, 2016, by Resolution No. 17-05, the Board of Directors approved the extension of the Conflicts Counsel Agreement for an additional one year period (1st Option) commencing on December 1, 2016, and expiring on November 30, 2017, under the same terms and conditions as set forth in the Conflicts Counsel Agreement; and

WHEREAS, on October 26, 2017, by Resolution No. 18-03, the Board of Directors approved the extension of the Conflicts Counsel Agreement for an additional one year period (2nd Option) commencing on December 1, 2017, and expiring on November 30, 2018, under the same terms and conditions as set forth in the Conflicts Counsel Agreement; and

WHEREAS, the Board of Directors has determined that GIAA continues to require the services of conflicts legal counsel and that it is in the best interests of GIAA to extend the term of the Conflicts Counsel Agreement for an additional one (1) year period (3rd Option) commencing on December 1, 2018, and expiring on November 30, 2019, under the same terms and conditions as set forth in the Conflicts Counsel Agreement.

NOW, THEREFORE, BE IT RESOLVED, that the Board of Directors of GIAA hereby extends the term of the Conflicts Counsel Agreement for an additional one (1) year period commencing on December 1, 2018, under the same terms and conditions as set forth in the Conflicts Counsel Agreement.

DULY AND REGULARLY ADOPTED BY THE BOARD OF DIRECTORS OF THE ANTONIO B. WON PAT INTERNATIONAL AIRPORT AUTHORITY, GUAM AT THE DECEMBER 3, 2018 REGULAR BOARD MEETING.

RICARDO C. DUENAS, Chairman

KATHERINE C. SGRO, Vice Chair

GURVINDER S. SOBTI, Secretary

ROSALINDA A. TOLAN

DEEDEE S. CAMACHO

ATTEST:

GURVINDER S. SOBTI, Secretary

A.B. WON PAT INTERNATIONAL AIRPORT GUAM
ATURIDAT PUETTON BATKON AIREN GUAHAN ENTENASIONAT
P.O. Box 8770
Tamuning, GU 96931
Tel (671) 646-0300
Fax (671) 646-8823
www.guamairport.com
WE'RE ON IT 24/7

BOARD OF DIRECTORS REGULARMEETING
3:00 p.m., Monday, December 3, 2018
GIAA TERMINAL CONFERENCE ROOM #3

Public Notice
First Notice:
Guam Daily Post – November 26, 2018
Notice to Media – November 26, 2018

Second Notice:
Guam Daily Post – November 29, 2018
Notice to Media – November 29, 2018

AGENDA

1. Call to Order and Attendance
2. Approval of Agenda
3. Approval of Minutes
   - **A.** October 25, 2018 Regular Meeting
4. Correspondence
5. Old Business
   - **A.** Status Updates of Capital Improvement Projects
6. New Business
   - **A.** Signatory Airline Operating Agreement & Terminal Building Lease
   - **B.** Approval of Award for Glass Window Cleaning Services - IFB No. GIAA-001-FY19
   - **C.** Approval of Board Resolution No. 19-09: Agreement for Legal Services
7. Report of Executive Manager
8. Report of the Comptroller
9. Executive Session
10. Public Comments
11. Adjournment

AMERICAN ASSOCIATION OF AIRPORT EXECUTIVES
AIRPORTS COUNCIL INTERNATIONAL
NASAO National Association of State Aviation Officials
TIACA THE INTERNATIONAL AIR CARGO ASSOCIATION

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WE'RE ON IT 24/7

A.B. WON PAT INTERNATIONAL AIRPORT AUTHORITY, GUAM
Board of Directors Regular Meeting
3:00 p.m., Monday, December 3, 2018
GIAA Terminal Conference Room #3

SIGN-IN SHEET

	PRINT NAME	COMPANY/AGENCY
1.	Gerard BAUTISTA	GIAA - ATM
2.	Henry Cruz	GIAA
3.	CHUCK ADA	GIAA
4.	EDWARD MUNA	CIAA
5.	JENN ARRIOLA	GIAA
6.	Rolinda Fraiola	GIAA
7.	VICTOR J. CRUZ	GIAA
8.	Raymond Mantanona	GIAA
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24 bills on session agenda

By Kevin Kerrigan
kevin@postguam.com

Twenty-four bills and a veto override are on the agenda for the November legislative session scheduled to begin Wednesday.

Sen. Tom Ada is seeking to override Gov. Eddie Calvo's veto of his Bill 28-34. Rejecting the bill last month, the governor said both the attorney general and the General Services Agency opposed the measure.

Bill 28 sought to improve Guam's protest-plagued procurement process by expanding the right to protest and establishing a time limit for a decision to be made on any protest.

However, in his veto message, the governor said the bill would lead to ambiguity and "a multiplicity of frivolous protests" because it would allow anyone who shows interest in the procurement to file a protest even if they never submitted a bid or offer.

Some concern was expressed during last week's Rules Committee hearing about the number of bills set to be heard during the three-day session.

Ada said, realistically, senators cannot get through all 24 bills in three days. One day has to be set aside for voting, he added.

A motion from Sen. Telena Nelson was adopted to permit the seven senators who introduced the 24 bills to prioritize their two most important measures to be acted on first. Then, if time permits, their other bills would be considered.

The bills selected as priorities are:

• Bill 365-34 was introduced by Nelson relative to the adoption of peace officer physical fitness qualifications and training standards.

• Bill 144-34 was introduced by Nelson to establish the Guam Landlord and Tenant Rental Act.

• Bill 344-34 was introduced by Sen. Therese Terlaje relative to expediting distribution of Guam World War II claims to awardees who die before receiving the award.

• Bill 342-34 was introduced by Ada to authorize the Chamorro Land Trust Commission to enter into a 50-year lease with the Guam Racing Federation to continue the Guam Raceway Park.

• Bill 236-34 was introduced by Ada to establish new rules to enable the Guam Environmental Protection Agency to more effectively prevent, prepare for and respond to the possibility of an oil spill.

• Bill 267-34 was introduced by Sen. Mary Torres to enhance procedural protections within the civil service commission in favor of increasing due process for classified government of Guam employees.

• Bill 238-34 was introduced by Sen. Louise Muña to update the definition of violent crimes as they relate to criminal injuries compensation.

• Bill 274-34 was introduced by Sen. Fernando Esteves to exempt vehicle inspection fees from being applied to the gross income of safety inspection stations for the purpose of assessing business privilege taxes.

• Bill 211-34 was introduced by Esteves to prioritizing the procurement process for supplies or services deemed necessary to protect the interests of the territory and requiring a bond to be posted when a procurement protest is filed.

• Bill 42-34 was introduced by Sen. Dennis Rodriguez Jr. to establish qualified tax-exempt ABLE savings accounts designed to provide secure funding for disability-related expenses without supplanting other sources.

• Bill 347-34 was introduced by Rodriguez to pay special tribute to all veterans who served in the Korean War by designating a portion of Route 7 as "Korean War Veterans Drive."

• Bill 366-34 was introduced by Ada to appropriate $3.5 million from the Healthy Futures Fund to the Department of Public Health and Social Services for the local matching requirement for the Medicaid program.

• Bill 354-34 was introduced by Ada to transfer Guam Regional Medical City's annual $700,000 community contribution to the Guam Economic Development Authority into the Healthy Futures Fund to supplement the local matching requirement for the Medicaid program.

Girl Scouts cookie presales started; boxes now $5

By Meghan Swartz
meghan@postguam.com

Your favorite Girl Scout cookies won't be on island until Jan. 12, but cookie presales have begun.

Cookie presales began Nov. 9 and will continue through Nov. 30. Those interested in ordering ahead of time can order through any Girl Scout or by calling the Guam Girl Scouts office at 671-646-5652. Guam Girl Scouts accounting associate Melanie Reyo said scout leaders will do their best to connect people with a Girl Scout in the buyers' area from whom they can order directly.

The 2019 cookie season will see a few changes, including increased prices, as boxes will now sell for $5 each, up from $4 last year. Reyo said the price increase is due to higher shipping and supply prices.

The gluten-free Caramel Chocolate Chip Cookie is the only new flavor to debut this year, but unfortunately it is available for purchase only in the states at this time, Reyo said.

Last year, Reyo said approximately 92,000 boxes of cookies were sold on Guam. At $4 per box, that comes out to $368,000. All of that money stays on Guam, Reyo said.

According to the national Girl Scouts website, local councils typically receive up to 75 percent of the local retail price, as each council determines its revenue structure based on the cost for the council to buy cookies. These net proceeds are used to fund Guam Girl Scouts programs and projects throughout the year.

PUBLICATION NOTICE

In accordance with the provisions of Guam Code Annotated, Title XI, Chapter III, Section 3315, notice is hereby given that:

HAEVICHI HOSPITALITY GUAM, INC.

dba: I Pilan Room, Misty's Poolside Grill, Mix @ Cha Cha Cha, Prego, Pution Room, Royal Beach Club Lounge, Service Express, Somnak Ballroom, Taste, Unnai Room.

has applied for a Class: **4 General On Sale Alcoholic Beverage License** said premises being marked as Lot: **5052-6-NEW, WESTIN HOTEL, TUMON.**



Kumision I Tano Saina'ta Guam Ancestral Lands Commission

The Guam Ancestral Lands Commission Board Meeting will be held on **Wednesday, November 28, 2018 at 2:00 p.m.**, Department of Land Management conference room, 3rd Floor of the ITC Building 590 S. Marine Corps Drive, Tamuning. The agenda may be viewed at the following link:

http://dlm.guam.gov/announcements-2/

Individuals requiring special accommodations, auxiliary aids or services, may call 649-5263 ext. 400

This ad paid for by Government funds.

The Honorable **EDDIE B. CALVO** Governor

The Honorable **RAY TENORIO** Lt. Governor

PUBLIC NOTICE

The Board of Directors of the A.B. Won Pat International Airport Authority, Guam (GIAA) will convene its Regular Board meeting on Monday, December 3, 2018 at 3:00 p.m. in Terminal Conference Room No. 3. In addition to regular matters, pursuant to 5 G.C.A. §8111(c)(2), Executive Session will be held to discuss pending litigation to which GIAA is a party. Parking is available in the Public Parking Lot.

For special accommodations or agenda items, please call the Board Office at 642-4201.

(This ad paid for by GIAA)

UNIVERSITY OF GUAM
UNIBETSEDÅT GUÅHAN

The University of Guam Solicits Applications to Establish a List of Eligibles for the Following Limited Term, Federally Funded Positions (Subject to the availability of funds) **for Enrollment Management & Student Success/ TRIO Programs--Upward Bound (UB). Deadline to apply: Continuous Until Filled**

#006-19 ACADEMIC ASSISTANTS (Part-Time and Full-Time positions available)

Supporting documents are required with application as per job announcements such as copy of school transcripts and valid driver's license.

Contact the Human Resources Office at (671)735-2350 for additional information regarding requirements, qualifications and application deadline, 8:00 a.m. to 5:00 p.m., Monday through Thursday, and 8:00 a.m. to 12:00 p.m. on Friday, except holidays. View the Human Resources Office website at http://www.uog.edu/hro for detailed information on the job announcement.

The University of Guam is a U.S. accredited institution and an Equal Opportunity Employer and Provider and complies with the Americans with Disabilities Act. For assistance, please contact the University's Director, EEO and Title IX/ADA Coordinator at (671)735-2244; (671)735-2243 (TTY).

/s/ JOSEPH B. GUMATAOTAO
Acting Chief Human Resources Officer

This ad is paid for by University of Guam TRIO-Upward Bound. Upward Bound is 100% federally funded with an annual total funding of $$442,397.00 from the U.S. Education Department.

Doc. No. 35GL-19-0628*

Teacher in diploma scam must avoid partner, others

By Tihu Lujan
tihu@postguam.com

The high school teacher accused of issuing fake diplomas was ordered to cease contact with several people, as reaffirmed during a hearing Wednesday at the Superior Court of Guam.

Andrea Maanao Cruz, a teacher at George Washington High School, appeared in court for her first trial setting Wednesday.

Judge Anita Sukola of the Superior Court of Guam was looking over a list of stay-away orders for Cruz and said she had "quite a few."

Cruz is also required not to discuss the case with her life partner, who wasn't charged or arrested in relation to the alleged crime.

Joaquin Arriola Jr., defense counsel for Cruz, said he recently received 200 pages of discovery, which he told Sukola he needed to review.

The defendant will next be in court on Jan. 16.

> Judge Anita Sukola of the Superior Court of Guam was looking over a list of stay-away orders for Cruz and said she had "quite a few."

300 students affected

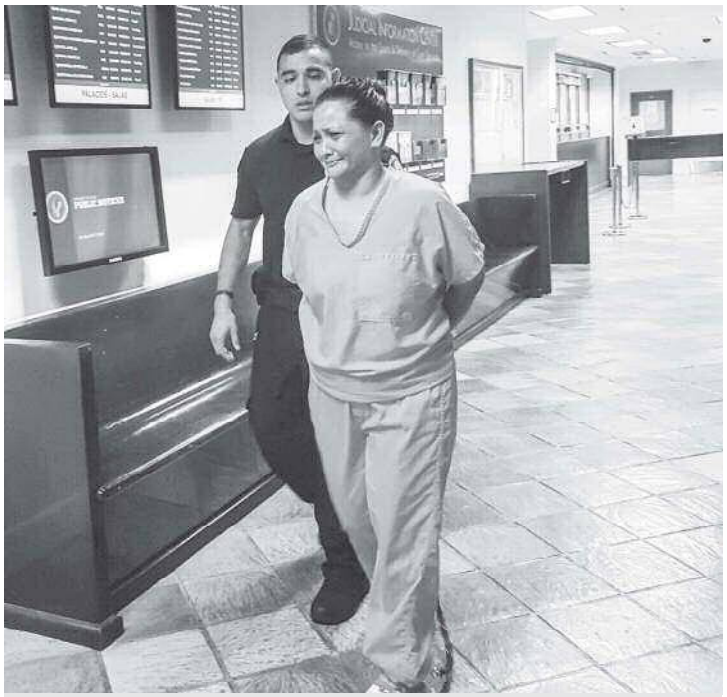
Cruz was arrested on Oct. 17 following an investigation into the Believe, Achieve, Motivate private tutoring school. She has pleaded not guilty.

She allegedly started B.A.M. in late 2017 and had provided approximately 300 students with B.A.M. diplomas and transcripts. The institution caught the attention of authorities after students attempted to enroll at Guam Community College using B.A.M. diplomas and transcripts.

The diplomas also allegedly used the logo for the Guam Department of Education. Both GCC and GDOE have denied any affiliation with B.A.M.

A nearly 350-student drop in high school enrollment for school year 2017-2018 may be attributable to the alleged diploma scam, according to the Guam Department of Education.

Cruz is accused of official misconduct and possession of methamphetamine. She was allegedly found with the drug during her arrest.



CRUZ: *Andrea Maanao Cruz is escorted at the Guam Judicial Center after her appearance in the Superior Court of Guam on Oct. 26. The George Washington High School teacher was arrested on Oct. 17 following an investigation into the Believe, Achieve, Motivate private tutoring school. Post file photo*

Construction company cited after land clearing

By Tihu Lujan
tihu@postguam.com

A construction company clearing forested land along a Maite cliff line recently has been instructed to halt their work after failing to obtain the proper permits. The entity responsible for contracting the construction work has yet to be identified.

UMS Equipment Rental was issued a field citation Tuesday by the Guam Environmental Protection Agency.

"We instructed UMS to cease work until the proper permits are obtained," said Nic Rupley Lee, Guam EPA acting deputy administrator and public information officer.

Lee said he believed the company was only permitted to clear the land, which is located off Marine Corps Drive in East Hagåtña and just below the Bayview Baptist Church along the Maite cliff line.

Investigation

Despite the permit's limitations, heavy equipment was used to grade, or carve soil, at the lot. Lee said there's an active investigation into the company's earth-moving activity. Guam EPA will determine how to address UMS overstepping the parameters of the permit.

Lee could not immediately identify the entity that contracted UMS to clear the land, but indicated the company is listed in Guam EPA permits.



ON HOLD: *Vehicles pass an area that had been cleared along Marine Corps Drive in East Hagåtña just below the Bayview Baptist Church along the Maite cliff line. The use of heavy equipment to carve soil at the site has been halted after the issuance of a field citation. A permit had been issued for the clearing of the land, but not for grading.*
Dontana Keraskes/The Guam Daily Post

The Honorable
EDDIE B. CALVO
Governor

The Honorable
RAY TENORIO
Lt. Governor

PUBLIC NOTICE

The Board of Directors of the A.B. Won Pat International Airport Authority, Guam (GIAA) will convene its Regular Board meeting on Monday, December 3, 2018 at 3:00 p.m. in Terminal Conference Room No. 3. In addition to regular matters, pursuant to 5 G.C.A. §8111(c)(2), Executive Session will be held to discuss pending litigation to which GIAA is a party. Parking is available in the Public Parking Lot.

For special accommodations or agenda items, please call the Board Office at 642-4601.

(This ad paid for by GIAA)

PUBLICATION NOTICE

In accordance with the provisions of Guam Code Annotated, Title XI, Chapter III, Section 3315, notice is hereby given that:

BB CORPORATION
dba: Cali Vietnam Restaurant and Lounge

has applied for a Class: **4 / General On-Sale Alcoholic Beverage License.** Said premises being marked as Lot: **5056-3NEW-1NEW, Unit 106 Tumon Offices Park (Former Young Plaza) Tumon.**

Doc. No. 35GL-18-0628.

MINUTES OF THE REGULAR MEETING OF THE BOARD OF DIRECTORS OF THE A.B. WON PAT INTERNATIONAL AIRPORT AUTHORITY, GUAM
Thursday, October 25, 2018, 3:00 p.m.
GIAA TERMINAL CONFERENCE ROOM #3

1. CALL TO ORDER AND ATTENDANCE

The October 25, 2018 regular meeting of the Board of Directors of the A.B. Won Pat International Airport Authority, Guam ("GIAA" or the "Authority") was called to order by Chairman Duenas at 3:17 p.m. at the GIAA Terminal Conference Room #3, 355 Chalan Pasaheru, Tamuning, Guam, 96913.

Directors Present:	**Offices or positions:**
Ricardo C. Duenas	Chairman
Katherine C. Sgro	Vice Chairperson
Gurvinder "Bic" Sobti	Board Secretary
Martin J. Gerber	
Lucy M. Alcorn	
Rosalinda A. Tolan	
Deedee S. Camacho	

Directors Absent: None

GIAA Officials:

Pedro R. Martinez	Deputy Executive Manager
Jean M. Arriola	Airport Services Manager
Gerard Bautista	Air Terminal Manager
Raymond Santos	Assistant Chief, GIAA ARFF
Edward Muna	Superintendent of Operations
Victor Cruz	Engineering Supervisor
Joseph Javellana	Program Coordinator IV
Antoinette Bautista	General Accounting Supervisor
Elfrie Koshiba	GIAA Marketing
Henry Cruz	GIAA Procurement
Janalynn C. Damian, Esq.	GIAA Legal Counsel
Thomas J. Fisher, Esq.	GIAA Conflicts Counsel
Frank R. Santos	GIAA Consultant

Chairman Duenaswelcomed Airport tenants, stakeholders, and members of the public who are noted in a sign-in sheet attached to these minutes.

2. APPROVAL OF AGENDA

Motion to approve the agenda as presented duly made by Director Tolan, seconded by Director Sobti; motion unanimously passed.

3. APPROVAL OF MINUTES

A. September 25, 2018 Regular Meeting

On motion duly made by Vice Chairperson Sgro, seconded by Director Alcorn, the following resolution was unanimously passed:

Resolution No. 19-01

The Board hereby approves the minutes of the September 25, 2018 regular meeting, subject to corrections.

4. CORRESPONDENCE

Deputy Executive Manager Martinez had no Correspondence to report.

5. OLD BUSINESS

A. Status Updates of Capital Improvement Projects("CIP")

Mr. Frank Santos, Consultant, providedbrief highlights on Capital Improvement Projects for FY2018.

- International Arrivals Corridor with Building Seismic Upgrades: "Sneak Peak" event scheduled for October 26, 2018. Media and the public will be able to view the pods. Hoarding area by Gate 6 will move to Gate 7, which will be closed for 4-5 months. Hoarding area will then move to Gate 9. United Airlines has a design team for the Club Room, who will be visiting Guam to coordinate their design. Moving Walkways are being worked back into project as funds become available.
- Noise Mitigation Program 65 DNL & Higher: 22 homes;preparing bids for sound proofing. Recent FAA regulations have indicated that the Noise Exposure Maps require updating. Any remaining funds from the existing grant will be used for updating the Maps.
- ARFF Facility-Design/Construction: Phase I essentially complete. Contract with the construction contractor has been executed. Pre-Notice to Proceed expected. "Ground Washing" event scheduled for November 1, 2018.

6. NEW BUSINESS

A. Approval of Award for Purchase and Delivery of Vehicles FY18 - IFB No. GIAA-001-FY18

The first matter discussed was the approval of award of the Purchase and Delivery of Vehicles FY18 under the Invitation For Bid No. GIAA-001-FY18.Deputy Executive Manager Martinez provided background information to the Board on the referenced IFB. Seven (7) firms/individuals purchased or downloaded bid packages, and three (3) firms submitted a bid before the submission deadline. The three (3) firms were evaluated and determined to be acceptable. As required by the Guam Procurement Regulations, the bid was publicly opened and read aloud in the presence of the bidder. The bid price submittals are as follows:

BIDDER'S NAME	ITEM No. 1.0	ITEM No. 2.0	ITEM No. 3.0	ITEM No. 4.0	ITEM No. 5.0	ITEM No. 6.0
Triple J Enterprises, Inc.	$72,750.00	$38,800.00	$40,200.00	NO BID	NO BID	$41,490.00
Cars Plus, LLC	$64,500.00	$29,852.00	$36,592.00	NO BID	$81,000.00	NO BID
Monster Auto Corp. dba Auto Sport	$74,985.00	NO BID	NO BID	NO BID	NO BID	NO BID

Deputy Executive Manager Martinez informed the Board that the total contract award for this bid is $253,434.00. Funding for this bid is available under the O&M budget or CIP grant funding. Pursuant to the guidelines in Item 9 of the Instruction to Bidders, the award of contract will be made to the lowest responsible, responsive bidder for each item bid, provided the bid is reasonable and in the best interest of GIAA. Triple J Enterprises, Inc. and Cars Plus, LLC have been determined to have met the standards of responsibility and responsiveness outlined in the Guam Procurement Regulations. Therefore, Management recommends the contract awards be made according to the following:

Item & Description:	**Awarded To:**	**Total Amount:**
Item 1.0: Small Sports Utility Vehicles; 3 each	Cars Plus, LLC	$64,500.00
Item 2.0: Mid Size SUV Sports Utility Vehicle; 1 each	Cars Plus, LLC	$29,852.00
Item 3.0: Full-Size SUV Sports Utility Vehicle; 1 each	Cars Plus, LLC	$36,592.00
Item 4.0: Full-Size SUV Sports Utility Vehicle (Extended Wheelbase, 130"); 1 each	NO BID	NO BID

Item 5.0: Police Pursuit Vehicles (4-Door Sedan Model); 2 each	Cars Plus, LLC	$81,000.00
Item 6.0: 15 Passenger Van; 1 each	Triple J Enterprises, Inc.	$41,490.00
	TOTAL CONTRACT AWARD:	**$253,434.00**

Director Alcorn brought attention to a possible typographical error on page two (2) of the Bid Evaluation and Recommendation Memorandumregarding the bid by Auto Spot. Mr. Henry Cruz of Procurement acknowledged the error and informed the Board that the correct bid by Auto Spot for Item 1.0 was $74,985.

Vice Chairperson Sgro inquired if these are replacement vehicles. Mr. Cruz replied that they are additional vehicles.Chairman Duenas asked what divisions these vehicles would be assigned to. Deputy Executive Manager informed the Board that the will be used by Airport Police, Operations and Administration. Discussion followed on the life cycle of the official vehicles, with Air Terminal Manager, Mr. Gerard Bautista announcing that there are 2003 vehicles still being utilized.

Director Alcorn inquired on the vehicle that got no bid. Air Terminal Manager announced that this vehicle was for ARFF and had specific requirements so it will go back out for bid.

After further discussion, on motion duly made by Director Sobti, seconded by Director Tolan, the following resolution was unanimously approved:

Resolution No. 19-02

The Board hereby approves the contract award forPurchase and Delivery of Vehicles FY18 - IFB No. GIAA-001-FY18 to Triple J Enterprises, Inc. in the amount of $41,490.00 for Bid Item 6.0, and Cars Plus, LLC in the total amount of $211,944.00 for Bid Items 1.0, 2.0, 3.0 and 5.0; for a total contract amount of $253,434.00, subject to review by conflicts counsel.

B. Ratification of Quarterly Travel

Deputy Executive Manager Martinez presented the quarterly travel from July to September 2018 for ratification by the Board.

Vice Chairperson Sgro inquired if the travel presented falls within the travel budget, and if it is a annual or monthly allocation. Air Terminal Manager informed the Board that the travel budget is compiled by all divisions, the travel calendar then gets approved as part of the annual budget. Every division submits travel requests prior to the budget getting approved.

After further discussion, on motion duly made by Director Gerber, seconded by Director Alcorn, the following resolution was unanimously approved:

Resolution No. 19-03

The Board hereby ratifies the FY2018 4th quarter travel report from July to September 2018 as presented.

At this time, Deputy Executive Manager Martinez announced that he had a Travel Request for Board approval for Chairman Duenas and Executive Manger Ada to travel to San Francisco, California on November 12-13, 2018 to attend the Ninth Circuit Hearing for the Crawford vs. A.B. Won Pat International Airport Authority, Guam matter.

Chairman Duenas announced that he is recusing himself from the discussion.

Vice Chairperson asked for clarification, if the request was for two (2) travelers. The Deputy Executive Manager replied yes.

After further discussion, on motion duly made by Director Gerber, seconded by Director Sobti, the following resolution was unanimously approved:

Resolution No. 19-04

The Board hereby approves the Official Travel Request for Chairman Ricardo Duenas and Executive Manager Charles H. Ada II to travel to San Francisco, California on November 12-13, 2018 to attend the Ninth Circuit Hearing for the Crawford vs. A.B. Won Pat International Airport Authority, Guam matter.

7. REPORT OF THE EXECUTIVE MANAGER

Reference is made to the Executive Manager's Report included as part of the Board's packet, which was presented by Deputy Executive Manager Martinez.

8. REPORT OF THE COMPTROLLER

Ms. Antoinette Bautistareported on the revenues and expenses of the Authority as of **September 30, 2018**. Ms. Bautistareported that year-to-date Total Signatory Revenues are below budgeted revenues by **-8.7%**, year-to-date Total Concession Revenues and Passenger Facility Charges are below budget by **-3.9%** and **-14.0%**, respectively. Year-to-date Total Other Revenues, inclusive of non-signatory and non-airline revenues are above the budget estimate by **22.9%**. Year-to-date Total Operating Revenues Actual of **$75.5M** is -**1.5%** below the budget estimate of **$76.7M**. Year-to-date Total Operating Expenses are above budget by **1.3%**. Components of this line item include a **1.0%**increase in Personnel Service, a **6.7%** increase in Contractual Services, a **-54.2%** decrease in Materials & Supplies and a **68.8%** increase in Equipment/Furnishings from budgeted amounts for these respective categories. The actualyear-to-date Net Revenues from Operations of **$27.9M** reflects a decrease of **-6.0%** over the year-to-date budgeted amount of **$29.4M**. Ms. Bautista reported that the year-to-date Debt Service Coverage is at **1.36** versus the requirement of **1.25.**

Vice Chairperson Sgro inquired on what were the contractual services. Ms. Bautista replied custodial and preventive maintenance contracts.

9. EXECUTIVE SESSION

The next item on the agenda was Executive Session.

Upon written recommendation of counsel, on motion duly made by Vice Chairperson Sgro, seconded by Director Camacho, and unanimously approved, the Board recessed to convene into Executive Session at 3:53p.m.

The Board convened into Executive Session at 4:03 p.m.to discuss pending or threatened litigation to which GIAA is or may be a party. Attending Executive Session were Directors Duenas, Sgro, Sobti, Gerber, and Alcorn, Deputy Executive Manager Martinez,and Legal Counsel, Janalynn C. Damian. Also present was the court reporter who will prepare a transcript of the Executive session.

Executive Session adjourned at 4:09 p.m., at which time the Board reconvened regular session.

Director Tolan and Director Camacho did not participate in Executive Session due to conflicts of interest.

As a result of discussion during Executive Session, Chairman Duenas announced that there was a matter for Board approval, and presentedthe matter to the Board.

After further discussion, on motion duly made by Vice Chairperson Sgro, seconded by Director Alcorn, the following resolution was unanimously approved:

Resolution No. 19-05

The Board hereby authorizes the Authority to issue payment to Calvo Fisher & Jacob LLP for the general matters legal fees incurred in September 2018 that exceed the monthly cap in the amount of $18,018.70.

10. PUBLIC COMMENTS

There were no Public Comments.

11. ADJOURNMENT

Motion to adjourn duly made by Director Alcorn, seconded by Director Tolan; motion unanimously passed. The meeting was adjourned at 4:11 p.m.

Dated this _____, day of _____, 2018.

Attest:

Ricardo C. Duenas
Chairman

Gurvinder Sobti
Secretary

Prepared and Submitted By:

Amanda O'Brien-Rios
Corresponding Secretary

A.B. WON PAT INTERNATIONAL AIRPORT AUTHORITY, GUAM
CAPITAL IMPROVEMENT PROJECTS FOR FISCAL YEARS THROUGH 2018
as of 12/03/18

		PROJECT NAME	Bond	Federal	CIF	Total	Payment	Balance
	I. ONGOING							
1	AIP 97 AIP 100 AIP 104	Int'l Arrivals Corridor w/Bldg Seismic Upgrades	96,108,007	21,685,448	10,018,198	127,811,653	56,009,659	71,801,995
2	AIP 93	Noise Mitigation Program 65 DNL & Higher - Phase		2,000,000	200,000	2,200,000	1,544,544	655,456
3	AIP 94	Miscellanous Airport Improvements - Ph 5		706,077	78,453	784,530	755,607	28,923
4	AIP 95	Wildlife Management Assessment		100,000	10,000	110,000	102,078	7,922
5	AIP 96	Safety Management System		150,000	30,000	180,000	179,013	987
6	AIP 98 AIP 101 AIP 105	ARFF Facility-Design/Construction Phase 1/2	422,472	20,543,259	2,488,889	23,454,620	1,719,298	21,735,322
7	AIP 99 AIP 102	Apron Rehabilitation - Design		1,810,000	192,112	2,002,112	734,570	1,267,542
8	AIP 103	Rehabilitation Runway 6L - Design		750,000	83,334	833,334	58,992	774,342
9		Hold Bag Screening Relocation	5,369,933	24,899,330	260,092	30,529,355	30,451,201	78,155
10		Parking Expansion	1,654,912		704,881	2,359,793	1,654,912	704,881
11		Upgrade Airport IT & FMS	389,118		1,000,000	1,389,118	886,663	502,455
12		Art Program	639,000		-	639,000	-	639,000
13		Impr Leasehold Facilities (GSE, Tech, VQ1,HC-5)			2,971,312	2,971,312	2,333,565	637,747
14		Tiyan Land Acquisition & Redevelopment			725,604	725,604	715,988	9,616
15		Facilities Fire Alarm/Suppression System			3,223,301	3,223,301	3,159,451	63,850
16		Upgrades to Public Restrooms - Final Phase			2,976,436	2,976,436	2,976,436	0
17		Maintenance Equipment			101,625	101,625	101,625	-
18		Airport Facilities Upgrades, Phased			5,371,711	5,371,711	4,811,366	560,345
19		Replace Roofing Systems			2,509,934	2,509,934	2,481,074	28,860
		Totals:	$ 104,583,442	$ 72,644,114	$ 32,945,883	$ 210,173,440	$ 110,676,044	$ 99,497,396

A.B. Won Pat International Airport Authority, Guam
Regular Meeting of the Board of Directors
December 3, 2018

EXECUTIVE SUMMARY

This Executive Summary sets forth the key provisions of the Signatory Airline Operating Agreement and Terminal Building Lease by and between the A. B. Won Pat International Airport Authority, Guam and **SIGNATORY AIRLINE CARRIERS.**

SIGNATORY AIRLINE LEASE & OPERATING AGREEMENT		
Signatory Airline Carriers	Air Seoul Air Busan Cebu Air China Air Japan Airlines Jin Air Jeju Air	Korean Airlines T'way Airlines Philippine Airlines United Airlines
Premises	Each Signatory Airline Carrier has Exclusive Use space that varies in size as needed for operations and Joint Use Space that consists of approximately 299,756 square feet.	
Term	Five (5) years, commencing October 1, 2018 and expiring September 30, 2023. Term shall be extended for one (1) additional five (5) year period, in the event of change in law and mutual agreement of the parties.	
Rent/Financial	Rates and fees as set forth in the Tariff Schedule to cover the Series 2013 A, B, & C Revenue Bond Indenture and operating cost including the debt service obligation. Signatory Airlines are the primary financial guarantor for airport operating costs and debt service obligations.	
Use	Air transportation of persons, baggage, property, cargo and mail.	

Recommendation
Management recommends that the Board approve the Signatory Airline Agreement subject to further review by GIAA Legal Counsel.

A.B. WON PAT INTERNATIONAL AIRPORT GUAM
ATURIDAT PUETTON BATKON AIREN GUAHAN ENTENASIONAT
P.O. Box 8770
Tamuning, GU 96931
Tel (671) 646-0300
Fax (671) 646-8823
www.guamairport.com
WE'RE ON IT 24/7

DRAFT AS OF 10/29/18

SIGNATORY AIRLINE OPERATING AGREEMENT AND TERMINAL BUILDING LEASE

by and between

A.B. WON PAT INTERNATIONAL AIRPORT AUTHORITY, GUAM

and

[INSERT NAME]

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ANTONIO B. WON PAT INTERNATIONAL AIRPORT, GUAM
SIGNATORY AIRLINE OPERATING AGREEMENT AND TERMINAL BUILDING LEASE

This Signatory Airline Operating Agreement and Terminal Building Lease (the "Agreement"), made and entered into this _____, by and between the A.B. Won Pat International Airport Authority, Guam, (hereinafter referred to as "AUTHORITY"), and _____, an air transportation company authorized to do business in Guam (hereinafter referred to as "AIRLINE").

WITNESSETH:

WHEREAS, the Government of Guam has established the AUTHORITY (12 GCA § 1101 et seq.) to own and operate the Antonio B. Won Pat Guam International Air Terminal (the "Airport") and has the power to grant rights and privileges with respect thereto; and

WHEREAS, AIRLINE is a corporation primarily engaged in the business of providing Air Transportation of persons, baggage, property, cargo, and mail; and

WHEREAS, AIRLINE desires to lease certain premises and use certain facilities, and acquire certain rights and privileges from AUTHORITY in connection with its use of the Airport and AUTHORITY is willing to lease and grant same to AIRLINE under the terms and conditions hereinafter stated; and

WHEREAS, AUTHORITY has the power and authority to enter into this Agreement;

NOW, THEREFORE, in consideration of the mutual covenants and considerations herein contained, the AUTHORITY and AIRLINE agree as follows:

ARTICLE 1. DEFINITIONS

Section 1.01. Definitions.

The words and phrases in this section shall have the following meanings when used elsewhere in this Agreement. All other words and phrases that are not specifically defined herein are to have the meanings set forth in the Bond Indenture. If not defined specifically in this Agreement or the Bond Indenture, then such shall be according to common usage or by law.

1.01.01 "Air Transportation" shall mean the carriage for hire of persons, baggage, property, cargo, and mail by aircraft.

1.01.02 "Aircraft Arrivals" shall mean any aircraft arrivals at the Airport (including, without limitation, scheduled, charter, sightseeing, training, test, ferry, courtesy, and inspection flights, or any other flights) operated by an Air Transportation company. Aircraft Arrivals shall not include any flights by aircraft owned or operated by the U.S. Government, or any aircraft returning to the Airport as the result of an equipment failure, passenger emergency,

meteorological, or other precautionary reason without first landing at another airport.

1.01.03 "AIRLINE" hereunder means the entity that has executed this Agreement and that is identified in the first paragraph of this Agreement. However, and notwithstanding anything to the contrary herein, for purposes of the enjoyment of the rights conferred on AIRLINE hereunder, it is agreed that any Airline Affiliate (as defined herein) of AIRLINE shall have the rights afforded AIRLINE hereunder, including the right to use the premises leased hereunder to AIRLINE, without payment of any additional charges or premiums, it being agreed that such Airline Affiliate shall be entitled to signatory rates and charges hereunder and that AIRLINE and any Airline Affiliates shall be counted as one airline for purposes of computing any shared use or joint use charges; provided, however, that AIRLINE shall be responsible for the actions (including the payment of any activity fees incurred by) any such Airline Affiliate while such Airline Affiliate operates at the Airport until AIRLINE gives the AUTHORITY ninety (90) days advance written notice that AIRLINE will no longer be responsible for the actions (or activity fees) of such Airline Affiliate, at which time such Airline Affiliate may enter into its own agreement with AUTHORITY.

1.01.04 "Airline Affiliate" shall mean any Air Transportation company, to the extent that such Air Transportation company (i) is a parent or subsidiary of AIRLINE, or (ii) shares flight codes or livery with AIRLINE at the Airport, or (iii) otherwise operates under AIRLINE's trade name at the Airport, provided that no major airline, as such term is defined by the FAA, shall be classified as an Affiliate of another major airline.

1.01.05 "Airline Employees" shall mean airline crew, and other airline employees traveling on a non-revenue basis, but shall not include dependents of airline employees.

1.01.06 "Airport" shall mean the Antonio B. Won Pat International Airport, Guam, as shown on Exhibits A and B attached hereto and made a part hereof, as the same may change from time to time, together with all related facilities owned or operated or acquired by AUTHORITY, as further defined in the Bond Indenture.

1.01.07 "Airport Cost Centers" shall mean direct cost areas to be used in accounting for Airport revenues and expenses and for calculating and adjusting rents and fees described herein, as shown on Exhibits A and B, as more particularly described below:

A. "Airfield Area" shall mean those areas of civil cost responsibility of the Airport, as shown on Exhibits A and B, as they exist or as they may hereafter be expanded, modified, changed, or developed, that provide for the landing, takeoff, taxiing, parking (other than in the Apron Area), or other operations of aircraft. The Airfield Area includes the runways, taxiways, approach and clear zones, safety areas, infield areas, landing and navigational aids, and other facilities and land areas at the Airport required by or related to aircraft operations.

B. "Apron Area" shall mean the areas of the Airport, as shown on Exhibits A and B, as they now exist or as they may hereafter be expanded, modified, changed or developed, that are dedicated to the parking, servicing, and ground handling of aircraft.

C. "Terminal Area" shall mean the access roads, public and employee automobile parking areas, and other areas surrounding the Terminal Building as shown on Exhibits A and B, as such areas now exist or as they may hereafter be expanded, modified, changed, or developed.

D. "Terminal Building" shall mean the terminal building serving the airlines together with the associated concourses, as shown on Exhibits A and B, as such areas now exist or as they may hereafter be expanded, modified, changed, or developed.

E. "Other Buildings and Areas" shall mean those portions of the Airport not included in the preceding Airport Cost Centers, including the facilities, installations, and improvements thereon as such areas now exist or as they may hereafter be expanded, modified, changed, developed, or acquired.

1.01.08 "Airport Purpose" shall mean any action or undertaking by AUTHORITY reasonably relating to the operation, maintenance, expansion and development and preservation of the Airport for air commerce.

1.01.09 "Airport Requirement" shall mean all costs and expenses incidental to, necessary for, or arising out of the operation of the Airport, including but not limited to Operation and Maintenance Expenses, Annual Debt Service and coverage on Airport revenue bonds, repayment of loans, and the cost of defending, settling, or satisfying the results of any litigation or threatened litigation directly arising out of the operation and management of the Airport or any aspect thereof.

1.01.10 "Airport Revenue" shall mean Revenues as defined in the Bond Indenture.

1.01.11 "Amortization Requirement" shall mean the annual amount of amortization, based upon the Airport's Capital Improvements program and the Authority's calculation of the resulting annual amortization.

1.01.12 "Annual Debt Service" shall mean the aggregate Annual Debt Service as defined in the Bond Indenture.

1.01.13 "Annual Budget" shall mean the budget of AUTHORITY pertaining to the Airport for any Fiscal Year.

1.01.14 "Apron Use Fee" shall mean the fee charged to AIRLINE for each use by AIRLINE of the Apron Area by AIRLINE's aircraft.

1.01.15 "Arrival Fee" shall mean the fee charged to AIRLINE for each Arriving Passenger carried by AIRLINE.

1.01.16 "Arrivals Facilities" shall mean those Terminal Building facilities used for Arriving Passengers, including customs inspection, inbound baggage handling, baggage claim and certain other areas set forth on Exhibit C attached hereto and made a part hereof.

1.01.17 "Arriving Passengers" shall mean revenue and non-revenue passengers, excluding Airline Employees, arriving at the Airport and terminating their journeys in Guam.

1.01.18 "Bond Funds" shall mean those funds and accounts established by the Bond Indenture and described below in the order in which such funds and accounts are established by the Bond Indenture:

A. "Revenue Fund." All revenues derived from operation of the Airport are deposited into the Revenue Fund. All moneys shall be used and applied in the priority indicated below. The Revenue Fund is more specifically described in Section 8.02.

B. "Operation and Maintenance Fund." Amounts shall be paid out of the Operation and Maintenance Fund by AUTHORITY from time to time for necessary expenses related to the maintenance, operation, repair, and ordinary replacement and reconstruction of the Airport. The Operation and Maintenance Fund is more specifically described in Section 8.02.

C. "Bond Fund." Amounts shall be paid out of the Bond Fund by AUTHORITY from time to time for the required interest and principal due on any Airport revenue bonds outstanding and payable from Airport Revenue. The Bond Fund is more specifically described in Section 8.02.

D. "Bond Reserve Fund." Amounts shall be paid out of the Bond Reserve Fund by AUTHORITY from time to time as necessary for the interest and principal due on any Airport revenue bonds outstanding and payable from Airport Revenue to the extent that other moneys are not available within the Bond Fund. The Bond Reserve Fund is more specifically described in Section 8.02.

E. "Subordinate Securities Fund." Amounts shall be paid out of the Subordinate Securities Fund by AUTHORITY from time to time for the required interest and principal due on any loans or interfund borrowings payable from Airport Revenue that are subordinate to Airport revenue bonds. The Subordinate Securities Fund is more specifically described in Section 8.02.

F. "Operation and Maintenance Reserve Fund." Amounts shall be paid out of the Operation and Maintenance Reserve Fund by AUTHORITY from time to time for necessary expenses related to the maintenance, operation, repair, and ordinary replacement and reconstruction of the Airport to the extent that other moneys are not available in the Operation and Maintenance Fund for such purposes. The Operation and Maintenance Reserve Fund is more specifically described in Section 8.02.

G. "Renewal and Replacement Fund." Amounts shall be paid out of the Renewal and Replacement Fund by AUTHORITY from time to time as necessary for the costs of unanticipated or emergency repairs, renewals, and replacement to the Airport. The Renewal and Replacement Fund is more specifically described in Section 8.02.

H. "Capital Improvement Fund." Amounts in the Capital Improvement Fund shall be available for any lawful purpose of AUTHORITY. The Capital Improvement Fund is more specifically described in Section 8.02.

1.01.19 "Bond Indenture" shall mean the 2003 Indenture relating to the Guam International Airport Authority 2003 General Revenue Bonds, together with any supplemental bond indenture and any future indentures or resolutions, authorizing the issuance of Bonds, other than Special Facility Bonds, payable from Airport Revenue.

1.01.20 "Bonds" shall mean any bond or bonds issued in accordance with the provisions of the Bond Indenture, other authorizing legislation enacted in accordance with the provisions of the Bond Indenture, other authorizing legislation enacted by the Territory as more specifically defined in such Bond Indenture, or such other authorizing legislation enacted by the Territory.

1.01.21 "Capital Improvement" shall mean any single item or a series of substantially similar items having an aggregate net cost in excess of one-hundred thousand dollars ($100,000) and a useful life in excess of five (5) years acquired, purchased, or constructed to improve, maintain, preserve, or develop the Airport.

1.01.22 "Common Use Departure Fee" shall mean the fee charged to AIRLINE for each Enplaned Passenger carried by that AIRLINE that utilizes the Common-Use Ticket Counter Space as designated in Exhibit C.

1.01.23 "Common Use Ticket Counter Space" shall mean the premises leased by AUTHORITY to AIRLINE and one or more other airlines, as more particularly set forth in Exhibit C.

1.01.24 "Conditional Airline Use" shall refer to space, designated in Section 4.02, that is initially assigned to AIRLINE as Exclusive Use Space, but that is subject to reassignment to other Signatory Airlines on the basis of actual usage that is consistently less than the average usage of comparable space at the Airport during the most recent six (6) months, as described more fully in Section 4.03.

1.01.25 "Daily Flight Activity Report" shall mean the daily report provided by AIRLINE to AUTHORITY, that shall include the following data in the format stated by AUTHORITY: flight number, aircraft type, seat capacity, originating daily passengers, terminating daily passengers and transit daily passengers as shown on Exhibit D attached hereto and made a part hereof.

1.01.26 "Date of Beneficial Occupancy" or "DBO" shall mean that date upon which a Capital Improvement is so substantially complete that it is usable by AIRLINE and the public without hazard or undue inconvenience, but in no event later than thirty (30) days after AUTHORITY notifies AIRLINE that the Capital Improvement has been certified by the project architect/engineer as available for public use and airline occupancy.

1.01.27 "Departure Facilities" shall mean those Terminal Building facilities used

for AIRLINE'S Enplaned Passengers including departure lounges, baggage make up, bus gate facilities, security and certain other areas as set forth in Exhibit C.

1.01.28 "Departing Passengers" shall mean revenue and non-revenue passengers, excluding Airline Employees, originating their journey in Guam.

1.01.29 "Deplaned Passengers" shall mean (1) Arriving Passengers, and (2) in-transit passengers arriving at and departing from the Airport on the same flight, or making a connection with another flight; and shall include revenue and non-revenue passengers, excluding Airline Employees.

1.01.30 "Enplaned Passengers" shall mean (1) Departing Passengers and (2) in-transit passengers arriving in and departing from the Airport on the same flight, or making a connection with another flight; and shall include revenue and non-revenue passengers, excluding Airline Employees.

1.01.31 "Departure Fee" shall mean the fee charged to AIRLINE for each Enplaned Passenger carried by that AIRLINE.

1.01.32 "Exclusive Use Space" shall mean the premises leased by AUTHORITY to AIRLINE, as more fully set forth in Exhibit C.

1.01.33 "Executive Manager" shall mean the Executive Manager of AUTHORITY, designated as such by AUTHORITY.

1.01.34 "FAA" shall mean the Federal Aviation Administration of the U.S. Government or any federal agencies succeeding to its jurisdiction.

1.01.35 "Fiscal Year" shall mean the twelve (12) months commencing on October 1 of any calendar year and ending on September 30 of the next succeeding calendar year or any other 12-month period established by AUTHORITY.

1.01.36 "Immigration Inspection Facilities" shall mean those facilities operated by US immigration authorities, including passenger inspection areas and other office and support space.

1.01.37 "Immigration Inspection Fee" shall mean the fee charged by AUTHORITY to AIRLINE for each Deplaned Passenger of that AIRLINE, who uses Airport Immigration Inspection Facilities.

1.01.38 "Joint Airline Use Formula" shall mean the formula used to prorate the specified charge according to the ratio of the number of each Signatory Airline's Enplaned Passengers at the Airport during the most recent month for which such information is available to the total number of enplaning passengers of all Signatory Airline users of a facility or area at the Airport during that same month. The Joint Airline Use Formula may also mean such other formula as may be agreed upon by Signatory Airlines who constitute sixty percent (60%) in number and who pay more than sixty percent (60%) of the rents and fees of the Signatory

Airlines using the service or space based on the most recent twelve (12) month period for which such data are available.

1.01.39 "Joint Airline Use Space" shall mean the premises leased by AUTHORITY to AIRLINE and one or more other airlines, as more particularly set forth in Exhibit C.

1.01.40 "Landing Fee" shall mean the fee charged to AIRLINE for each AIRLINE Aircraft Arrival made at the Airport.

1.01.41 "Loading Bridge Positions" shall mean aircraft parking positions at which the passenger loading bridges owned by AUTHORITY are available and provided to Air Transportation companies for their use.

1.01.42 "Loading Bridge Use" shall mean each Aircraft Arrival which uses a Loading Bridge Position for enplaning and/or deplaning passengers or Airline Employees, excluding use by an aircraft returning to a gate as a result of an equipment failure, passenger emergency, meteorological or other precautionary reason without first landing at another airport.

1.01.43 "Loading Bridge Use Fee" shall mean the fee charged to AIRLINE for each Loading Bridge Use.

1.01.44 "Maximum Certificated Gross Takeoff Weight" shall mean the maximum certificated weight, in one thousand (1,000) pound units, that each aircraft operated by AIRLINE is certificated by either the FAA for U.S. or non-U.S. airlines or the government of the country of origin for non-U.S. airlines, as recited in AIRLINE's flight manual governing that aircraft type. Maximum Certificated Gross Takeoff Weight shall be rounded up to nearest 1,000-pound unit for all landing fee computations. For the purposes of this Agreement, widebody aircraft are those having a Maximum Certificated Gross Takeoff Weight in excess of two hundred and forty thousand (240,000) pounds.

1.01.45 "Monthly Revenue Report" shall mean the monthly report, provided by AIRLINE to AUTHORITY, that shall include the following data in the format stated by AUTHORITY, as shown at Exhibit E attached hereto and made a part hereof:

A. Passenger Data.

i. Deplaned Passengers

A. Arriving passengers: revenue, non-revenue and total categories displayed by domestic, international and total.
B. Inbound in-transit passengers: revenue, non- revenue and total categories displayed by thru, connecting and total.
C. Total deplaned passengers.

ii. Enplaned Passengers

A. Departing Passengers: revenue, non-revenue and total

categories displayed by domestic, international and total.

B. Outbound in-transit passengers: revenue, non- revenue and total categories displayed by thru, connecting and total.

C. Total enplaned passengers.

D. Number of Departing Passengers using the Common Use Ticket Counters.

B. Cargo/Mail Data

iii. Cargo (pounds): revenue, non-revenue and total categories displayed by deplaned, enplaned and total.

iv. Mail (pounds): revenue, non-revenue and total categories displayed by deplaned, enplaned and total.

C. Aircraft operations.

v. Number of aircraft arrivals by aircraft type, and category of scheduled passenger, charter passenger, cargo, other and total.

vi. Aircraft Maximum Certificated Gross Takeoff Weight and Loading Bridge Use.

vii. For the prior month, the number, dates and times of all aircraft parked at the gate and remaining overnight.

1.01.46 "Operation and Maintenance Expenses" shall mean all reasonable and necessary current expenses of AUTHORITY, paid or accrued, for operating, maintaining, and repairing the Airport, as more specifically defined in the Bond Indenture.

1.01.47 "Other Airlines" shall mean, for purposes of allocating Loading Bridge Positions according to Section 4.03, the group of airlines operating scheduled flights at the Airport for more than one quarter of the Fiscal Year that includes, and is limited to, (1) nonsignatory airlines operating scheduled flights at the Airport, and (2) Signatory Airlines not already entitled to a minimum of one Loading Bridge Position according to Section 4.03.

1.01.48 "Passenger Facility Charge" or "PFC" shall mean a charge authorized by Federal Aviation Regulations 14 CPR Part 158 and imposed by AUTHORITY on enplaned passengers (as defined in FAR 14 CFR Part 158) at the Airport, as same may be amended, modified, or supplemented from time to time.

1.01.49 "Public Areas" shall mean those Terminal Building areas not leased on an exclusive or joint use basis, or otherwise, to any person, company, or corporation and which are accessible to the general public. Such areas are shown in Exhibit C.

1.01.50 "Rules and Regulations" shall mean those rules and regulations promulgated by AUTHORITY pursuant to the Administrative Adjudication Act of Guam or operating directives issued by the Executive Manager for the orderly use of the Airport by both the airlines and other tenants and users of the Airport, including the Airport Tariff Schedule, as the same may be amended, modified, or supplemented from time to time.

1.01.51 "Signatory Airlines" shall mean those airlines providing Air Transportation to and from the Airport that have executed substantially similar agreements with AUTHORITY covering the use and occupancy of facilities at the Airport.

1.01.52 "Special Facilities" shall mean structures; hangars; aircraft overhaul, maintenance, or repair shops; heliports; hotels; storage facilities; garages; other facilities; and appurtenances, being a part of and located on the Airport, the cost of the construction or other acquisition of which Special Facilities is financed with the proceeds of Special Facilities Bonds issued pursuant to the Bond Indenture.

1.01.53 "Terminal Building Requirement" shall mean the total amounts summarized in Section 7.04.A, used to calculate the Terminal Building rental rate.

1.01.54 "Total Takeoff Weight" shall mean the sum of the Maximum Certificated Gross Takeoff Weight for all Signatory Airline Aircraft Arrivals over a stated period of time. Said sum shall be rounded up to the nearest one thousand (1,000) pound unit for all landing fee computations.

1.01.55 "Transportation Security Administration" or "TSA" Transportation Security Administration created under the Aviation and Transportation Security Act ("ATSA"), Public Law 107-71 of 2001, as amended, or any successor agency thereto.

1.01.56 "Trustee" shall mean the person, firm, or corporation designated by AUTHORITY to act in a fiduciary capacity with respect to the issuance of Bonds.

1.01.57 "Usable Space" shall mean the gross space in the Terminal Building at the Airport less mechanical and administration space, as more particularly set forth on Exhibit D.

Section 1.02. Cross-References.

All references to articles, sections, and exhibits in this Agreement pertain to material in this Agreement unless specifically noted otherwise.

Section 1.03. Construction of Certain Words.

Words used in this Agreement may be construed as follows:

1.03.01 Number. Words used in the singular include the plural, and words used in the plural include the singular.

1.03.02 Tense. Words used in the present tense include the future as well as the present.

1.03.03 Gender. Words used in the masculine gender include the feminine gender, and words used in the feminine gender include the masculine gender.

ARTICLE 2. TERM

Section 2.01. Term.

When executed, this Agreement shall become effective as of _____, and continue for five (5) years. The parties agree that Guam law (5 GCA § 5127) precludes the AUTHORITY from entering into an agreement for the use of public real property for a term in excess of five (5) years. In the event that 5 GCA § 5127 is amended to exclude or otherwise permit this Agreement prior to the expiration of the initial term, upon mutual agreement of the AUTHORITY and AIRLINE in writing, this Agreement shall be extended for an additional five (5) year term upon the same terms and conditions as provided herein..

ARTICLE 3. RIGHTS AND SPECIFIC PRIVILEGES

Section 3.01. Use of the Airport.

AIRLINE shall have for itself and its employees, passengers, guests, and invitees the unrestricted and unencumbered right to the use (in common with other authorized users) of the Airport and appurtenances, including all facilities, improvements, equipment, and services that have been or may hereafter be provided for common use at or in connection with the Airport, subject to the Rules and Regulations of AUTHORITY.

Section 3.02. Specific Rights of AIRLINE at the Airport.

AIRLINE and any Airline Affiliate shall have the right, in addition to all rights elsewhere granted in this Agreement, but subject to the Rules and Regulations and lawful ordinances of AUTHORITY, to use the Airport for the following purposes:

3.02.01 The operation of an Air Transportation business including all activities reasonably necessary to such operations.

3.02.02 The landing, taking off, flying over, taxiing, pushing, towing, loading, unloading, repairing, maintaining, fueling, conditioning, servicing, parking, storing, and testing of aircraft or other equipment of or operated by AIRLINE, or other certificated Air Transportation companies with which AUTHORITY has an agreement, including the right to provide or handle all or part of the operations or services of such other companies, all of which are subject to the Rules and Regulations of AUTHORITY.

3.02.03 The sale of tickets, documentation of shipments, handling of reservations, and the loading and unloading of persons, baggage, property, and mail at the Airport by such motor vehicles or other means of conveyance as AIRLINE may desire to use in the operation of its Air Transportation business. Any ground transportation commercial carrier (including AIRLINE, except for such ground transportation as AIRLINE may provide solely for the benefit of its employees and passengers without charge, and except for such ground transportation as AIRLINE's direct vendor may provide solely for the benefit of AIRLINE's employees without charge) regularly transporting persons or their baggage to, from or within the Airport shall first

secure and thereafter hold a valid lease, license, or other agreement with AUTHORITY for the right to carry persons or their baggage to, from or within the Airport and shall pay AUTHORITY such rents, fees, and percentages of the fares of such ground transportation commercial carrier for such rights, as AUTHORITY may set by agreements, ordinances, or Rules and Regulations.

3.02.04 The training at the Airport of persons and testing of aircraft and other equipment, such training and testing to be limited to that incidental to AIRLINE's Air Transportation business at the Airport. Flight training undertaken by AIRLINE will be subject to the conditions of the Rules and Regulations of AUTHORITY.

3.02.05 The purchase of AIRLINE's requirements of personal property or services, including fuel, lubricants, food, beverage, and other passenger supplies and any other materials and supplies used by AIRLINE from any person or company of AIRLINE's choice, and the making of agreements with any person or company of AIRLINE's choice for services to be performed for AIRLINE that are incidental to the operation of AIRLINE's Air Transportation business. Nothing herein shall restrict AUTHORITY from levying a reasonable nondiscriminatory concession fee on any other person or company for conducting business at the Airport.

3.02.06 The sale or disposal of AIRLINE's aircraft engines, accessories, and other equipment, and materials or supplies, provided that such right shall not be construed as authorizing the conduct of a separate regular business by AIRLINE, but as permitting AIRLINE to perform only such functions for itself and other Air Transportation companies as are incidental to the conduct or operation of its Air Transportation business. Airline may sell fuel and lubricants to the extent such items are not otherwise available at the Airport.

3.02.07 The servicing by AIRLINE, or by its suppliers of materials, or its furnishers of services and maintenance, of aircraft and other equipment operated by AIRLINE or by other Air Transportation companies or the U.S. Government with which AIRLINE has an applicable agreement for handling, maintenance, or other materials or supplies, at reasonable locations designated by the Executive Manager

3.02.08 The installation and operation of identifying signs, posters, and graphics on AIRLINE's leased premises, subject to the prior written approval of the Executive Manager. Such signs shall be substantially uniform in size, type, and location with those of other airlines, consistent with AUTHORITY's graphic standards, the Rules and Regulations, and in compliance with all applicable laws and ordinances.

3.02.09 The installation, maintenance, and operation of radio, meteorological, and aerial navigation equipment and facilities at suitable locations on the Airport as may be necessary or convenient in the opinion of AIRLINE for its operations; provided that the location of such equipment and facilities shall be subject to the prior written approval of the Executive Manager.

3.02.10 The installation, maintenance, and operation of computer data lines, telephone communications equipment and associated conduits, and telephone communications

switchgear and support computers including electronic ticketing machines for passenger and airline employee use, at suitable locations on the Airport, as may be necessary or convenient in the opinion of AIRLINE for its operations; provided that the location of such equipment and facilities shall be subject to the prior written approval of the Executive Manager.

3.02.11 The installation, maintenance, and operation of passenger clubs, lounges, or VIP rooms in AIRLINE's Exclusive Use Space, subject to the approval of the Executive Manager and provided that such right shall not be construed as authorizing the conduct of a separate regular business by AIRLINE, but as permitting AIRLINE to perform only such functions as are incidental to the conduct or operation of its Air Transportation business. AIRLINE may permit passengers of other airlines and other persons of AIRLINE's choice to use its passenger clubs, lounges, or VIP rooms.

Section 3.03. Limitations on Use by AIRLINE.

In connection with the exercise of its rights under this Agreement, AIRLINE shall not:

3.03.01 Do or permit its agents, employees, directors, or officers to do anything at or about the Airport that may interfere with the effectiveness or accessibility of the drainage and sewage system, electrical system, air conditioning system, fire protection system, sprinkler system, alarm system, fire hydrants and hoses, if any, installed or located on or within the premises of the Airport.

3.03.02 Do or permit its agents, employees, directors, or officers to do any act or thing upon the Airport that will invalidate or conflict with any fire or other casualty insurance policies (copies of which, together with premium schedules, shall be furnished to AIRLINE on request) covering the Airport or any part thereof. If AIRLINE does or permits its agents, employees, directors, or officers to do any act or thing upon the Airport that results in an increase in the cost of any fire or other casualty insurance policies for common or joint use areas, AIRLINE shall be liable for such increase. In such event, AUTHORITY will provide written notice to AIRLINE and provide AIRLINE an opportunity to cure the act or thing causing an increase in the cost of any fire or other casualty insurance policies. AIRLINE may cure the act or thing or, if not inconsistent with Article 13 herein, may continue to do the act or thing and pay such increase.

3.03.03 Dispose of or permit its agents, employees, directors, or officers to dispose of any waste material taken from or products used (whether liquid or solid) with respect to its aircraft into the sanitary or storm sewers at the Airport unless such waste material or products first be properly treated by equipment installed with the approval of the Executive Manager for that purpose. For purposes of this section "treated" shall mean processed in accordance with applicable Federal (including the Environmental Protection Agency), Territorial or local laws, codes, rules, regulations and/or sound commercial practice.

3.03.04 Keep or store, during any twenty four- (24) hour period, flammable liquids within the enclosed portion of the premises in excess of AIRLINE's working requirements during said 24-hour period, except in storage facilities especially constructed for such purposes in

accordance with standards established by the National Board of Fire Underwriters, and approved by the Executive Manager from the standpoint of safety, and to comply with any other applicable law. Any such liquids having a flash point of less than one hundred degrees Fahrenheit (100-F) shall be kept and stored in safety containers of a type approved by the Underwriters Laboratories.

3.03.05 Do or permit its agents, employees, directors, or officers to do any act or thing upon the Airport that will be in conflict with FAR Part 139 or jeopardize the Airport's compliance with FAR Part 139, as same may be amended, modified, or supplemented from time to time.

3.03.06 Do or permit its agents, employees, directors, or officers to do any act or thing in conflict with the Airport's TSA and/or FAA-approved security plan.

3.03.07 Display or sell, exchange, offer, or deliver or permit its, agents, employees, directors, officers, to sell, exchange, or deliver any duty paid or duty free merchandise at the Airport, unless such agents, employees, directors or officers have a written agreement between themselves and the AUTHORITY to do so.

ARTICLE 4. PREMISES

Section 4.01. Terminal Building Space.

4.01.01 From the date of this Agreement, AIRLINE hereby leases the areas (hereinafter referred to as AIRLINE's "Exclusive Use Space" and "Joint Airline Use Space") in the Terminal Building as more particularly delineated on Exhibit C.

4.01.02 Subsequent modification of areas occupied by AIRLINE shall be accomplished by the Executive Manager and AIRLINE executing an amendment to this Agreement including a revised Exhibit C.

Section 4.02. Use of Leased Premises.

4.02.01 AIRLINE shall use its Exclusive Use Space, subject to AUTHORITY's Rules and Regulations, for office purposes and the sale of Air Transportation, handling, ticketing including electronic ticketing machines, billing, and manifesting of passengers, baggage, cargo, property, and mail in the conduct of its Air Transportation business or on behalf of any other Air Transportation company with which AUTHORITY has an agreement.

4.02.02 AIRLINE shall use the Joint Airline Use Space for purposes designated in Exhibit C or such other purposes as from time to time designated by the Executive Manager.

4.02.03 Conditional Airline Use Ticket Counter Positions. Given the limited ticket counter space in the terminal and in light of the public interest, ticket counter positions designated on Exhibit C as Exclusive Use Space shall be Conditional Airline Use space. If the use of these ticket counter positions is required to accommodate the requirements of another Signatory Airline and AIRLINE's utilization of these ticket counter positions is consistently less than the average daily utilization at the Airport for all ticket counter positions for the previous six

months, AUTHORITY may assign (following timely consultation with AIRLINE and other affected parties) another Signatory Airline use of a portion of these ticket counter positions, beginning with Conditional Airline Use ticket counter positions that have the lowest average utilization, and considering the proximity of the ticket counter positions to the required location, as follows:

A. Shared Use. AUTHORITY may assign one or more other Signatory Airlines to use all or a portion of AIRLINE's Conditional Airline Use ticket counter positions for designated periods of time when AIRLINE is not using these ticket counter positions, subject to the other Signatory Airline(s) indemnifying AIRLINE for liability arising from such use. If the Conditional Airline Use ticket counter positions are shared with another Signatory Airline, the other Signatory Airline shall pay AIRLINE an average daily rate (calculated as the monthly rental divided by the number of days in the month) for any and each day such counter positions are used. If other Signatory Airlines are assigned to use AIRLINE's Conditional Airline Use ticket counter positions, on a shared use basis, AIRLINE's obligation to pay rent on the affected ticket counter positions will continue. AIRLINE shall be entitled to recover a pro rata portion of the rent plus no more than fifteen percent (15%) for administration from other Signatory Airlines using the affected ticket counter positions.

B. Reassignment. Authority may assign one or more other Signatory Airlines to use all or a portion of AIRLINE's Conditional Airline Use ticket counter positions on an exclusive basis, for an indefinite period of time, subject to the conditions set forth in this Section 4.02(C). If AIRLINE's Conditional Airline Use ticket counter positions are reassigned in this manner, AIRLINE's obligation to pay rent on the affected ticket counter position ceases upon the effective date of such reassignment.

4.02.04 Assignment of Common-Use Ticket Counter Positions. To achieve maximum flexibility in obtaining the highest and best use of available ticket counter positions, the AUTHORITY shall allocate the Common-Use Ticket Counter Space to airlines on the basis of the monthly schedule of Aircraft Arrivals and departures submitted by airlines sixty-five (65) days in advance of each quarter of the Fiscal Year. Sixty (60) days prior to the beginning of each quarter during the Fiscal Year, AUTHORITY shall provide AIRLINE with a schedule presenting the ticket counter positions assigned to AIRLINE.

Section 4.03. Assignment of Loading Bridge.

Passenger loading bridges and aircraft parking positions are, and will continue to be, owned and operated by AUTHORITY and not exclusively used by any airline. To achieve maximum flexibility in obtaining the highest and best use of available Loading Bridge Positions, AIRLINE will submit to AUTHORITY a monthly schedule of Aircraft Arrivals and departures sixty-five (65) days in advance of each quarter of the Fiscal Year. AUTHORITY will determine which of the available Loading Bridge Positions will be used for each Aircraft Arrival and departure.

4.03.01 Sixty (60) days prior to the beginning of each quarter during the Fiscal Year, AUTHORITY shall provide AIRLINE with a schedule presenting the number of Loading Bridge Positions allocated to AIRLINE , and the resulting assignment of Aircraft Arrivals and

departures.

4.03.02 In the event that AIRLINE's submitted schedule of Aircraft Arrivals and departures does not indicate a need for the total number of AIRLINE's allocated Loading Bridge Positions, the unassigned Loading Bridge Positions shall be available for use by other airlines as determined by the AUTHORITY. In addition, AIRLINE's allocated Loading Bridge Positions shall be available for use by other airlines during those times of day when AIRLINE's allocated Loading Bridge positions are not required for AIRLINE's scheduled Aircraft Arrivals and departures, provided, however, that such use by other airlines shall not at any time preclude AIRLINE's use of its allocated Loading Bridge Positions for AIRLINE's scheduled operations.

4.03.03 AIRLINE's allocated Loading Bridge Positions and associated Apron Area shall be available to AIRLINE for use to stage and store its ground service equipment in areas designated by AUTHORITY. AIRLINE shall cooperate with other users of Loading Bridge Positions to relocate its parked ground service equipment as may be reasonable and necessary to provide adequate space and clearance for the maneuvering of other users' ground support equipment in servicing such other users' aircraft operations at the Loading Bridge Position. In the event of conflict in the use of designated areas for parking, ground service equipment, AIRLINE will comply with AUTHORITY's determination.

4.03.04 Other Airlines shall be allocated priority in the assignment of Loading Bridge Positions according to Other Airlines' share of airline traffic at the Airport, as determined by AUTHORITY. AUTHORITY shall determine the assignment of Loading Bridge Positions for the scheduled Aircraft Arrivals and departures of Other Airlines, based on the allocated number of Loading Bridge Positions.

4.03.05 Accommodation of Excess Scheduled Flights. In the event that AIRLINE's submitted schedule of Aircraft Arrivals and departures indicates a need for more than the number of AIRLINE's allocated Loading Bridge Positions, either (1) AIRLINE's excess scheduled flights will be assigned to allocated Loading Bridge Positions not scheduled for use by other airlines, as determined by the AUTHORITY, or (2) in the event that no unscheduled Loading Bridge Positions are available, AIRLINE's excess scheduled flights will be assigned to other available aircraft parking positions at the Airport.

Following is the order of priorities for assignment of excess scheduled flights:

A. AIRLINE will be given priority in the assignment of Loading Bridge Positions based on the size of the aircraft scheduled for operation. Widebody aircraft will have priority over narrowbody aircraft, excluding charter, non-scheduled, and extra-section flights.

B. Signatory Airlines will have priority in the assignment of Loading Bridge Positions over nonsignatory airlines.

C. Scheduled flights will have priority in the assignment of Loading Bridge Positions over nonscheduled flights.

D. Originating and through flights will have priority in the assignment of Loading Bridge Positions over terminating flights.

E. Stated airline gate preferences will be given consideration in the assignment of Loading Bridge Positions, and AUTHORITY will use commercially reasonable efforts to assign Loading Bridge Positions in proximity to AIRLINE's ramp-level operations space to the extent such assignment does not conflict with other provisions of this Section 4.03.

4.03.06 Use of Assigned Loading Bridge Positions. The following rules shall apply to the use of assigned Loading Bridge Positions (not in order of priority):

A. Originating widebody aircraft flights shall occupy the Loading Bridge Position for a maximum of one and one half (1-½) hours prior to the scheduled time of departure.

B. Originating narrowbody aircraft flights shall occupy the Loading Bridge Position for a maximum of forty-five (45) minutes prior to the scheduled time of departure.

C. Through flights and turnaround flights shall occupy the Loading Bridge Position for a maximum of two (2) hours.

D. Terminating widebody aircraft flights shall occupy the Loading Bridge Position for a maximum of forty-five (45) minutes after the scheduled time of arrival.

E. Terminating narrowbody aircraft flights shall occupy the Loading Bridge Position for a maximum of thirty (30) minutes after the scheduled time of arrival.

F. Aircraft exceeding the maximum times listed in items A through E above may be subject to repositioning or additional fees, at the sole option of the AUTHORITY, if a requirement for the occupied Loading Bridge Position exists. In the event that both affected flights are AIRLINE's flights, AIRLINE may at its option maintain said aircraft at the assigned Loading Bridge Position and subject AIRLINE's other aircraft to repositioning.

G. Flight delays of more than twenty (20) minutes from the scheduled time of departure or arrival may result in reassignment or loss of the assigned Loading Bridge Position or other aircraft parking position, if a requirement for the Loading Bridge Position or other aircraft parking position exists.

4.03.07 Although the above preferred priority ranking is hereby established, conditions at the time of assignment of Loading Bridge Positions or other aircraft parking position may necessitate deviation from the listed factors to enable more effective use of available aircraft parking positions, provided however, AUTHORITY will use commercially reasonable efforts to ensure the preferred priority ranking is adhered to at all times.

In the event that the application of the priorities in this Section 4.03 is not sufficient to remove all scheduling conflicts, AUTHORITY, working with the airlines, will resolve such conflicts, considering the priorities in this Section 4.03.

AUTHORITY shall allocate aircraft parking positions that do not have Loading Bridges to Signatory Airlines and Air Transportation companies operating aircraft weighing less than 100,000 pounds Maximum Certificated Gross Takeoff Weight.

Section 4.04. Reassignment of Leased Premises.

From time to time during the term of this Agreement, it may become necessary for the Executive Manager to reassign, allocate, or relocate all or part of AIRLINE's premises referred to in Exhibit C subject to the following conditions:

A. The Executive Manager shall have the right to reassign, reallocate, or relocate all or part of the premises referred to in Exhibit C; provided however, that only in the event of the occurrence of the following extraordinary circumstances may the Executive Manager make such reassignment, reallocation, or relocation:

1. To comply with a rule, regulation, or order of any federal, territorial, or other governmental agency that has jurisdiction over AUTHORITY in its capacity as operator of the Airport.

2. To implement a Capital Improvement at the Airport that has undergone review pursuant to Section 5.01.

B. If it becomes necessary to make adjustments in AIRLINE's Exclusive or Joint Airline Use Space, the Executive Manager shall arrange for all parties holding affected space to discuss reassignment, reallocation, or relocation of their space among themselves. If the parties do not reach agreement within thirty (30) days from the time the Executive Manager requests such discussions, the Executive Manager is authorized to make such decisions regarding reassignment, reallocation, or relocation for each of the parties (including AIRLINE). If the Executive Manager makes decisions (which shall be provided to all parties in writing) regarding reassignment, reallocation, or relocation of AIRLINE's leased premises, AIRLINE shall not be required to:

1. Incur any expense to relocate its operation to other premises that it does not agree to incur.

2. Accept premises not reasonably adequate based upon conditions at the Airport from either a competitive standpoint or an operational standpoint.

3. Pay at its new location rental rates in excess of that amount that it would have been required to pay in its original leased premises.

C. If AUTHORITY is to reassign, reallocate, or relocate AIRLINE's leased premises, the Executive Manager will give AIRLINE notice of its intent to modify all or portions of AIRLINE's leased premises. Within thirty (30) days, AIRLINE will be given an opportunity to meet with the Executive Manager to show cause why the reassignment, reallocation, or relocation should not be made.

D. If AIRLINE does not elect to meet with the Executive Manager, or if the Executive Manager elects to proceed with the reassignment, reallocation, or relocation after meeting with AIRLINE, AUTHORITY shall:

1. Give AIRLINE forty-five (45) days notice of the reassignment, reallocation, or relocation.

2. Reimburse AIRLINE the undepreciated book value of AIRLINE's improvements funded by AIRLINE in the space vacated.

3. Provide new or reconfigured space similar in design and finish to the vacated space subject to reassignment, for which the cost of necessary improvements shall not be the responsibility of AIRLINE.

4. Reassign or reallocate the space to another airline or hold the space without lease commitment or relocate AIRLINE's leased premises.

Section 4.05. AIRLINE Relinquishment of Exclusively Leased Space.

From time to time during the term of this Agreement, it may become necessary for AIRLINE to relinquish exclusively leased space to AUTHORITY. In the event AIRLINE wishes to relinquish exclusively leased space, it will give AUTHORITY notice of its intent to relinquish such space. The notice will identify the specific exclusively leased space to be returned to AUTHORITY. The space identified in AIRLINE's notice will be deemed to be automatically excluded from AIRLINE's leasehold on September 30th in the Fiscal Year in which notice is received by AUTHORITY. AIRLINE will be responsible for the payment of rent through September 30th in the Fiscal Year in which notice is received by AUTHORITY, unless the relinquished space shall be relet or reassigned prior to September 30th, in which case AIRLINE shall only be required to pay rent on that space through the date such lease or assignment is effective or any new tenant occupies the relinquished space.

Section 4.06. Surrender of the Premises.

AUTHORITY shall give no notice to quit possession at the expiration date of the term of this Agreement. AIRLINE covenants and agrees that on expiration of the term of this Agreement, or on earlier termination as hereinafter provided, or on reassignment of the premises to others as hereinafter provided, it will peaceably surrender possession of the premises leased hereunder in good condition, reasonable wear and tear, acts of God, fire, and other casualties not caused by AIRLINE or by its agents, employees or invitees excepted, and AUTHORITY shall have the right to take possession of said premises.

AIRLINE shall have the right, on expiration or termination and within thirty (30) days thereafter, to remove all trade fixtures, equipment, and other personal property installed or placed by it at its expense, in, on, or about the Airport, except that (a) AIRLINE shall not remove fixtures, equipment, and other personal property for which AUTHORITY is to reimburse AIRLINE pursuant to Section 4.04; and (b) AIRLINE's right shall be subject to any valid lien

that AUTHORITY may have thereon for unpaid rents or fees. AIRLINE shall not abandon any of its movable personal property on the premises without the prior written consent of the Executive Manager.

Any and all movable personal property not removed by AIRLINE within the thirty (30) day period shall thereupon, at the option of AUTHORITY, become a part of the land on which it is located, and title thereto shall vest in AUTHORITY. All AUTHORITY property damaged by, or as the result of, the removal of AIRLINE's property shall be restored by AIRLINE, at its own expense, to the condition existing prior to such damage.

Section 4.07. Employee Parking Facilities.

AIRLINE shall have the right to the use of reasonably adequate vehicular parking facilities for its employees, administrative staff, and management at the Airport in common with other employees. Such facilities shall be located in an area designated by the Executive Manager. AUTHORITY shall provide up to four (4) automobile parking positions for use by senior airline management on a 24-hour per day basis in the terminal area. AUTHORITY reserves the right to assess a reasonable charge for such employee parking facilities, based on the cost of providing, operating, and maintaining the facilities.

Section 4.08. Access.

4.08.01 Subject to the provisions hereof, the Rules and Regulations, and such restrictions as AIRLINE may impose with respect to its Exclusive Use Space, AUTHORITY hereby grants to AIRLINE for itself and its agents, suppliers, employees, contractors, subcontractors, passengers, guests, and invitees, the unrestricted and unencumbered right and privilege of access, ingress to, and egress from (1) the leased premises, (2) those areas and facilities designated herein for use by AIRLINE, and (3) Public Areas and public facilities of the Airport. This right shall extend to aircraft, vehicles, machinery, and equipment used by or for the benefit of AIRLINE in its Air Transportation business; provided, however, that AUTHORITY may impose a charge upon AIRLINE's suppliers or furnishers of services in an amount sufficient to recover the costs incurred in the reasonable regulation by AUTHORITY of such suppliers or furnishers of services in the exercise by them of the foregoing right of ingress and egress.

4.08.02 The ingress and egress provided for in Section 4.08(A) shall not be used, enjoyed, or extended to any person engaging in any activity or performing any act or furnishing any service for or on behalf of AIRLINE that AIRLINE is not authorized to engage in or perform under the provisions hereof unless expressly authorized by the Executive Manager.

4.08.03 AUTHORITY shall have the right at any time or times to close, relocate, reconstruct, change, alter, or modify any such means of access provided for AIRLINE's use pursuant to this Agreement or otherwise, either temporarily or permanently, provided that reasonable notice to AIRLINE and a reasonably convenient and adequate alternative means of access, ingress, and egress shall exist or be provided in lieu thereof. AUTHORITY shall suffer no liability by reason thereof, and such action shall in no way alter or affect any of AIRUNE's obligation under this Agreement.

Section 4.09. Transportation Security Administration Space.

AUTHORITY will endeavor to negotiate the payment of rent by the Transportation Security Administration (TSA) for space it occupies on an exclusive use basis. Any space leased or occupied by the TSA will not be included in the Exclusive Use Space.

ARTICLE 5. CAPITAL IMPROVEMENTS

Section 5.01. Capital Improvements.

5.01.01 On or before July 1 of each Fiscal Year, the Executive Manager shall report to the Signatory Airlines the purchase price, design and construction cost, or lease cost of Capital Improvements to be programmed and included in the Annual Budget for the ensuing Fiscal Year and the debt service and/or amortization, or lease payment schedule to be added to the rents and fees, pursuant to Article 7, for those Capital Improvements.

The report shall include, for Capital Improvements, the following:

A. A description of the proposed Capital Improvement, together with cost estimates and any available preliminary drawings.

B. A statement of the need for such Capital Improvement.

C. A statement of the benefits to be derived from such Capital Improvement.

D. The preferred means of financing (including the terms of any loans and projected interest rate).

E. The allocation of the cost thereof within the Airport Cost Centers and the estimated effect on airline rents and fees.

5.01.02 Within a reasonable time, but no sooner than fourteen (14) days after distribution of the report, the Executive Manager shall convene a meeting of the Signatory Airlines to discuss the proposed Capital Improvements and the preferred means of financing their costs. Each Capital Improvement that sixty percent (60%) of the Signatory Airlines in number who pay more than sixty percent (60%) of the rents and fees (during the prior twelve (12) month period) do not disapprove of in writing within thirty (30) days following the meeting (or the date any supporting documentation for the proposed Capital Improvements is provided by AUTHORITY) are deemed to be concurred with and may be implemented at any time following the meeting.

5.01.03 For each Capital Improvement which sixty percent (60%) of the Signatory Airlines in number who pay more than sixty percent (60%) of the rents and fees disapprove, the Executive Manager shall convene a second meeting of the Signatory Airlines no sooner than thirty (30) days following the first meeting at which the Executive Manager will respond to questions raised during the first meeting, and provide the Signatory Airlines with the requested

information concerning the Capital Improvement(s). If, within thirty (30) days after the second meeting, sixty percent (60%) of the Signatory Airlines in number who pay more than sixty percent (60%) of the rents and fees notify AUTHORITY that they disapprove of said Capital Improvement(s), the Capital Improvement(s) shall be deferred until the next ensuing Fiscal Year. In such ensuing Fiscal Year, if AUTHORITY decides to proceed to implement such Capital Improvement(s) AUTHORITY may do so without further meeting or approval, and will disclose the Capital Improvement(s) (subject to the provisions of Sections 5.01 (E) and (F)) in the Annual Budget and include the amortization, debt service (including coverage), or loan payments for such Capital Improvement(s) in the rents and fees of the Signatory Airlines.

5.01.04 If any proposed Capital Improvement is disapproved, AUTHORITY may include the amortization, debt service (including coverage), or loan payments for such Capital Improvement in the calculation of Signatory Airline rents and fees if AUTHORITY determines that such Capital Improvement is necessary or prudent to ensure compliance with a rule, regulation, or order of any governmental agency that has jurisdiction over the operation of the Airport.

5.01.05 AUTHORITY may also implement any proposed Capital Improvement if the amortization, debt service (including coverage), or loan payments for such Capital Improvement are not to be included in Signatory Airline rents and fees.

5.01.06 Other than as recited in Section 5.01(E), AUTHORITY may not acquire, purchase or construct any Capital Improvement having a cost in excess of ten million dollars ($10,000,000) if concurrence of such improvement is specifically withheld by sixty percent (60%) of Signatory Airlines in number who pay more than sixty percent (60%) of the Signatory Airline rents and fees.

ARTICLE 6. RENTS AND FEES

Section 6.01. Consideration.

The consideration that AIRLINE agrees to provide AUTHORITY for leasing Exclusive Use Space and Joint Airline Use Space, and using the Airfield Area, Apron Area, Terminal Area, and other Buildings and Areas and exercising the other rights and privileges under this Agreement is (1) providing regularly scheduled Air Transportation to and from the Airport, and (2) paying the rents and fees described in this Agreement. Failure to provide regularly scheduled Air Transportation to and from the Airport for a period of sixty (60) days (except as a result of governmental action, during periods of labor disputes, or as a result of damage or destruction of facilities in accordance with Section 10.01) will permit AUTHORITY to terminate this Agreement on thirty (30) days advance written notice. If AIRLINE resumes regularly scheduled Air Transportation to and from the Airport within this period, the Agreement shall continue in full force and effect. Unless this Agreement is terminated in whole or in part by AUTHORITY, AIRLINE shall pay to AUTHORITY rents and fees hereunder for the term of this Agreement. In the event AUTHORITY terminates this Agreement pursuant to this Section 6.01, AIRLINE shall have no further liability to AUTHORITY hereunder except for liabilities incurred prior to the termination date.

Section 6.02. Terminal Building Rents.

6.02.01 During the term of this Agreement, AUTHORITY shall charge AIRLINE Terminal Building rents as set forth herein. Terminal Building rents shall be paid on the first day of each month in advance without notice, demand or invoicing.

The Terminal Building rental rates shall be recalculated annually in accordance with Section 7.04.

Annually, following calculation of any adjustments to the rents and fees, the Executive Manager shall provide AIRLINE with a statement as to the monthly rental payments required for the ensuing year.

A. Exclusive Use Space--AIRLINE shall pay to AUTHORITY, for Exclusive Use Space as set forth in Exhibit C, the annually calculated exclusive space rent.

B. Joint Airline Use Space--AIRLINE shall pay to AUTHORITY, for all Joint Airline Use Space, excluding the Departure Facilities, Arrivals Facilities, and Immigration Inspection Facilities, prorated on the basis of the Joint Airline Use Formula, as set forth in Exhibit C, the annually calculated joint use space rent.

Section 6.03. Departure Fees.

6.03.01 Departure Fee. During the term of this Agreement, the Departure Fee shall be paid monthly, on the fifteenth (15^{th}) day of each month for the preceding month (based upon Departing Passengers for that preceding month), without notice, demand, or invoice. The Departure Fee shall be recalculated annually in accordance with Section 7.05, and shall cover the use of the Joint Airline Use Space Departure Facilities by AIRLINE. Annually, following calculation of any adjustments to the rents and fees, the Executive Manager shall provide AIRLINE with a statement as to the Departure Fee for the ensuing Fiscal Year.

6.03.02 Common Use Departure Fee. Signatory Airlines using the Common-Use Ticket Counter Space designated in Exhibit C shall pay a Common Use Departure Fee. During the term of this Agreement, the Common Use Departure Fee shall be paid monthly, on the fifteenth (15th) day of each month for the preceding month (based upon Enplaned Passengers for that preceding month), without notice, demand, or invoice. The Common Use Departure Fee shall be recalculated annually in accordance with Section 7.13, and shall cover the use of the Common-Use Ticket Counter Space by AIRLINE. Annually, following calculation of any adjustments to the rents and fees, the Executive Manager shall provide AIRLINE with a statement as to the Common Use Departure Fee for the ensuing Fiscal Year.

Section 6.04. Arrival Fees.

6.04.01 during the term of this Agreement, each Arrival Fee payment is due by the fifteenth (15th) day of each month for the preceding month without notice, demand, or invoice. The Arrival Fee shall be recalculated annually in accordance with Section 7.06, and shall cover

the use of the Arrivals Facilities by AIRLINE. Annually, following calculation of any adjustments to the rents and fees, the Executive Manager shall provide AIRLINE with a statement as to the Arrival Fee for the ensuing Fiscal Year.

Section 6.05. Immigration Inspection Fee.

6.05.01 During the term of this Agreement, the Immigration Inspection Fee payment is due by the fifteenth (15th) day of each month for the preceding month (based upon international Deplaned Passengers for the preceding month) without notice, demand, or invoice. The Immigration Inspection Fee shall be recalculated annually in accordance with Section 7.07, and shall cover the use of the Immigration Inspection Facilities by AIRLINE. Annually, following calculation of any adjustments to the rents and fees, the Executive Manager shall provide AIRLINE with a statement as to the Immigration Inspection Fee for the ensuing Fiscal Year.

Section 6.06. Loading Bridge Use Fees.

6.06.01 During the term of this Agreement, the Loading Bridge Use Fee payment is due by the fifteenth (15th) day of each month for the preceding month without notice, demand or invoice. The Loading Bridge Use Fee shall be recalculated annually in accordance with Section 7.08 and shall cover the use by AIRLINE of the passenger Loading Bridge Positions provided by AUTHORITY. Annually, following calculation of any adjustments to the rents and fees, the Executive Manager shall provide AIRLINE with a statement as to the Loading Bridge Use Fee for the ensuing Fiscal Year.

Section 6.07. Apron Use Fees.

6.07.01 During the term of this Agreement, the Apron Use Fee payment is due by the fifteenth (15th) day of each month for the preceding month without notice, demand or invoice. The Apron Use Fee shall be recalculated annually in accordance with Section 7.09 and shall cover the use by AIRLINE of the Apron Area, including gate positions, aircraft parking positions, and associated apron. Annually, following calculation of any adjustments to the rents and fees, the Executive Manager shall provide AIRLINE with a statement as to the Apron Use Fee for the ensuing Fiscal Year.

Section 6.08. Landing Fees.

6.08.01 Following the effective date of this Agreement, rents and fees for the use of the other facilities, rights, licenses, and privileges granted to AIRLINE under Article 3, except as provided elsewhere herein, shall be combined in and represented by a monthly landing fee (hereinafter referred to as the "Landing Fee"), subject to adjustment pursuant to Section 7. 10. During the term of this Agreement, AUTHORITY shall charge AIRLINE a Landing Fee not less than zero cents ($0.00) per one-thousand (1,000) pounds of Maximum Certificated Gross Takeoff Weight. The Landing Fee shall be calculated and determined as follows: A Landing Fee rate per one-thousand (1,000) pounds of Maximum Certificated Gross Takeoff Weight shall be multiplied by the Maximum Certificated Gross Takeoff Weight of all AIRLINE's Aircraft Arrivals for the month. Each Landing Fee payment is due by the fifteenth (15th) day of each

month for the preceding month. Annually, following calculation of any adjustments to the Landing Fee, the Executive Manager shall provide AIRLINE with a statement as to the Landing Fee for the ensuing Fiscal Year.

Section 6.09. Payments to AUTHORITY.

6.09.01 AIRLINE agrees to pay AUTHORITY all rents, fees, or other charges without notice or demand, and without deduction or setoff, for the use of the leased premises, facilities, rights, licenses, and privileges granted hereunder.

6.09.02 AIRLINE shall furnish to the Executive Manager on or before the first (1st) day of each month a check delivered or mailed in payment of Terminal Building rents, for AIRLINE's operations at the Airport during the ensuing month, and a report described in Section 6.09 (C) below.

6.09.03 Said report, in the form of Exhibit E, shall include, but shall not be limited to: (1) AIRLINE's total number of Aircraft Arrivals, by type of aircraft and Maximum Certificated Gross Takeoff Weight of each type of aircraft; (2) the total number of Enplaned Passengers and Deplaned (Arriving and in-transit) Passengers; (3) the total number of Loading Bridge Uses; (4) the total weight of cargo and mail for such month; (5) the total number of Departing Passengers using the Common Use Ticket Counters; and (6) for the prior month, the number, dates and times of all aircraft parked at the gate and remaining overnight. Airline shall furnish to the Executive Manager on or before the 15th day a check in payment of Departure Fees, Arrival Fees, Immigration Inspection Fees, Loading Bridge Use Fees, Apron Use Fees, and Landing Fees for AIRLINE's operations at the Airport during the preceding month. The Executive Manager may but shall not be required to transmit to AIRLINE a memo invoice for the Departure Fee, Arrival Fee, Loading Bridge Use Fee, Apron Use Fee, and Landing Fee.

6.09.04 If AIRLINE fails to furnish the Executive Manager with the activity report and payments of fees required by Section 6.09.02 and Section 6.09.03, AIRLINE's fees shall be determined as follows: (1) AIRLINE's Departure Fee, Common Use Departure Fee, and Arrival Fee shall be determined by assuming that the Enplaned Passengers and Arriving Passengers for AIRLINE during the preceding month were one hundred ten percent (110%) of AIRLINE's Enplaned Passengers and Arriving Passengers during the most recent month for which such figure is available for AIRLINE; (2) AIRLINE's Immigration Inspection Fees shall be determined by assuming that the international Deplaned Passengers for AIRLINE during the preceding month were one hundred ten percent (110%) of AIRLINE's international Deplaned Passengers during the most recent month for which such figure is available for AIRLINE; (3) AIRLINE's Loading Bridge Use Fee shall be determined by assuming that the Loading Bridge Uses for AIRLINE during the preceding month were one hundred ten percent (110%) of AIRLINE's Loading Bridge Uses during the most recent month for which such figure is available for AIRLINE; (4) AIRLINE's Apron Use Fee shall be determined by assuming that the Aircraft Arrivals for AIRLINE during the preceding month were one hundred ten percent (110%) of AIRLINE's Aircraft Arrivals during the most recent month for which such figure is available for AIRLINE; (5) AIRLINE's Landing Fees shall be determined by assuming that the takeoff weight for AIRLINE during the preceding month was one hundred ten percent (110%) of

AIRLINE's takeoff weight during the most recent month for which such figure is available for AIRLINE.

AUTHORITY will then invoice AIRLINE for its fees from the date the fees were due. This invoice is due and payable within fifteen (15) days after the date it is mailed. Any necessary adjustment in such fees shall be calculated after delivery of an accurate report to the Executive Manager by AIRLINE for the month in question, and resulting surpluses or deficits shall be applied to AIRLINE's fees for the next succeeding month.

6.09.05 Any and all payments due shall be paid by AIRLINE, by check payable to the Guam International Airport Authority, which shall be delivered or mailed, postage prepaid, to Guam International Airport Authority, Tamuning, Guam, 96931, or such other place as may hereafter be designated by AUTHORITY.

The acceptance by AUTHORITY of any payment made by AIRLINE shall not preclude AUTHORITY from verifying the accuracy of AIRLINE's report, submitted to AUTHORITY as provided in Section 6.09(C), or from recovering any additional payment actually due from AIRLINE.

AIRLINE shall not have any right of set-off or to withhold payments due to any breach by AUTHORITY or for any claim against AUTHORITY.

Section 6.10. Additional Rent.

AUTHORITY, after due notice to AIRLINE, may, but is not obligated to, cure any default on AIRLINE'S part in fulfilling AIRLINE's covenants and obligations under this Agreement. Any amounts paid or costs incurred by AUTHORITY to cure any such default by AIRLINE are hereby agreed on and declared to be additional rent. Unless otherwise provided herein, all additional rent shall be due and payable with the next succeeding installment of monthly rent due under this Agreement.

Section 6.11. Additional Passenger Fees and Charges.

6.11.01 Legislation and regulations have been enacted that permit AUTHORITY to levy PFCs on AIRLINE's passengers using the Airport (Federal Aviation Regulations 14 CFR Part 158). This Agreement is subject and subordinate to such legislation and regulation, and AUTHORITY reserves the right to enact such fee. AUTHORITY currently levies a PFC (as approved by the FAA), and AIRLINE agrees to cooperate with the collection of such PFC amounts in accordance with FAA regulations. AUTHORITY reserves the right to implement such other similar fees or charges as may be authorized by cognizant governmental authorities having jurisdiction over AUTHORITY in its capacity as operator of the Airport.

6.11.02 Airline shall hold the net principal amount of all PFCs that are collected by Airline or its agents on behalf of AUTHORITY pursuant to 49 U.S.C. § 40117 and the rules and regulations thereunder (14 C.F.R. Part 158, herein, the "PFC Regulations") (such net principal amount, "PFC Revenue") in trust for AUTHORITY. For purposes of this section, net principal amount shall mean the total principal amount of all PFCs that are collected by Airline

or its agents on behalf of AUTHORITY, reduced by all amounts that Airline is permitted to retain pursuant to Section 158.53(a) of the PFC Regulations.

Section 6.12. Fees for Other Commercial Activities.

Notwithstanding any other provision of this Agreement, AUTHORITY expressly reserves the right to establish charges and fees for other commercial activities except AIRLINE's Air Transportation activities at the Airport. Such commercial activities may include, but not be limited to, merchandising (both duty free and duty paid), food, beverage, insurance, rental car, currency exchange, parking, category sales, and other concession operations that are available to the public. In addition, the following specific provisions may apply to AIRLINE:

6.12.01 Should AIRLINE purchase in-flight meals for consumption aboard its aircraft or other prepared foodstuffs for consumption within AIRLINE's Exclusive Use Space from any supplier other than a food concessionaire on the Airport, AUTHORITY may impose a percentage fee upon such supplier no greater than the percentage fee paid for similar sales by any inflight food concessionaire authorized at the Airport. It is understood that AUTHORITY will not impose a percentage fee on in-flight meals prepared in flight kitchens operated by AIRLINE (including a subsidiary of AIRLINE) for consumption in flight by AIRLINE's passengers.

6.12.02 Should AIRLINE contract with a third party (other than another Signatory Airline) to provide maintenance and service upon its aircraft or to furnish ground services that might otherwise be performed by AIRLINE under this Agreement, such third party (other than another Signatory Airline) shall be deemed to be conducting a business at the Airport and must, at all times while so engaged, meet the requirements of and have an agreement with AUTHORITY. AUTHORITY may impose charges, rents, and fees upon such third party for facilities use and for services provided for all Airport tenants.

6.12.03 Any ground transportation commercial carrier regularly transporting persons or their baggage to and from the Airport, any contractor or supplier who is requested by AIRLINE to supply goods and services on the Airport, and all parties who are requested by AIRLINE to go beyond the roads furnished for the public at the Airport shall first secure and thereafter hold a valid license or other agreement with AUTHORITY for the right to perform such acts and shall pay AUTHORITY fees in amounts no less than the cost of issuing and administering such licenses and agreements, plus ten percent (10%) of such cost. In addition, any ground transportation commercial carrier regularly transporting persons except as provided in Section 3.02. (C) hereof or their baggage to and/or from the Airport shall first agree in writing to pay AUTHORITY such rents, fees, or percentage of the fares or charges for such ground transportation as AUTHORITY and such carrier may establish in a written agreement. All such ground transportation shall be conducted and be subject to the Rules and Regulations.

Section 6.13. Aircraft Storage Fee.

AIRLINE shall pay AUTHORITY for the storage of AIRLINE's aircraft on designated storage aprons (not at AIRLINE's parking positions) at reasonable rates fixed by AUTHORITY from time to time in the Rules and Regulations and Airport Tariff Schedule, where aircraft storage shall be defined to occur at any time after AIRLINE's aircraft has been parked at the

Airport for longer than forty-eight (48) continuous hours.

Section 6.14. No Other Fees and Charges.

Except as expressly provided for herein, no further rents, fees, or charges shall be levied against or collected from AIRLINE, its passengers, shippers, and receivers of freight and express nor its suppliers of material, contractors, or furnishers of services by AUTHORITY for the premises, facilities, rights, licenses, and privileges granted to AIRLINE under this Agreement. However, AUTHORITY expressly reserves the right to assess and collect reasonable fees from parties other than AIRLINE for inflight catering, vending, ground transportation, and other services provided to AIRLINE. Also, AUTHORITY expressly reserves the right to assess and collect a PFC in accordance with Section 6.12.

Anything in this Agreement to the contrary notwithstanding, this section shall not be interpreted or understood as contracting away AUTHORITY's governmental authority.

Section 6.15. Interest on Overdue Payments.

Any payment (including the remittance of PFC proceeds) not received from AIRLINE within five (5) business days after written notice of delinquency shall accrue interest at the rate of one percent (1%) each month from the due date until paid in full. AIRLINE shall have the right to make payment under protest and if protest is made, then AIRLINE shall have all rights and remedies available at law or equity, or under the terms of this Agreement.

Section 6.16. Endorsement of Checks.

AIRLINE agrees not to endorse or issue checks with statements similar to the following: "Processing this check constitutes full settlement of amounts owed to the AUTHORITY." If AIRLINE does endorse or issue checks in this manner, AUTHORITY and AIRLINE hereby agree that AUTHORITY may process checks for payment without loss of rights to collect full payment of all money owed AUTHORITY by AIRLINE, unless otherwise agreed to by the parties.

Section 6.17. Timely Issuance of Reports.

AIRLINE shall issue required activity reports, including the Daily Flight Activity Report and the Monthly Revenue Report to AUTHORITY in a timely manner.

Section 6.18. Excess Time on Loading Bridge Position.

AIRLINE shall pay AUTHORITY the fee set forth in Section 4.03.07(F) for any aircraft remaining on Loading Bridge Positions in excess of the maximum times listed in Section 4.03.07 A through E. Such fee shall be paid on within fifteen (15) days of receipt of an invoice for such fees.

ARTICLE 7. ADJUSTMENT OF AIRLINE RENTS AND FEES

Section 7.01. Effective Date of Adjustments.

The Terminal Building rental rates, Departure Fee, Arrival Fee, Immigration Inspection Fee, Loading Bridge Use Fee, Apron Use Fee, and the Landing Fee rate shall be adjusted annually during the term of this Agreement as hereinafter set forth. Such adjustments shall be effective on the first day of the Fiscal Year for which they apply.

Section 7.02. AUTHORITY Records.

7.02.01 AUTHORITY has an Airport accounting system and shall maintain accounting records that document the following items for each Airport Cost Center:

A. Annual revenues.

B. Annual Operation and Maintenance Expenses, including administrative expenses.

C. Documented expenses of AUTHORITY incurred for the improvement, renovation, expansion, or enhancement of facilities in each Airport Cost Center.

7.02.02 AUTHORITY shall further maintain records evidencing the allocation of capital funds to each Airport Cost Center obtained from the proceeds of Bonds or other capital fund sources. Included in the allocation to each Airport Cost Center shall be its proportionate share of the expenses of any Bond issuance, capitalized interest, and funding of reserve funds, determined with reference to the allocation of costs funded through securities or other capital fund sources. All federal moneys received by AUTHORITY with respect to any project or improvement of the Airport shall be deposited in the appropriate fund or funds.

Section 7.03. Annual Budget.

Each year AUTHORITY shall adopt an Annual Budget for the Airport and establish Terminal Building rental rates, a Departure Fee, an Arrival Fee, an Immigration Inspection Fee, a Loading Bridge Use Fee, an Apron Use Fee and a Landing Fee rate. It is the intent of this Section 7.03 to provide a meaningful consultation process in which (1) AUTHORITY can review its Annual Budget with AIRLINE, and (2) AIRLINE will have an opportunity to comment on the Annual Budget prior to the Annual Budget being adopted by the AUTHORITY. AUTHORITY will give due consideration to AIRLINE input and comments on the Annual Budget received during the consultation process. The following is the Annual Budget review process:

7.03.01 On or before May 1 of each Fiscal Year, AIRLINE shall submit to the Executive Manager a written estimate of the Maximum Certificated Total Gross Takeoff Weight for AIRLINE for the succeeding Fiscal Year.

7.03.02 On or before July 1 of each Fiscal Year, AUTHORITY shall submit to

AIRLINE its proposed Annual Budget for the succeeding Fiscal Year, including:

A. Estimated Operation and Maintenance Expenses.

B. Annual Debt Service, if any, and any fund deposits required pursuant to the Bond Indenture.

C. Amortization of AUTHORITY funded assets.

D. A statement of estimated revenue from all sources other than Signatory Airline Terminal Building rents, Departure Fees, Common Use Departure Fee, Arrival Fees, immigration inspection Fees, Loading Bridge Use Fees, Apron Use Fees, and Landing Fees for the succeeding Fiscal Year.

E. A schedule of the Capital Improvements to the Airport proposed to be undertaken by AUTHORITY during the succeeding Fiscal Year.

F. A preliminary calculation of the Terminal Building rental rates, Departure Fee, Common Use Departure Fee, Arrival Fee, Immigration Inspection Fee, Loading Bridge Use Fee, Apron Use Fee, and the Landing Fee rate for the succeeding Fiscal Year, calculated in accordance with Sections 7.04 through 7.10.

G. Within thirty (30) days after distribution of the report required under Section 7.03(B), the Executive Manager shall convene a meeting of the Signatory Airlines to discuss the Annual Budget.

If the Signatory Airlines request additional information concerning the Annual Budget, the Executive Manager shall convene a second meeting of the Signatory Airlines to discuss such additional information. Upon notice by the Executive Manager, the second meeting shall be held within thirty (30) days after the first meeting. At the second meeting, the Executive Manager shall respond to questions raised during the first meeting and provide the Signatory Airlines with the requested information concerning the Annual Budget. If, after the second meeting, the Signatory Airlines do not concur with said Annual Budget and so notify the Executive Manager within ten (10) days after the second meeting, the Executive Manager will at the request of the Signatory Airlines schedule a meeting between the Signatory Airlines and AUTHORITY.

If, for any reason, the Annual Budget has not been adopted as of the first day of any Fiscal Year, the rents and fees in effect during the preceding Fiscal Year shall continue in effect until the new Annual Budget has been adopted by AUTHORITY and AUTHORITY has calculated the rents and fees in accordance therewith. The new rents and fees shall then be made effective retroactive to the first day of such Fiscal Year, or upon agreement of Signatory Airlines and AUTHORITY the total amount of the uncollected rents and fees accrued since the beginning of the Fiscal Year may be combined with the rents and fees to be collected over the remainder of the Fiscal Year and the new rental rates and other charges adjusted accordingly.

The Executive Manager shall promptly furnish AIRLINE with a copy of a report

containing such adopted Annual Budget together with the calculation of Terminal Building rental rates, the Departure Fee, Common Use Departure Fee, the Arrival Fee, the Immigration Inspection Fee, the Loading Bridge Use Fee, the Apron Use Fee, and the Landing Fee rate that shall be effective from and after the beginning of the Fiscal Year for which the Annual Budget is adopted.

H. AUTHORITY retains the responsibility and expressly reserves the right to make all final decisions with respect to the Annual Budget, and any subsequent amendment thereof. Such decisions shall be consistent with and pursuant to the terms and conditions of this Agreement including Article 5 hereof.

Section 7.04. Calculation of Terminal Building Rental Rates.

Terminal Building rental rates shall be adjusted annually in the following manner. Whenever the adjustment calculation involves an estimate or allocation, the estimate or allocation of the Executive Manager shall be used. Such estimate or allocation shall be made in accordance with and pursuant to, and be consistent with, the terms of this Agreement.

7.04.01 Each year the Executive Manager shall calculate the Terminal Building Requirement for the succeeding Fiscal Year by totaling the following amounts, as set forth in AUTHORITY's Annual Budget:

A. The total of direct and allocated indirect estimated operation and Maintenance Expenses allocated to the Terminal Building.

B. An amount 1.25 times the pro rata portion of Airport Annual Debt Service, if any, allocated to the Terminal Building, or such other amount as may be required by the Bond Indenture.

C. The pro rata portion of the annual requirement of any subordinate security or other loans allocated to the Terminal Building.

D. The pro rata portion of the estimated amount, if any, for other deposits required by the Bond Indenture or this Agreement and allocated to the Terminal Building.

E. The total amount or the pro rata portion of the annual amortization allocated to the Terminal Building of any Capital Improvements placed in service by AUTHORITY prior to or after the date of this Agreement and prior to the beginning of the Fiscal Year for which the rates and fees are being determined, which have been financed by AUTHORITY from its own resources. Such annual amortization is to be calculated and based on the economic life for each capital item determined by AUTHORITY in accordance with generally accepted accounting principles at an interest rate equal to the average interest rate on outstanding AUTHORITY Bonds for the preceding calendar. year or at such other rate as to which the Signatory Airlines and AUTHORITY may agree. In performing the calculations under this Section 7.04(A), no amortization charges shall be included on capital expenditures that have been financed with grants-in-aid or the proceeds of AUTHORITY Bonds or other securities, the debt service for which has been included elsewhere in this Section 7.04(A).

F. The estimated amount of any assessment, judgment, or charge (net of insurance proceeds) to become payable by AUTHORITY relating directly to the Airport or its operation and allocated to the Terminal Building.

G. Any estimated deficit or credit for the operation of the Terminal Building during the then-current Fiscal Year or any adjustment carried over from preceding Fiscal Years to reflect any difference between actual versus estimated expenses.

H. A credit equal to the allocated portion of the balance in the Other Available Moneys Coverage Subaccount.

I. The Terminal Building rental rate shall then be calculated by dividing the Net Terminal Building Requirement computed pursuant to Section 7.04(A) by the Usable Space.

This Terminal Building rental rate (as calculated above) shall be multiplied by the total square footage of Exclusive Use and Joint Airline Use Space (excluding Departure Facilities, Arrival Facilities and Immigration Inspection Facilities, the cost of which shall be recovered through the Departure Fee, Arrival Fee and Immigration Inspection Fee) leased by all airlines to determine the annual portion of the Terminal Building Requirement to be recovered through airline Terminal Building space rentals.

Section 7.05. Calculation of Departure Fee.

Departure Fees shall be adjusted annually in the following manner. Whenever the adjustment calculation involves an estimate or allocation, the estimate or allocation of the Executive Manager shall be used. Such estimate or allocation shall be made in accordance with and pursuant to, and be consistent with, the terms of this Agreement, the Departure Facilities (as set forth in Exhibit C) by the average annual Terminal Building rental rate calculated in Section 7.04 above.

7.05.01 Each year the Executive Manager shall calculate the Departure Fee requirement for the succeeding Fiscal Year by multiplying the total square footage of the Departures Facilities (as set forth in Exhibit C) by the average annual Terminal Building rental rate calculated in Section 7.04 above.

7.05.02 The Departure Fee is calculated by dividing the Departure Fee requirement by the estimated number of Signatory Airline Enplaned Passengers at the Airport for the succeeding Fiscal Year as projected by the Executive Manager. The Executive Manager will give consideration to estimates of numbers of passengers provided by the Signatory Airlines. The Departure Fee is payable monthly in accordance with Sections 6.03 and 6.09 hereof.

Section 7.06. Calculation of Arrival Fee.

Arrival Fees shall be adjusted annually in the following manner. Whenever the adjustment calculation involves an estimate or allocation, the estimate or allocation of the Executive Manager shall be used. Such estimate or allocation shall be made in accordance with

and pursuant to, and be consistent with, the terms of this Agreement.

7.06.01 Each year the Executive Manager shall calculate the Arrival Fee requirement for the succeeding Fiscal Year by multiplying the total square footage of the Arrivals Facilities (as set forth in Exhibit C) by the average annual Terminal Building rental rate calculated in Section 7.04 above.

7.06.02 The Arrival Fee is calculated by dividing the Arrival Fee requirement by the estimated number of Signatory Airline Arriving Passengers at the Airport for the succeeding Fiscal Year as projected by the Executive Manager. The Executive Manager will give consideration to estimates of numbers of passengers provided by the Signatory Airlines. The Arrival Fee is payable monthly in accordance with Sections 6.04 and 6.09 hereof.

Section 7.07. Calculation of Immigration Inspection Fee.

The Immigration Inspection Fee shall be adjusted annually in the following manner. Whenever the adjustment calculation involves an estimate or allocation, the estimate or allocation of the Executive Manager shall be used. Such estimate or allocation shall be made in accordance with and pursuant to, and be consistent with, the terms of this Agreement.

7.07.01 Each year, the Executive Manager shall calculate the Immigration Inspection Fee requirement for the succeeding Fiscal Year by multiplying the total square footage of the Immigration Inspection Facilities (as set forth in Exhibit C) by the average annual Terminal Building rental rate calculated in Section 7.04 above.

7.07.02 The Immigration Inspection Fee is calculated by dividing the Immigration Inspection Fee requirement by the estimated number of Signatory Airline international Deplaned Passengers at the Airport for the succeeding Fiscal Year as projected by the Executive Manager. The Executive Manager will give consideration to estimates of numbers of passengers provided by the Signatory Airlines. The Immigration Inspection Fee Requirement is payable monthly in accordance with Sections 6.05 and 6.09 hereof.

Section 7.08. Calculation of Loading Bridge Use Fee.

Loading Bridge Use Fees shall be adjusted annually in the following manner. Whenever the adjustment calculation involves an estimate or allocation, the estimate or allocation of the Executive Manager shall be used. Such estimate or allocation shall be made in accordance with and pursuant to, and be consistent with, the terms of this Agreement.

7.08.01 Each year the Executive Manager shall calculate the Loading Bridge Use Fee requirement for the succeeding Fiscal Year by totaling the following amounts, as set forth in AUTHORITY's Annual Budget:

A. The total of direct estimated Operation and Maintenance Expenses allocated to the Loading Bridges.

B. An amount 1.25 times the pro rata portion of Airport Annual Debt Service, if any, allocated to the Loading Bridges, or such other amount as may be required by the Bond Indenture.

C. The pro rata portion of the annual requirement of any subordinate security or other loans allocated to the Loading Bridges.

D. The pro rata portion of the estimated amount, if any, for other deposits required by the Bond Indenture or this Agreement and allocated to the Loading Bridges.

E. The total amount or the pro rata portion of the annual amortization allocated to the Loading Bridges, of any Capital Improvements placed in service by AUTHORITY prior to or after the date of this Agreement and prior to the beginning of the Fiscal Year for which the rates and charges are being determined, which have been financed by AUTHORITY from its own resources. Such annual amortization is to be calculated and based on the economic life for each capital item determined by AUTHORITY in accordance with generally accepted accounting principles at an interest rate equal to the average interest rate on outstanding AUTHORITY Bonds for the preceding calendar year or at such other rate as to which the Signatory Airlines and AUTHORITY may agree. In performing the calculations under this Section 7.08(A), no amortization charges shall be included on capital expenditures that have been financed with grants-in-aid or the proceeds of AUTHORITY Bonds or other securities, the debt service for which has been included elsewhere in this Section 7.08(A).

F. The estimated amount of any assessment, judgment, or charge (net of insurance proceeds) to become payable by AUTHORITY relating directly to the Airport or its operation and allocated to the Loading Bridges.

G. Any estimated deficit or credit for the operation of the Loading Bridges during the then-current Fiscal Year or any adjustment carried over from preceding Fiscal Years to reflect any difference between actual versus estimated expenses.

7.08.02 The Loading Bridge Use Fee is calculated by dividing the Loading Bridge Use Fee requirement by the estimated number of Signatory Airline Loading Bridge Uses for the succeeding Fiscal Year as projected by the Executive Manager. The Loading Bridge Use Fee is payable monthly in accordance with Sections 6.05 and 6.09 hereof.

Section 7.09. Calculation of Apron Use Fee.

The Apron Use Fee shall be adjusted annually in the following manner. Whenever the adjustment calculation involves an estimate or allocation, the estimate or allocation of the Executive Manager shall be used. Such estimate or allocation shall be consistent with and pursuant to the terms and conditions of this Agreement.

7.09.01 Each year the Executive Manager shall calculate the Apron Area requirement for the succeeding Fiscal Year by totaling the following amounts, as set forth in AUTHORITY's Annual Budget:

A. The total of direct and allocated indirect estimated Operation and Maintenance Expenses allocated to the Apron Area.

B. An amount 1.25 times the pro rata portion of Airport Annual Debt Service, if any, allocated to the Apron Area, or such other amount as may be required by the Bond Indenture.

C. The pro rata portion of the annual requirement of any subordinate security or other loans of AUTHORITY allocated to the Apron Area.

D. The pro rata portion of the estimated amount, if any, for other deposits required by the Bond Indenture or this Agreement and allocated to the Apron Area.

E. The total amount or the pro rata portion of the annual amortization allocated to the Apron Area of any Capital Improvements placed in service by AUTHORITY prior to or after the date of this Agreement and prior to the beginning of the Fiscal Year for which the rates and charges are being determined, which have been financed by AUTHORITY from its own resources. Such annual amortization is to be calculated and based on the economic life for each capital item determined by AUTHORITY in accordance with generally accepted accounting principles at an interest rate equal to the average interest rate on outstanding AUTHORITY Bonds for the preceding calendar year or at such other rate as to which the parties may agree. In performing the calculations under this Section 7.09 (A), no amortization charges shall be included on capital expenditures that have been financed with grants-in-aid or the proceeds of AUTHORITY Bonds or other securities, the debt service for which has been included elsewhere in this Section 7.09(A).

F. The estimated amount of any assessment, judgment, or charge (net of insurance proceeds) to become payable by AUTHORITY relating directly to the Airport or its operation and allocated to the Apron Area.

G. Any estimated deficit or credit for operation of the Apron Area during the then-current Fiscal Year or any adjustment carried over from the preceding Fiscal Years to reflect any difference between actual versus estimated expenses.

7.09.02 The Apron Use Fee is calculated by dividing the Apron Area requirement by the estimate of the Total Takeoff Weight of all Signatory Airline Aircraft Arrivals at the Airport for the succeeding Fiscal Year as projected by the Executive Manager based in part on the estimates provided by the Signatory Airlines. The Apron Use Fee is payable monthly in accordance with Sections 6.07 and 6.09 hereof.

Section 7.10. Calculation of Landing Fee Rate.

The Landing Fee rate shall be adjusted annually in the following manner. Whenever the adjustment calculation involves an estimate, the estimate of the Executive Manager shall be used.

7.10.01 During the term of this Agreement, the Landing Fee rate shall be not less

than zero cents ($0.00) per one-thousand (1,000) pounds of Maximum Certificated Gross Takeoff Weight.

7.10.02 Each year, the Executive Manager shall calculate the Airport Requirement for the succeeding Fiscal Year by totaling the following amounts, as set forth in AUTHORITY's Annual Budget:

A. The total of the direct and indirect estimated Operation and Maintenance Expenses of AUTHORITY.

B. An amount 1.25 times Airport Annual Debt Service, or such other amount as may be required by the Bond Indenture.

C. The estimated amount of the annual requirement of any subordinate security or other loans pertaining to the Airport.

D. The estimated amount, if any, for other deposits required by the Bond Indenture or this Agreement.

E. The annual amortization allocated to the Terminal Building, Apron Area, Airfield Area, and Loading Bridges of the total amount of any Capital Improvements placed in service by AUTHORITY prior to or after the effective date of this Agreement and prior to the beginning of the Fiscal Year for which rates and charges are being determined, which have been financed by AUTHORITY from its own resources. Such annual amortization is to be computed based on the economic life for each capital item determined by AUTHORITY in accordance with generally accepted accounting principles at an interest rate equal to the average interest rate on outstanding AUTHORITY Bonds for the preceding calendar year or at such other rate as to which the Signatory Airlines and AUTHORITY may agree. In performing the calculations under this Section 7.10(B), interest only will be charged for land acquisition, and no amortization charges shall be included on capital expenditures that have been financed with grants-in-aid or the proceeds of AUTHORITY Bonds or other securities, the debt service for which has been included elsewhere in this Section 7A 0(B).

F. The estimated amount of any assessment, judgment, or charge (net of insurance proceeds) to become payable by AUTHORITY relating directly to the Airport or its operation.

G. Any overpayment or underpayment estimated for operation of the Airport during the then-current Fiscal Year or any adjustment carried over from preceding Fiscal Years, to reflect any difference between actual versus estimated revenues or expenses.

7.10.03 The Landing Fee requirement for the succeeding Fiscal Year shall be calculated by subtracting the following Landing Fee credits from the Landing Fee requirement calculated pursuant to Section 7.10(B).

A. The revenue estimated to be derived by AUTHORITY in the succeeding Fiscal Year from Airport concessions, rents, fees, and charges from other than Signatory

Airlines, service fees (excluding Passenger Facility Charges and FAA grants-in-aid), and use fees.

B. The unrestricted investment income estimated to be earned by AUTHORITY in the succeeding Fiscal Year from all funds and accounts except the Construction Fund and the Capital Improvement Fund.

C. The total of all Terminal Building rents, Departure Fees, Common Use Departure Fees, Arrival Fees, Immigration Inspection Fees, Loading Bridge Use Fees, and Apron Use Fees estimated to be paid by the Signatory Airlines during the succeeding Fiscal Year.

D. A credit equal to the balance in the Other Available Moneys Coverage Subaccount.

7.10.04 The Landing Fee rate for the succeeding Fiscal Year shall be calculated by dividing the Landing Fee requirement computed pursuant to Section 7.10(C) by the composite estimate of the total Maximum Gross Certificated Takeoff Weight of all Signatory Airline Aircraft Arrivals at the Airport for the succeeding Fiscal Year as projected by the Executive Manager based in part on the estimates provided by the Signatory Airlines pursuant to Section 7.03(A).

Section 7.11. Special Increases in Landing Fee Rate.

If the total Landing Fee requirement during any Fiscal Year is reasonably expected to vary by more than ten percent (10%) from the projected total Landing Fees requirement for such Fiscal Year, the Landing Fee rate may, if deemed necessary by the Executive Manager after consultation with the Signatory Airlines, which consultation may be by telephone, be revised (increased or decreased) resulting in an adjusted Landing Fee effective April 1 of such Fiscal Year for the balance of such Fiscal Year by an amount equal to the difference between projected and revised total Landing Fee requirement divided by the estimated Total Takeoff Weight of all Signatory Airlines during the balance of such Fiscal Year. Such revision would occur no more than once in any Fiscal Year.

Section 7.12. Extraordinary Adjustments of Rents and Fees.

Notwithstanding any other provisions hereof, if, at any time during any Fiscal Year hereof, the revenues of the Airport are not sufficient to pay, when due, all items included in the reports by AUTHORITY prepared pursuant to this Article 7, or to pay any reasonable obligation or expense or cost incidental or necessary to, or arising out of, the operation of the Airport, including, without limitation, emergency repairs or expenses, the reasonably necessary cost of defending, settling, or satisfying any litigation or threatened litigation that relates to the Airport, or any aspect thereof, or to compensate for the loss of revenue by reason of any labor dispute, AUTHORITY may, upon notice to and consultation with the Signatory Airlines, adjust (pursuant to Sections 7.04 through 7.10) Terminal Building rents, Departure Fees, Arrival Fees, Immigration Inspection Fees, Loading Bridge Use Fees, Apron Use Fees, and the Landing Fee rate to such amounts as are sufficient to assure AUTHORITY that all such items, expenses, and costs shall be paid in full, solely from revenues of the Airport, provided AUTHORITY has used

its commercially reasonable best efforts to reduce its operating costs and budget for the then-current Fiscal Year before adjusting such rents and fees.

Section 7.13. Calculation of Common Use Departure Fee.

Common Use Departure Fees shall be adjusted annually in the following manner. Whenever the adjustment calculation involves an estimate or allocation, the estimate or allocation of the Executive Manager shall be used. Such estimate or allocation shall be made in accordance with and pursuant to, and be consistent with, the terms of this Agreement.

7.13.01 Each year the Executive Manager shall calculate the Common Use Departure Fee requirement for the succeeding Fiscal Year by multiplying the total square footage of the Common Use Ticket Counter Space (as set forth in Exhibit C) by the average annual Terminal Building rental rate calculated in Section 7.04 above.

7.13.02 The Common Use Departure Fee is calculated by dividing the Common Use Departure Fee requirement by the estimated number of Signatory Airline Departing Passengers at the Airport for the succeeding Fiscal Year as projected by the Executive Manager that utilize the Common Use Ticket Counter Space. The Executive Manager will give consideration to estimates of numbers of passengers provided by the Signatory Airlines. The Common Use Departure Fee is payable monthly in accordance with Sections 6.03 and 6.09 hereof.

ARTICLE 8. BOND INDENTURE AND FLOW OF FUNDS

Section 8.01. Subordination to Bond Indenture.

8.01.01 This Agreement and all rights of AIRLINE hereunder are expressly subordinated and subject to the lien and provisions of any pledge, transfer, hypothecation, or assignment made at any time by AUTHORITY pursuant to the terms, covenants, and conditions of present and future Bond Indentures, which are incorporated here by reference.

8.01.02 In the event of conflicts between this Agreement and the Bond Indenture, the Bond Indenture shall govern.

8.01.03 All definitional terms that are not specifically defined herein are to have the meanings set forth in the Bond Indenture.

8.01.04 AUTHORITY shall not enact any Bond Indenture or subsequently amend a Bond Indenture so as to require a change in the method of calculation of rents and fees payable hereunder or so as to materially adversely affect the rights of AIRLINE hereunder.

Section 8.02. Flow of Funds.

8.02.01 Subject to the terms and provisions of the Bond Indenture, it is mutually understood and agreed that, as long as any Bonds secured by the Bond Indenture are outstanding,

all Airport Revenue and PFC proceeds shall be deposited, maintained, and paid as set forth in the Bond Indenture.

8.02.02 All revenues derived from the Airport in each Fiscal Year shall be deposited in the Revenue Fund and used and applied in the following priority:

8.02.03 To the Operation and Maintenance Fund, an amount sufficient to increase the balance in the fund to at least the amount in the Annual Budget for Operation and Maintenance Expenses. Amounts shall be paid out of the Operation and Maintenance Fund from time to time by AUTHORITY for the necessary expenses for the operation, maintenance, repairs, and ordinary replacement and reconstruction of the Airport.

8.02.04 To the Bond Fund held by the Trustee, an amount equal to the aggregate annual amount of principal, interest, and Sinking Fund Requirement on any outstanding Bonds payable from annual Airport Revenue. Amounts shall be paid out of the Bond Interest, Principal and Sinking Fund Accounts from time to time as necessary to pay required interest and principal and the Sinking Fund Requirement due on any Bonds outstanding and payable from Airport Revenue.

8.02.05 To the Bond Reserve Fund held by the Trustee, an amount, if any, required to maintain a balance at least equal to the maximum Annual Bond Debt Service on all outstanding Bonds issued by AUTHORITY. Amounts shall be paid out of the Bond Reserve Fund, from time to time as necessary, to pay interest and principal due on any Bonds outstanding and payable from Airport Revenue to the extent that other moneys are not available within the Bond Fund.

8.02.06 To the Subordinate Securities Fund held by the Trustee, an amount, if any, necessary to pay the annual requirements on any Subordinate Securities or other obligations of the Airport payable from Airport Revenue. Amounts shall be paid out of the Subordinate Securities Fund, from time to time as necessary, to pay any Subordinate Securities or other obligations payable from Airport Revenue.

8.02.07 To the Operation and Maintenance Reserve Fund, an amount, if any, required to increase the amount in the Operation and Maintenance Reserve Fund to equal one-fourth (1/4) of the total Operation and Maintenance Expenses budgeted by AUTHORITY, pursuant to the Annual Budget, as revised, filed in accordance with Section 7.03, for the then-current Fiscal Year.

8.02.08 To the Renewal and Replacement Fund, an amount, if any, needed to increase the amount in the Renewal and Replacement Fund to equal the greater of one million dollars ($1,000,000) or such other amount as may be established by AUTHORITY consistent with the Bond Indenture.

8.02.09 To the Capital Improvement Fund, the balance remaining in the Revenue Fund after the foregoing deposits have been made. Deposits to the Capital Improvement Fund will be held in the following accounts and made in the following priority:

A. PFC Capital Account: An amount equal to the net PFC proceeds in excess of that amount used to fund debt service on Bonds, the proceeds of which were used to finance PFC projects, plus interest on PFC funds.

B. Capital Improvement Account: All remaining balances after all required deposits have been made to each of the foregoing funds and accounts shall be allocated between and deposited to Capital Improvements Subaccount and Other Available Moneys Coverage Subaccount, as follows:

(1) Other Available Moneys Coverage subaccount: The lesser of (a) fifty percent (50%) of the deposit to the Capital Improvement Account or (b) debt service coverage for such Fiscal Year, to be carried forward in the Other Available Moneys Coverage Subaccount and applied in each succeeding Fiscal Year during the term of this Agreement in the priority identified in Section 8.02.02 and as the basis for determining credits to rents and fees as provided in Sections 7.04 and 7.10.

(2) Capital Improvements Subaccount: All remaining amounts in the Capital Improvement Account, to pay the eligible costs of improving, constructing or otherwise acquiring any enlargements, expansions, extensions of, or any other improvements to the Airport, or to provide for the early retirement of Airport revenue bonds or other debt obligations.

If, at the end of any Fiscal Year in which Bonds or other debt obligations payable from Airport Revenue remain outstanding, the balance in the Capital Improvement Subaccount not programmed or encumbered pursuant to Article 5 exceeds the greater of (a) forty million dollars ($40,000,000) or (b) the sum of annual deposits to the Capital Improvement Subaccount for the three (3) most recent Fiscal Years for which such data are available, then such excess shall be transferred as soon as possible to the Bonds Fund and be used to provide for: (i) the early retirement of such Bonds, (ii) refinancing of outstanding bonds, or (iii) other obligations at such time as AUTHORITY determines market conditions to be favorable for such purpose.

If, within two (2) years of the date of such transfer, AUTHORITY has not used such funds for such purpose, the funds will be transferred to the Other Available Moneys Coverage Subaccount.

ARTICLE 9. MAINTENANCE, REPAIR, ALTERATIONS, AND IMPROVEMENTS

Section 9.01. AIRLINE's Responsibilities.

It is understood and agreed that AIRLINE and AUTHORITY shall have the following maintenance and repair obligations:

9.01.01 AIRLINE agrees that, at the effective date that Exclusive Use Space is included in AIRLINE's Agreement with AUTHORITY, such space is in good and tenantable condition.

9.01.02 AIRLINE, except as hereinafter provided, shall not call on AUTHORITY for any of the following janitorial services or nonstructural repairs to its Exclusive Use Space, and AIRLINE shall, at its sole expense and in a manner reasonably acceptable to AUTHORITY:

A. Maintain its Exclusive Use Space in the conditions prevailing at the effective date that Exclusive Use Space is included in AIRLINE's Agreement with AUTHORITY, subject to reasonable wear and tear.

B. Pay as Additional Rent to AUTHORITY the cost to AUTHORITY of providing in AIRLINE's Exclusive Use Space such water, sewer service, electricity, heating and air conditioning and other utilities which exceed that which is normally provided in first class office space. The cost to AIRLINE shall be determined, at the option of AUTHORITY, by meter or by a flat rate, calculated according to the proportion of the utility service used by AIRLINE and in the same manner as such flat rate is calculated for other utility users on the Airport.

C. Perform, at its sole expense, ordinary preventive maintenance and ordinary upkeep and nonstructural repair of all facilities, personal property, and equipment in its Exclusive Use Space, including all AIRLINE installed electrical work, plumbing, appliances, and fixtures located within its Exclusive Use Space, as well as all of AIRLINE's facilities, property, and equipment in non-exclusive areas. AUTHORITY, at its own expense, shall maintain the exterior portions of the walls and roof of the Exclusive Use Space and all central mechanical distribution systems in good repair and condition.

D. Immediately repair any damage in any other space at the Airport occasioned by the fault or negligence of AIRLINE, its employees, agents, suppliers, or invitees and not covered by insurance carried by AUTHORITY.

9.01.03 When using the Joint Use Apron Area, AIRLINE will use its best efforts to keep the area in a neat, clean, and orderly condition, free from litter, debris, refuse, petroleum products, or grease that may result from activities of its employees, agents, suppliers, or invitees; and remove all oil and grease spillage that is attributable to AIRLINE's aircraft or equipment from its aircraft parking positions.

9.01.04 AIRLINE expressly agrees that AUTHORITY shall not be liable to AIRLINE, its employees, agents, suppliers, or invitees, for bodily injury or for any loss or damage to real or personal property occasioned by flood, fire, earthquake, lightning, windstorm, hail, explosion, riot, strike, civil commotion, smoke, vandalism, malicious mischief, or acts of civil authority and not caused by the negligence or willful acts or omissions of AUTHORITY.

9.01.05 If AIRLINE fails to perform its obligations under this Article 9, AUTHORITY may do so after reasonable notice and recover its entire cost including all fines and penalties plus a fifteen percent (15%) administrative charge from AIRLINE as Additional Rent on the next rent date.

Section 9.02. AUTHORITY's Responsibilities.

9.02.01 AUTHORITY, during the term of this Agreement, shall keep in good repair, or arrange for the operation, maintenance, and good repair of, the Airport, including, but not limited to, the Public Areas and the Joint Airline Use Space of the Terminal Building, AUTHORITY-installed and owned baggage equipment, passenger loading bridges, and common use equipment, vehicular parking areas, runways, airfield lighting, taxiways, aprons, roadways,

and all appurtenances, facilities, and services now or hereafter connected with the foregoing. AUTHORITY, to the extent within its jurisdiction, also shall keep the Airport free from obstruction, including, without limitation, vegetation, stones, and other foreign matter, as reasonably necessary, from the runways, ramp area, taxiways, roadways, vehicular parking areas, and aircraft parking areas for the safe, convenient, and proper use of the Airport by AIRLINE.

9.02.02 AUTHORITY shall keep, or make appropriate arrangements to keep, the Public Areas, holdrooms, and Joint Airline Use Space of the Terminal Building adequately and attractively equipped, furnished, decorated, clean, and presentable. AUTHORITY shall use its best efforts to provide and supply in such areas of the Terminal Building signs, heat, electricity, light, power, air conditioning, wastewater disposal, water, and janitorial services, including rubbish removal. Interruptions or the lack of services shall not constitute a breach of this Agreement by AUTHORITY, but AUTHORITY shall use its best efforts to restore such service after interruption.

9.02.03 AUTHORITY shall only be called upon by AIRLINE to provide, in AIRLINE's Exclusive Use Space, structural maintenance, general plumbing and maintenance of light fixtures. AIRLINE will relamp and provide general plumbing maintenance (for AIRLINE installed plumbing) in AIRLINE Exclusive Use Space.

9.02.04 The undertakings by AUTHORITY under this Section 9.02 do not relieve AIRLINE of its duties to maintain its Exclusive Use Space and to use Joint Airline Use Space with due care.

9.02.05 From time to time, the Authority and the Signatory Airlines may agree to re-assign capital undertakings and/or maintenance responsibilities for Authority-owned airline terminal equipment, including, but not limited to, passenger loading bridges, baggage handling systems, and common use equipment under this Agreement. Such agreement shall in no way provide for exclusive rights for any particular Signatory Airline(s). Such re-assignment may be made at the request of the Authority or any Signatory Airline and must be by mutual written agreement of the Authority and all Signatory Airlines

Section 9.03. AUTHORITY's Right to Inspect and Make Repairs.

AUTHORITY, by its authorized officers, employees, agents, contractors and subcontractors, and other representatives, shall have the right (at such times as may be reasonable under the circumstances and with as little interruption of AIRLINE's operations as is reasonably practicable and upon notice to AIRLINE) to enter AIRLINE's Exclusive Use Space and Joint Airline Use Space for the following purposes:

9.03.01 To inspect such space to determine whether AIRLINE has complied and is complying with the terms and conditions of this Agreement.

9.03.02 To accomplish repairs or replacements by AUTHORITY pursuant to Section 9.02, or in any case where AIRLINE is obligated to make repairs or replacements and has failed to do so, after notice, make such repairs or replacements on AIRLINE's behalf.

9.03.03 In the exercise of AUTHORITY's police powers. No such entry by or on behalf of AUTHORITY upon any Exclusive Use Space leased to AIRLINE shall cause or constitute a termination of the letting thereof or be deemed to constitute an interference with the possession thereof by AIRLINE.

Section 9.04. Alterations and Improvements.

AIRLINE shall make no alterations, additions, improvements to, or installations on the space leased under this Agreement without the prior written approval of the Executive Manager. The Executive Manager may require plans, specifications, and other such related information for approval.

ARTICLE 10. DAMAGE OR DESTRUCTION, INSURANCE, INDEMNIFICATION, AND RELEASE OF LIABILITY

Section 10.01. Damage or Destruction.

Should the premises used by AIRLINE hereunder or portions thereof or buildings or structures of which portions of such premises may be a part be damaged by fire or other casualty, and if the damage is repairable within a reasonable time from the date of the occurrence, the premises shall be repaired with due diligence by AUTHORITY, and in the meantime the rental allocable to the particular building, rooms or other portion of the premises rendered untenantable, for the period from the occurrence of the damage to the Completion of the repairs, shall be abated in the same proportion that the untenantable portion thereof bears to the whole thereof, or, if the damage or destruction has rendered the entire building untenantable, said rental shall be abated entirely.

Should the premises used by AIRLINE hereunder or portion thereof or buildings or structures of which portions of such premises may be a part be completely destroyed by fire or other casualty, or should they be damaged to such an extent that the damage cannot, in the opinion of AUTHORITY, be repaired within a reasonable time after the occurrence, AUTHORITY or AIRLINE shall have the option to terminate this Agreement to the extent that it shall apply to the particular building, rooms or other portions of the premises so rendered untenantable, on sixty (60) days written notice effective as of any date not more than ninety (90) days after the occurrence. In the event that this paragraph shall become applicable, the parties shall advise each other within thirty (30) days after the happening of any such damage whether they have elected to continue this Agreement in effect as to the portions of the premises damaged or destroyed, or to terminate it. If the parties shall elect to continue this Agreement, AUTHORITY shall commence and prosecute with due diligence any work necessary to restore or repair the premises and will exert its best efforts to provide AIRLINE with temporary substitute space while the repairs are being completed. If either party shall fail to notify the other party of its election within said thirty (30) day period, AUTHORITY shall be deemed to have elected to terminate this Agreement as to the portions of the premises damaged or destroyed, and this Agreement shall automatically terminate as to such portions ninety (90) days after the occurrence of the damage. For the period from the occurrence of any damage to the premises to the date of completion of the repairs to the premises (or to the date of termination of the Agreement as to such portions of the premises if AUTHORITY does not restore them), the rental

allocable to the particular building, rooms or other portion of the premises involved shall be abated in the same proportion as the untenantable portion thereof bears to the whole thereof, or, if the damage has rendered the entire building untenantable, said rental shall be abated entirely, and upon termination of the Agreement as to such damaged or destroyed premises, AIRLINE shall have no further obligation to pay the rental allocable thereto. If temporary substitute space is furnished by AUTHORITY, a reasonable rental may be charged therefor.

Section 10.02. Insurance.

10.02.01 AIRLINE shall purchase and maintain in force the following insurance coverage as appropriate:

A. Comprehensive airline liability insurance, including coverage for premises, products, hangarkeepers legal liability and liquor liability, for claims of property damage, bodily injury, or death allegedly resulting from AIRLINE's activities into, on, and leaving any part of the Airport, in an amount not less than four hundred fifty million dollars ($450,000,000).

B. Automobile liability insurance in an amount adequate to cover vehicles operating on the Airport in an amount not less than four million dollars ($4,000,000).

10.02.02 AUTHORITY, in operating the Airport, will carry and maintain Airport liability insurance in accordance with the Bond Indenture in such amounts as would normally be maintained by public bodies engaged in carrying on similar activities.

10.02.03 The parties understand and agree that the minimum limits of the insurance herein required may become inadequate during the term of this Agreement, and AIRLINE and AUTHORITY agree that each will increase such minimum limits by reasonable amounts on request of the other party. Increases in coverage will be consistent with minimum limits at other airports similarly situated.

10.02.04 All policies of insurance required herein shall be in a form and with a company or companies reasonably satisfactory to AUTHORITY and shall name AUTHORITY as additionally insured to the extent of the liability assumed by AIRLINE in Section 10.04 herein. Each such policy shall provide that such policy may not be materially changed, altered, or cancelled by the insurer during its term without first giving at least sixty (60) days written notice to AUTHORITY.

10.02.05 Policies or certificates of required coverages shall be delivered to AUTHORITY.

10.02.06 Before the expiration of any then-current policy of insurance, AIRLINE shall deliver to AUTHORITY evidence showing that such insurance coverage has been renewed. Within fifteen (15) days after the date of written notice from the insurer of cancellation or reduction in coverage, AIRLINE shall deliver to AUTHORITY certificate of insurance evidencing that the required coverage has been reinstated or otherwise provided.

10.02.07 The insurance coverage described above is a material condition of this Agreement. If at any time AIRLINE shall fail to obtain or maintain in force the insurance required herein, the Executive Manager may suspend AIRLINE's right to operate at the Airport.

10.02.08 If any claim for damages is filed with AIRLINE or if any lawsuit is instituted against AIRLINE, AIRLINE shall give prompt and timely notice thereof to AUTHORITY, provided that claims and lawsuits subject to such notice are only those that arise out of, or are in any way connected with AIRLINE's use of the leased premises or AIRLINE's operations or activities in regard to the Airport and that in any way, directly or indirectly, contingently or otherwise, affect or might reasonably affect AUTHORITY. Notice shall be deemed prompt and timely if given within thirty (30) days following the date of receipt of a claim or thirty (30) days following the date of service of process of a lawsuit. Accident or property damage claims in an amount less than ten thousand dollars ($10,000) shall be excluded from the requirements of this Section 10.02(H).

10.02.09 If any claim for damages is filed with AUTHORITY or if any lawsuit is instituted against AUTHORITY, AUTHORITY shall give prompt and timely notice thereof to AIRLINE, provided that claims and lawsuits subject to such notice are only those that arise out of or are in any way connected with the operation of the Airport by AUTHORITY and that directly affect AIRLINE. Notice shall be deemed prompt and timely if given within thirty (30) days following the date of receipt of a claim or thirty (30) days following the date of service of process of a lawsuit.

10.02.10 The time limitations set forth in Sections 10.02(H) and (I) are discretionary. If the notice required to be given by these sections is late, that is, if notice is not given within the time period set forth therein, the party is not precluded from establishing that the notice actually given was prompt and timely under the circumstances of the particular claim or lawsuit, unless by the failure to give such notice within the applicable time period, the other party has been prejudiced in its ability to consider such claim or to respond or to properly defend such lawsuit, if the other party is so prejudiced by a late notice, then the late notice shall not be deemed to be prompt and timely.

Section 10.03. Indemnification.

AIRLINE shall protect, defend, and hold AUTHORITY and its officers, directors, employees, agents and representatives harmless from and against all liabilities, losses, suits, claims, judgments, fines, or demands arising by reason of injury or death of any person or damage to any property, including all reasonable costs for investigation and defense thereof (including but not limited to attorney fees, court costs, and expert fees), of any nature whatsoever arising out of the use, occupancy or operations of AIRLINE at or about, the Airport or the acts or omissions of AIRLINE's officers, agents, employees, contractors, subcontractors, licensees, or invitees, regardless of where the injury, death, or damage may occur, unless such injury, death, or damage is caused by the negligence of AUTHORITY. The Executive Manager shall give to AIRLINE prompt notice of any such claims or actions. The provisions of this section shall survive the expiration or early termination of this Agreement with respect to matters arising before such expiration or early termination.

Subject to the limitations of Territory law, AUTHORITY shall protect, defend, and hold AIRLINE and its officers and employees completely harmless from and against any and all liabilities, losses, suits, claims, judgments, fines, or demands arising by reason of injury or death of any person or damage to any property, including all reasonable costs for investigation and defense thereof (including but not limited to attorney fees, court costs, and expert fees), of any use or occupancy of any nature whatsoever to the extent not caused by the negligence of AUTHORITY.

Section 10.04. Release of Liability re: Certain Damages.

AUTHORITY shall not be liable for, and is hereby released from, all liability to AIRLINE, to AIRL1NE's insurance carrier, or to anyone claiming under or through AIRLINE for any loss or damage whatsoever to the property or effects of AIRLINE resulting from the discharge of water or other substances from pipes, sprinklers, or conduits, containers or appurtenances thereof or fixtures thereto, or for any damage resulting from the discharge or failure of electric current, regardless of cause or origin, except for such damage as may be primarily caused by reason of the negligence of AUTHORITY, its employees, or agents. The provisions of this Section 10.04 shall not be construed as a limitation of AUTHORITY's rights pursuant to Section 10.03, but are additional to the rights and exclusions from liability provided in Section 10.03.

ARTICLE 11. ASSIGNMENT OF SPACE, MERGER, AND BANKRUPTCY

Section 11.01. Assignment and Subletting.

As a condition of this Agreement, AIRLINE shall not assign this Agreement, or any part hereof, or transfer any interest herein, in any manner whatsoever or sublet the premises or any part thereof or any of the privileges recited herein, except to a wholly owned subsidiary or a parent company with a controlling interest. AIRLINE will provide the AUTHORITY with any and all assignment documents in form and substance satisfactory to the AUTHORITY, sixty (60) days prior to any assignments.

Section 11.02. Nonwaiver of Responsibility.

No assignment, transfer, conveyance, sublease, or granting a nonexclusive license by AIRLINE shall relieve AIRLINE of its responsibility for payment of rent and performance of all other obligations provided in this Agreement, without specific written consent of the Executive Manager to such relief.

Section 11.03. Relinquishment of Space.

If AIRLINE desires to relinquish any of its Exclusive Use Space or any rights to Joint Airline Use Space, AIRLINE may notify the Executive Manager of the space available, and the Executive Manager shall use his or her best efforts to reassign the space to another airline. No reassignment by the Executive Manager, nor any assignment, transfer, conveyance, or sublease by AIRLINE shall relieve AIRLINE of its primary responsibility for payment of rent and performance of all other obligations provided in this Agreement, without specific written consent

by the Executive Manager to such relief.

Section 11.04. Ground Handling Agreements.

In the event AIRLINE agrees to ground handle any portion of the operations of another certificated Air Transportation company providing service at the Airport, AIRLINE shall provide the Executive Manager advance written notice of such proposed activities, including a description of the type and extent of services to be provided. Notwithstanding the provisions of the foregoing, (1) AIRLINE may not ground handle such other Air Transportation company without the prior written permission of the Executive Manager if such Air Transportation company does not have in force an agreement with AUTHORITY, and (2) ground handling services are subject to the gross receipts tax of the Government of Guam. Such tax proceeds are revenue to the Government of Guam and are not Airport Revenue.

Section 11.05. Merger.

Section 11.01 shall not prevent the assignment of this Agreement to any corporation with which AIRLINE may merge or consolidate, or which may succeed to the business of AIRLINE pursuant to a merger or consolidation, but due notice of any such assignment shall be given to the Executive Manager upon any merger, consolidation, or succession, including a copy of documents related to such merger, consolidation, or succession which are a matter of public record.

Section 11.06. Security Deposit.

If AIRLINE is delinquent in the payment of its rents, landing fees and other fees due in accordance with the terms and conditions of this Agreement, and has failed to cure such delinquency as stipulated in Section 6.16 hereof, for three (3) months out of any Fiscal Year, the Executive Manager may require that within thirty (30) days, AIRLINE shall remit to AUTHORITY a security deposit which amount shall be based upon (a) AIRLINE's estimated Landing Fees for two (2) months (as determined on the basis of AIRLINE's published flight schedule as of that date times the actual Landing Fee rate effective as of that date), (b) AIRLINE's estimated Exclusive and Joint Airline Use Space rents for two (2) months (as determined on the basis of AIRLINE's actual leased space as of that date times the actual rental rates effective as of that date, using activity data for the most recent calendar month to allocate Joint Airline Use Space costs), (c) AIRLINE's estimated Arrival Fee for two (2) months (as determined on the basis of AIRLINE's published flight schedule as of that date times the actual Arrival Fee effective as of that date), (d) AIRLINE's estimated Loading Bridge Use Fees for two (2) months (as determined on the basis of AIRLINE's published flight schedule as of that date times the actual Loading Bridge Use Fee effective as of that date), and (e) AIRLINE's estimated Apron Use Fees for two (2) months (as determined on the basis of AIRLINE's published flight schedule as of that date times the actual Apron Use Fee effective as of that date). The security deposit may be adjusted by AUTHORITY as AIRLINE's flight activity, passenger activity, and space rental commitment increases or decreases.

If AIRLINE is a new entrant to the Airport, or if AIRLINE was previously a non-

signatory to this Agreement, then the Executive Manager will require AIRLINE to remit to AUTHORITY a security deposit equivalent to two (2) months of the rents, estimated landing fees and other fees set out above. This security deposit may be returned at such time that the Executive Manager determines that the AIRLINE has demonstrated fiscal responsibility.

Such deposit shall be in the form of an irrevocable letter of credit, or other security satisfactory to AUTHORITY, in a form approved by the Executive Manager. If AUTHORITY accepts cash deposits, the interest on cash deposits shall be retained by AUTHORITY and used in the calculation of rents and fees.

Document(s) evidencing this deposit must provide that the same shall be periodically renewed until the beginning of the month of October following termination or cancellation of this Agreement as is herein provided.

If payments required by AIRLINE under the terms of this Agreement are not made in accordance with the payment provisions set forth in Article 6, AUTHORITY shall have the right to forfeit, take, and use so much of such security deposit as may be necessary to make such payment in full and to exercise any other legal remedies to which it may be entitled. In this event, AIRLINE shall, within thirty (30) days, remit to AUTHORITY such amount as is required to restore AIRLINE's security deposit to the required balance.

Section 11.07. Bankruptcy.

Section 11.01 shall not apply to any valid assumption or assignment of this Agreement, the leased space, or any part thereof, by a trustee, or AIRLINE as a debtor in possession under Section 365 of the Bankruptcy Code of 1978, as amended, provided that adequate assurance of future performance as provided by Section 365 of the Bankruptcy Code of 1978, as amended, for the purposes of the assumption or assignment of this Agreement shall include, but shall not be limited to:

11.07.01 Adequate assurance of the reliability of the proposed source for the rents due under this Agreement on the assumption or assignment of this Agreement.

11.07.02 Adequate assurance that all other consideration due under this Agreement shall be forthcoming after the assumption or assignment of this Agreement.

11.07.03 The procurement of a bond from a financially reputable surety covering any costs or damages incurred by AUTHORITY in the event that AUTHORITY, within one (1) year following the assumption or assignment of this Agreement, becomes entitled to and exercises any right to reassign the leased space covered by this Agreement under Section 4.02 of this Agreement.

Section 11.08. Consent.

Consent by the Executive Manager to any type of transfer provided for by this Article 11 shall not in any way be construed to relieve AIRLINE from obtaining further consent for any

subsequent transfer or assignment of any nature whatsoever.

ARTICLE 12. DEFAULT

Section 12.01. Default.

If AIRLINE fails to (1) pay rent or another payment past due hereunder within ten (10) days after receipt of written notice of the due date; (2) commence immediately to keep and perform any of its other covenants and agreements within twenty (20) days after receipt of written notice; or (3) continue to complete any of its covenants and agreements after performance is commenced, or after the filing of any petition, proceedings, or action by, for, or against AIRLINE under any insolvency, bankruptcy, or reorganization act of law; then after notice and at the election of AUTHORITY:

12.01.01 After terminating this Agreement, AUTHORITY may reenter the space and alter, modify, improve and relet all or any part of it to others, for the account of AIRLINE, including costs of renovation and fifteen percent (15%) administrative fee to be paid to AUTHORITY for all sublease rents received, and AIRLINE shall promptly reimburse AUTHORITY for any deficiency in rents or other payments received under such subletting, as compared with AIRLINE's obligations hereunder.

12.01.02 At any time before or after a reentry and reletting as provided in Section 12.01(A), AUTHORITY may terminate AIRLINE's rights under this Agreement, and AUTHORITY may reenter and take possession of all space, and terminate all rights and privileges granted to AIRLINE hereunder, without any restriction on recovery by AUTHORITY for past due rents and other obligations of AIRLINE.

12.01.03 In the event of default by AIRLINE which is not cured in accordance with this Article 12, AUTHORITY is entitled to the following:

A. To recover reasonable attorneys' fees, consultant fees, or other expenses associated with the default together with any court cost and the cost of removing and storing any property of AIRLINE, and

B. To place a lien on all nonflight, property and equipment of AIRLINE for the amount owed to the extent that such lien does not violate any other lawful agreement covering such nonflight property and equipment that AIRLINE is party to, and

C. In the event AUTHORITY must remove and store property of AIRLINE, AIRLINE agrees to reimburse AUTHORITY reasonable storage fees plus fifteen percent (15%) for administration costs, and

D. In the event AUTHORITY must store AIRLINE property and the property remains unclaimed, AUTHORITY will post notice for thirty (30) days, during this notice period, AUTHORITY will publish notice three (3) times in the local daily newspaper. At the end of the notice period, AUTHORITY will sell such property by "private power of sale".

12.01.04 As used in this Section 12.01, receipts shall mean (I.) two days after date of mailing by Certified Mail to proper address set forth in this Agreement, or (2) upon actual receipt of notice upon delivery to AIRLINE's office on Guam and receipt of the notice by a supervisory or management employee of AIRLINE. As to personal services or delivery, AUTHORITY shall use its best efforts to ensure that any notice is actually received. AUTHORITY will make a best effort to obtain from a management employee a confirmation of receipt.

Section 12.02. Additional Rights of AUTHORITY.

In the event of a breach or default or threat of breach or default by AIRLINE of any of the covenants or provisions hereof, AUTHORITY shall have the right to seek an injunction and the right to invoke any remedy allowed by law or in equity as if re-entry, summary proceeding and other remedies were not herein provided for. Mention in this Agreement of any particular remedies shall not preclude AUTHORITY from any other remedy, in law or in equity.

AUTHORITY shall have all additional rights and remedies as may be provided to landlords by law.

ARTICLE 13. RULES AND REGULATIONS, COMPLIANCE WITH LAW, NONDISCRIMINATION

Section 13.01. Rules and Regulations.

13.01.01 AIRLINE shall not use or permit the use of any Airport facilities by its officers, employees, or any other persons over whom it has control for any purpose or use other than those specifically authorized by this Agreement, and such other purposes or uses as may be mutually agreed upon in writing.

13.01.02 At its sole cost and expense, AIRLINE shall comply with and shall require its officers and employees and any other persons over whom it has control to comply with such Policies and Procedures and Rules and Regulations governing the use of Airport facilities pursuant to this Agreement as may from time to time be adopted and promulgated by AUTHORITY including, but not limited to, health, safety, environmental concern, sanitation, and good order, and with such amendments, revisions, or extensions thereof as may from time to time be adopted and promulgated by AUTHORITY. AUTHORITY shall not adopt or promulgate Policies and Procedures and Rules and Regulations that conflict with this Agreement.

13.01.03 AIRLINE's right of access to the Airport shall be subject to all local and federal laws or regulations and. all Airport rules, regulations, and ordinances now in effect or hereinafter adopted or promulgated.

13.01.04 AIRLINE shall, at all times, maintain its Exclusive Use Space in compliance with any and all present and future laws, ordinances, and general rules or regulations of any public or governmental authority now or at any time during the term of this Agreement in force relating to environment, sanitation, or public health, safety, or welfare.

13.01.05 Nothing herein contained shall be construed to prevent AIRLINE from contesting the validity, reasonableness, or applicability of any federal or local law, regulation, or ordinance now in effect or hereinafter adopted or promulgated and AIRLINE shall not be deemed to be in default of any requirement of this Agreement so long as such contest is diligently prosecuted in an appropriate forum by AIRLINE or any other party to a similar agreement having interests consistent with those of AIRLINE, or until thirty (30) days following the entry of a final judgment contrary to AIRLINE's position. However, should AIRLINE contest the validity or applicability of any tax or fee, the payment of which might constitute a lien on Airport facilities, AUTHORITY may require the posting of a bond or placing in escrow of the amount of such tax or fee pending the outcome of such contest in order to avoid the imposition of such lien.

Section 13.02. Compliance with Law.

13.02.01 AIRLINE shall not use its Exclusive Use Space, Joint Airline Use Space or any part thereof, or permit the same to be used by any of its employees, officers, agents, subtenants, invitees, or licensees for any illegal purposes and shall, at all times during the term of this Agreement, with respect to exercise of its rights hereunder, comply with all applicable ordinances, laws, and Rules and Regulations of AUTHORITY (subject to Section 13.01 above) and of the Government of Guam, or any city or governmental agency, or of the U.S. Government, that may have jurisdiction to pass laws or ordinances or to make and enforce rules or regulations with respect to the uses hereunder or the Exclusive Use Space, Joint Airline Use Space, or any part thereof.

13.02.02 At all times during the term of this Agreement, AIRLINE shall, in connection with its activities and operations on the Airport:

A. Comply with and conform to all existing and future statutes and ordinances, and the rules and regulations promulgated thereunder, of all federal, Territorial, and other governmental bodies of competent jurisdiction that apply to or affect, either directly or indirectly, AIRLINE or AIRLINE's operations and activities under this Agreement.

B. Make, at its own expense, all nonstructural improvements, repairs, and alterations to its Exclusive Use Space, equipment, and personal property that are required to comply with or conform to all Laws, ordinances, and rules and regulations of federal, Territorial, and other governmental bodies of competent jurisdiction that apply to AIRLINE or AIRLINE's operation on the AIRPORT.

C. Be and remain an independent contractor with respect to all installations, construction, and services performed by or at the request of AIRLINE hereunder.

13.02.03 Security Compliance. Airline shall comply with and conform its use of the Premises to AUTHORITY's Airport Security Program, Security Directives and Emergency Amendments in addition to TSA and FAA regulations (collectively, "Security Requirements"). Airline shall require all persons, including without limitation its agents, employees, or invitees, entering the Airport, including without limitation, surrounding facilities,

parking lots, and runways, (collectively the "Airport Premises") to comply with the Security Requirements and the Airport Rules and Regulations. Airline agrees to pay, indemnify and save Authority harmless from and against any and all fines and penalties imposed or assessed on Authority and/or Airline for any breach of the Security Requirements by Airline, its agents, employees, or invitees, whether intentional, non-intentional, or through negligence occurring on the Airport Premises during the term, or any extended term, of this Agreement.

Section 13.03. Nondiscrimination.

13.03.01 Airline shall comply with the provisions of Exhibit F, as interpreted from time to time by the United States Department of Transportation ("USDOT") or the FAA.

13.03.02 Airline further agrees to comply with all provisions of Public Law 101-336, as well as 28 C.F.R. Part 35 and 29 C.F.R. Part 1630 (Americans with Disabilities Act), as amended from time to time during the term of this Agreement. Such law prohibits discrimination on the basis of disability by private entities in places of public accommodation and requires that all new places of public accommodation and commercial facilities be designed and constructed so as to be readily accessible to and usable by persons with disabilities.

ARTICLE 14. COVENANT NOT TO GRANT MORE FAVORABLE TERMS

Section 14.01. Covenant Not to Grant More Favorable Terms.

14.01.01 AUTHORITY covenants that it will not enter into any lease, contract, or any other agreement: with any other Air Transportation company containing materially more favorable terms than this Agreement, or to grant to any tenant engaged in Air Transportation, rights or privileges with respect to the Airport that are not accorded AIRLINE hereunder, unless the same rights, terms, and privileges are concurrently made available to AIRLINE. This covenant shall not extend to any carrier only operating aircraft less than fifty thousand (50,000) pounds Maximum Certificated Gross Take-Off weight.

14.01.02 If any aircraft operator shall undertake any operations at the Airport for the carriage for compensation or hire of passengers, cargo, or mail by air, AUTHORITY shall require, to the extent legally permissible, such other aircraft operator to execute and deliver an agreement, permit, license, lease, or contract with AUTHORITY providing for:

A. The payment of Landing Fees at rates and on such other terms and conditions as are not more favorable to the other party than those rates or terms and conditions then in effect for AIRLINE.

B. The payment of rents for any space leased from AUTHORITY in the Terminal Building at rates not less than those rental rates then payable by AIRLINE for similar space.

C. The payment for use by such aircraft operator of all Joint Airline Use Space and operating costs of all baggage handling or other passenger service systems, calculated and billed to such party as in the case of AIRLINE.

ARTICLE 15. TERMINATION

Section 15.01. Events Permitting Termination of Agreement by AIRLINE.

AIRLINE may terminate this Agreement and terminate all of its future obligations hereunder at any time that AIRLINE is not in default in its payments or other obligations to AUTHORITY here under, by giving the Executive Manager sixty (60) days advance written notice if (a) AUTHORITY is in default of any material and substantive portion of this Agreement, or (b) any act occurs that deprives AIRLINE permanently of the rights, power, and privileges necessary for the proper conduct and operation of its Air Transportation business at the Airport.

Section 15.02. Events Permitting Termination of Agreement by AUTHORITY.

In addition to other events described in this Agreement permitting AUTHORITY to terminate this Agreement, this section identifies other material events permitting termination of this Agreement by AUTHORITY.

15.02.01 AUTHORITY, at its option, may declare this Agreement terminated on the happening of any one or more of the following events, and may exercise all rights of entry and re-entry on AIRLINE's Exclusive Use Space:

A. If the rents and fees, or other money payments that AIRLINE herein agrees to pay, or any part hereof, shall be unpaid on the date same becomes due, in accordance with Article 6.

B. If any act occurs that deprives AIRLINE permanently of the rights, power, and privileges necessary for the proper conduct and operation of its Air Transportation business.

C. If AIRLINE (a) ceases the conduct of scheduled air service at the Airport for a period of sixty (60) consecutive days in accordance with Section 6.01 or (b) fails to operate scheduled passenger service departures each week from the Airport, for a period of ninety (90) days or more (except by reason of strikes or causes beyond the control of AIRLINE).

D. If AIRLINE abandons and fails to use its Exclusive Use Space for a period of thirty (30) consecutive days, except when such abandonment and cessation are due to fire, earthquake, labor dispute, strike, governmental action, default of AUTHORITY, or other cause beyond AIRLINE's control.

E. If AIRLINE uses or permits the use of its Exclusive Use Space at any time for any purpose for which the use thereof at that time is not authorized by this Agreement, or by a subsequent written agreement between the parties, or permits the use thereof in violation of any law, rule, or regulation to which AIRLINE has agreed in this Agreement to conform.

F. If AIRLINE is in violation of any provision of this Agreement and has not begun remedy within thirty (30) days notice thereof of such violation.

15.02.02 Termination by AUTHORITY shall not be effective unless and until at least thirty (30) days have elapsed after written notice to AIRLINE specifying the date upon which such termination shall take effect and the cause for which it is being terminated has not been cured or if AIRLINE commences to cure the cause of such termination within said thirty (30) day period, so long as AIRLINE continues diligently and in good faith to cure such cause.

Section 15.03. Possession by AUTHORITY.

In any of the aforesaid events, AUTHORITY may take possession of the leased premises upon thirty (30) days advance written notice and remove AIRLINE's effects, without being deemed guilty of trespassing or conversion. On said default, AUTHORITY shall have and reserve all of its available remedies at law as a result of said breach of this Agreement.

Failure of AUTHORITY to declare this Agreement terminated on default of AIRLINE for any of the reasons set forth herein shall not operate to bar, destroy, or waive the right of AUTHORITY to terminate this Agreement by reason of any subsequent violation of the terms hereof.

ARTICLE 16. NOTICES

Section 16.01. Delivery of Notice.

16.01.01 Notices required herein shall be in writing and served personally or sent by registered or certified mail, postage prepaid. Any such notice mailed pursuant to this paragraph shall be presumed to have been received by the addressee seventy-two (72) hours after deposit of same in the mail. Either party shall have the right, by giving written notice to the other, to change the address at which its notices are to be received. Until any such change is made, notices shall be addressed and delivered as follows:

A. AUTHORITY

Antonio B. Won Pat International Airport Authority, Guam
P.O. Box 8770
Tamuning, Guam 96931

B. AIRLINE

[INSERT NAME]
[INSERT ADDRESS]

16.01.02 If notice is given in any other manner or at any other place, it will also be given at the place and in the manner specified in Section 16.01(A).

ARTICLE 17. MISCELLANEOUS

Section 17.01. Successors and Assigns Bound.

This Agreement shall be binding on and inure to the benefit of the successors and assigns of the parties hereto.

Section 17.02. Governing Law Choice of Forum.

This Agreement and all disputes arising hereunder shall be governed by the laws of the Territory of Guam. Any disputes relating to this Agreement must be resolved in accordance with the provisions of this Agreement in conjunction to laws of Guam, including, but not limited to, the Government Claims Act. In addition, the parties to this Agreement agree and consent to the exclusive jurisdiction of the courts of Guam for any lawsuits which may arise pursuant to this Agreement.

Section 17.03. Noninterference with Operation of the Airport.

AIRLINE, by accepting this Agreement, expressly agrees for itself, its successors, and assigns that it will not make use of the leased premises in any manner that might interfere with the landing and taking off of aircraft at the Airport or otherwise constitute a hazard. In the event the aforesaid covenant is breached, upon reasonable notice to AIRLINE and opportunity to cure, AUTHORITY reserves the right to enter upon the premises hereby leased and cause the abatement of such interference at the expense of AIRLINE. AUTHORITY shall maintain and keep in good condition and repair the Airport landing areas, including taxiways, and shall have the right to direct and control (consistent with the Federal Aviation Regulations) all activities of AIRLINE in this regard.

Section 17.04. Severability.

If one or more clauses, sections, or provisions of this Agreement shall be held to be unlawful, invalid, or unenforceable, it is agreed that the remainder of this Agreement shall not be affected thereby.

Section 17.05. Quiet Enjoyment.

AIRLINE shall, upon payment of the rents and fees herein required, and subject to performance and compliance by AIRLINE of the covenants, conditions, and agreements on the part of AIRLINE to be performed and complied with hereunder, peaceably have and enjoy the rights, uses, and privileges of the Airport, its appurtenances, and facilities as granted hereby and by the Rules and Regulations.

Section 17.06. Taxes.

17.06.01 AIRLINE shall pay, but such payment shall not be considered part of Airport Revenue, all taxes (including any possessory interest tax), assessments, and charges of a like nature, if any, which at any time during the term of this Agreement may be levied against AIRLINE or become a lien by virtue of any levy, assessment, or charge against AIRLINE by the federal government, the Territory of Guam, AUTHORITY(acting in its governmental capacity), any municipal corporation (having jurisdiction over the Airport), any local government entity, any government successor in authority to the foregoing, or any other tax or assessment levying bodies, in whole or in part, upon or in respect to any of the space leased under this Agreement or such facilities of the Airport as are made available for use by AIRLINE hereunder, or upon or in respect to any personal property belonging to AIRLINE situated on the space leased under this Agreement. Payment of such taxes, assessments, and charges, when and if levied or assessed, shall be made by AIRLINE directly to the taxing or assessing authority charged with collection thereof.

17.06.02 AIRLINE may, at its own expense, contest the amount or validity of any tax or assessment, or the inclusion of the space leased under this Agreement as taxable or assessable property, directly against the taxing or assessing authority.

17.06.03 On any termination of this Agreement, all lawful taxes then levied or a lien upon any such property or taxable interest therein shall be paid in full by AIRLINE forthwith, or as soon as a statement thereof has been issued by the tax collector if termination occurs during the interval between attachment of the lien and issuance of a statement.

Section 17.07. Liens.

AIRLINE shall cause to be removed promptly any and all liens of any nature arising out of or because of any construction performed by AIRLINE or any of its contractors or subcontractors upon Exclusive or Joint Airline Use Space or arising out of or because of the performance of any work or labor by or for it or them at said premises, reserving the right to contest in court the validity of any such liens. AIRLINE shall have the right to post an appropriate bond to cover its obligations pursuant to this paragraph.

In the event any person or corporation shall attempt to assert a mechanic's lien against the leased premises for improvements made by AIRLINE, AIRLINE shall hold AUTHORITY harmless from such claim, including the cost of defense.

Nothing in this section shall prevent AIRLINE from contesting the validity of liens placed upon its Exclusive or Joint Airline Use Space. If AIRLINE contests a lien, it will do so in a prompt and expeditious manner.

Section 17.08. Obtaining Federal Funds.

AUTHORITY shall use its best efforts to obtain appropriate grants from federal agencies or other sources, when consistent with prudent management of the Airport.

Section 17.09. Nonliability of AUTHORITY's or AIRLINE's Officers, Agents, and Employees.

No elected official, commissioner, councilman, director, officer, agent, or employee of either party shall be charged personally or held contractually liable by or to the other party under any term or provision of this Agreement or because of any breach thereof or because of its or their execution or attempted execution thereof.

Section 17.10. Subordination to Agreements with the U.S. Government.

This Agreement is subject and subordinate to the provisions of any agreements heretofore or hereafter made between AUTHORITY and the United States, relative to the operation or maintenance of the Airport, or to the expenditure of federal funds for the improvement or development of the Airport, including the expenditure of federal funds for the development of the Airport in accordance with the provisions of the Federal Aviation Act of 1958, the Federal Aid to Airports Act, the Airport and Airway Development Act of 1970, and the Airport and Airway Improvement Act of 1982, as such acts have been amended from time to time. As of the effective date of this Agreement, the Executive Manager is not aware of any conflicts with the foregoing.

In the event that the FAA requires, as a condition precedent to the granting of funds for the improvement of the Airport, modifications or changes to this Agreement, AIRLINE agrees to consent to such amendments, modifications, revisions, supplements, or deletions of any of the terms, conditions, or requirements of this Agreement as may be required to enable AUTHORITY to obtain such grant of funds. These modifications or changes shall only be made after consultation with the Signatory Airlines and must be consistent with the tenets of sound airport management, and also must be consistent with prudent operator requirements under Section 17.33.

Section 17.11. Incorporation of Exhibits.

All exhibits referred to in this Agreement are intended to be and hereby are specifically made a part of this Agreement.

Section 17.12. Incorporation of Required Provisions.

AUTHORITY and AIRLINE incorporate herein by this reference all provisions lawfully required to be contained herein by any governmental body or agency.

Section 17.13. Price Level Adjustments.

The fixed dollar amounts contained in this Agreement-may be adjusted each year pursuant to the Bond Indenture or otherwise in proportion to the changes in the Implicit Price Deflator index published by the U.S. Department of Labor, Bureau of Labor Statistics, using as a base the latest published index available as of January 1, 2004.

Section 17.14. Entire Agreement.

This Agreement, together with all exhibits attached hereto, constitutes the entire agreement between the parties hereto, and all other representations or statements heretofore made, verbal or written, are merged herein, and this Agreement may be amended only in writing, and executed by duly authorized representatives of the parties hereto.

Section 17.15. Nonwaiver of Rights.

No waiver of default by either party of any of the terms, covenants, and conditions hereof to be performed, kept, and observed by the other party shall be construed, or shall operate, as a waiver of any subsequent default of any of the terms, covenants, or conditions herein contained, to be performed, kept, and observed by the other party.

Section 17.16. Force Majeure.

Neither AUTHORITY nor AIRLINE shall be deemed in violation of this Agreement if it is prevented from performing any of the obligations hereunder by reason of strikes, boycotts, labor disputes, embargoes, shortages of energy or materials, acts of God, acts of a public enemy, acts of superior governmental authority, weather conditions, riots, rebellion, sabotage, or any other circumstances for which it is not responsible or that are not within its control, provided these provisions shall not excuse AIRLINE from paying the rents, charges, and fees specified in this Agreement.

Section 17.17. Headings.

The headings of the several articles and sections of this Agreement are inserted only as a matter of convenience and for reference and do not define or limit the scope or intent of any provisions of this Agreement and shall not be construed to affect in any manner the terms and provisions hereof or the interpretation or construction thereof.

Section 17.18. Nonexclusive Rights.

It is understood and agreed that nothing herein contained shall be construed to grant to AIRLINE any exclusive right or privilege within the meaning of Section 308 of the Federal Aviation Act for the conduct of any activity on the Airport, except that, subject to the terms and provisions hereof. AIRLINE shall have the right to exclusive possession of the Exclusive Use Space leased to AIRLINE under the provisions of this Agreement.

Section 17.19. Inspection of Books and Records.

Each party hereto, at its expense and on reasonable notice, shall have the right from time to time to inspect and copy the books, records, and other data of the other party relating to the provisions and requirements hereof, provided such inspection is made during regular business hours.

17.19.01 AIRLINE shall maintain and keep current, to AUTHORITY's satisfaction,

proper books and records (relating to AIRLINE's activities at the Airport) according to good accounting standards and principles. Further, AIRLINE shall maintain and keep current, to AUTHORITY's satisfaction, detailed information, materials, books, and records on its passengers and flights at the Airport, including but not limited to records on the number of passengers arriving and departing on each flight, the number of flights, loading bridge use, apron use, and details of each flight. AUTHORITY shall have the right to demand and AIRLINE shall provide any and all information, records, books, and materials to enable AUTHORITY to determine the correct rents, charges and fees due under this Agreement. AIRLINE shall provide copies of any and all information, records, books, and materials requested by AUTHORITY. All such information, materials, books, and records must and shall be in the form and substance to AUTHORITY's satisfaction and shall be kept by AIRLINE for a period of at least three (3) years. Such information, materials, books, and records shall be kept on the island of Guam, and shall be made available to AUTHORITY within three (3) business days for examination.

17.19.02 AUTHORITY may, at any time, cause an audit of the business of AIRLINE to be made by an accountant to be selected by AUTHORITY, and if such audit discloses that any statement, information, material, books, and records as provided by AIRLINE concerning the rents, fees, and charges due to AUTHORITY has resulted in an understatement of the rents, fees, and charges due to AUTHORITY by more than three percent (3%), then AIRLINE shall immediately pay the cost of any such audit (provided that such audit was performed by a private or nongovernment auditor or accountant) as well as the additional rent payable by AIRLINE to AUTHORITY, together with interest at the rate of two percent (2%) per month on the understated amount due from the date such rent, fees, or charges were actually or originally due to the date of payment; otherwise, the cost of such audit shall be paid by AUTHORITY.

Specifically, AUTHORITY may, at its own discretion, request that AIRLINE provide audited data on Enplaned Passengers and Deplaned Passengers for a specific time period, in order to confirm such passenger data supporting the AIRLINE payments made in Sections 6.04, 6.05 and 6.06.

17.19.03 AUTHORITY's acceptance of any monies paid pursuant to a completed statement or report furnished by AIRLINE shall not be an admission of the accuracy of said statement and AUTHORITY shall be entitled at any time after the receipt of any such rent, fees, and charges to require proof of the accuracy of such statement to the satisfaction of AUTHORITY.

For the purpose of enabling AUTHORITY to check the accuracy of such statement, AIRLINE shall, after submission to AUTHORITY of such statements, keep safe and intact all of AIRLINE's records, information, materials, books, accounts, tax returns, and other data which, as determined by AUTHORITY, may in any way bear upon or are required to establish in detail AIRLINE's rents, fees, and charges due, and AIRLINE shall, within three (3) days after request of AUTHORITY or its agents deliver the same to AUTHORITY or its agents, for examination by AUTHORITY.

Section 17.20. Generally Accepted Accounting Principles.

Whenever any report or disclosure referred to in this Agreement consists, either in whole or in part, of financial information, such report or disclosure shall be prepared in accordance with generally accepted accounting principles, except as specifically provided to the contrary in this Agreement.

Section 17.21. General Interpretation.

Insofar as this Agreement grants, permits, or contemplates the use of space or facilities or the doing of any other act or thing at the Airport by AIRLINE, such use or the doing of such act or thing is to be in connection with the operation of AIRLINE's Air Transportation business for the carriage by aircraft of persons, baggage, property, cargo, and mail on scheduled or nonscheduled flights, whether as a common carrier, a contract carrier, a private carrier, or otherwise. Each of the parties, however, has entered into this Agreement solely for its own benefit; and (without limiting the right of either party to maintain suits, actions, or other proceedings because of breaches of this Agreement) the Agreement does not grant to any third person (excepting a successor party to AUTHORITY or AIRLINE) a right to claim damages or bring any suit, action, or other proceeding against either AUTHORITY or AIRLINE because of any breach hereof. Nothing in this Agreement shall restrict AUTHORITY's authority to enact ordinances affecting the Airport.

Section 17.22. Holding Over.

If AIRLINE remains in possession of the leased premises after the expiration of this Agreement without any written renewal thereof, such holding over shall not be deemed as a renewal or extension of this Agreement, but shall create only a tenancy from month to month that may be terminated on thirty (30) days advance written notice by AUTHORITY. Such holding over shall otherwise be upon the same terms and conditions as set forth in this Agreement.

Section 17.23. Consent Not to be Unreasonably Withheld.

Whenever consent or approval is required herein by either AUTHORITY or AIRLINE, such consent or approval shall not be unreasonably withheld.

Section 17.24. Authority of Executive Manager.

All rights and obligations of AUTHORITY under this Agreement may be exercised by the Executive Manager or the Executive Manager's designee, unless specifically provided otherwise or required by law.

Section 17.25. Invalid Provision.

If any covenant, condition, or provision herein contained is held to be invalid by any court of competent jurisdiction, the invalidity of any such covenant, condition, or provision shall in no way affect any other covenant, condition, or provision herein contained, provided that the

invalidity of any such covenant, condition, or provision does not materially prejudice either party hereto in its respective rights and obligations contained in the valid covenants, conditions, or provisions in this Agreement.

Section 17.26. Amendments.

This Agreement may be amended in whole or in part without further consideration upon mutual written consent of AUTHORITY and AIRLINE.

Section 17.27. Payment of Utility Charges.

AIRLINE shall pay promptly for all utilities and utility services used by AIRLINE at or in AIRLINE's Exclusive Use Space in excess of those utility services specifically provided by AUTHORITY.

Section 17.28. Vending Machines.

AIRLINE shall ensure that no amusement, vending (excluding self ticketing machines and vending machines for AIRLINE's employees), public pay phones, or other machines operated by coins, tokens, or credit cards are installed or maintained in or at AIRLINE's Exclusive Use Space except with the prior written permission of the Executive Manager.

Section 17.29. Public Address System.

AIRLINE agrees that the use of AUTHORITY's public address system will be in accordance with AUTHORITY's written public address system policy. AIRLINE shall not install, cause to be installed, or use any other public address system at the Terminal Building without the prior written approval of the Executive Manager.

Section 17.30. Employees of AIRLINE.

AIRLINE shall require all of its employees, subcontractors, or independent contractors hired by AIRLINE working in view of the public and about the Terminal Building to wear clean and neat attire including appropriate footwear and to display appropriate identification.

Section 17.31. Removal of Disabled Aircraft.

AIRLINE shall promptly remove any of its disabled aircraft from any part of the Airport (including, without limitation, runways, taxiways, aprons, and gate positions) and place any such disabled aircraft in such storage areas as may be designated by the Executive Manager. AERUNE may store such disabled aircraft only for such length of time and on such terms and conditions as may be established by AUTHORITY. If AIRLINE fails to remove any of its disabled aircraft promptly, the Executive Manager may, but shall not be obligated to, cause the removal of such disabled aircraft, provided, however, the obligation to remove or store such disabled aircraft shall not be inconsistent with federal laws and regulations and AIRLINE agrees to reimburse AUTHORITY for all costs of such removal, and AIRLINE further hereby releases AUTHORITY from any and all claims for damage to the disabled aircraft or otherwise arising

from or in any way connected with such removal by AUTHORITY unless caused by the negligence or recklessness of AUTHORITY.

Section 17.32. Licenses, Fees, and Permits.

AIRLINE shall obtain and pay for all licenses, fees, permits, or other authorization or charges as required under federal, territorial, or local laws and regulations insofar as they are necessary to comply with the requirements of this Agreement and the privileges extended hereunder.

Section 17.33. Prudent Operator.

AUTHORITY agrees to operate the Airport in a prudent manner and to maximize non-airline revenue consistent with its obligations as a public airport sponsor.

Section 17.34. Airport Access License/Permit.

AUTHORITY reserves the right to establish a licensing or permit procedure for vehicles requiring access to the Airport operational areas and to levy directly against AIRLINE or its suppliers a reasonable regulatory or administrative charge (to recover the cost of any such program) for issuance of such Airport access license or permit.

Section 17.35. Energy Conservation.

AIRLINE shall comply with AUTHORITY Rules and Regulations pertaining to energy conservation and management to the extent that such Rules and Regulations do not infringe on the rights and privileges granted herein.

Section 17.36. Compliance with Part 77, Title 14, CFR.

AIRLINE agrees to comply with the notification and review requirements covered in Part 77, Title 14, Code of Federal Regulations, FAA Regulations, in the event future construction of a building is planned for the leased premises, or in the event of any planned modification or alteration of any present or future building or structure situated on the leased premises.

Section 17.37. Reservations re: Airspace and Noise.

There is hereby reserved to AUTHORITY, its successors, and assigns for the use and benefit of the public, a right of flight for the passage of aircraft in the airspace above the surface of the leased premises.

Section 17.38. Attorneys' Fees.

In any litigation involving AUTHORITY on one hand and AIRLINE on the other, the party prevailing in such litigation shall be entitled to recover the cost of such litigation including reasonable attorneys' fees and court costs from the party not prevailing.

Section 17.39. Apron Area Aircraft Servicing.

AIRLINE may perform, while its aircraft are parked upon the Apron Area, customary fueling and servicing of aircraft preparatory to the loading and takeoff or immediately following landing and unloading. AIRLINE shall not do or perform any major repair or maintenance work upon its aircraft while parked upon the Apron Area or at the Loading Bridge Position nor shall there be any storage of aircraft upon the Apron Area in a manner to restrict the loading and unloading of passengers. As used herein, "major" is defined to be work that normally requires more than one hour to complete.

Section 17.40. National Emergency.

This Agreement and all the provisions hereof shall be subject to whatever right the U.S. Government now has, or in the future may have or acquire, affecting the control, operation, regulation, and taking over of said Airport or the exclusive or nonexclusive use of the Airport by the United States during the time of war or national emergency.

Section 17.41. Time is of the Essence.

Time is of the essence in this Agreement.

Section 17.42. Informal Dispute Resolution.

In the event of any dispute between AUTHORITY and AIRLINE, either party shall make best effort to resolve the dispute initially through informal channels. Specifically, the agencies that either party should call upon to aid dispute resolution shall be in the order of (1) Executive Manager and (2) Airport Board. In the event these informal channels do not resolve the dispute, AIRLINE or AUTHORITY may avail itself of all legally available remedies.

Section 17.43. Authority to Enter Into Contract. AIRLINE warrants and represents that it has the right, power, and legal capacity to enter into, and perform its obligations under this Agreement, and no approvals or consents of any persons are necessary in connection with it. The execution, delivery, and performance of this Agreement by AIRLINE have been duly authorized by all necessary corporate action of AIRLINE, and this Agreement will constitute a legal, valid, and binding obligation of AIRLINE, enforceable in accordance with its terms, subject to applicable bankruptcy, insolvency, reorganization, moratorium, or similar laws relating to or affecting creditors, rights generally, and general principles of equity.

Section 17.44. Counterparts; Facsimile or .PDF Signatures; Electronic Signatures. This Agreement may be executed in one or more counterparts, each of which is deemed an original, but all of which together shall constitute one and the same agreement. A facsimile, .PDF or other reproduction of this Agreement may be executed by one or more parties, and an executed copy of this Agreement and electronic signatures may be delivered by one or more parties by facsimile, email, or similar instantaneous electronic transmission device under which the signature of or on behalf of such party can be seen, and such execution and delivery is to be considered valid, binding and effective for all purposes. At the request of any party, the parties agree to execute an original of this Agreement as well as any facsimile, .PDF or other reproduction hereof.

[Signature Page Follows]

ANTONIO B. WON PAT INTERNATIONAL AIRPORT AUTHORITY, GUAM

By: _____
CHARLES H. ADA II
EXECUTIVE MANAGER

[AIRLINE]

By: _____
[NAME]
[TITLE]

CONCURRED:
ANTONIO B. WON PAT INTERNATIONAL AIRPORT AUTHOIRTY, GUAM BOARD OF DIRECTORS

By: _____
RICARDO C. DUENAS
CHAIRMAN

Attest:

By: _____
[NAME]
[TITLE]

APPROVED AS TO FORM:

CALVO FISHER & JACOB LLP

By: _____

Attorney for GIAA

Exhibit A

Airport Layout Plan

See attached

Exhibit B

Terminal Layout Plan

See Attached

Exhibit C

Terminal Building Leased Space

	Square Feet	Exhibit (See Attached)
Exclusive Use Space		
[Ticket Counter - United only]		
Ticket Office		
Office Space		
Operations		
Baggage Office		
Clubrooms		
Unenclosed Ramp Operations		
Joint Airline Use Space		
Departure Facilities		
Departure Lounge (holdrooms)		
Ticket Counters		
Baggage Make-up		
ATO Corridor		
Security		
Other		
Arrivals Facility		
Customs		
Baggage Handling		
Baggage Claim		
Immigration Inspection Facilities		
Immigration Hall		

Exhibit D

Daily Flight Activity Log

Exhibit E

Monthly Revenue Report Form

Exhibit F

Federal Aviation Administration Required Provisions

A. **Civil Rights - General.** Airline agrees to comply with pertinent statutes, Executive Orders and such rules as are promulgated to ensure that no person shall, on the grounds of race, creed, color, national origin, sex, age, or disability be excluded from participating in any activity conducted with or benefiting from Federal assistance. If Airline transfers its obligation to another, the transferee is obligated in the same manner as Airline.

This provision obligates Airline for the period during which the Premises is owned, used or possessed by Airline and AUTHORITY remains obligated to the Federal Aviation Administration. This provision is in addition to that required by Title VI of the Civil Rights Act of 1964.

B. **Civil Rights - Title VI Assurances - Compliance with Nondiscrimination Requirements.**

1. **Compliance with Regulations:** Airline (hereinafter includes consultants) will comply with the Title VI List of Pertinent Nondiscrimination Acts and Authorities, as they may be amended from time to time, which are herein incorporated by reference and made a part of this contract.

2. **Non-discrimination:** Airline, with regard to the work performed by it during the Agreement, will not discriminate on the grounds of race, color, or national origin in the selection and retention of subcontractors, including procurements of materials and leases of equipment. Airline will not participate directly or indirectly in the discrimination prohibited by the Nondiscrimination Acts and Authorities, including employment practices when the Agreement covers any activity, project, or program set forth in Appendix B of 49 CFR part 21.

3. **Solicitations for Subcontracts, including Procurements of Materials and Equipment:** In all solicitations, either by competitive bidding or negotiation made by Airline for work to be performed under a subcontract, including procurements of materials, or leases of equipment, each potential subcontractor or supplier will be notified by Airline of Airline's obligations under this Agreement and the Nondiscrimination Acts and Authorities on the grounds of race, color, or national origin.

4. **Information and Reports:** Airline will provide all information and reports required by the Acts, the Regulations, and directives issued pursuant thereto and will permit access to its books, records, accounts, other sources of information, and its facilities as may be determined by AUTHORITY or the Federal Aviation Administration to be pertinent to ascertain compliance with such Nondiscrimination Acts and Authorities and instructions. Where any information required of Airline is in the exclusive possession of another who fails or refuses to furnish the information, Airline will so certify to AUTHORITY or the Federal Aviation Administration, as appropriate, and will set forth

what efforts it has made to obtain the information.

5. **Sanctions for Noncompliance**: In the event of Airline's noncompliance with the non-discrimination provisions of this contract, AUTHORITY will impose such contract sanctions as it or the Federal Aviation Administration may determine to be appropriate, including, but not limited to:

(a) Withholding payments to Airline under the Agreement until Airline complies; and/or

(b) Cancelling, terminating or suspending the Agreement, in whole or in part.

6. **Incorporation of Provisions**: Airline will include the provisions of paragraphs one through six in every subcontract, including procurements of materials and leases of equipment, unless exempt by the Acts, the Regulations, and directives issued pursuant thereto. Airline will take action with respect to any subcontract or procurement as AUTHORITY or the Federal Aviation Administration may direct as a means of enforcing such provisions including sanctions for noncompliance. Provided, that if Airline becomes involved in, or is threatened with litigation by a subcontractor, or supplier because of such direction, airline may request AUTHORITY to enter into any litigation to protect the interests of AUTHORITY. In addition, Airline may request the United States to enter into the litigation to protect the interests of the United States.

7. **Civil Rights - Title VI Clauses for Use/Access to Real Property**. Airline for itself, its heirs, personal representatives, successors in interest, and assigns, as a part of the consideration hereof, does hereby covenant and agree that (1) no person on the ground of race, color, or national origin, will be excluded from participation in, denied the benefits of, or be otherwise subjected to discrimination in the use of the Premises or the Airport, (2) that in the construction of any improvements on, over, or under such land, and the furnishing of services thereon, no person on the ground of race, color, or national origin, will be excluded from participation in, denied the benefits of, or otherwise be subjected to discrimination, (3) that Airline will use the premises in compliance with all other requirements imposed by or pursuant to the List of Pertinent Nondiscrimination Acts And Authorities in Paragraph C below.

In the event of breach of any of the above nondiscrimination covenants, AUTHORITY will have the right to terminate the Agreement and to enter or re-enter and repossess said land and the facilities thereon, and hold the same as if said Agreement had never been made or issued.

C. **Title VI List of Pertinent Nondiscrimination Acts and Authorities.** During the performance of this Agreement, Airline, for itself, its assignees, and successors in interest (hereinafter referred to as "Airline") agrees to comply with the following non-discrimination statutes and authorities; including but not limited to:

1. **Title VI of the Civil Rights Act of 1964** (42 USC § 2000d *et seq.*, 78 stat. 252) (prohibits discrimination on the basis of race, color, national origin);

2. **49 CFR part 21** (Non-discrimination in Federally-assisted programs of the Department of Transportation - Effectuation of Title VI of the Civil Rights Act of 1964);

3. **The Uniform Relocation Assistance and Real Property Acquisition Policies Act of 1970** (42 USC § 4601) (prohibits unfair treatment of persons displaced or whose property has been acquired because of Federal or Federal-aid programs and projects);

4. **Section 504 of the Rehabilitation Act of 1973** (29 USC § 794 *et seq.*), as amended (prohibits discrimination on the basis of disability); and 49 CFR part 27;

5. **The Age Discrimination Act of 1975**, as amended (42 USC § 6101 *et seq.*), (prohibits discrimination on the basis of age);

6. **Airport and Airway Improvement Act of 1982** (49 USC § 471, Section 47123), as amended (prohibits discrimination based on race, creed, color, national origin, or sex);

7. **The Civil Rights Restoration Act of 1987** (PL 100-209) (broadened the scope, coverage and applicability of Title VI of the Civil Rights Act of 1964, the Age Discrimination Act of 1975 and Section 504 of the Rehabilitation Act of 1973, by expanding the definition of the terms "programs or activities" to include all of the programs or activities of the Federal-aid recipients, sub-recipients and contractors, whether such programs or activities are Federally funded or not);

8. **Titles II and III of the Americans with Disabilities Act of 1990**, which prohibit discrimination on the basis of disability in the operation of public entities, public and private transportation systems, places of public accommodation, and certain testing entities (42 USC §§ 12131 - 12189) as implemented by U.S. Department of Transportation regulations at 49 CFR parts 37 and 38;

9. **The Federal Aviation Administration's Nondiscrimination statute** (49 USC § 47123) (prohibits discrimination on the basis of race, color, national origin, and sex);

10. **Executive Order 12898, Federal Actions to Address Environmental Justice in Minority Populations and Low-Income Populations**, which ensures nondiscrimination against minority populations by discouraging programs, policies, and activities with disproportionately high and adverse human health or environmental effects on minority and low-income populations;

11. **Executive Order 13166, Improving Access to Services for Persons with Limited English Proficiency**, and resulting agency guidance, national origin discrimination includes discrimination because of limited English proficiency

(LEP). To ensure compliance with Title VI, you must take reasonable steps to ensure that LEP persons have meaningful access to your programs (70 Fed. Reg. at 74087 to 74100);

Title IX of the Education Amendments of 1972, as amended, which prohibits you from discriminating because of sex in education programs or activities (20 USC 1681 et seq).

ANTONIO B. WON PAT
INTERNATIONAL AIRPORT AUTHORITY, GUAM
BOARD OF DIRECTORS
EXECUTIVE SUMMARY

INVITATION FOR BID
GLASS WINDOW CLEANING SERVICES
IFB NO. GIAA-001-FY19

December 3, 2018

Purpose

Board action is requested to approve the bid award of the Glass Window Cleaning Services under the Invitation For Bid No. GIAA-001-FY19.

Background

The bid is for the provision of Glass Window Cleaning Services at the Antonio B. Won Pat International Airport for a contract term of three (3) years.

Procurement Background

The solicitation announcement was advertised through the local newspapers during October 9, 11, 17, 23, and 31, 2018. The bid submission deadline and bid opening took place on November 8, 2018.

Thirteen (13) firms/individuals purchased or downloaded the bid package and four (4) firms submitted bids before the submission deadline. The firms were evaluated and four (4) were determined to be acceptable. As required by the Procurement Rules and Regulations, the bids were publicly opened and read aloud in the presence of the bidders.

The submitted bids are presented below in the order it was received and opened:

Bidder/Firm's Name	Amount:
Guam Cleaning Masters	$418,422.72
Maids to Order, Inc. dba MTO Maintenance	$104,400.00
General Pacific Services, LLC. dba Pacific Waste Systems, LLC.	$345,000.00
JJ Global Services	$165,000.00

The lowest total bid amount was in the amount of $104,400.00 from MTO Maintenance. However, the bidder failed to submit a bid security in the amount of not less than fifteen percent (15%) of the amount of their Total Bid Price. Therefore, pursuant to Section 15of the Instruction to Bidders, the bidder was deemed non-responsive due to failure to comply with the Invitation For Bid.

The second to the lowest bidder, JJ Global Services failed to submit the Acknowledgement Receipt form provided in Required Forms of the IFB documents. As this mistake is immaterial and does not prejudice other bidders, having a negligible effect on price, quantity, quality, delivery, or contractual conditions, a written determination to waive this minor informality is made part of the procurement record.

Legal Review

Upon approval of awards, the contract will be processed through issuance of Purchase Orders in conformance with the Government of Guam Procurement Regulations.

Financial Review

The total contract award for this bid is $165,000.00. Funding for this bid is available under the Operations O&M budget.

Recommendation

Management recommends the contract award in the total amount of **$165,000.00** to **JJ Global Services**, who has been determined to have met the standards of responsibility and responsiveness outlined in Guam Procurement Law and Regulations.

A.B. WON PAT INTERNATIONAL AIRPORT GUAM
ATURIDAT PUETTON BATKON AIREN GUAHAN ENTENASIONAT
P.O. Box 8770
Tamuning, GU 96931
Tel (671) 646-0300
Fax (671) 646-8823
www.guamairport.com
WE'RE ON IT 24/7

November 27, 2018

MEMORANDUM

TO: Charles H. Ada II
Executive Manager

FROM: Henry M. Cruz
Buyer Supervisor, Acting

SUBJECT: **Bid Evaluation and Recommendation – Invitation for Bid**
Glass Window Cleaning Services
IFB No. GIAA-001-FY19

Procurement Background:
The above referenced Invitation For Bid was publicly announced through the local newspaper on October 9, 11, 17, 23, and 31, 2018. The bid submission deadline and bid opening took place on November 8, 2018 at 2:00 p.m.

Thirteen (13) firms/individuals purchased or downloaded the bid package and four (4) firms submitted a bid prior to the bid submission deadline. The bid submittal was opened in the presence of the bidders and several GIAA representatives. The bid offer was read aloud by the Buyer Supervisor and tabulated by a member of the Procurement staff.

The results of the bid price submittals are as follows in the order it was received and opened:

Bidder/Firm's Name	Amount:
Guam Cleaning Masters	$418,422.72
MTO Maintenance	$104,400.00
General Pacific Services, LLC.	$345,000.00
JJ Global Services	$165,000.00

AMERICAN ASSOCIATION OF AIRPORT EXECUTIVES
AIRPORTS COUNCIL INTERNATIONAL
NASAO National Association of State Aviation Officials
TIACA THE INTERNATIONAL AIR CARGO ASSOCIATION

Bid Analysis and Evaluation:
Pursuant to Section 9 of the Instructions to Bidders, the contract is to be awarded to the lowest responsible, responsive bidder, provided their bid is reasonable and it is in the best interest of the GIAA to accept it. To determine the responsibility of bidders, the bid package specified the required documents that bidders must submit with their bid packages. The attached abstract illustrates the inventory of required documents and bidders' submittals.

Guam Cleaning Masters: The firm submitted a total bid price in the amount of $418,422.72. The submitted Bidder's Qualification Statement form included lists of projects from 2005-2018 with resumes attached. The bidder submitted a copy of their current Guam Business License #1914955. All other required documents are complete and in conformance with the Invitation for Bid.

Maids to Order, Inc. dba MTO Maintenance: The firm submitted a total bid price of $104,400.00. The submitted Bidder's Qualification Statement form included lists of projects from 2013-2018. The bidder submitted a copy of their current Guam Business License #1901575. The bidder failed to submit a bid security in the amount of not less than fifteen percent (15%) of the amount of their Total Bid Price. With a total bid price of $104,400.00, Maids to Orders, Inc.'s bid security should have been, at a minimum, in the amount of $15,660.00; a minimum of fifteen percent (15%) of their total bid price amount. The bidder submitted their bid security in the form of a certified check in the amount of $5,500.00.00

Therefore, pursuant to Section 15 of the Instruction to Bidders, the bidder was deemed non-responsive due to failure to comply with the Invitation for Bid.

General Pacific Services LLC dba Pacific Waste Systems, LLC: The firm submitted a total bid price of $345,000.00. The submitted Bidder's Qualification Statement form included lists of projects from 2011-2018 with resumes attached. The bidder submitted a copy of their current Guam Business License #191506. All other required documents are complete and in conformance with the Invitation for Bid.

JJ Global Services: The firm submitted a total bid price of $165,000.00. The bidder submitted a copy of their current Guam Business License #1910860. The bidder failed to submit the Acknowledgement of Receipt form provided in the Required Forms of the IFB documents. It is recommended that the Executive Manager waive the minor informality in JJ Global Services' bid submission in failing to submit the Acknowledgment of Receipt form, as this mistake is immaterial and does not prejudice the other bidders; having a negligible effect on price, quantity, quality, delivery, or contractual conditions.

Recommendation:
Pursuant to the guidelines in Item 9 of the Instruction to Bidders, the award of contract will be made to the **lowest responsible, responsive bidder**. JJ Global Services is the apparent lowest responsible, responsive bidder with a Total Bid Price of $165,000.00.

If the minor informality in their bid submission noted above is waived, it is recommended that **JJ Global Services** be awarded the contract in the amount of **$165,000.00** for this project.

Should you have any questions or concerns, I am available at your request.

Henry M. Cruz
Buyer Supervisor

APPROVED:

CHARLES H. ADA II
Executive Manager

Attachment

cc: Admin/Proc/Eng

AFFIDAVIT DISCLOSING OWNERSHIP and COMMISSIONS

CITY OF Tamuning)
) ss.
)

A. I, the undersigned, being first duly sworn, depose and say that I am an authorized representative of the offeror and that *[please check only one]:*

[X] The offeror is an individual or sole proprietor and owns the entire (100%) interest in the offering business.

[ ] The offeror is a corporation, partnership, joint venture, or association known as *[please state name of offeror company]*, and the persons, companies, partners, or joint venturers who have held more than 10% of the shares or interest in the offering business during the 365 days immediately preceding the submission date of the proposal are as follows *[if none, please so state]:*

Name	Address	% of Interest

B. Further, I say that the persons who have received or are entitled to receive a commission, gratuity or other compensation for procuring or assisting in obtaining business related to the bid or proposal for which this affidavit is submitted are as follows *[If none, please so state]:*

Name	Address	Compensation

C. If the ownership of the offering business should change between the time this affidavit is made and the time an award is made or a contract is entered into, then I promise personally to update the disclosure required by 5 GCA §5233 by delivering another affidavit to the government.

Signature of one of the following:
Offeror, if the bidder is an individual:
Partner, if the offeror is a partnership;
Officer, if the offeror is a corporation.

Subscribed and sworn to before me this 25th day of Oct., 2018.

NOTARY PUBLIC
My commission expires Dec 20, 2018.

BARBARA C. SALAS
NOTARY PUBLIC
In and for Guam, U.S.A.
My Commission Expires: DEC. 20, 2018
P.O. Box 20162 Barrigada, Guam 96921

THIS AFFIDAVIT MUST BE COMPLETED AND RETURNED IN THE ENVELOPE CONTAINING THE BID.

COPY

INVITATION NUMBER: GIAA-001-FY19

GLASS WINDOW CLEANING SERVICES

Antonio B. Won Pat
International Airport Authority, Guam
BID ABSTRACT

Opening Date: 8-Nov-19
Opening Time: 2:15 P.M.

Page 1 of 1 pages
No. of Invitation Issued: 13
No. of Bids Received:

DESCRIPTION OF SUPPLIES OR SERVICES:
BIDDER TO PROVIDE GLASS WINDOW CLEANING SERVICES AT THE A.B. WON PAT INTERNATIONAL AIRPORT.

	BIDDER'S NAME	Special Reminder to Prospective Bidders	Bid Form	BID SECURITY CC - Cashiers Check LOC - Letter of Credit BB - Bid Bond	Affidavit Disclosing Ownership & Commissions	Affidavit re Non-Collusion	Affidavit re No Gratuities or Kickbacks	Affidavit re Contingent Fees	Affidavit re Ethical Standards	Affidavit re Ethical Standards	DOL Wage Determination	Designation of Subcontractors	Bidder's Qualification Statement	Bidder's Financial Statement	Title VI Solicitation Notice	Acknowledgement Receipt Form	Acknowledgement Addendums A / B / C	Copy of Guam Business License	TOTAL BID PRICE:
1	Guam Cleaning Masters	✓	✓	LC-149171/B BB 15%	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓✓✓		$418,422.72
2	MTO Maintenance	✓	✓	CC 338099 $6,500	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓✓✓	✓	$104,400.00
3	General Pacific Services	✓	✓	BB $34,000	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓✓✓	✓	$345,000.00
4	JJ Global Services	✓	✓	BB 15% 10233	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	Note: Not Sub-mitted with Bid	✓✓✓	✓	$165,000.00
5																			
6																			
7																			
8																			
9																			
10																			

I hereby certify that all bids received in response to this invitation were opened under my personal supervision, and that the names of all bidders have been entered hereon.

SIGNATURE

TABULATED BY:

SIGNATURE

BASIS FOR AWARD:

\ \ LOWEST RESPONSIVE BIDDER
\ \ TIE BID
\ \ HIGHEST RESPONSIVE BIDDER
\ \ COMBINED TOTAL
\ \ OTHER AWARD
\ \ ITEM PER ITEM

ANTONIO B. WON PAT INTERNATIONAL AIRPORT AUTHORITY, GUAM
BOARD OF DIRECTORS RESOLUTION NO. 19-09

RELATIVE TO THE
EXTENSION OF THE AGREEMENT FOR LEGAL SERVICES –
CONFLICTS COUNSEL
WITH FISHER & ASSOCIATES

WHEREAS, an Agreement for Legal Services – Conflicts Counsel (the "Conflicts Counsel Agreement") was entered into effective as of December 1, 2015, by and between the ANTONIO B. WON PAT INTERNATIONAL AIRPORT AUTHORITY, GUAM ("GIAA") and Fisher & Associates; and

WHEREAS, the Conflicts Counsel Agreement provides for a term of one (1) year with four (4) options to extend for a period of one (1) year each, not to exceed a total contract period of five (5) years with GIAA approval; and

WHEREAS, on October 27, 2016, by Resolution No. 17-05, the Board of Directors approved the extension of the Conflicts Counsel Agreement for an additional one year period (1st Option) commencing on December 1, 2016, and expiring on November 30, 2017, under the same terms and conditions as set forth in the Conflicts Counsel Agreement; and

WHEREAS, on October 26, 2017, by Resolution No. 18-03, the Board of Directors approved the extension of the Conflicts Counsel Agreement for an additional one year period (2nd Option) commencing on December 1, 2017, and expiring on November 30, 2018, under the same terms and conditions as set forth in the Conflicts Counsel Agreement; and

WHEREAS, the Board of Directors has determined that GIAA continues to require the services of conflicts legal counsel and that it is in the best interests of GIAA to extend the term of the Conflicts Counsel Agreement for an additional one (1) year period (3rd Option) commencing on December 1, 2018, and expiring on November 30, 2019, under the same terms and conditions as set forth in the Conflicts Counsel Agreement.

NOW, THEREFORE, BE IT RESOLVED, that the Board of Directors of GIAA hereby extends the term of the Conflicts Counsel Agreement for an additional one (1) year period commencing on December 1, 2018, under the same terms and conditions as set forth in the Conflicts Counsel Agreement.

DULY AND REGULARLY ADOPTED BY THE BOARD OF DIRECTORS OF THE ANTONIO B. WON PAT INTERNATIONAL AIRPORT AUTHORITY, GUAM AT THE DECEMBER 3, 2018 REGULAR BOARD MEETING.

RICARDO C. DUENAS, Chairman	**KATHERINE C. SGRO, Vice Chair**

GURVINDER S. SOBTI, Secretary

ROSALINDA A. TOLAN

DEEDEE S. CAMACHO

ATTEST:

GURVINDER S. SOBTI, Secretary

EXECUTIVE MANAGER'S REPORT
December 03, 2018

AIRLINE ISSUES

UNITED AIRLINES

Travellers on GUM/MNL flights will now be arriving in Terminal 3 of the Nino Aquino International Airport. Effective Oct. 28, 2018, United moved its Manila operations from Terminal 1 to Terminal 3. Terminal 3 is the newest and largest terminal with new shopping amenities and dining outlets.

REGULATORY ISSUES

FAR Part 139 Certification Inspection

FAA Certification Inspector, William J. Brown from the Honolulu ADO office inspected GIAA's facilities from Oct 29 through Nov 1, 2018. The results? **Zero discrepancies and 100%** compliance with 14 US CFR Part 139. This accomplishment is a milestone for both GIAA and the FAA Honolulu ADO. Never before has an airport received a perfect score in its annual inspection, nor has any achieved this for three years in a row. This is testament to the hard work of employees, tenants and stakeholders and enhances Guam's profile as a safe and efficient airport in the region.

USCBP

USCBP presented GIAA with an introduction to its new simplified travel via facial recognition technology program. 14 airports are now participating in facial technology that improves efficiency of travel while building a database of travellers. Facial technology can be employed from arrival through departure and can replace several systems and programs when fully integrated with all regulatory functions within our terminal. GIAA will continue discussions with USCBP and collaborate with airlines to determine models that will best fit our operation to integrate into this exciting USCBP program.

GIAA Management also met with Mr. Bruce Murley, USCBP Area Port Director out of Honolulu on Nov. 30, 2018 , who is visiting the local USCBP office. Discussions centered programs and capital improvement projects ongoing at the Guam International Airport

BOND RATINGS

Standard & Poor's (S&P) upgraded the credit rating on the Antonio B. Won Pat International Airport Authority, Guam's (GIAA) senior-lien general revenue bonds from BBB to a BBB+ with a stable outlook released on September 27, 2018, and again mentioned in S&Ps "Year- End Update to S&P Global Ratings' U.S. and Canadian Not for Profit Transportation Infrastructure Enterprises Criteria Implementation" report issued November 28, 2018.

LEGISLATIVE ISSUES

Public Law 34-133. An act to add...relative to allowing the use of video teleconferencing …at meetings of Government boards… to guarantee quorum, for convenience, and to expand eligibility of membership to those community members that may be homebound, and relative to the use of video live streaming at meetings in order to increase transparency in Government.

PROCUREMENT ISSUES

IFB: Preventive Maintenance & Repair Services for Main Terminal Generators

Bid Announcement:	Nov. 7, 2018
Pre-Bid Conference:	Nov. 14, 2018 10:00am
RFI Deadline:	Nov. 16, 2018
Bid Submission Deadline:	Nov. 28, 2018 @ 2pm

IFB: Airport Ambassador Program & Airport Information Center

Issue:	Nov. 14, 2018
Pre-Bid Conference:	Nov. 18, 2018
RFI Deadline:	Nov.21, 2018
Bid Submission Deadline:	Dec. 14, 2018 @ 2pm

ENVIRONMENTAL ISSUES

Final Wildlife Assessment Report

GIAA Contractor PCR Environmental completed its yearlong ecological study to document wildlife hazards that occur on and near the airport on October 31, 2018.

The objectives were to:

- identify the abundance and seasonal movements of potential wildlife hazards
- Identify potential wildlife attractants on airport property
- Identify major potential wildlife attractants within 5 miles of the airport
- Analyze past strike history
- Make recommendations.

Summarily, the report details the airport is taking proactive approach to wildlife control by contracting USDA-WS to assist with monitoring, harassment and if necessary lethal wildlife removal. It further reports that Airport staff is dedicated to mitigating wildlife issues on the airfield and annual training and reviews are conducted of the Airport's wildlife hazard management plan.

OUTREACH ACTIVITIES

Official Events

The Airport celebrated Two CIPs last month that included the **"Sneak Peek"** of the first pod of the **International Arrivals Corridor (IAC)**which took place Friday, October 26, 2018 at 10am, and the "**Ground Washing"** event of the new ARFF Facility, which took place on November 1, 2018 at 10am. The Governor, VIPs, Stakeholders and Aviation partners joined us to unveil these significant projects.

Official **Airport Week** events are scheduled for January 14 – 21, 2018, in recognition of the 43rd year of the A.B. Won Pat International Airport Authority, Guam as an autonomous agency of Guam.

The annual **Tenant Appreciation Banquet** is scheduled for Dec. 28, 2018 at the Dusit Thani, with an "out of this world" theming.

Stakeholder Meeting
A stakeholder meeting will be held on December 18, 2018 @ 10am to discuss International Arrival Corridor construction impact and operational plans with tenants and airlines. GIAA continues to actively engage tenants, airlines and the public with Terminal Impact notices and stakeholder meetings for proper planning and execution of construction with minimal impact to stakeholders and the travelling public.

ANNOUNCEMENTS

- A **Transition Report** containing the most substantive issues in regard to programs and initiatives, current and future projects, and issues or challenges for review and awareness was transmitted to the Chief of Staff on Monday, November 19, 2018. A meeting is scheduled for 9am,Tuesday, December 4, 2018 with the Infrastructure/Transportation Subcommittee and GIAA Management.

- **SUPER TYPHOON YUTU**
  The Airport deployed two airfield electricians on Nov. 1, 2018 to assist in the recovery of the airfield and terminal electrical systems at Saipan International Airport. They also were flown into Tinian to assess and assist with repair of those electrical systems.

- The Airport kicked off the **2nd Annual Deck our Halls and Give** which is a Christmas Tree sponsorship and adoption program within the Terminal. Proceeds from this activity will go to the "One Marianas" organization for recovery assistance to our brothers in the Marianas. This program is twofold, a platform for raising funds for charity and aesthetically enhancing our terminal for the season, which is an auspicious location for corporations who adopt and decorate a tree. Check presentation is scheduled for December 12, 2018 to the organization. CNMI First Lady Diann Torres anticipated to receive the donation. Un Dangkulu Si Yu'us Ma'ase to the following sponsors: United Airlines, Discover Guam, IT&E, First Hawaiian Bank, Bank of Guam, TMG, BME and Sons, SSFM International, Clear Channel, P.H.R. Ken Corp , Lotte Duty Free, HDT, GIAA, GIAAEO, AM Insurance , Burger King, and PacAir Properties.

FOR IMMEDIATE RELEASE

WE'RE ON IT 24/7

November 30, 2018

Standard & Poor's Upgrades Airport Credit Rating with updated Criteria

Standard & Poor's (S&P) upgraded thecredit rating on the Antonio B. Won Pat International Airport Authority, Guam's (GIAA) senior-lien general revenue bonds from BBB to a BBB+ with a stable outlookreleased on September 27, 2018, and again mentioned in S&Ps "Year- End Update to S&P Global Ratings' U.S. and Canadian Not for Profit Transportation Infrastructure Enterprises Criteria Implementation" report issued November 28, 2018.

The upgraded rating reflects S&P's opinion of the airport's "adequate enterprise risk profile and strong financial risk profile". These assessments included "low industry risk relative to that of other industries and sectors", and the Airport's "adequate management and governance, with detailed financial planning" and "adequate risk management practices and organizational effectiveness." S&P also pointed out the GIAA's adequate financial performance, its strong historical coverage, and very strong debt and liabilities capacity as GIAA continues to pay down its debt.

In its Nov. 28, 2018 release, S&P had reviewed 48 airports, which included the Antonio B. Won Pat International Airport Authority, Guam. Executive Manager Charles Ada II stated, "Under S&P's updated criteria as of March 12, 2018, S&P found the Guam Airport bonds to have improved from a BBB to a BBB+ in its credit rating. This is fantastic, and validates responsible management in place, especially in a period where we are going through massive construction and upgrade to our facility and having lost a key aviation partner in the last fiscal year. "

The official S&P Global Ratings "Year End Update to S&P Global Ratings' US. And Canadian Not-for—Profit Transportation Infrastructure Enterprises Criteria Implementation" report is attached as part of this release. The A.B. Won Pat International Airport Authority's upgrade to its revenue bonds is highlighted on page 15 of this document.

###

The A. B. Won Pat International Airport Authority, Guam is a self sustaining autonomous government agency, charged with the mission to ensure the safety and security of the traveling public, maintain superior and reliable level of airport services, and support the development of air services and facilities which are integral to the island's economic growth.

CONTACT: Rolenda Faasuamalie (Marketing Administrator)(rolenda@guamairport.net
Tel: (671) 642-4645/646-0300 (Fax: (671) 646-8823(P.O. Box 8770 Tamuning, Guam 96931(**www.guamairport.com**

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WE'RE ON IT 24/7

November 29, 2018

MEMORANDUM

To: Mr. Ricardo C. Duenas
Chairman
GIAA Board of Directors

From: John A. Rios
Comptroller

Subject: **Operating Results – Revenues and Expenses as of October 31, 2018**

Attached herewith is GIAA's Operating Results Report for the month ending October 31, 2018. This report summarizes the Budgeted versus Actual Revenues and Expenses for the month and year-to-date results ended October 31, 2018.

The key operating results for 1 month(s) of FY2019 ending October 31, 2018 – (in $000's) are

CATEGORY	Actual FY19 Current Month	YEAR-TO-DATE			FORECAST FOR FULL YEAR-FY19	
		Budget FY19 Y-T-D	Actual FY19 Y-T-D	% Variance Budget vs Actual Y-T-D Current Month	Actual Y-T-D FY19 Budget	% Variance Budget vs Estimate for Full Year
Total Signatory Revenues	$ 2,616.6	$ 2,890.8	$ 2,616.6	-9.5%	$ 33,343.5	-0.8%
Total Concession Revenues	$ 1,551.8	$ 1,584.1	$ 1,551.8	-2.0%	$ 19,349.0	-0.2%
Total PFC's	$ 451.5	$ 622.5	$ 451.5	-27.5%	$ 7,145.8	-2.3%
Total Other Revenues	$ 1,445.3	$ 1,568.7	$ 1,445.3	-7.9%	$ 18,754.2	-0.7%
Total Operating Revenues	$ 6,065.2	$ 6,666.1	$ 6,065.2	-9.0%	$ 78,592.4	-0.8%
Total Operating Expenses	$ 3,519.7	$ 4,010.3	$ 3,519.7	-12.2%	$ 48,244.6	-1.0%
Net Revenues from Operations	$ 2,545.5	$ 2,655.8	$ 2,545.5	-4.2%	$ 30,347.8	-0.4%
Non-Operating Expenses	$ 236.9	$ 275.0	$ 236.9	-13.9%	$ 751.9	-4.8%
Other Available Moneys/other sources of funds	$ 530.0	$ 563.3	$ 530.0	-5.9%	$ 6,726.8	-0.5%
Net Debt Service Coverage	**1.34**	**1.43**	**1.34**	**-6.3%**	**1.46**	**-0.5%**

Year-to-date Total Signatory Revenues for the month ending October 31, 2018 are below Budgeted revenues by **-9.5%.** Signatory revenue estimates are based on projections submitted by Signatory airlines and adopted in the annual budget.

Year-to-date Total Concession Revenues are **-2.0%** below budget while Passenger Facility Charges are below the budget estimate by **-27.5%.**

Year-to-date Total Other Revenues, inclusive of non-signatory and non-airlines revenues, are below the budget estimate by **-7.9%.**

Year-to-date Total Operating Revenues actual of **$6.1M** is **-9.0%** below the budget estimate of **$6.7M**.

Year-to-date Total Operating Expenses are below budget by **-12.2%.** Components of this line item include a **-34.6%** decrease in Personnel Service, a **25.0%** increase in Contractual Services, a **-82.7%** decrease in Materials & Supplies and a **-100.0%** decrease in Equipment/Furnishings from budgeted amounts for these respective categories.

The actual year-to-date Net Revenues from Operations of **$2.5M** represents a **-4.2%** decrease over the year-to-date budgeted amount of **$2.7M**.

Finally, our year-to-date results for Debt Service Coverage is at **1.34** versus the requirement of **1.25.**

Should you have any questions, please contact me at your convenience.

Attachments

Cc: Board of Directors
Executive Manager
Deputy Executive Manager
Airport Services Manager
Airport Terminal Manager

GUAM INTERNATIONAL AIRPORT AUTHORITY
KEY OPERATING RESULTS ($000's)
As of October 31, 2018

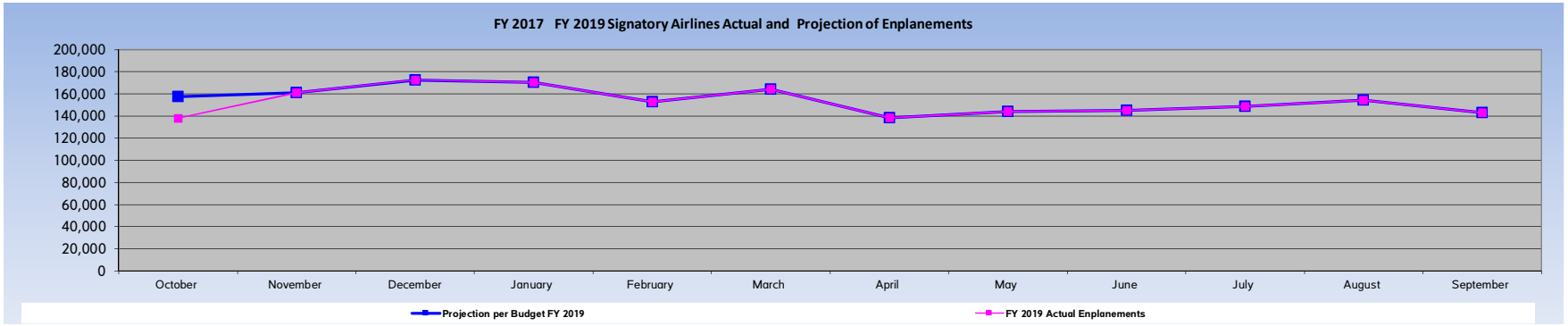
	CURRENT MONTH					YEAR TO DATE				FULL YEAR FORECAST	
	Actual FY2018	Budget FY2019	Actual FY2019	%Var Bud Vs Act'l	Budget Full Year	Actual FY2018	Budget FY2019	Actual FY2019	%Var Bud Vs Act'l	Actual/Est	%Var Bud Vs Act'l
I. Signatory Airline Rents & Fees											
Terminal Bldg Rentals	325.9	354.8	356.4	0.5%	4,140.8	325.9	354.8	356.4	0.5%	4,142.4	0.0%
Departure Fees	484.0	709.0	605.7	-14.6%	8,333.2	484.0	709.0	605.7	-14.6%	8,230.0	-1.2%
Arrival Fees	483.4	710.3	625.6	-11.9%	8,273.8	483.4	710.3	625.6	-11.9%	8,189.1	-1.0%
Immigration Inspection Fees	164.5	243.2	218.5	-10.1%	2,860.4	164.5	243.2	218.5	-10.1%	2,835.8	-0.9%
Loading Bridge Use Fees	586.4	511.3	470.6	-8.0%	5,661.6	586.4	511.3	470.6	-8.0%	5,620.9	-0.7%
Apron Use Fees	134.3	112.2	101.2	-9.8%	1,347.0	134.3	112.2	101.2	-9.8%	1,336.0	-0.8%
Landing Fees	302.0	250.0	238.6	0.0%	3,000.8	302.0	250.0	238.6	0.0%	2,989.3	0.0%
Total Signatory Revenue	**2,480.6**	**2,890.8**	**2,616.6**	**-9.5%**	**33,617.6**	**2,480.6**	**2,890.8**	**2,616.6**	**-9.5%**	**33,343.5**	**-0.8%**
Enplaned Signatory Pax	129,772	157,551	138,002	-12.4%	1,851,871	129,772	157,551	138,002	-12.4%	1,832,321	-1.1%
Cost per Enplaned Pax	**$19.12**	**$18.35**	**$18.96**	**3.3%**	**$18.15**	**$19.12**	**$18.35**	**$18.96**	**3.3%**	**$18.20**	**0.2%**
Revenues from Sources other than Signatory Airlines Rents & Fees											
Concession Revenues											
Gen Mdse	1,265.8	1,239.4	1,191.2	-3.9%	14,872.3	1,265.8	1,239.4	1,191.2	-3.9%	14,824.1	-0.3%
In-flight Catering	66.3	64.4	74.8	16.0%	837.9	66.3	64.4	74.8	16.0%	848.3	1.2%
Food & Beverage	78.0	82.2	78.8	-4.2%	1,062.4	78.0	82.2	78.8	-4.2%	1,059.0	-0.3%
Rental Cars	117.2	122.9	138.9	13.1%	1,673.7	117.2	122.9	138.9	13.1%	1,689.8	1.0%
Other Concession Rev	69.9	75.2	68.1	-9.5%	935.0	69.9	75.2	68.1	-9.5%	927.9	-0.8%
Total Concession Revenues	**1,597.2**	**1,584.1**	**1,551.8**	**-2.0%**	**19,381.4**	**1,597.2**	**1,584.1**	**1,551.8**	**-2.0%**	**19,349.0**	**-0.2%**
Passenger Facility Charges	389.7	622.5	451.5	-27.5%	7,316.7	389.7	622.5	451.5	-27.5%	7,145.8	-2.3%
Other Revenue	1,636.7	1,568.7	1,445.3	-7.9%	18,877.6	1,636.7	1,568.7	1,445.3	-7.9%	18,754.2	-0.7%
Total Operating Revenue	**6,104.2**	**6,666.1**	**6,065.2**	**-9.0%**	**79,193.3**	**6,104.2**	**6,666.1**	**6,065.2**	**-9.0%**	**78,592.4**	**-0.8%**
II. Operating Expenses:											
Personnel Services	1,897.4	2,433.6	1,592.6	-34.6%	21,091.0	1,897.4	2,433.6	1,592.6	-34.6%	20,250.0	-4.0%
Contractual Services	1,953.6	1,536.1	1,920.0	25.0%	25,280.4	1,953.6	1,536.1	1,920.0	25.0%	25,664.3	1.5%
Materials & Supplies	73.4	40.6	7.0	-82.7%	2,201.2	73.4	40.6	7.0	-82.7%	2,167.6	-1.5%
Equipment/Furnishings	0.0	0.0	0.0	0.0%	162.8	0.0	0.0	0.0	-100.0%	162.8	0.0%
Total Operating Expenses	**3,924.4**	**4,010.3**	**3,519.7**	**-12.2%**	**48,735.3**	**3,924.4**	**4,010.3**	**3,519.7**	**-12.2%**	**48,244.6**	**-1.0%**
Net income from Operations	**2,179.9**	**2,655.8**	**2,545.5**	**-4.2%**	**30,458.1**	**2,179.9**	**2,655.8**	**2,545.5**	**-4.2%**	**30,347.8**	**-0.4%**

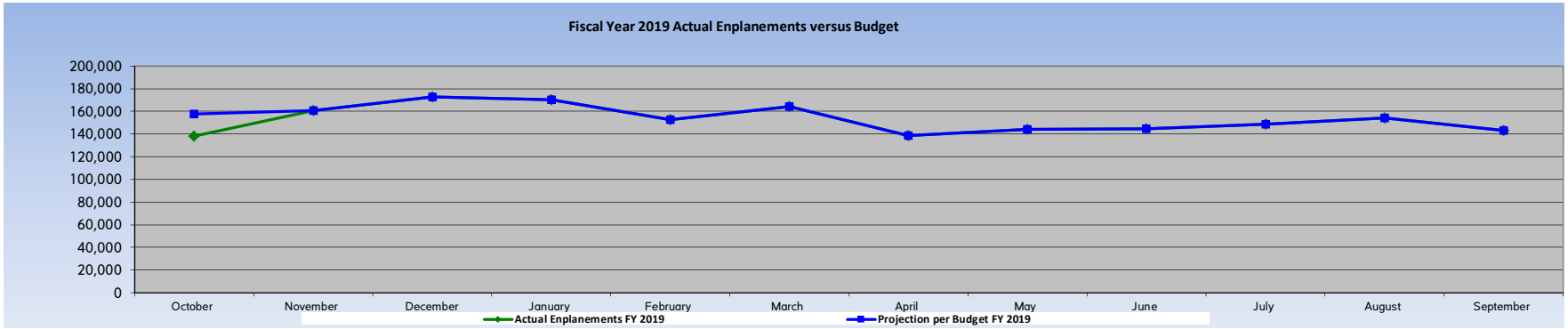
GUAM INTERNATIONAL AIRPORT AUTHORITY
KEY OPERATING RESULTS ($000's)
As of October 31, 2018

	CURRENT MONTH					YEAR TO DATE				FULL YEAR FORECAST	
	Actual FY2018	Budget FY2019	Actual FY2019	%Var Bud Vs Act'l	Budget Full Year	Actual FY2018	Budget FY2019	Actual FY2019	%Var Bud Vs Act'l	Actual/Est	%Var Bud Vs Act'l
III. Other Revenues and Expenses											
Less: Non Operating Expense(Ret/DOI/OHS)	234.9	275.0	236.9	-13.8%	790.0	234.9	275.0	236.9	-13.8%	751.9	-4.8%
Add: Interest on Investments	32.7	84.8	0.0	-100.0%	1,017.5	32.7	84.8	0.0	-100.0%	932.7	-8.3%
Net Revenues	1,977.7	2,465.6	2,308.5	-6.4%	30,685.6	1,977.7	2,465.6	2,308.5	-0.9	30,528.6	-0.5%
Add: Other Sources of Funds	0.0	33.3	0.0	0.0%	400.0	0.0	33.3	0.0	-100.0%	366.7	-8.3%
Add: Other Available Moneys	530.1	530.0	530.0	0.0%	6,360.1	530.1	530.0	530.0	0.0%	6,360.1	0.0%
Net Revenues and Other Available Moneys	**2,507.8**	**3,028.9**	**2,838.6**	**-6.3%**	**37,445.7**	**2,507.8**	**3,028.9**	**2,838.6**	**-6.3%**	**37,255.3**	**-0.5%**
Debt Service payments	2,120.5	2,120.0	2,120.0	0.0%	25,440.5	2,120.5	2,120.0	2,120.0	0.0%	25,440.5	0.0%
Debt Service Coverage	**1.18**	**1.43**	**1.34**	**-6.3%**	**1.47**	**1.18**	**1.43**	**1.34**	**-6.3%**	**1.46**	**-0.5%**
Debt Service Requirement	**1.25**	**1.25**	**1.25**		**1.25**	**1.25**	**1.25**	**1.25**		**1.25**	

SUMMARY SIGNATORY AIRLINES

Enplanements	October	November	December	January	February	March	April	May	June	July	August	September	Total
Projection per Budget FY 2019	157,551	160,972	172,607	170,142	152,811	164,175	138,541	144,226	144,896	148,545	154,340	143,065	1,851,871
FY 2017 Actual Enplanements	143,619	148,002	160,544	162,303	143,720	157,735	146,779	150,775	151,974	158,139	169,547	145,108	1,838,245
FY 2018 Actual Enplanements	129,772	145,309	157,750	155,969	145,088	157,932	139,620	142,477	146,720	153,951	162,801	129,698	1,767,087
FY 2019 Actual Enplanements/Projection	138,002	160,972	172,607	170,142	152,811	164,175	138,541	144,226	144,896	148,545	154,340	143,065	1,832,321
FY 2019 versus FY 2018 Monthly%	6.34%	10.78%	9.42%	9.09%	5.32%	3.95%	-0.77%	1.23%	-1.24%	-3.51%	-5.20%	10.31%	3.69%
FY 2019 versus FY 2018 Monthly	8,230	15,663	14,857	14,173	7,723	6,243	-1,079	1,749	-1,824	-5,406	-8,461	13,367	65,234
FY 2019 versus FY 2018 Cumulative	8,230	23,893	38,750	52,923	60,645	66,888	65,810	67,559	65,735	60,329	51,868	65,234	65,234
	6.34%	16.44%	24.56%	33.93%	41.80%	42.35%	47.14%	47.42%	44.80%	39.19%	31.86%	50.30%	3.69%





	Actual versus Forecast												
Enplanements	October	November	December	January	February	March	April	May	June	July	August	September	Total
Actual Enplanements FY 2019	138,002	160,972	172,607	170,142	152,811	164,175	138,541	144,226	144,896	148,545	154,340	143,065	1,832,321
Projection per Budget FY 2019	157,551	160,972	172,607	170,142	152,811	164,175	138,541	144,226	144,896	148,545	154,340	143,065	1,851,871
Actual Enplanements Over/(Under) Projection	(19,549)	0	0	0	0	0	0	0	0	0	0	0	(19,549)
Cumulative Total	(19,549)	0	0	0	0	0	0	0	0	0	0	0	-1.1%
	Percentage Over/(Under) Forecast												
	October	November	December	January	February	March	April	May	June	July	August	September	
% Monthly versus Projection	-12.4%	0.0%	0.0%	0.0%	0.0%	0.0%	0.0%	0.0%	0.0%	0.0%	0.0%	0.0%	
% Cumulative Total	-12.4%	0.0%	0.0%	0.0%	0.0%	0.0%	0.0%	0.0%	0.0%	0.0%	0.0%	0.0%	
	Month to Month Trend												
	October	November	December	January	February	March	April	May	June	July	August	September	
Actual Enplanements	138,002	160,972	172,607	170,142	152,811	164,175	138,541	144,226	144,896	148,545	154,340	143,065	
Month to Month Increase/(Decrease)		22,970	11,635	-2,464	-17,332	11,364	-25,633	5,685	670	3,650	5,794	-11,275	
Month to Month Increase/(Decrease) in %		16.6%	7.2%	-1.4%	-10.2%	7.4%	-15.6%	4.1%	0.5%	2.5%	3.9%	-7.3%	

CPE	Cost Per Enplanement FY2017 Actual versus Projected												CPE FY18
Forecast Per FY2019 Budget	$ 18.35	$ 17.78	$ 17.67	$ 17.86	$ 18.13	$ 18.19	$ 18.54	$ 18.38	$ 18.18	$ 18.29	$ 18.13	$ 18.53	$ 18.15
Actual CPE	$ 18.96												
Variance	$ (0.61)	$ 17.78	$ 17.67	$ 17.86	$ 18.13	$ 18.19	$ 18.54	$ 18.38	$ 18.18	$ 18.29	$ 18.13	$ 18.53	$ 18.15

CALVO FISHER & JACOB LLP

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RECOMMENDATION OF COUNSEL

TO: Board of Directors
ANTONIO B. WON PAT INTERNATIONAL AIRPORT AUTHORITY, GUAM

CC: Mr. Charles H. Ada II
Executive Manager
ANTONIO B. WON PAT INTERNATIONAL AIRPORT AUTHORITY, GUAM

FROM: Janalynn Cruz Damian
CALVO FISHER & JACOB LLP

DATE: November 19, 2018

SUBJECT: **Executive Session**

Pursuant to 5 GCA § 8111(c)(1), I hereby recommend that the Board of Directors of GIAA conduct an Executive Session at the next regularly scheduled Board meeting to discuss pending or threatened litigation to which GIAA is or may be a party.

A.B WON PAT INTERNATIONAL AIRPORT GUAM
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BOARD OF DIRECTORS REGULARMEETING
3:00 p.m., Thursday, January 3, 2019
GIAA TERMINAL CONFERENCE ROOM #3

Public Notice
First Notice:
Pacific Daily News – December 26, 2018
Notice to Media – December 26, 2018

Second Notice:
Guam Daily Post – December 31, 2018
Notice to Media – December 31, 2018

AGENDA

1. Call to Order and Attendance
2. Approval of Agenda
3. Approval of Minutes
   - **A.** December 3, 2018 Regular Meeting
4. Correspondence
5. Old Business
   - **A.** Status Updates of Capital Improvement Projects
6. New Business
   - **A.** Approval of Award for Preventive Maintenance & Repair Services for Main Terminal Generators - IFB No. GIAA-002-FY19
   - **B.** Approval of Award for Airport Ambassador Program & Airport Information Center - IFB No. GIAA-003-FY19
   - **C.** Proposed Additions to the List of Testing Designated Positions under GIAA's Drug Free Workplace Policy
   - **D.** Approval and Ratification of ARFF Apprenticeship Program
7. Report of Executive Manager
8. Report of the Comptroller
9. Executive Session
10. Public Comments
11. Adjournment

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MINUTES OF THE REGULAR MEETING OF THE BOARD OF DIRECTORS OF THE A.B. WON PAT INTERNATIONAL AIRPORT AUTHORITY, GUAM
Thursday, January 3, 2019, 3:00 p.m.
GIAA TERMINAL CONFERENCE ROOM #3

1. CALL TO ORDER AND ATTENDANCE

The January 3, 2019 regular meeting of the Board of Directors of the A.B. Won Pat International Airport Authority, Guam ("GIAA" or the "Authority") was called to order by Chairman Duenas at 3:14 p.m. at the GIAA Terminal Conference Room #3, 355 Chalan Pasaheru, Tamuning, Guam, 96913.

Directors Present:	**Offices or positions:**
Ricardo C. Duenas	Chairman
Katherine C. Sgro	Vice Chairperson
Gurvinder "Bic" Sobti	Board Secretary
Rosalinda A. Tolan	
Deedee S. Camacho	
Directors Absent:	None
GIAA Officials:	
Charles H. Ada II	Executive Manager
Pedro R. Martinez	Deputy Executive Manager
John A. Rios	Comptroller
Jean M. Arriola	Airport Services Manager
Gerard Bautista	Air Terminal Manager
Raymond Mantanona	Chief, GIAA ARFF
Edward Muna	Superintendent of Operations
Victor Cruz	Engineering Supervisor
Joseph Javellana	Program Coordinator IV
Rolenda Faasuamalie	GIAA Marketing
Henry Cruz	GIAA Procurement
Michael A. Pangelinan, Esq.	GIAA Legal Counsel
Frank R. Santos	GIAA Consultant

Chairman Duenaswelcomed Airport tenants, stakeholders, and members of the public who are noted in a sign-in sheet attached to these minutes.

2. APPROVAL OF AGENDA

Motion to approve the agenda as presented duly made by Vice Chairperson Sgro, seconded by Director Tolan; motion unanimously passed.

3. APPROVAL OF MINUTES

A. December 3, 2018 Regular Meeting

On motion duly made by Director Tolan, seconded by Director Sobti, the following resolution was unanimously passed:

Resolution No. 19-12

The Board hereby approves the minutes of the December 3, 2018 regular meeting, subject to corrections.

4. CORRESPONDENCE

Executive Manager Ada announced that the Airport on December 31, 2018 received significant correspondence from Governor Elect Lou Leon Guerrero, informing the Board of her appointment of Thomas C. Ada to serve as the Executive Manager of the A.B. Won Pat International Airport Authority, Guam. The letter highlights Mr. Ada's many accomplishments. Executive Manager Ada asked that the Board include consideration of the referenced correspondence in the agenda.

On motion duly made by Director Sobti, seconded by Director Tolan, the following resolution was unanimously passed:

Resolution No. 19-13

The Board hereby amends the agenda, to include under correspondence the appointment of Mr. Thomas C. Ada to the position of Executive Manager of the A.B. Won Pat International Airport Authority, Guam.

Chairman Duenas took this time to announce to the Board that Executive Manager, Charles H. Ada II had submitted his resignation as the Executive Manager, effective 5:00 p.m., Friday,January 4, 2019.

The Chairman added that the approval of the appointment of the new Executive Manager, Mr. Thomas C. Ada will not take effect until the swearing in of the Governor Elect, Lou Leon Guerrero, 4:00 p.m., Monday, January 7, 2019, in the interim, Acting Executive Manager's will be appointed. Executive Manager Ada at this time offered to revise his resignation date should that be acceptable to the Board. The Board had no objections. Chairman Duenas at the advice of Legal Counsel asked that the Executive Manager amend his official resignation date tostate that the effective date isJanuary 7, 2019 at 4:00 p.m.

Chairman Duenas revisited the matter of the appointment of Mr. Thomas C. Ada to the position of Executive Manager to the A.B. Won Pat International Airport Authority, Guam and added that everyone should be familiar with Mr. Ada's long service to the Government of Guam and called for motions on the referenced matter.

On motion duly made by Director Sobti, seconded by Director Camacho, the following resolution was unanimously passed:

Resolution No. 19-15

The Board hereby accepts the appointment of Mr. Thomas C. Ada to the position of Executive Manager of the A.B. Won Pat International Airport Authority, Guam, effective 4:00 p.m., Monday, January 7, 2019.

The Board and Management congratulated Mr. Thomas C. Ada.

5. OLD BUSINESS

A. Status Updates of Capital Improvement Projects("CIP")

Mr. Frank Santos, Consultant, providedbrief highlights on Capital Improvement Projects for FY2018.

- International Arrivals Corridor with Building Seismic Upgrades:Stakeholder presentation held on December 18, 2018 to cover upcoming work with Black Construction and the impact on terminal operations and tenants. Lotte Duty Free is currently removing and relocating products from the Phase 2A, Heritage areas. Black Construction will commence work in that area on January 7, 2019.
- Noise Mitigation Program 65 DNL & Higher: Stop Work on noise measurements that GIAA was conducting and the design work, due to FAA requesting an update on the noise exposure maps using a new program that FAA developed. Once updated, the homes already measured, the design work may continue.
- ARFF Facility-Design/Construction Phase 1/2: A Notice to Proceed has not been issued at this time, however soil inspection is underway to find out whether the soil will support the current design. If not, the design will require an upgrade.
- Hold Bag Screening Relocation: After a meeting with TSA, there were discussions on requesting an over run of $4M plus that will go toward projects on hold.

Director Sobti inquired if Lotte Duty Free has requested compensation regarding constructional impact. Chairman Duenas announced that GIAA has been in contact with Lotte Duty Free and the matter will possibly be discussed during Executive Session.

6. NEW BUSINESS

A. Approval of Award for Preventive Maintenance & Repair Services for MainTerminal Generators under the Invitation For Bid No. IFB No. GIAA-002-FY19

The first matter discussed was the approval of award for Preventive Maintenance and Repair Services for Main Terminal Generators under the Invitation For Bid No. IFB No.GIAA-002-

FY19.Executive Manager Ada provided background information to the Board on the referenced IFB. Twelve (12) firms/individuals purchased or downloaded bid packages, and three (3) firms submitted a bid before the submission deadline. The three (3) firms were evaluated and determined to be acceptable. As required by the Guam Procurement Regulations, the bids were publicly opened and read aloud in the presence of the bidders. The bid price submittals are as follows:

Bidder/Firm's Name:	Amount
JJ Global Services	$146,790.00 per year
SE Construction Corporation	**$95,040.00 per year**
Hawthorne Pacific Corporation	$155,218.00 per year

Upon further evaluation, pursuant to Section 11 and Section 16 of the Instruction to Bidders, Hawthorne Pacific Corporation, the third lowest bidder, will be rejected due to failure to submit the required bid security, in the amount of not less than fifteen percent (15%) of the amount of their total bid price, which equates to a minimum amount of $23,282.70, and a valid copy of the required Guam Contractor's License. The bidder also failed to acknowledge Addendum A, B, and C with their bid submittal.

The Executive Manager added that SE Corporation, the lowest bidder, had a clerical error on the Affidavit Disclosing Ownership and Commissions they submitted. This mistake was found to be immaterial and does not affect price, quantity, quality, delivery or contractual conditions. Additionally, allowing SE Construction Corporation to resubmit the Affidavit Disclosing Ownership and Commissions will not prejudice the other bidders, therefore GIAA will request that SE Construction Corporation correct the mistake and resubmit the said Affidavit.

The lowest total responsible, responsive bid was in the amount of $95,040.00 per year from SE Construction Corporation, which is 67.3% lower than the government estimate of $290,304.00 per year, for a contract term of five (5) years.

The Executive Manager informed the board the current generators are nearing the end of their industrial life and that he was happy to be having this in place before his departure from the Airport. Discussion ensued regarding the life span of the generators and details of the maintenance services.

Vice Chairperson Sgro inquired on the funding source for the referenced IFB, Chairman Duenas announced that the funding would be available under the Properties & Facilities Division O&M Budget.

After further discussion, on motion duly made by Director Sobti, seconded by Director Camacho, the following resolution was unanimously approved:

Resolution No. 19-17

The Board hereby approves the contract award for Preventive Maintenance and Repair Services for Main Terminal Generators under the Invitation For Bid No. IFB No.GIAA-002-FY19 to SE Construction Corporation in the amount of $95,040.00 per year, subject to review by legal counsel.

B. Approval of Award for Ambassador Program & Airport Information Center - IFB No. GIAA-003-FY19

Executive Manager Ada provided background information to the Board on the referenced IFB. Seventeen (17) firms/individuals purchased bid packages and only one (1) firm submitted a bid before the submission deadline. The firm was evaluated and determined to be acceptable. As required by the Guam Procurement Regulations, the bid was publicly opened and read aloud in the presence of the bidder. The bid price submittal is as follows:

Bidder/Firm's Name:	Amount
Aviation Services Alliance, LLC	$609,402.15 per year

The Airport Ambassador Program provides multi-lingual, roving, passenger assistance in the passenger processing areas through the utilization of "Airport Ambassadors". The Airport Information Center provides information regarding passenger services and general visitor information to customers of the terminal.

Executive Manager Ada informed the Board that the lowest total bid amount was in the amount of $609,402.15 per year from Aviation Services Alliance, LLC.

Chairman Duenas inquired on the current firm. The Executive Manager informed the Board that they did not submit a bid due to not being able to provide the required performance bond. The Chairman went on to ask that with the establishment of a number of the initiatives placed within the last few years, such as the automated passport kiosks, have we see any results in efficiency or a reduction in need for the Ambassador Program. The Executive Manager replied that there has been no reduction in need for the programbecause of the increase in flight activity. However, the success in implementing different variables has resulted in a reduction in wait time. The Executive Manager informed the Board that the Ambassador Program is the only way to ensure the increased efficiency in processing passengers.

Vice Chairperson inquired on any targets or expectations for the per year amount of $609,402.15. Ms. Rolenda Faasuamalie replied that there are minimum standards established in the bid package, to include a minimum number of personnel for peak hours. Chairman Duenas inquired that with these operational requirements, do we have mechanisms in place to

monitor performance. Ms. Faasuamalie replied yes, reporting requirements are also in the bid package. Brief discussion followed.

Executive Manager Ada commended the Airports Marketing Division on compiling the flight data on a monthly basis to ensure efficiency.

Chairman Duenas asked if there are provisionsfor annual evaluation within the contract if they're not meeting minimum requirements and stressed the importance for corrective action based on performance being included in the contract as this is a five (5) year contract.

Director Sobti inquired on the current contract amount. Executive Manager replied that the current contract was approximately $40,000.00 lower.

After further discussion, on motion duly made by Vice Chairperson Sgro, seconded by Director Sobti, the following resolution was unanimously approved:

Resolution No. 19-18

The Board hereby approves the contract award for Ambassador Program & Airport Information Center - IFB No. GIAA-003-FY19 to Aviation Services Alliance, LLC for a total contract amount of $609,402.15 per year, subject to review by legal counsel.

C. Proposed Additions to the List of Testing Designated Positions under GIAA's Drug Free Workplace Policy

The third item discussed was the proposed additions to the list of Testing Designated Positions (TDP's) under GIAA's Drug Free Workplace Policy. The Executive Manager informed the Board that local and federal regulations require GIAA to develop, implement and maintain a Drug-Free Workplace Program which include pre-employment drug testing and random drug testing for TDP's, which are limited to the following divisions: Operations, Engineering, Safety, ARFF, Airport Police, Executive Manager and Deputy Executive Manager.

The Manager added that the list provided shows the additional positions to include, most Division Managers, all Properties & Facilities to name a few. Once approved by the Board the approved list will then be forwarded to the Department of Administration to assist the Attorney General's Office in expanding the Airports TDP positions.

After further discussion, on motion duly made by Tolan, seconded by Director Sobti, the following resolution was unanimously approved:

Resolution No. 19-14

WHEREAS, the ANTONIO B. WON PAT INTERNATIONAL AIRPORT AUTHORITY, GUAM's (the "Airport" or the "Authority") entered into a Memorandum of Understanding with the Department of Administration ("DOA") on May 14, 1996 (the "MOU") with regard to the application of the DOA Drug-Free Workplace Program (the "DFWP") to the Airport; and

WHEREAS, the MOU provides that the DOA Drug Program Specialist will provide administration, training, and education regarding the DOA DFWP requirements to all employees and managers of the Airport; and

WHEREAS, pursuant to the MOU, the Airport shall identify its Testing Designated Positions ("TDPs") with the concurrence of the Attorney General as well as other government agencies as required; and

WHEREAS, the Airport has identified positions that are safety sensitive and/or security sensitive and which, if approved to be placed on the TDP list would subject those Airport employees holding the positions to random drug testing under the DOA DFWP; and

WHEREAS, attached is a list of proposed positions to be added to the current list of TDPs at the Airport; and

WHEREAS, as required by the MOU, the list of proposed positions is subject to approval with the concurrence of the Attorney General as well as any other government of Guam and other applicable government of Guam agencies as required; and

WHEREAS, in light of the need for the Airport management to ensure the safety and security of the Airport, the Board of Directors has determined that it is prudent to give the Executive Manager the authority to identify positions to be added to the Airport's TDP list subject to the concurrence of the Attorney General and as well as any other government agency concurrence that may be required.

NOW, THEREFORE, BE IT RESOLVED, that the Board of Directors of the Airport hereby approves the attached list of proposed additional positions to be added to the current list of TDPs subject to the concurrence of the Attorney General as well as any other government agency concurrence that may be required.

BE IT FURTHER RESOLVED, that the Executive Manager has the authority to identify positions to be added to the Airport's TDP list from time to time subject to the concurrence of the Attorney General and as well as any other government agency concurrence that may be required.

D. Approval and Ratification of ARFF of Apprenticeship Program

The next item discussed was theapproval and ratification of the ARFF Apprenticeship Program. The Executive Manager provided brief background on the Program, stating that the Program was established early 2018 to develop competent and well-trained Aircraft Rescue and Fire Fighting personnel to pursue fire service as a career at GIAA. In accordance with certification standards established by the Pacific Region Aviation ARFF Training Center ("PRATC"), GIAA has established four (4) minimum certification standards that an apprentice must successfully complete in order to graduate from the ARFF Apprenticeship Program.

In addition to certification in the above ProBoard courses, all apprentices must complete one (1) year of on-the-job training. Upon successful completion of the four (4) certification standards for the ARFF Apprenticeship Program and one (1) year of on-the-job training, the apprentice shall graduate from the GIAA ARFF Apprenticeship Program. The failure to meet the certification standards and training, shall result in disqualification and termination from the ARFF Apprenticeship Program. Effective date for the ARFF Apprenticeship Program is April 9, 2018. The Executive Manager asked that the Board present the Apprentices their ProBoard certifications once the matter was approved.

Chairman Duenas inquired if the apprentices were official employees of the Airport. The Executive Manager informed the Board that they are apprentices on Limited Term Appointments. Chairman Duenas inquired if the apprentices were not hired by the Airport, does the Program assist them in on moving onto other agencies within the Government of Guam. The Executive Manager replied that the Program is limited, possibly within in the fire service areas.

After further discussion, on motion duly made by Vice Chairperson Sgro, seconded by Director Tolan, the following resolution was unanimously approved:

Resolution No. 19-19

The Board hereby approves and ratifies the Airport Rescue Fire Fighters (ARFF) Apprenticeship Program as presented, effective April 9, 2018.

The ARFF apprentices were presented their certificates in the presence of the Board during the meeting just before the Board recessed to convene into Executive Session.

7. REPORT OF THE EXECUTIVE MANAGER

Reference is made to the Executive Manager's Report included as part of the Board's packet, which was presented by Executive Manager Ada.

At this time the Executive Manager thanked the Board of Directors for the leadership that was provided to him during his time with the Airport. The Board congratulated and thanked the Executive Manager.

The Deputy Executive Manager also took this time to express his appreciation to the Board.

8. REPORT OF THE COMPTROLLER

Mr. John Rios reported on the revenues and expenses of the Authority as of **November 30, 2018**. Mr. Rios reported that year-to-date Total Signatory Revenues are below budgeted revenues by **-6.7%**,year-to-date Total Concession Revenues and Passenger Facility Charges are below budget by **-5.2%** and **-18.2%**, respectively. Year-to-date Total Other Revenues, inclusive of non-signatory and non-airline revenues are below the budget estimate by **-3.9%**. Year-to-date Total Operating Revenues Actual of **$12.4M** is **-6.8%** below the budget estimate of

$13.3M. Year-to-date Total Operating Expenses are below budget by **15.0%**. Components of this line item include a **-21.7%** decrease in Personnel Service, a **-4.0%** decrease in Contractual Services, a **-84.4%** decrease in Materials & Supplies and a **0.0%** decrease in Equipment/Furnishings from budgeted amounts for these respective categories. The actualyear-to-date Net Revenues from Operations of **$5.4M** reflects an increase of **6.3%** over the year-to-date budgeted amount of **$5.1M**. Mr. Riosreported that the year-to-date Debt Service Coverage is at **1.48** versus the requirement of **1.25.**

9. EXECUTIVE SESSION

The next item on the agenda was Executive Session.

Upon written recommendation of counsel, on motion duly made by Director Tolan, seconded by Director Sobti, and unanimously approved, the Board recessed to convene into Executive Session at 4:12p.m.

The Board convened into Executive Session at 4:34 p.m.to discuss pending or threatened litigation to which GIAA is or may be a party. Attending Executive Session were Directors Duenas, Sgro, Sobti, and Camacho, Executive Manager Ada,and Legal Counsel, Michael A. Pangelinan, Eduardo Calvo and Genevieve Rapadas. Also present was the court reporter who will prepare a transcript of the Executive session.

Executive Session adjourned at 5:15 p.m., at which time the Board reconvened regular session.

Director Tolan did not participate in Executive Session due to conflicts of interest and was excused from the remainder of the meeting.

At this time, due to the change in Executive Management, Chairman Duenas announced there was a resolution relating to GIAA's bank signatories that required Board action. Effective date for the resolution is Monday, January 7, 2019 at 4:00 p.m..

After further discussion, on motion duly made by Director Sobti, seconded by Director Camacho, the following resolution was unanimously approved:

Resolution No. 19-16

WHEREAS, the ANTONIO B. WON PAT INTERNATIONAL AIRPORT AUTHORITY, GUAM ("GIAA" or the "Authority") has several bank accounts and desires to designate the individuals authorized to execute checks, drafts, or other orders for and on behalf of GIAA.

NOW, THEREFORE, BE IT RESOLVED, that the Board of Directors of GIAA hereby designates two of the following individuals together to execute checks, drafts, or other orders for and on behalf of GIAA:

1. Thomas C. Ada, Executive Manager
2. Ricardo C. Duenas, Chairman of the Board
3. Jean M. Arriola, Airport Services Manager
4. John A. Rios, Comptroller
5. Antoniette L. Bautista, General Accounting Supervisor

BE IT RESOLVED FURTHER, that one of the two signatories must include any one of the following: the Chairman, the Executive Manager; or the Comptroller.

BE IT RESOLVED FURTHER, that the authority of the above-designated individuals to execute checks, drafts, or other orders for and on behalf of GIAA shall be limited only to authorized expenditures of GIAA and as is consistent with the execution of their respective duties, statutory or otherwise, as officers or directors of GIAA.

BE IT RESOLVED FURTHER, that the designation of the above-named individuals supersedes all prior designations by the Board of Directors of GIAA on file at all banking institutions at which GIAA maintains its accounts.

Moving on to matters discussed during Executive Session, legal counsel announced the two (2) matters for Board action.

After further discussion, on motion duly made by Vice Chairperson Sgro, seconded by Director Sobti, the following resolution was unanimously approved:

Resolution No. 19-20

The Board hereby approves the addendum to the mediation term sheet with Lotte Duty free as presented by legal counsel during Executive Session and authorizes the Chairman and Executive Manager to finalize and execute the document.

After further discussion, on motion duly made by Director Sobti, seconded by Vice Chairperson Sgro, the following resolution was unanimously approved:

Resolution No. 19-21

The Board hereby authorizes the Authority to issue payment to Calvo Fisher & Jacob, LLP for the general matters legal fees incurred in November 2018 in excess of the monthly cap in the amount of $40,905.50; and for general legal matters incurred in December 2018 in excess of the monthly cap in the amount of $105,024.18.

10. PUBLIC COMMENTS

There were no Public Comments.

11. ADJOURNMENT

Motion to adjourn duly made by Vice Chairperson Sgro, seconded by Director Sobti; motion unanimously passed. The meeting was adjourned at 5:17 p.m.

Dated this 31st, day of January, 2019.

Attest:

Ricardo C. Duenas
Chairman

Gurvinder Sobti
Secretary

Prepared and Submitted By:

Amanda O'Brien-Rios
Corresponding Secretary

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A.B. WON PAT INTERNATIONAL AIRPORT AUTHORITY, GUAM
Board of Directors Regular Meeting
3:00 p.m., Thursday, January 3, 2019
GIAA Terminal Conference Room #3

SIGN-IN SHEET

	PRINT NAME	COMPANY/AGENCY
1.	Roland R. Franquez	ASA
2.	Michael Pangelinan	CFS
3.	Tom Ada	
4.	Joseph G. Javelave	GIAA
5.	Ann Bautista	GIAA
6.	CHUCK ADA	GIAA
7.	John Rios	"
8.	R. Faasuda	GIAA
9.	Henry Cruz	GIAA
10.	Raymond Muntaona	ARFF
11.	Vordan Ray Guevara	
12.	Taron Donnavan Potter	ARFF
13.	JANISE QUINTANILLA	ARFF
14.	Kagan Anthony Rabago	ARFF
15.	Matthew Pascual Robles	ARFF
16.	Paul Miyasaki	ARFF
17.	Vivian AFAgue	Personnel
18.	Kenny S. Afogue	ARFF
19.	Toby Savares	ARFF
20.	VICTOR J. CRUZ	GIAA
	JEAN HERRERA	GIAA JNS
	TRICIA ATANACIO	GIAA JNS

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MINUTES OF THE REGULAR MEETING OF THE BOARD OF DIRECTORS OF THE A.B. WON PAT INTERNATIONAL AIRPORT AUTHORITY, GUAM
Thursday, January 31, 2019, 3:00 p.m.
GIAA TERMINAL CONFERENCE ROOM #3

1. CALL TO ORDER AND ATTENDANCE

The January 31, 2019 regular meeting of the Board of Directors of the A.B. Won Pat International Airport Authority, Guam ("GIAA" or the "Authority") was called to order by Chairman Duenas at 3:08 p.m. at the GIAA Terminal Conference Room #3, 355 Chalan Pasaheru, Tamuning, Guam, 96913.

Directors Present:	**Offices or positions:**
Ricardo C. Duenas	Chairman
Katherine C. Sgro	Vice Chairperson
Lucy M. Alcorn	
Deedee S. Camacho	
Directors Absent:	
Gurvinder "Bic" Sobti	Board Secretary
Rosalinda A. Tolan	
Martin Gerber	
GIAA Officials:	
Thomas C. Ada	Executive Manager
John A. Rios	Comptroller
Jean M. Arriola	Airport Services Manager
Gerard Bautista	Air Terminal Manager
Raymond Mantanona	Chief, GIAA ARFF
Victor Cruz	Engineering Supervisor
Joseph Javellana	Program Coordinator IV
Rolenda Faasuamalie	GIAA Marketing
Henry Cruz	GIAA Procurement
Janalynn C. Damian, Esq.	GIAA Legal Counsel
Frank R. Santos	GIAA Consultant

Chairman Duenaswelcomed Airport tenants, stakeholders, and members of the public who are noted in a sign-in sheet attached to these minutes.

2. APPROVAL OF AGENDA

Motion to approve the agenda as presented duly made by Vice Chairperson Sgro, seconded by Director Alcorn; motion unanimously passed.

3. APPROVAL OF MINUTES

A. January 3, 2019 Regular Meeting

On motion duly made by Vice Chairperson Sgro, seconded by Director Camacho, the following resolution was unanimously passed:

Resolution No. 19-22

The Board hereby approves the minutes of theJanuary 3, 2019 regular meeting, subject to corrections.

4. CORRESPONDENCE

Executive Manager Ada announced there was no Correspondence.

5. OLD BUSINESS

A. Status Updates of Capital Improvement Projects ("CIP")

Mr. Victor Cruz, Engineering Supervisor, providedbrief highlights on ongoing Capital Improvement Projects.

- International Arrivals Corridor with Building Seismic Upgrades: Seismic upgrades are in progress in various locations within the Terminal. Portions of the Heritage and Lotte area recently closed off for column and structural work. The remainder of the Heritage area is anticipated to be closed off in March 2019. Foundation work in progress at Gate 4.
- ARFF Facility-Design/Construction Phase 1/2: Evaluation of soil samples recently conducted. Notice to proceed on the project anticipated for February 2019.
- Terminal Apron Taxiway Rehabilitation Design: 30% design submittal received and under review, a copy has also been forwarded to the FAA for their review.
- Rehabilitation Runway 6L - Design: Designer currently performing survey work out on Runway, which is anticipated to be completed by the end of February.

Vice Chairperson Sgro inquired if the Airport is in line with the completion timelines for the projects mentioned. Mr. Cruz informed the Board that some of the timelines are being evaluated with regard to extensions.

Chairman Duenas inquired if Lotte Duty Free has been kept up to speed with regard to closures. Mr. Cruz informed the Board that periodic stakeholder meetings are held to provide updates.

6. NEW BUSINESS

A. Approval of Award for Environmental Consulting Services - RFP No. RFP-001-FY19

The first matter discussed was the approval of award for Environmental Consulting Services. Executive Manager Ada provided background information to the Board on the referenced RFP including the scope of services, contract term, dates of advertisement of the RFP, proposalsubmission deadline, and the number of interested proposers. A total of twenty-two (22) firms showed their interest by obtaining the RFP package. An evaluation committee was established to evaluate the one (1) proposal that was submitted before the established deadline. The proposal was evaluated on a point system assigned for each criteria identified in the RFP package. As a result of the committee's evaluation, the sole proposer, Proposer A, was found to be responsible and responsive and the firms in order of their ranking are as follows:

1. Proposer A

After further discussion, on motion duly made by Vice Chairperson Sgro, seconded by Director Camacho, the following resolution was unanimously approved:

Resolution No. 19-23

The Board hereby approves the ranking results as presented and the contract award to Proposers A for Environmental Consulting Services - RFP No. RFP-002-FY19, subject to Management's negotiation of fair and reasonable fees and review by legal counsel.

Executive Manager Ada informed the Board that Proposer A is PCR Environmental, Inc.

B. Ratification of Compensation - Executive Manager and Private Secretary

Chairman Duenas informed the Board that Mr. Thomas C. Ada's appointment to the position of Executive Manager was approved at the January 3, 2019 Board meeting, however compensation had not been determined, and was subject to review of Mr. Ada's qualifications and experience. In addition, the Board was also requested to consider the salary of the Executive Manager's private secretary, permitted under Public Law 29-154.

Based on the evaluation of Mr. Ada's qualifications and experience the Board was requested to consider, approve and ratify a salary for the Executive Manager in the amount of $154,979.00. In addition, the Board was requested to consider, approve and ratify a salary for the Executive Manager's Secretary in the amount of $42,293.00.

Vice Chairperson Sgro inquired if the amounts fall within the budget and if this was inclusive of benefits.Chairman Duenas informed the Board that the salaries, which do not include benefits, fall within GIAA's budget and are within the range of the compensation and benefits study at the 20th Market Percentile, based on 2012 data.

After further discussion, on motion duly made by director Alcorn, seconded by Director Camacho, the following resolution was unanimously approved:

Resolution No. 19-24

The Board hereby ratifies the annual salary of $154,979.00 for Mr. Thomas C. Ada as the Executive Manager of the A. B. Won Pat International Airport Authority, Guam and the annual salary of $42,293.00 for Ms. Juliette Gillham as the Private Secretary to the Executive Manager, effective January 7, 2019.

7. REPORT OF THE EXECUTIVE MANAGER

Reference is made to the Executive Manager's Report included as part of the Board's packet, which was presented by Executive Manager Ada.

During Regulatory Issues, Executive Manager Ada asked that Legal Counsel give a brief update on issues with Lotte Duty Free and the 3rd Floor Project. Mr. Eduardo Calvo, GIAA Legal Counsel,informed the Board that in April 2018 GIAA and Lotte agreed to mediate certain disputes related to the impact of the 3rd floor construction project and the February decisions and judgment in the Specialty Retail litigation voiding the specialty retail agreement, which had not been stayed by the court.As a result of the mediation, Lotte and GIAA entered into a Mediation Term Sheet (MTS), that included a provision that if there are additional direct impacts not originally anticipated at the time of the MTS, that the parties would in good faith revisit the status of the construction impacts on Lotte's operations. In the Fall of 2018, it became obvious that there were going to be additional impacts, particularly the closure of additional space for longer periods of time. The Airport worked towards mitigating the impact by providing alternative space. In December, GIAA and Lotte again engaged in mediation to address disputes relating to additional impacts resulting in the closure of space, and Lotte's reimbursement obligations. The parties entered into an Addendum to the MTS that addressed how to deal with the additional impacts. The Addendum was approved by the Board in December 2018, and is available should the Board like to view it.

8. REPORT OF THE COMPTROLLER

Mr. John Rios reported on the revenues and expenses of the Authority as of **December 31, 2018**. Mr. Rios reported that year-to-date Total Signatory Revenues are below budgeted revenues by **-5.5%**, year-to-date Total Concession Revenues and Passenger Facility Charges are below budget by **-8.1%** and **-9.8%**, respectively. Year-to-date Total Other Revenues, inclusive of non-signatory and non-airline revenues are below the budget estimate by **-7.5%**. Year-to-date Total Operating Revenues Actual of **$18.9M** is **-7.0%** below the budget estimate of **$20.3M**. Year-to-date Total Operating Expenses are below budget by **-15.7%**. Components of this line item include a **-17.6%** decrease in Personnel Service, a **-8.6%** decrease in Contractual Services, a **-85.1%** decrease in Materials & Supplies and a **0.0%** decrease in Equipment/Furnishings from budgeted amounts for these respective categories. The actualyear-to-date Net Revenues from

Operations of **$8.4M** reflects an increase of **7.0%** over the year-to-date budgeted amount of **$7.8M**. Mr. Rios reported that the year-to-date Debt Service Coverage is at **1.54** versus the requirement of **1.25.**

Chairman Duenas inquired on the additional charter flights that were outlined in the Executive Manager's report, asking if there was an estimate of impact to GIAA's revenues. The Comptroller informed the Board that he does not have the projections available at this time but will provide it at a later time.

The Comptroller added that Moody's Investors in 2018 had changed the outlook for the Government of Guam from stable to negative due to the Federal cuts and the Government of Guam's inability to recover the loss of revenue. GIAA was also linked with the Government of Guam, resulting in GIAA's outlook being a negative. Recently, due to the Business Privilege Tax, the outlook has been changed from negative to stable.

Regarding the refunding of the bonds, GEDA and Bond Counsel working on legislation that will be submitted to the Legislature.Currently it is showing 8.9% savings or $1.9 million in savings to the Airport.

Relative to GIAA's annual audit, it is almost complete, pending the evaluation, which DOA's Auditors are reviewing. GIAA filed for extension with the FAA, anticipating for February.

9. EXECUTIVE SESSION

Chairman Duenas announced that there would be no Executive Session.

10. PUBLIC COMMENTS

There were no Public Comments.

At this time, Vice Chairperson Katherine Sgro announced that she had submitted a courtesy resignation with Governor Leon Guerrero, which will be effective Friday, February 1, 2019. She added that it has been a pleasure working with the Board and Management. Chairman Duenas thanked Vice Chairperson Sgro for her service on the Board.

11. ADJOURNMENT

Motion to adjourn duly made by Director Camacho, seconded by Vice Chairperson Sgro; motion unanimously passed. The meeting was adjourned at 3:52p.m.

Dated this 28th, day of February, 2019.

Ricardo C. Duenas
Chairman

Attest:

Gurvinder Sobti
Secretary

Prepared and Submitted By:

Amanda O'Brien-Rios
Corresponding Secretary

A.B. WON PAT INTERNATIONAL AIRPORT GUAM
ATURIDAT PUETTON BATKON AIREN GUAHAN ENTENASIONAT
P.O. Box 8770
Tamuning, GU 96931
Tel (671) 646-0300
Fax (671) 646-8823
www.guamairport.com
WE'RE ON IT 24/7

BOARD OF DIRECTORS REGULARMEETING
3:00 p.m., Thursday, January 31, 2019
GIAA TERMINAL CONFERENCE ROOM #3

Public Notice
First Notice:
Guam Daily Post – January 24, 2019
Notice to Media – January 24, 2019

Second Notice:
Guam Daily Post – January 29, 2019
Notice to Media – January 29, 2019

AGENDA

1. Call to Order and Attendance
2. Approval of Agenda
3. Approval of Minutes
   - **A.** January 3, 2019 Regular Meeting
4. Correspondence
5. Old Business
   - **A.** Status Updates of Capital Improvement Projects
6. New Business
   - **A.** Approval of Award for Environmental Consulting Services - RFP No. RFP-001-FY19
   - **B.** Ratification of Compensation - Executive Manager and Private Secretary
7. Report of Executive Manager
8. Report of the Comptroller
9. Executive Session
10. Public Comments
11. Adjournment

AMERICAN ASSOCIATION OF AIRPORT EXECUTIVES
AIRPORTS COUNCIL INTERNATIONAL
NASAO National Association of State Aviation Officials
TIACA THE INTERNATIONAL AIR CARGO ASSOCIATION

A.B. WON PAT INTERNATIONAL AIRPORT GUAM
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WE'RE ON IT 24/7

A.B. WON PAT INTERNATIONAL AIRPORT AUTHORITY, GUAM
Board of Directors Regular Meeting
3:00 p.m., Thursday, January 31, 2019
GIAA Terminal Conference Room #3

SIGN-IN SHEET

	PRINT NAME	COMPANY/AGENCY
1.	Henry Cruz	GIAA
2.	Paul Packbier	PCR Eau.
3.	Kevin Kerrigan	Post
4.	Rio Simich	Post
5.	JEAN AMO	GIAA
6.	Peng Yu, Chen	China Airlines
7.	J.G. Javellana	GIAA
8.	Raymond T. Mantanona	ARFF
9.	TRICIA GRANILLO	AMI
10.	Angelica Perez	AMI
11.	Rolando Tanorio	GIAA
12.		
13.		
14.		
15.		
16.		
17.		
18.		
19.		
20.		

Suspect in custody after machete attack

The charges



Robert Lucio, 37, was charged with reckless conduct, aggravated assault and use of a deadly weapon in the commission of a felony.

Officers with the Guam Police Department arrested Robert Lucio, 37, following allegations that he had attacked another man with a machete.

GPD spokesman Sgt. Paul Tapao said the incident occurred shortly after 10 p.m. Tuesday next to S.J. Mart on Adrian Sanchez Street in Harmon.

Officers from the Tumon Precinct Command went to the San Agustin Apartments in Harmon to meet with the adult male victim, who had a towel wrapped around a laceration on his right arm, Tapao said.

The victim told police he had been walking along the roadway when he was attacked by a man who struck his arm with a machete. Tapao said the victim was responsive and transported to Guam Regional Medical City for care.

Police later located Lucio at the RK Apartments in Harmon. A machete was confiscated from his apartment, according to court documents.

Lucio was booked and confined on charges of reckless conduct, aggravated assault and use of a deadly weapon in the commission of a felony.

No motive was given for the attack.

(Daily Post Staff)

Prison smuggling defendant wants charged clarified

By Louella Losinio
louella@postguam.com

One of the defendants in a Department of Corrections drug smuggling conspiracy case has filed a motion for bill particulars seeking detailed information from the government about the charges in the indictment.

Frankie Rosalin's legal counsel, Anthony Perez, filed the motion for his client on Tuesday. The motion claims the indictment fails to specify the particulars of the charges against the defendant.

During further proceedings Wednesday at the Superior Court of Guam, Judge Anita Sukola said the government must file its response on the motion by Feb. 12.

Smuggling conspiracy

Former DOC Internal Affairs head Jeffrey Limo was arrested Aug. 24, 2017, along with Corrections Officers Rosalin, Edward Crisostomo, Gerry Hocog, Fermin Maratita Jr. and Jerome San Nicolas.

Maximum-security inmates Bruno Simmons and Shawn Paul Johnson, as well as civilians Ronald Meno, Rosalina Hocog, Roxanne Hocog, Paul Lynwood Johnson and Liana Cabrera, also were charged in the smuggling conspiracy.

The government has alleged the DOC officers accepted bribes and helped coordinate the smuggling of crystal methamphetamine, cellphones and other contraband into the prison, Post files state.

At least four individuals have taken a plea agreement, as discussed in the court proceedings.

According to the motion, the indictment names 13 defendants, including Rosalin, and lists 51 separate crimes along with 69 counts of criminal charges. Rosalin has been charged only with a single felony offense of conspiracy to promote major prison contraband and two misdemeanor counts of official misconduct, the document states.

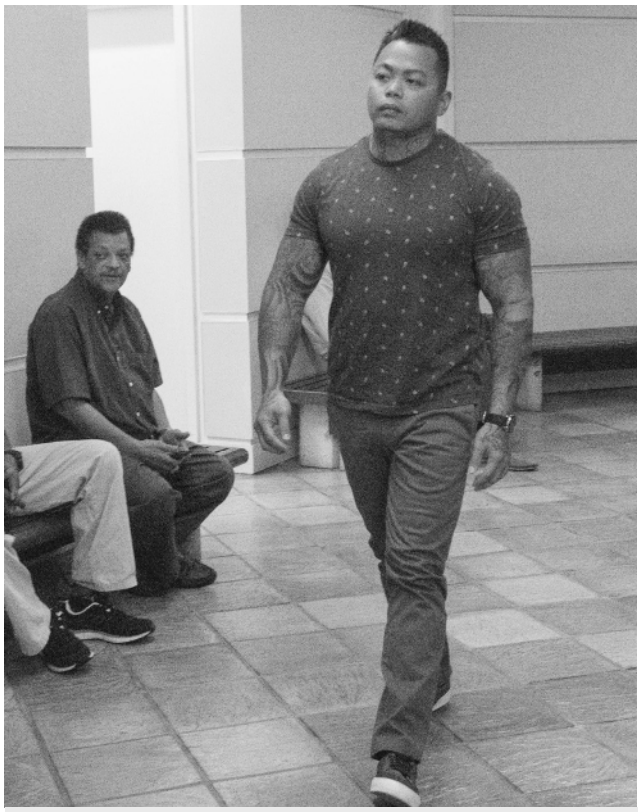
One of the charges in the indictment "does not specify who Rosalin allegedly conspired with, nor does it specify who performed the overt act as part of this conspiracy," the motion states.

Issues with representation

Issues concerning the legal representation of one of the defendants, Paul Lynwood Johnson, was raised again Wednesday. During prior proceedings, Sukola temporarily appointed the alternate public defender to serve as his legal counsel. The alternate public defender had to withdraw due to conflict of interest.

While another lawyer was appointed by the court to represent Paul Lynwood Johnson, the attorney still must check for possible conflict of interest in the case.

With several matters still pending, Sukola moved to schedule further proceedings for Feb. 19.



ROSALIN: *Frankie Rosalin enters the courtroom of Judge Vernon Perez at the Guam Judicial Center on Nov. 1, 2017. Paul Lynwood Johnson is pictured sitting in the background. Post file photo*

PARADISE ESTATES OWNERS ASSOCIATION, INC.

(a non-profit organiztion)

Statement of Financial Position
For the year ended December 31, 2017

Assets:	
Cash	$ 344,456.00
Total Assets	344,456.00
Fund Balances:	
Fund Balances	344,456.00
Total Fund Balance	344,456.00

Statement of Activities
For the year ended December 31, 2017

Revenues:	
Common area fees	282,532.00
Special assessments	6,378.00
Total Revenues	288,910.00
Expenses:	
Ground Maintenance	61,887.00
General Improvements	8,333.00
Security	84,570.00
Utilities	25,450.00
Admin and General	53,825.00
Total Expenses	234,065.00
Revenues collected in excess of expenses paid	54,845.00
Fund balances at beginning of year	289,611.00
Fund balances at end of year	$ 344,456.00

The Honorable Lourdes A. Leon Guerrero, Governor
The Honorable Joshua F. Tenorio, Lt. Governor

PUBLIC NOTICE

The Board of Directors of the A.B. Won Pat International Airport Authority, Guam (GIAA) will convene its Regular Board meeting on Thursday, January 31, 2019 at 3:00 p.m. in Terminal Conference Room No. 3. In addition to regular matters, pursuant to 5 G.C.A. §8111(c)(2), Executive Session will be held to discuss pending litigation to which GIAA is a party. Parking is available in the Public Parking Lot.

For special accommodations or agenda items, please call the Board Office at 642-4717/18.

(This ad paid for by GIAA)

PUBLICATION NOTICE

In accordance with the provisions of Guam Code Annotated, Title XI, Chapter III, Section 3315, notice is hereby given that:

PARK, MUNG SOOK
CLUB TOGETHER

has applied for a Class: **4 / General On Sale Alcoholic Beverage License** said premises being marked as Lot: **5105-2-3-R1, G&F Commercial Bldg 204 Adrian Sanchez St., Harmon.**

2306110035GL-19-0628

Director: New salaries cost lower than previous administration's

By Kevin Kerrigan
kevin@postguam.com

The total salary costs for the Office of the Governor under the new Leon Guerrero administration are about $629,207 lower than they were under the Calvo administration, stated Lester Carlson, acting director of the Bureau of Budget and Management Research.

The staffing pattern released by the Leon Guerrero administration on Saturday shows nearly $4.2 million will be spent on the salaries of the 79 people who have been hired to work at Adelup. In January 2018, $4.8 million was budgeted on salaries for roughly the same number of employees in the January 2018 staffing pattern of the Calvo administration, according to Carlson.

These numbers from the current and previous administrations don't include health insurance, retirement and other benefits, which the Leon Guerrero administration estimates would be about 30 percent of salary.

There has been no change in the salaries for the governor and lieutenant governor. Gov. Lou Leon Guerrero will earn the same amount as former Gov. Eddie Calvo, which is $90,000. Lt. Gov. Josh Tenorio will make $85,000, which is the same amount as former Lt. Gov. Ray Tenorio.

Chief of Staff Tony Babauta has a $120,000 annual salary, nearly $14,000 more than former Gov. Eddie Calvo's chief of staff, Mark Calvo. Deputy Chief of Staff Jon Junior Calvo will earn $115,000, about $11,500 more than then-Gov. Eddie Calvo's deputy chief of staff, Rose Ramsey.

Among Leon Guerrero's staff are 14 special assistants.

The special assistants include three new executive branch positions, which pay $90,000 each. Former Gov. Carl Gutierrez is the chief adviser on economic development, national and international affairs; Carlotta Leon Guerrero is the chief adviser on military and regional affairs; and Bertha Duenas is the chief adviser on fiscal discipline.

Two legal counsels have been hired at $126,409 each.

There are 11 staff assistants, three of whom have $28,000 salaries, while the other salaries range from $40,000 to $60,000.

In addition, five community relations specialists have been hired at $31,000 each.

Cabinet comparisons

Apart from the office staff at Adelup are the salaries of Cabinet members.

Salaries for key finance positions are unchanged.

Acting Director Dafne Shimizu of the Department of Revenue and Taxation will earn former Director John Camacho's pay level at $102,407. Acting Deputy Director Michele Santos has the same salary as former Deputy Director Marie Benito at $91,144.

The salary for Edward Birn, the acting director of the Department of Administration, who also served in that position in the last administration, remains at $102,407. DOA Deputy Director Edith Pangelinan will make the same as her predecessor, Vince Arriola, at $91,144.

Carlson will earn the same as the DOA director, which is $102,407. Carlson was earning $91,144 as deputy director under the Calvo administration.

Guam Economic Development Authority Administrator Melanie Mendiola will make $101,902, which is $10,000 less than former Administrator Jay Rojas' earnings. Deputy Administrator Ricky Hernandez also will earn $10,000 less than former Deputy Director Mana Silva Taijeron.

The Leon Guerrero administration has given salary increases to a number of public safety positions.

Guam Police Department Chief Stephen Ignacio will make $108,525. Former Chief Joseph I. Cruz was earning $93,524. Department of Corrections Director Samantha Brennan's salary is at $97,068. Former DOC Director Alberto Lamorena was paid $86,820.

Comparing Cabinet salaries

Position	Leon Guerrero administration	Calvo administration
Governor's office		
Governor	Lou Leon Guerrero, $90,000	Eddie Calvo, $90,000
Lieutenant governor	Josh Tenorio, $85,000	Ray Tenorio, $85,000
Chief of staff	Tony Babauta, $120,000	Mark Calvo, $106,287
Deputy chief of staff	Jon Junior Calvo, $115,000	Rose Ramsey, $103,407
Finance		
Director, Dept. of Revenue and Taxation	Dafne Shimizu, $102,407	John Camacho, $102,407
Deputy director, DRT	Michele Santos, $91,144	Maire Benito, $91,144
Director, Dept. of Administration	Edward Birn, $102,407	Edward Birn, $102,407
Deputy director, DOA	Edith Pangelinan, $91,144	Vince Arriola, $91,144
Director, Bureau of Budget and Management Research	Lester Carlson, $102,047	N/A
Administrator, Guam Economic Development Authority	Melanie Mendiola, $101,902	Jay Rojas, $111,913
Deputy administrator, GEDA	Ricky Hernandez, $91,758	Mana Silva Taijeron, $101,374
Public safety		
Chief, Guam Police Dept.	Stephen Ignacio, $108,525	Joseph I. Cruz, $93,524
Director, Dept. of Corrections	Samantha Brennan, $97,068	Alberto Lamorena, $86,820
Deputy director, DOC	Joey Terlaje, $94,597	James McDonald, $81,522
Director, Guam Customs and Quarantine Agency	Ike Peredo, $91,758	James McDonald, $76,188
Advisor, Guam Homeland Security/Office of Civil Defense	Tim Aguon, $93,000	George Charfauros, $74,000
Ports		
General manager, Port Authority of Guam	Rory Respicio, $158,533	Joanne Brown, $165,000
Executive manager, Guam International Airport Authority	Tom Ada, $143,121	Chuck Ada, $143, 121
Health		
Administrator, Guam Memorial Hospital	Lilian Posadas, pending	PeterJohn Camacho, $200,000
Director, Department of Public Health and Social Services	Linda DeNorcey, $108,471	James Gillan, $91,144
Deputy director, DPHSS	Lori Duenas, $98,257	Leo Casil, $79,075
Director, Guam Behavioral Health and Wellness Center	Therese Arriola, $101,902	Rey Vega, $81,522
Deputy director, GBHWC	Carissa Pangelinan, $85,357	Benny Pinaula, $72,000
Executive director, Guam Housing & Urban Renewal Authority	Ray Topasna, $136,596	Michael Duenas, $128,864
Director, Department of Integrated Services for Individuals with Disabilities	Gerri Mandell, pending	Ben Servino, $76,188
Director, Dept. of Labor	David Dell'Isola, $82,071	Sam Mabini, $82,071
Deputy director, DOL	Jerry Toves, $79,034	Cecile Suda, $79,034
Director, Dept. of Agriculture	Chelsa Muna-Brecht, $76,149	Mathew Sablan, $65,623
Director, Guam Regional Transit Authority	Celestin Babauta, $88,408	Enrique Agustin, $88,000
Director, Dept. of Youth Affairs	Melanie Brennan, pending appointment	Peter Ada, $70,873
Deputy director, DYA	Krisinda Aguon, $79,034	Krisinda Aguon, $65,623
Director, Dept. of Parks and Recreation	Richard Ybanez, $76,188	William Reyes, $76,188
Deputy director, DPR	Victor Villagomez, $70,873	Johnny Taitano, $70,873

Sources: Government of Guam

The Honorable Lourdes A. Leon Guerrero
Governor

The Honorable Joshua F. Tenorio
Lt. Governor

PUBLIC NOTICE

The Board of Directors of the A.B. Won Pat International Airport Authority, Guam (GIAA) will convene its Regular Board meeting on Thursday, January 31, 2019 at 3:00 p.m. in Terminal Conference Room No. 3. In addition to regular matters, pursuant to 5 G.C.A. §8111(c)(2), Executive Session will be held to discuss pending litigation to which GIAA is a party. Parking is available in the Public Parking Lot.

For special accommodations or agenda items, please call the Board Office at 642-4[illegible].

(This ad paid for by GIAA)

PUBLIC NOTICE

The Guam Department of Labor (GDOL) would like to announce that the Workers' Compensation Commission (WCC) is holding a Regular Board Meeting to discuss WCC matters on **Thursday, January 31, 2019** at **4:00 p.m.** at the **GDOL Conference Room**, located at **414 West Soledad Avenue, 3rd floor, GCIC Building in Hagåtña.**

For individuals requiring special accommodations, auxiliary aids or services, please contact Nina Farrell at 300-4571/7.

This advertisement is paid with government funds by the Guam Department of Labor

Doc. No. 35GL-19-0628.*

MINUTES OF THE REGULAR MEETING OF THE BOARD OF DIRECTORS OF THE A.B. WON PAT INTERNATIONAL AIRPORT AUTHORITY, GUAM
Thursday, January 3, 2019, 3:00 p.m.
GIAA TERMINAL CONFERENCE ROOM #3

1. CALL TO ORDER AND ATTENDANCE

The January 3, 2019 regular meeting of the Board of Directors of the A.B. Won Pat International Airport Authority, Guam ("GIAA" or the "Authority") was called to order by Chairman Duenas at 3:14 p.m. at the GIAA Terminal Conference Room #3, 355 Chalan Pasaheru, Tamuning, Guam, 96913.

Directors Present:	**Offices or positions:**
Ricardo C. Duenas	Chairman
Katherine C. Sgro	Vice Chairperson
Gurvinder "Bic" Sobti	Board Secretary
Rosalinda A. Tolan	
Deedee S. Camacho	

Directors Absent: None

GIAA Officials:

Charles H. Ada II	Executive Manager
Pedro R. Martinez	Deputy Executive Manager
John A. Rios	Comptroller
Jean M. Arriola	Airport Services Manager
Gerard Bautista	Air Terminal Manager
Raymond Mantanona	Chief, GIAA ARFF
Edward Muna	Superintendent of Operations
Victor Cruz	Engineering Supervisor
Joseph Javellana	Program Coordinator IV
Rolenda Faasuamalie	GIAA Marketing
Henry Cruz	GIAA Procurement
Michael A. Pangelinan, Esq.	GIAA Legal Counsel
Frank R. Santos	GIAA Consultant

Chairman Duenaswelcomed Airport tenants, stakeholders, and members of the public who are noted in a sign-in sheet attached to these minutes.

2. APPROVAL OF AGENDA

Motion to approve the agenda as presented duly made by Vice Chairperson Sgro, seconded by Director Tolan; motion unanimously passed.

3. APPROVAL OF MINUTES

A. December 3, 2018 Regular Meeting

On motion duly made by Director Tolan, seconded by Director Sobti, the following resolution was unanimously passed:

Resolution No. 19-12

The Board hereby approves the minutes of the December 3, 2018 regular meeting, subject to corrections.

4. CORRESPONDENCE

Executive Manager Ada announced that the Airport on December 31, 2018 received significant correspondence from Governor Elect Lou Leon Guerrero, informing the Board of her appointment of Thomas C. Ada to serve as the Executive Manager of the A.B. Won Pat International Airport Authority, Guam. The letter highlights Mr. Ada's many accomplishments. Executive Manager Ada asked that the Board include consideration of the referenced correspondence in the agenda.

On motion duly made by Director Sobti, seconded by Director Tolan, the following resolution was unanimously passed:

Resolution No. 19-13

The Board hereby amends the agenda, to include under correspondence the appointment of Mr. Thomas C. Ada to the position of Executive Manager of the A.B. Won Pat International Airport Authority, Guam.

Chairman Duenas took this time to announce to the Board that Executive Manager, Charles H. Ada II had submitted his resignation as the Executive Manager, effective 5:00 p.m., Friday,January 4, 2019.

The Chairman added that the approval of the appointment of the new Executive Manager, Mr. Thomas C. Ada will not take effect until the swearing in of the Governor Elect, Lou Leon Guerrero, 4:00 p.m., Monday, January 7, 2019, in the interim, Acting Executive Manager's will be appointed. Executive Manager Ada at this time offered to revise his resignation date should that be acceptable to the Board. The Board had no objections. Chairman Duenas at the advice of Legal Counsel asked that the Executive Manager amend his official resignation date tostate that the effective date isJanuary 7, 2019 at 4:00 p.m.

Chairman Duenas revisited the matter of the appointment of Mr. Thomas C. Ada to the position of Executive Manager to the A.B. Won Pat International Airport Authority, Guam and added that everyone should be familiar with Mr. Ada's long service to the Government of Guam and called for motions on the referenced matter.

On motion duly made by Director Sobti, seconded by Director Camacho, the following resolution was unanimously passed:

Resolution No. 19-15

The Board hereby accepts the appointment of Mr. Thomas C. Ada to the position of Executive Manager of the A.B. Won Pat International Airport Authority, Guam, effective 4:00 p.m., Monday, January 7, 2019.

The Board and Management congratulated Mr. Thomas C. Ada.

5. OLD BUSINESS

A. Status Updates of Capital Improvement Projects("CIP")

Mr. Frank Santos, Consultant, providedbrief highlights on Capital Improvement Projects for FY2018.

- International Arrivals Corridor with Building Seismic Upgrades:Stakeholder presentation held on December 18, 2018 to cover upcoming work with Black Construction and the impact on terminal operations and tenants. Lotte Duty Free is currently removing and relocating products from the Phase 2A, Heritage areas. Black Construction will commence work in that area on January 7, 2019.
- Noise Mitigation Program 65 DNL & Higher: Stop Work on noise measurements that GIAA was conducting and the design work, due to FAA requesting an update on the noise exposure maps using a new program that FAA developed. Once updated, the homes already measured, the design work may continue.
- ARFF Facility-Design/Construction Phase 1/2: A Notice to Proceed has not been issued at this time, however soil inspection is underway to find out whether the soil will support the current design. If not, the design will require an upgrade.
- Hold Bag Screening Relocation: After a meeting with TSA, there were discussions on requesting an over run of $4M plus that will go toward projects on hold.

Director Sobti inquired if Lotte Duty Free has requested compensation regarding constructional impact. Chairman Duenas announced that GIAA has been in contact with Lotte Duty Free and the matter will possibly be discussed during Executive Session.

6. NEW BUSINESS

A. Signatory Airline Approval of Award for Preventive Maintenance & Repair Services for MainTerminal Generators under the Invitation For Bid No. IFB No. GIAA-002-FY19

The first matter discussed was the approval of award for Preventive Maintenance and Repair Services for Main Terminal Generators under the Invitation For Bid No. IFB No.GIAA-002-

FY19.Executive Manager Ada provided background information to the Board on the referenced IFB. Twelve (12) firms/individuals purchased or downloaded bid packages, and three (3) firms submitted a bid before the submission deadline. The three (3) firms were evaluated and determined to be acceptable. As required by the Guam Procurement Regulations, the bids were publicly opened and read aloud in the presence of the bidders. The bid price submittals are as follows:

Bidder/Firm's Name:	Amount
JJ Global Services	$146,790.00 per year
SE Construction Corporation	**$95,040.00 per year**
Hawthorne Pacific Corporation	$155,218.00 per year

Upon further evaluation, pursuant to Section 11 and Section 16 of the Instruction to Bidders, Hawthorne Pacific Corporation, the third lowest bidder, will be rejected due to failure to submit the required bid security, in the amount of not less than fifteen percent (15%) of the amount of their total bid price, which equates to a minimum amount of $23,282.70, and a valid copy of the required Guam Contractor's License. The bidder also failed to acknowledge Addendum A, B, and C with their bid submittal.

The Executive Manager added that SE Corporation, the lowest bidder, had a clerical error on the Affidavit Disclosing Ownership and Commissions they submitted. This mistake was found to be immaterial and does not affect price, quantity, quality, delivery or contractual conditions. Additionally, allowing SE Construction Corporation to resubmit the Affidavit Disclosing Ownership and Commissions will not prejudice the other bidders, therefore GIAA will request that SE Construction Corporation correct the mistake and resubmit the said Affidavit.

The lowest total responsible, responsive bid was in the amount of $95,040.00 per year from SE Construction Corporation, which is 67.3% lower than the government estimate of $290,304.00 per year, for a contract term of five (5) years.

The Executive Manager informed the board the current generators are nearing the end of their industrial life and that he was happy to be having this in place before his departure from the Airport. Discussion ensued regarding the life span of the generators and details of the maintenance services.

Vice Chairperson Sgro inquired on the funding source for the referenced IFB, Chairman Duenas announced that the funding would be available under the Properties & Facilities Division O&M Budget.

After further discussion, on motion duly made by Director Sobti, seconded by Director Camacho, the following resolution was unanimously approved:

Resolution No. 19-17

The Board hereby approves the contract award for Preventive Maintenance and Repair Services for Main Terminal Generators under the Invitation For Bid No. IFB No.GIAA-002-FY19 to SE Construction Corporation in the amount of $95,040.00 per year, subject to review by legal counsel.

B. Approval of Award for Ambassador Program & Airport Information Center - IFB No. GIAA-003-FY19

Executive Manager Ada provided background information to the Board on the referenced IFB. Seventeen (17) firms/individuals purchased bid packages and only one (1) firm submitted a bid before the submission deadline. The firm was evaluated and determined to be acceptable. As required by the Guam Procurement Regulations, the bid was publicly opened and read aloud in the presence of the bidder. The bid price submittal is as follows:

Bidder/Firm's Name:	Amount
Aviation Services Alliance, LLC	$609,402.15 per year

The Airport Ambassador Program provides multi-lingual, roving, passenger assistance in the passenger processing areas through the utilization of "Airport Ambassadors". The Airport Information Center provides information regarding passenger services and general visitor information to customers of the terminal.

Executive Manager Ada informed the Board that the lowest total bid amount was in the amount of $609,402.15 per year from Aviation Services Alliance, LLC.

Chairman Duenas inquired on the current firm. The Executive Manager informed the Board that they did not submit a bid due to not being able to provide the required performance bond. The Chairman went on to ask that with the establishment of a number of the initiatives placed within the last few years, such as the automated passport kiosks, have we see any results in efficiency or a reduction in need for the Ambassador Program. The Executive Manager replied that there has been no reduction in need for the programbecause of the increase in flight activity. However, the success in implementing different variables has resulted in a reduction in wait time. The Executive Manager informed the Board that the Ambassador Program is the only way to ensure the increased efficiency in processing passengers.

Vice Chairperson inquired on any targets or expectations for the per year amount of $609,402.15. Ms. Rolenda Faasuamalie replied that there are minimum standards established in the bid package, to include a minimum number of personnel for peak hours. Chairman Duenas inquired that with these operational requirements, do we have mechanisms in place to

monitor performance. Ms. Faasuamalie replied yes, reporting requirements are also in the bid package. Brief discussion followed.

Executive Manager Ada commended the Airports Marketing Division on compiling the flight data on a monthly basis to ensure efficiency.

Chairman Duenas asked if there are provisionsfor annual evaluation within the contract if they're not meeting minimum requirements and stressed the importance for corrective action based on performance being included in the contract as this is a five (5) year contract.

Director Sobti inquired on the current contract amount. Executive Manager replied that the current contract was approximately $40,000.00 lower.

After further discussion, on motion duly made by Vice Chairperson Sgro, seconded by Director Sobti, the following resolution was unanimously approved:

Resolution No. 19-18

The Board hereby approves the contract award for Ambassador Program & Airport Information Center - IFB No. GIAA-003-FY19 to Aviation Services Alliance, LLC for a total contract amount of $609,402.15 per year, subject to review by legal counsel.

C. Proposed Additions to the List of Testing Designated Positions under GIAA's Drug Free Workplace Policy

The third item discussed was the proposed additions to the list of Testing Designated Positions (TDP's) under GIAA's Drug Free Workplace Policy. The Executive Manager informed the Board that local and federal regulations require GIAA to develop, implement and maintain a Drug-Free Workplace Program which include pre-employment drug testing and random drug testing for TDP's, which are limited to the following divisions: Operations, Engineering, Safety, ARFF, Airport Police, Executive Manager and Deputy Executive Manager.

The Manager added that the list provided shows the additional positions to include, most Division Managers, all Properties & Facilities to name a few. Once approved by the Board the approved list will then be forwarded to the Department of Administration to assist the Attorney General's Office in expanding the Airports TDP positions.

After further discussion, on motion duly made by Tolan, seconded by Director Sobti, the following resolution was unanimously approved:

Resolution No. 19-14

WHEREAS, the ANTONIO B. WON PAT INTERNATIONAL AIRPORT AUTHORITY, GUAM's (the "Airport" or the "Authority") entered into a Memorandum of Understanding with the Department of Administration ("DOA") on May 14, 1996 (the "MOU") with regard to the application of the DOA Drug-Free Workplace Program (the "DFWP") to the Airport; and

WHEREAS, the MOU provides that the DOA Drug Program Specialist will provide administration, training, and education regarding the DOA DFWP requirements to all employees and managers of the Airport; and

WHEREAS, pursuant to the MOU, the Airport shall identify its Testing Designated Positions ("TDPs") with the concurrence of the Attorney General as well as other government agencies as required; and

WHEREAS, the Airport has identified positions that are safety sensitive and/or security sensitive and which, if approved to be placed on the TDP list would subject those Airport employees holding the positions to random drug testing under the DOA DFWP; and

WHEREAS, attached is a list of proposed positions to be added to the current list of TDPs at the Airport; and

WHEREAS, as required by the MOU, the list of proposed positions is subject to approval with the concurrence of the Attorney General as well as any other government of Guam and other applicable government of Guam agencies as required; and

WHEREAS, in light of the need for the Airport management to ensure the safety and security of the Airport, the Board of Directors has determined that it is prudent to give the Executive Manager the authority to identify positions to be added to the Airport's TDP list subject to the concurrence of the Attorney General and as well as any other government agency concurrence that may be required.

NOW, THEREFORE, BE IT RESOLVED, that the Board of Directors of the Airport hereby approves the attached list of proposed additional positions to be added to the current list of TDPs subject to the concurrence of the Attorney General as well as any other government agency concurrence that may be required.

BE IT FURTHER RESOLVED, that the Executive Manager has the authority to identify positions to be added to the Airport's TDP list from time to time subject to the concurrence of the Attorney General and as well as any other government agency concurrence that may be required.

D. Approval and Ratification of ARFF of Apprenticeship Program

The next item discussed was theapproval and ratification of the ARFF Apprenticeship Program. The Executive Manager provided brief background on the Program, stating that the Program was established early 2018 to develop competent and well-trained Aircraft Rescue and Fire Fighting personnel to pursue fire service as a career at GIAA. In accordance with certification standards established by the Pacific Region Aviation ARFF Training Center ("PRATC"), GIAA has established four (4) minimum certification standards that an apprentice must successfully complete in order to graduate from the ARFF Apprenticeship Program.

In addition to certification in the above ProBoard courses, all apprentices must complete one (1) year of on-the-job training. Upon successful completion of the four (4) certification standards for the ARFF Apprenticeship Program and one (1) year of on-the-job training, the apprentice shall graduate from the GIAA ARFF Apprenticeship Program. The failure to meet the certification standards and training, shall result in disqualification and termination from the ARFF Apprenticeship Program. Effective date for the ARFF Apprenticeship Program is April 9, 2018. The Executive Manager asked that the Board present the Apprentices their ProBoard certifications once the matter was approved.

Chairman Duenas inquired if the apprentices were official employees of the Airport. The Executive Manager informed the Board that they are apprentices on Limited Term Appointments. Chairman Duenas inquired if the apprentices were not hired by the Airport, does the Program assist them in on moving onto other agencies within the Government of Guam. The Executive Manager replied that the Program is limited, possibly within in the fire service areas.

After further discussion, on motion duly made by Vice Chairperson Sgro, seconded by Director Tolan, the following resolution was unanimously approved:

Resolution No. 19-19

The Board hereby approves and ratifies the Airport Rescue Fire Fighters (ARFF) Apprenticeship Program as presented, effective April 9, 2018.

The ARFF apprentices were presented their certificates in the presence of the Board during the meeting just before the Board recessed to convene into Executive Session.

7. REPORT OF THE EXECUTIVE MANAGER

Reference is made to the Executive Manager's Report included as part of the Board's packet, which was presented by Executive Manager Ada.

At this time the Executive Manager thanked the Board of Directors for the leadership that was provided to him during his time with the Airport. The Board congratulated and thanked the Executive Manager.

The Deputy Executive Manager also took this time to express his appreciation to the Board.

8. REPORT OF THE COMPTROLLER

Mr. John Rios reported on the revenues and expenses of the Authority as of **November 30, 2018**. Mr. Rios reported that year-to-date Total Signatory Revenues are below budgeted revenues by **-6.7%**,year-to-date Total Concession Revenues and Passenger Facility Charges are below budget by **-5.2%** and **-18.2%**, respectively. Year-to-date Total Other Revenues, inclusive of non-signatory and non-airline revenues are below the budget estimate by **-3.9%**. Year-to-date Total Operating Revenues Actual of **$12.4M** is -**6.8%** below the budget estimate of

$13.3M. Year-to-date Total Operating Expenses are below budget by **15.0%**. Components of this line item include a **-21.7%** decrease in Personnel Service, a **-4.0%** decrease in Contractual Services, a **-84.4%** decrease in Materials & Supplies and a **0.0%** decrease in Equipment/Furnishings from budgeted amounts for these respective categories. The actualyear-to-date Net Revenues from Operations of **$5.4M** reflects an increase of **6.3%** over the year-to-date budgeted amount of **$5.1M**. Mr. Riosreported that the year-to-date Debt Service Coverage is at **1.48** versus the requirement of **1.25.**

9. EXECUTIVE SESSION

The next item on the agenda was Executive Session.

Upon written recommendation of counsel, on motion duly made by Director Tolan, seconded by Director Sobti, and unanimously approved, the Board recessed to convene into Executive Session at 4:12p.m.

The Board convened into Executive Session at 4:34 p.m.to discuss pending or threatened litigation to which GIAA is or may be a party. Attending Executive Session were Directors Duenas, Sgro, Sobti, and Camacho, Executive Manager Ada,and Legal Counsel, Michael A. Pangelinan, Eduardo Calvo and Genevieve Rapadas. Also present was the court reporter who will prepare a transcript of the Executive session.

Executive Session adjourned at 5:15 p.m., at which time the Board reconvened regular session.

Director Tolan did not participate in Executive Session due to conflicts of interest and was excused from the remainder of the meeting.

At this time, due to the change in Executive Management, Chairman Duenas announced there was a resolution relating to GIAA's bank signatories that required Board action. Effective date for the resolution is Monday, January 7, 2019 at 4:00 p.m..

After further discussion, on motion duly made by Director Sobti, seconded by Director Camacho, the following resolution was unanimously approved:

Resolution No. 19-16

WHEREAS, the ANTONIO B. WON PAT INTERNATIONAL AIRPORT AUTHORITY, GUAM (“GIAA” or the "Authority") has several bank accounts and desires to designate the individuals authorized to execute checks, drafts, or other orders for and on behalf of GIAA.

NOW, THEREFORE, BE IT RESOLVED, that the Board of Directors of GIAA hereby designates two of the following individuals together to execute checks, drafts, or other orders for and on behalf of GIAA:

1. Thomas C. Ada, Executive Manager
2. Ricardo C. Duenas, Chairman of the Board
3. Jean M. Arriola, Airport Services Manager
4. John A. Rios, Comptroller
5. Antoniette L. Bautista, General Accounting Supervisor

BE IT RESOLVED FURTHER, that one of the two signatories must include any one of the following: the Chairman, the Executive Manager; or the Comptroller.

BE IT RESOLVED FURTHER, that the authority of the above-designated individuals to execute checks, drafts, or other orders for and on behalf of GIAA shall be limited only to authorized expenditures of GIAA and as is consistent with the execution of their respective duties, statutory or otherwise, as officers or directors of GIAA.

BE IT RESOLVED FURTHER, that the designation of the above-named individuals supersedes all prior designations by the Board of Directors of GIAA on file at all banking institutions at which GIAA maintains its accounts.

Moving on to matters discussed during Executive Session, legal counsel announced the two (2) matters for Board action.

After further discussion, on motion duly made by Vice Chairperson Sgro, seconded by Director Sobti, the following resolution was unanimously approved:

Resolution No. 19-20

The Board hereby approves the addendum to the mediation term sheet with Lotte Duty free as presented by legal counsel during Executive Session and authorizes the Chairman and Executive Manager to finalize and execute the document.

After further discussion, on motion duly made by Director Sobti, seconded by Vice Chairperson Sgro, the following resolution was unanimously approved:

Resolution No. 19-21

The Board hereby authorizes the Authority to issue payment to Calvo Fisher & Jacob, LLP for the general matters legal fees incurred in November 2018 in excess of the monthly cap in the amount of $40,905.50; and for general legal matters incurred in December 2018 in excess of the monthly cap in the amount of $105,024.18.

10. PUBLIC COMMENTS

There were no Public Comments.

11. ADJOURNMENT

Motion to adjourn duly made by Vice Chairperson Sgro, seconded by Director Sobti; motion unanimously passed. The meeting was adjourned at 5:17 p.m.

Dated this _____, day of _____, 2019.

Attest:

Ricardo C. Duenas
Chairman

Gurvinder Sobti
Secretary

Prepared and Submitted By:

Amanda O'Brien-Rios
Corresponding Secretary

A.B. WON PAT INTERNATIONAL AIRPORT AUTHORITY, GUAM
CAPITAL IMPROVEMENT PROJECTS FOR FISCAL YEARS THROUGH 2019
as of 01/31/19

		PROJECT NAME	Bond	Federal	CIF	Total	Payment	Balance
	I. ONGOING							
1	AIP 97 AIP 100 AIP 104	Int'l Arrivals Corridor w/Bldg Seismic Upgrades	96,108,007	21,685,448	6,670,721	124,464,176	59,668,876	64,795,300
2		Security Screening Checkpoint Improvements			2,000,000.00	2,000,000	215,739	1,784,261
3		3rd Floor Corridor Moving Walkways			2,000,000.00	2,000,000		2,000,000
4	AIP 93	Noise Mitigation Program 65 DNL & Higher Phase		2,000,000	200,000	2,200,000	1,635,450	564,550
5	AIP 94	Miscellanous Airport Improvements Ph 5		706,077	78,453	784,530	755,607	28,923
6	AIP 95	Wildlife Management Assessment		100,000	10,000	110,000	102,078	7,922
7	AIP 96	Safety Management System		150,000	30,000	180,000	179,013	987
8	AIP 98 AIP 101 AIP 105	ARFF Facility-Design/Construction Phase 1/2	422,472	20,543,259	2,488,889	23,454,620	1,747,981	21,706,639
9	AIP 99 AIP 102	Apron Rehabilitation Design		1,810,000	192,112	2,002,112	884,866	1,117,246
10	AIP 103	Rehabilitation Runway 6L Design		750,000	83,334	833,334	58,992	774,342
11		Hold Bag Screening Relocation	5,369,933	24,899,330	260,092	30,529,355	30,451,201	78,155
12		Parking Expansion	1,654,912		704,881	2,359,793	1,654,912	704,881
13		Upgrade Airport IT & FMS	389,118		1,000,000	1,389,118	886,663	502,455
14		Art Program	639,000			639,000		639,000
15		Impr Leasehold Facilities (GSE, Tech, VQ1,HC-5)			2,971,312	2,971,312	2,333,565	637,747
16		Tiyan Land Acquisition & Redevelopment			725,604	725,604	715,988	9,616
17		Facilities Fire Alarm/Suppression System			3,223,301	3,223,301	3,159,451	63,850
18		Upgrades to Public Restrooms Final Phase			2,976,436	2,976,436	2,976,436	0
19		Maintenance Equipment			101,625	101,625	101,625	
20		Airport Facilities Upgrades, Phased			5,371,711	5,371,711	4,811,366	560,345
21		Replace Roofing Systems			2,509,934	2,509,934	2,481,074	28,860
		Totals:	$ 104,583,442	$ 72,644,114	$ 33,598,406	$ 210,825,963	$ 114,820,885	$ 96,005,078

ANTONIO B. WON PAT
INTERNATIONAL AIRPORT AUTHORITY, GUAM
BOARD OF DIRECTORS
EXECUTIVE SUMMARY

REQUEST FOR PROPOSALS, RFP NO. RFP-001-FY19
ENVIRONMENTAL CONSULTING SERVICES

January 31, 2019

Purpose

Board action is requested to approve the ranking results based on the evaluation process performed through the Request For Proposals (RFP) No. RFP-001-FY19 for Environmental Consulting Services.

Background

The referenced RFP solicits proposals from qualified firms and/or individuals to provide professional environmental consulting services, assisting GIAA with the management of its environmental programs. The preliminary scope of work includes, but is not limited to, monitoring storm water discharge in accordance to NPDES permit requirements, evaluation of existing oil/water separators, evaluation of surface drainage and detention pond system, sampling and analyses of stormwater in UIC wells.

The Firm or Consultant is required to have particular expertise in the management of environmental programs at commercial airports and experience in environmental sampling and analysis. Also, the firm must be knowledgeable of the applicable environmental laws, regulations and FAA Airport Environmental Program initiatives and regulations.

Procurement Background

The above referenced RFP was advertised in the local newspapers throughout the months of December 2018 and January 2019. The established deadline to submit the proposals was at 4:00 p.m., January 11, 2019.

A total of twenty-two (22) firms showed their interest by obtaining the RFP package and one (1) firm responded by submitting their proposal before the submission deadline. Hence, the sole proposal received was evaluated and found to be responsive and responsible.

The Evaluation Committee has completed their evaluations and the score sheets were gathered and tabulated by the Procurement Office. The evaluation results in the order of ranking are as follows:

1. Proposer A

Legal Review

Upon Board approval, a contract will be forwarded to Legal Counsel for review and approval as to form. The term of the contract is for period of five (5) years, subject to the availability of funding.

Financial Review

The Environmental Consulting Services contract will be funded under the Engineering Division's O & M Budget for Fiscal Year 2019.

Recommendation

It is moved that the Board approve the ranking results and the contract award to **Proposer A** as the highest ranked, responsive proposal and responsible proposer for the Environmental Consulting Services contract, subject to negotiations of fair and reasonable fees to be submitted by the offeror at a time and in a format determined by GIAA.

A.B. WON PAT INTERNATIONAL AIRPORT GUAM
ATURIDAT PUETTON BATKON AIREN GUAHAN ENTENASIONAT
P.O. Box 8770
Tamuning, GU 96931
Tel (671) 646-0300
Fax (671) 646-8823
www.guamairport.com
WE'RE ON IT 24/7

January 28, 2019

MEMORANDUM

TO: Executive Manager

VIA: Airport Services Manager

FROM: Supply Management Administrator, *Acting*

SUBJECT: Evaluation and Recommendation - Request For Proposal (RFP)
Environmental Consulting Services
RFP No. GIAA-001-FY19

The referenced Request for Proposal (RFP) solicits interests from qualified firms and/or individuals to provide professional environmental consulting services, assisting GIAA with the management of its environmental programs. The advertisement for this RFP was published in the local newspaper for the months of December 2018 and January 2019. The deadline to submit proposals was established at 4:00 p.m., January 11, 2019.

A total of twenty-two (22) firms and/or individuals acknowledged receipt of the RFP package and one (1) firm submitted a proposal before the submission deadline.

Evaluation and Selection

Pursuant to Section 8: Selection of Best Qualified Proposer and Proposal of *Basic Information* of the RFP documents, after receipt of all proposals, the GIAA Evaluation Committee conducted an independent evaluation for the purpose of determining if the proposals were responsive, based on the evaluation criteria set forth in the RFP, and if the offerors have met the standards of responsibility outlined in the Guam Procurement Law & Regulations. Hence, the single proposal received was evaluated and found to be responsive and the sole offeror was deemed responsible.

The committee which Management established to evaluate the offerors' qualifications included the following:

1. Gerard Bautista, Air Terminal Manager
2. Victor Cruz, Engineering Supervisor
3. Antonio Laniog, Engineer III

The committee completed their evaluation and the scores were tabulated as reflected on the attached summary worksheet. As a result of our tabulation, the firms selected in the order of their ranking are as follows:

1. Proposer A

Recommendation

Based on the tabulation of the evaluation ranking, it is determined that **Proposer A's** proposal was responsive. Hence, **Proposer A**, the sole offeror, was deemed as the best qualified, responsive firm to perform the required services in accordance with the criteria set forth in the RFP. Also, as a result of our review of the offeror's submitted required documents, **Proposer A** has been deemed to have met the standards of responsibility outlined in the Guam Procurement Law & Regulations.

Therefore, management recommends the approval of the ranking results and the contract award to **Proposer A**, as the highest ranked, responsive proposal and responsible proposer for the professional Environmental Consulting Services, subject to negotiations of fair and reasonable fees to be submitted by the offeror at a time and in a format determined by GIAA.

Attached is the summary of the committee's evaluation scores based on the evaluation criteria set forth in the RFP for your reference. Should you have any questions or would like to discuss this matter further, I am available at your request.

Henry M. Cruz

APPROVED:

THOMAS C. ADA
Executive Manager

Attachments

cc: Evaluation Committee
Procurement File

Antonio B. Won Pat
International Airport Authority, Guam

Evaluation Score Tally Sheet

RFP No. RFP-001-FY19

Environmental Consulting Services

NAME OF FIRM/PROPOSER	Evaluator 1		Evaluator 2		Evaluator 3		Final Ranking
	Score	Rank	Score	Rank	Score	Rank	
Proposer A	97	1	94	1	84	1	1

Evaluators
No. 1: Gerard Bautista, Air Terminal Manager
No. 2: Victor Cruz, Engineering Supervisor
No. 3: Antonio Laniog, Engineer III

ANTONIO B. WON PAT
INTERNATIONAL AIRPORT AUTHORITY, GUAM

BOARD OF DIRECTORS
EXECUTIVE SUMMARY

COMPENSATION OF EXECUTIVE MANAGER AND PRIVATE SECRETARY

January 31, 2019

Purpose

Board action to requested to ratify the compensation of the Executive Manager and Private Secretary.

Background

Public Law 29-154, Adopt Personnel Rules and Regulations for Aviation-Related Positions Unique to Airport Operations and Certified, Technical and Professional Employees (CTP) Rules, effective ***January 30, 2009,*** Chapter 4, Pay Administration for Aviation-Related Positions Unique to Airport Operations and Certified, Technical and Professional Positions, *Section 4.006 Miscellaneous Provisions, D. The Board shall determine the compensation of the Executive Manager, Deputy Executive Manager, Comptroller, Attorney, Treasurer and Secretary employees.* **(see attached)**

Position, Compensation and Benefits Study (Alan Searle)
20th Market Percentile (2012 data)

Executive Manager - Minimum Range: $143,121.00
Maximum Range: $154,979.00

Private Secretary - Minimum Range: $39,057.00
Maximum Range: $42,293.00

Legal Review

Legal counsel has opined that the GIAA Board has the authority to establish compensation consistent with Chapter 4, Section 4.006, GIAA Personnel Rules and Regulations.

Financial Review

The Executive Manager and Private Secretary salaries will be funded under the Administration Division, O&M Budget for Fiscal Year 2019.

Recommendation

Pursuant to Public Law 29-154, the Board shall determine the compensation of the Executive Manager and Private Secretary. Board action is recommended to ratify the compensation of the Executive Manager of $154,979.00 and the compensation for the Private Secretary of $42,293.00, effective January 7, 2019.

B. Identifying information about the candidate and the position to be filled.

C. Justification for salary being requested. Justifications must include information of the applicant's current salary. The applicant must inform the Authority, in writing, a salary minimally acceptable for the job.

D. The candidate is advised before being hired that the position's the designated implementation range outlines the normal pay rate of employment pending the Executive Manager's approval of additional step/sub-step placement.

4.006 Miscellaneous Provisions

A. The effective date of the additional step / sub-step placement rate (above the designated implementation range) is the Executive Manager's date of approval of such rate.

B. No additional step / sub-step placement (above the designated implementation range) will be considered after ten (10) working days of the incumbent's date of hire, except for just cause as determined by the Executive Manager.

C. All documentation for consideration of step / sub-step placement (above the designated implementation range) must be submitted to the Personnel Department within ten (10) working days of the incumbent's date of hire.

D. The Board shall determine the compensation of the Executive Manager, Deputy Executive Manager, Comptroller, Attorney, Treasurer and Secretary Employees.

4.100 COMPENSATION OF AVIATION-RELATED POSITIONS UNIQUE TO AIRPORT OPERATIONS AND CERTIFIED, TECHNICAL, AND PROFESSIONAL EMPLOYEES

4.101 Authority

Pursuant to 12 G.C.A. §1112(h), the Authority is authorized to adopt rules and regulations governing the compensation for Aviation-Related Positions Unique to Airport Operations, and Certified, Technical, and Professional Employees. This Compensation Policy and the following rules and procedures shall only apply to the Aviation-Related Positions Unique to Airport Operations and Certified, Technical, and Professional Employees of the Authority. Compensation for all

EXECUTIVE MANAGER'S REPORT
January 31, 2019

AIRLINE ISSUES

UnitedAirlines
United will be conducting nine extra charter flights for the NRT/GUM route during Spring Break/Golden Week from March 31 through May 5, 2019. The additional revenue from these operations is approximated at $ 289k, (assuming 80% capacity). Concurrently, United will be utilizing its B777-200 for two of its three daily flights to Narita now in effect through March 30, 2019. The additional revenue from these operations is approximated at$ 567k (assuming 80% capacity).

China Airlines
In addition to its 4x weekly operation, China Airlines will be conducting 3 charter flights on the TPE/GUM route for the Chinese New Year in February, utilizing A330 aircraft with a seat capacity 313. This increases the monthly capacity by 939 seats. Additional revenue for the three charters is approximated at $13.5K (assuming 90% capacity).

Japan Airlines
Japan Airlines announced it will operate 4 charter flights for Golden Week utilizing its 767-300 aircraft.The additional revenue for the four charter operations estimated at $12.6K (assuming capacity 90%).
They also announced an up gage of equipment for the NRT/GUM route effective September 1, 2019, from a twice daily operation on a 767-300 to a once daily service on its 777-200ER aircraft. The difference in seat capacity is 130 additional seats on the larger aircraft.

UPS
UPS increased its freight capacity into Guam. Servicing HNL/GUM/HKG once weekly, UPS now operates a B747-800F aircraft effective December 23, 2018. GIAA filed a Modification of Standards with the FAA to allow for the B747-800 (Airport design Group VI) operate on our airfield (Airport Design Group V). The 747-8 freighter carries 46 shipping containers: 34 on its main deck and 12 in its lower compartments. It has a cargo capacity of 307,600 pounds, or about 30,000 packages, and a range of 4,200 nautical miles. The increase in monthly revenue is estimated at $3.5K.

Air Service Development

Management and staff are preparing for meetings with airlines at Routes Asia, scheduled for March 9 -12, 2019 in Cebu, PI. Follow up meetings and discussions with several prospective airlines and meetings with airport authorities are being scheduled to expand our nonstop network and capitalize on opportunities to key markets. GIAA is engaged with GVB and GEDA to ensure Guam's business opportunities are effectively marketed to prospective airlines.

REGULATORY ISSUES

Federal Agency Visits
Meetings with key regulators to establish a baseline of communications with the new Executive Manager took place on February 22 – 23 in Honolulu. They include Jenel Cline, TSA Federal Security Director for

Guam, Gordon Wong, FAA Administrator with the Honolulu Airport District office and Richelle Takara, Asst Div. Administrator with the FHWA.

Transit Passenger Processing

Discussion on transit passenger routing out of the USCBP Hall to the TSA Security Checkpoint is underway, with operational plans centered on reinstating transit passenger flow through Door 202 on the left side of the USCBP hall and connecting to the TSA Checkpoint through a hallway. Coordination with stakeholders (TSA, CBP, and CQA) to obtain buy-in of the proposed construction is underway. The target date for commencement of construction is the week of February 18, 2019, barring any delays with procurement process.

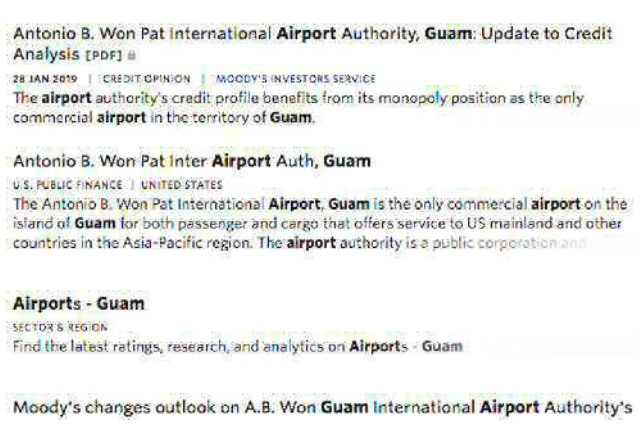
FINANCIAL ISSUES

Fiscal Year 2018

Audit The Fiscal Year 2018 Financial Audit is pending liability and Other Post Employment Benefits (OPEB) from the Department of Administration/GovGuam Retirement. We anticipate the FY2018 Audit to be completed and presented to the Board of Directors on or before the March 2019 Regular Board Meeting.

Revenue Bond Rating Update

Moody's Investor Services affirmed the Baa2 rating on A.B. Won Pat International Airport Authority, Guam (GIAA) senior General Revenue Bonds and has changed the outlook to stable from negative in its release to investors of January 14, 2019. Following this affirmation, Moody's released a Credit Opinion on January 28, 2019 that states the Guam Airport's credit rating on our senior general revenue bonds as Baa2 with a stable outlook. The January 28 release also advises investors on our credit strengths, challenges and ratings factors. A screenshot of the releases below:


Antonio B. Won Pat International **Airport** Authority, **Guam**: Update to Credit Analysis [PDF]

28 JAN 2019 | CREDIT OPINION | MOODY'S INVESTORS SERVICE

The **airport** authority's credit profile benefits from its monopoly position as the only commercial **airport** in the territory of **Guam**.

Antonio B. Won Pat Inter **Airport** Auth, **Guam**

U.S. PUBLIC FINANCE | UNITED STATES

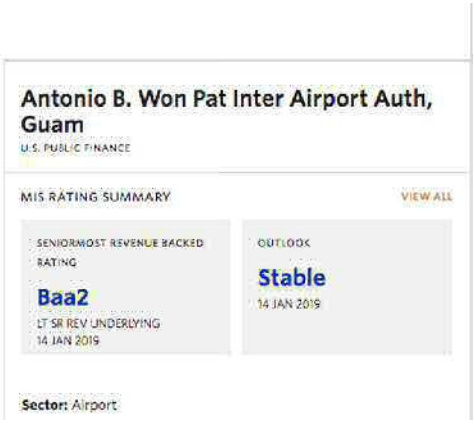
The Antonio B. Won Pat International **Airport**, **Guam** is the only commercial **airport** on the island of **Guam** for both passenger and cargo that offers service to US mainland and other countries in the Asia-Pacific region. The **airport** authority is a public corporation and

Airports - Guam

SECTOR & REGION

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Moody's changes outlook on A.B. Won **Guam** International **Airport** Authority's



LEGISLATIVE ISSUES

Informational Hearing

An Informational Hearing called by the Chairperson of the Legislative Committee on Air Transportation, Vice Speaker Telena Nelson, has been re-scheduled for Thursday, February 7, @ 10am at the Guam Congress Building. Discussions centered on the International Arrivals Corridor project.

Legislative Bills

Of the 27 new bills introduced by the 35th Guam Legislature, the following proposed bills have relevance to the Airport Authority:

Bill No. 11-35 introduced by Senator James C. Moylan on 1/7/19. An Act to create the "Expect More Act of 2019", will require each agency and instrumentality of the Government of Guam to establish a Customer Service policy to be established and ratified by April 1, 2019. Provisions of the plan are detailed in the bill. A public hearing date has not yet been set by he Committee

Bill No. 8-35, introduced by Senator Telo Taitague on1/7/19. An Act to amend...relative to Commercial Leasing of Public Real Property and Related Facilities. This bill extends commercial leasing of public property and facilities from the current 5 years, to 10 years. The bill also allows for Exceptional Term Contracts for longer leases, contracts, permits etc., that require a determination of need, approval of the Governor of Guam and the Guam Legislature within 60 days of filing with the Guam Legislature.

PROCUREMENT ISSUES

Procurement Delegation

The Airport received its Delegation of Procurement Authority from the General Services Agency on January 11, 2019. This allows the Authority to contract for supplies, materials and services as specified, and as defined in the Guam Procurement Regulations.

ANNOUNCEMENTS

- The legislative Oversight Chairperson, Vice Speaker Nelson has requested for a "Meet/Greet & tour of the facility. The tour planned will cover the planned TSA Expansion project, the impact of the 3rd Floor project, and the CQA area.
- A Legislative Resolution will be presented to the A.B. Won Pat International Airport Authority, Guam by Vice-Speaker Telena Nelson on February 4 @9:30am at the GIAA Board Conference Room. We encourage all Board members to attend.

A B WON PAT INTERNATIONAL AIRPORT GUAM
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WE'RE ON IT 24/7

January 28, 2019

MEMORANDUM

To: Mr. Ricardo C. Duenas
Chairman
GIAA Board of Directors

From: John A. Rios
Comptroller

Subject: **Operating Results – Revenues and Expenses as of December 31, 2018**

Attached herewith is GIAA's Operating Results Report for the month ending December 31, 2018. This report summarizes the Budgeted versus Actual Revenues and Expenses for the month and year-to-date results ended December 31, 2018.

The key operating results for 3 month(s) of FY2019 ending December 31, 2018 – (in $000's) are

CATEGORY	Actual FY19 Current Month	YEAR-TO-DATE			FORECAST FOR FULL YEAR-FY19	
		Budget FY19 Y-T-D	Actual FY19 Y-T-D	% Variance Budget vs. Actual Y-T-D Current Month	Actual Y-T-D FY19 Budget	% Variance Budget vs. Estimate for Full Year
Total Signatory Revenues	$ 2,955.5	$ 8,802.0	$ 8,321.2	-5.5%	$ 33,136.8	-1.4%
Total Concession Revenues	$ 1,481.7	$ 4,776.8	$ 4,391.6	-8.1%	$ 18,996.1	-2.0%
Total PFC's	$ 702.5	$ 1,940.5	$ 1,750.5	-9.8%	$ 7,126.8	-2.6%
Total Other Revenues	$ 1,418.1	$ 4,754.0	$ 4,398.0	-7.5%	$ 18,521.6	-1.9%
Total Operating Revenues	$ 6,557.8	$ 20,273.3	$ 18,861.3	-7.0%	$ 77,781.3	-1.8%
Total Operating Expenses	$ 3,442.9	$ 12,462.2	$ 10,502.6	-15.7%	$ 46,775.8	-4.0%
Net Revenues from Operations	$ 3,114.9	$ 7,811.1	$ 8,358.6	7.0%	$ 31,005.6	1.8%
Non-Operating Expenses	$ 44.9	$ 490.0	$ 326.8	-33.3%	$ 626.8	-20.7%
Other Available Moneys/other sources of funds	$ 544.9	$ 1,690.0	$ 1,634.2	-3.3%	$ 6,704.3	-0.8%
Net Debt Service Coverage	**1.71**	**1.46**	**1.54**	**6.0%**	**1.49**	**1.5%**

AMERICAN ASSOCIATION OF AIRPORT EXECUTIVES
AIRPORTS COUNCIL INTERNATIONAL
NASAO National Association of State Aviation Officials
TIACA THE INTERNATIONAL AIR CARGO ASSOCIATION

Year-to-date Total Signatory Revenues for the month ending December 31, 2018 are below Budgeted revenues by **-5.5%.** Signatory revenue estimates are based on projections submitted by Signatory airlines and adopted in the annual budget.

Year-to-date Total Concession Revenues are **-8.1%** below budget while Passenger Facility Charges are below the budget estimate by **-9.8%.**

Year-to-date Total Other Revenues, inclusive of non-signatory and non-airlines revenues, are below the budget estimate by **-7.5%.**

Year-to-date Total Operating Revenues actual of **$18.9M** is **-7.0%** below the budget estimate of **$20.3M**.

Year-to-date Total Operating Expenses are below budget by **-15.7%.** Components of this line item include a **-17.6%** decrease in Personnel Service, a **-8.6%** decrease in Contractual Services, a **-85.1%** decrease in Materials & Supplies and a **0%** decrease in Equipment/Furnishings from budgeted amounts for these respective categories.

The actual year-to-date Net Revenues from Operations of **$8.4M** represents a **7.0%** increase over the year-to-date budgeted amount of **$7.8M**.

Finally, our year-to-date results for Debt Service Coverage is at **1.54** versus the requirement of **1.25.**

Should you have any questions, please contact me at your convenience.

Attachments

Cc: Board of Directors
Executive Manager
Deputy Executive Manager
Airport Services Manager
Airport Terminal Manager

GUAM INTERNATIONAL AIRPORT AUTHORITY
KEY OPERATING RESULTS ($000's)
As of December 31, 2018

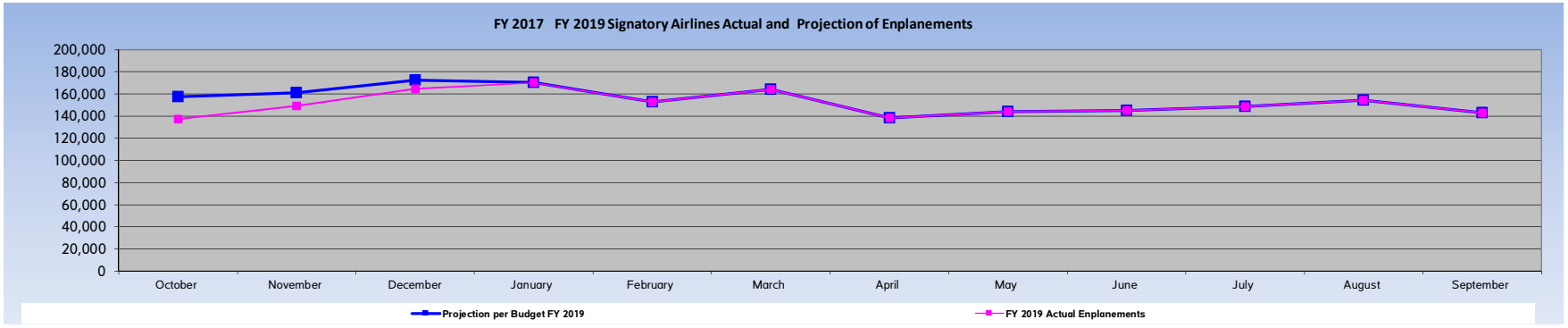
	CURRENT MONTH					YEAR TO DATE				FULL YEAR FORECAST	
	Actual FY2018	Budget FY2019	Actual FY2019	%Var Bud Vs Act'l	Budget Full Year	Actual FY2018	Budget FY2019	Actual FY2019	%Var Bud Vs Act'l	Actual/Est	%Var Bud Vs Act'l
I. Signatory Airline Rents & Fees											
Terminal Bldg Rentals	327.2	343.9	357.1	3.8%	4,140.8	981.6	1,040.0	1,066.7	2.6%	4,167.5	0.6%
Departure Fees	588.4	776.7	719.3	-7.4%	8,333.2	1,614.5	2,210.0	1,984.2	-10.2%	8,107.3	-2.7%
Arrival Fees	583.6	779.1	738.3	-5.2%	8,273.8	1,591.5	2,204.0	2,051.0	-6.9%	8,120.8	-1.8%
Immigration Inspection Fees	198.2	269.1	259.0	-3.8%	2,860.4	541.3	763.2	719.5	-5.7%	2,816.7	-1.5%
Loading Bridge Use Fees	578.1	479.7	486.6	1.4%	5,661.6	1,740.0	1,450.0	1,414.0	-2.5%	5,625.7	-0.6%
Apron Use Fees	131.5	124.3	117.4	-5.5%	1,347.0	390.7	351.6	325.6	-7.4%	1,321.1	-1.9%
Landing Fees	310.7	277.0	277.9	0.0%	3,000.8	892.9	783.2	760.2	-2.9%	2,977.8	0.0%
Total Signatory Revenue	**2,717.6**	**3,049.9**	**2,955.5**	**-3.1%**	**33,617.6**	**7,752.5**	**8,802.0**	**8,321.2**	**-5.5%**	**33,136.8**	**-1.4%**
Enplaned Signatory Pax	157,750	172,607	164,554	-4.7%	1,851,871	432,831	491,130	450,968	-8.2%	1,811,709	-2.2%
Cost per Enplaned Pax	**$17.23**	**$17.67**	**$17.96**	**1.6%**	**$18.15**	**$17.91**	**$17.92**	**$18.45**	**3.0%**	**$18.29**	**0.8%**
Revenues from Sources other than Signatory Airlines Rents & Fees											
Concession Revenues											
Gen Mdse	1,365.6	1,239.4	1,091.1	-12.0%	14,872.3	3,937.5	3,718.1	3,272.9	-12.0%	14,427.1	-3.0%
In-flight Catering	67.8	71.9	82.3	14.5%	837.9	201.3	202.1	231.8	14.7%	867.6	3.5%
Food & Beverage	92.0	85.1	87.9	3.3%	1,062.4	253.8	250.3	250.1	-0.1%	1,062.2	0.0%
Rental Cars	122.2	135.6	145.8	7.5%	1,673.7	353.5	386.5	420.6	8.8%	1,707.8	2.0%
Other Concession Rev	74.7	70.8	74.6	5.3%	935.0	214.6	219.8	216.2	-1.6%	931.4	-0.4%
Total Concession Revenues	**1,722.3**	**1,602.8**	**1,481.7**	**-7.6%**	**19,381.4**	**4,960.7**	**4,776.8**	**4,391.6**	**-8.1%**	**18,996.1**	**-2.0%**
Passenger Facility Charges	652.5	682.0	702.5	3.0%	7,316.7	1,522.9	1,940.5	1,750.5	-9.8%	7,126.8	-2.6%
Other Revenue	1,921.2	1,670.0	1,418.1	-15.1%	18,877.6	5,464.0	4,754.0	4,398.0	-7.5%	18,521.6	-1.9%
Total Operating Revenue	**7,013.6**	**7,004.7**	**6,557.8**	**-6.4%**	**79,193.3**	**19,700.1**	**20,273.3**	**18,861.3**	**-7.0%**	**77,781.3**	**-1.8%**
II. Operating Expenses:											
Personnel Services	1,693.1	1,622.4	1,505.3	-7.2%	21,091.0	5,378.3	5,678.4	4,679.3	-17.6%	20,091.9	-4.7%
Contractual Services	2,443.5	2,404.6	1,905.3	-20.8%	25,280.4	6,591.6	6,291.4	5,750.1	-8.6%	24,739.1	-2.1%
Materials & Supplies	43.8	274.4	32.3	-88.2%	2,201.2	146.8	492.3	73.2	-85.1%	1,782.0	-19.0%
Equipment/Furnishings	0.0	0.0	0.0	0.0%	162.8	0.0	0.0	0.0	0.0%	162.8	0.0%
Total Operating Expenses	**4,180.4**	**4,301.3**	**3,442.9**	**-20.0%**	**48,735.3**	**12,116.7**	**12,462.2**	**10,502.6**	**-15.7%**	**46,775.8**	**-4.0%**
Net income from Operations	**2,833.2**	**2,703.3**	**3,114.9**	**15.2%**	**30,458.1**	**7,583.4**	**7,811.1**	**8,358.6**	**7.0%**	**31,005.6**	**1.8%**

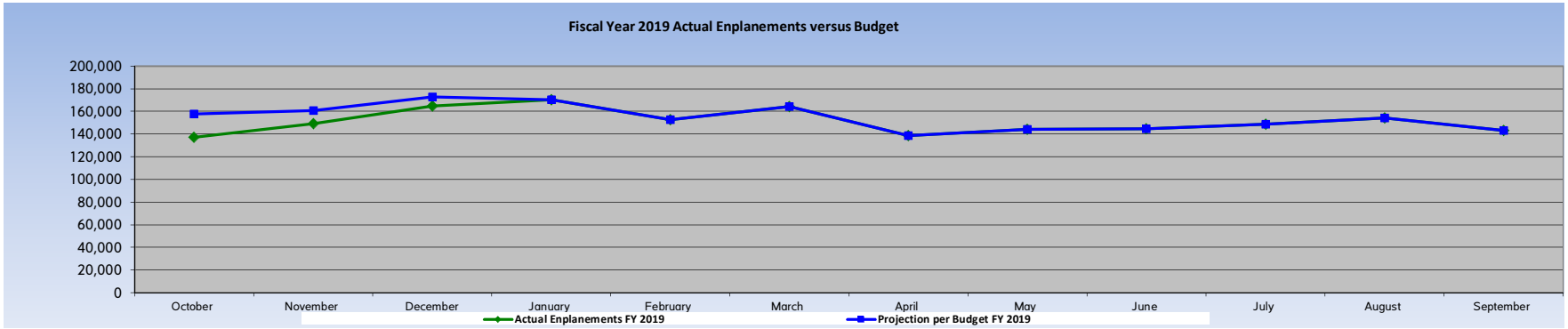
GUAM INTERNATIONAL AIRPORT AUTHORITY
KEY OPERATING RESULTS ($000's)
As of December 31, 2018

	CURRENT MONTH					YEAR TO DATE				FULL YEAR FORECAST	
	Actual FY2018	Budget FY2019	Actual FY2019	%Var Bud Vs Act'l	Budget Full Year	Actual FY2018	Budget FY2019	Actual FY2019	%Var Bud Vs Act'l	Actual/Est	%Var Bud Vs Act'l
III. Other Revenues and Expenses											
Less: Non Operating Expense(Ret/DOI/OHS)	42.9	215.0	44.9	-79.1%	790.0	320.6	490.0	326.8	-33.3%	626.8	-20.7%
Add: Interest on Investments	97.1	84.8	0.0	-100.0%	1,017.5	191.3	254.4	152.5	-40.1%	915.6	-10.0%
Net Revenues	2,887.4	2,573.1	3,070.0	19.3%	30,685.6	7,454.0	7,575.5	8,184.3	0.0	31,294.4	2.0%
Add: Other Sources of Funds	0.0	33.3	14.9	0.0%	400.0	29.3	100.0	44.2	0.4	344.2	-14.0%
Add: Other Available Moneys	530.1	530.0	530.0	0.0%	6,360.1	1,590.4	1,590.0	1,590.0	0.0%	6,360.1	0.0%
Net Revenues and Other Available Moneys	**3,417.5**	**3,136.5**	**3,614.9**	**15.3%**	**37,445.7**	**9,073.6**	**9,265.5**	**9,818.5**	**6.0%**	**37,998.7**	**1.5%**
Debt Service payments	2,120.5	2,120.0	2,120.0	0.0%	25,440.5	6,361.5	6,360.1	6,360.1	0.0%	25,440.5	0.0%
Debt Service Coverage	**1.61**	**1.48**	**1.71**	**15.3%**	**1.47**	**1.43**	**1.46**	**1.54**	**6.0%**	**1.49**	**1.5%**
Debt Service Requirement	**1.25**	**1.25**	**1.25**		**1.25**	**1.25**	**1.25**	**1.25**		**1.25**	

SUMMARY SIGNATORY AIRLINES

Enplanements	October	November	December	January	February	March	April	May	June	July	August	September	Total
Projection per Budget FY 2019	157,551	160,972	172,607	170,142	152,811	164,175	138,541	144,226	144,896	148,545	154,340	143,065	1,851,871
FY 2017 Actual Enplanements	143,619	148,002	160,544	162,303	143,720	157,735	146,779	150,775	151,974	158,139	169,547	145,108	1,838,245
FY 2018 Actual Enplanements	129,772	145,309	157,750	155,969	145,088	157,932	139,620	142,477	146,720	153,951	162,801	129,698	1,767,087
FY 2019 Actual Enplanements/Projection	137,359	149,055	164,554	170,142	152,811	164,175	138,541	144,226	144,896	148,545	154,340	143,065	1,811,709
FY 2019 versus FY 2018 Monthly%	5.85%	2.58%	4.31%	9.09%	5.32%	3.95%	-0.77%	1.23%	-1.24%	-3.51%	-5.20%	10.31%	2.53%
FY 2019 versus FY 2018 Monthly	7,587	3,746	6,804	14,173	7,723	6,243	-1,079	1,749	-1,824	-5,406	-8,461	13,367	44,622
FY 2019 versus FY 2018 Cumulative	7,587	11,333	18,137	32,310	40,033	46,276	45,197	46,946	45,122	39,716	31,255	44,622	44,622
	5.85%	7.80%	11.50%	20.72%	27.59%	29.30%	32.37%	32.95%	30.75%	25.80%	19.20%	34.40%	2.53%





	Actual versus Forecast												
Enplanements	October	November	December	January	February	March	April	May	June	July	August	September	Total
Actual Enplanements FY 2019	137,359	149,055	164,554	170,142	152,811	164,175	138,541	144,226	144,896	148,545	154,340	143,065	1,811,709
Projection per Budget FY 2019	157,551	160,972	172,607	170,142	152,811	164,175	138,541	144,226	144,896	148,545	154,340	143,065	1,851,871
Actual Enplanements Over/(Under) Projection	(20,192)	(11,917)	(8,053)	0	0	0	0	0	0	0	0	0	(40,162)
Cumulative Total	(20,192)	(32,109)	(40,162)	0	0	0	0	0	0	0	0	0	-2.2%
	Percentage Over/(Under) Forecast												
	October	November	December	January	February	March	April	May	June	July	August	September	
% Monthly versus Projection	-12.8%	-7.4%	-4.7%	0.0%	0.0%	0.0%	0.0%	0.0%	0.0%	0.0%	0.0%	0.0%	
% Cumulative Total	-12.8%	-10.1%	-8.2%	0.0%	0.0%	0.0%	0.0%	0.0%	0.0%	0.0%	0.0%	0.0%	
	Month to Month Trend												
	October	November	December	January	February	March	April	May	June	July	August	September	
Actual Enplanements	137,359	149,055	164,554	170,142	152,811	164,175	138,541	144,226	144,896	148,545	154,340	143,065	
Month to Month Increase/(Decrease)		11,696	15,499	5,588	-17,332	11,364	-25,633	5,685	670	3,650	5,794	-11,275	
Month to Month Increase/(Decrease) in %		8.5%	10.4%	3.4%	-10.2%	7.4%	-15.6%	4.1%	0.5%	2.5%	3.9%	-7.3%	

CPE	Cost Per Enplanement FY2017 Actual versus Projected												CPE FY18
Forecast Per FY2019 Budget	$ 18.35	$ 17.78	$ 17.67	$ 17.86	$ 18.13	$ 18.19	$ 18.54	$ 18.38	$ 18.18	$ 18.29	$ 18.13	$ 18.53	$ 18.15
Actual CPE	$ 19.05	$ 18.44	$ 17.96										
Variance	$ (0.70)	$ (0.67)	$ (0.29)	$ 17.86	$ 18.13	$ 18.19	$ 18.54	$ 18.38	$ 18.18	$ 18.29	$ 18.13	$ 18.53	$ 18.15

CALVO FISHER & JACOB LLP

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writer's direct e-mail:
jdamian@calvofisher.com

RECOMMENDATION OF COUNSEL

TO: Board of Directors
ANTONIO B. WON PAT INTERNATIONAL AIRPORT AUTHORITY, GUAM

CC: Mr. Thomas C. Ada
Executive Manager
ANTONIO B. WON PAT INTERNATIONAL AIRPORT AUTHORITY, GUAM

FROM: Janalynn Cruz Damian
CALVO FISHER & JACOB LLP

DATE: January 18, 2019

SUBJECT: **Executive Session**

Pursuant to 5 GCA § 8111(c)(1), I hereby recommend that the Board of Directors of GIAA conduct an Executive Session at the next regularly scheduled Board meeting to discuss pending or threatened litigation to which GIAA is or may be a party.

A.B. WON PAT INTERNATIONAL AIRPORT GUAM
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WE'RE ON IT 24/7

MINUTES OF THE REGULAR MEETING OF THE BOARD OF DIRECTORS OF THE A.B. WON PAT INTERNATIONAL AIRPORT AUTHORITY, GUAM
Thursday, February 28, 2019, 3:00 p.m.
GIAA TERMINAL CONFERENCE ROOM #3

1. CALL TO ORDER AND ATTENDANCE

The February 28, 2019 regular meeting of the Board of Directors of the A.B. Won Pat International Airport Authority, Guam ("GIAA" or the "Authority") was called to order by Chairman Duenas at 3:01 p.m. at the GIAA Terminal Conference Room #3, 355 Chalan Pasaheru, Tamuning, Guam, 96913.

Directors Present:	**Offices or positions:**
Ricardo C. Duenas	Chairman
Gurvinder Sobti	Board Secretary
Rosalinda A. Tolan	
Deedee S. Camacho	

Directors Absent:
Lucy M. Alcorn

GIAA Officials:	
Thomas C. Ada	Executive Manager
John A. Rios	Comptroller
Jean M. Arriola	Airport Services Manager
Raymond Mantanona	Chief, GIAA ARFF
Antonio Taitingfong	Acting Chief, Airport Police
Edward Muna	Operations Superintendent
Joseph Javellana	Program Coordinator IV
Rolenda Faasuamalie	GIAA Marketing
Janalynn C. Damian, Esq.	GIAA Legal Counsel
Todd Thompson, Esq.	GIAA Counsel
Frank R. Santos	GIAA Consultant

Chairman Duenas welcomed Airport tenants, stakeholders, and members of the public who are noted in a sign-in sheet attached to these minutes.

2. APPROVAL OF AGENDA

Motion to approve the agenda as presented duly made by Director Tolan, seconded by Director Camacho; motion unanimously passed.

3. APPROVAL OF MINUTES

A. January 31, 2019 Regular Meeting

On motion duly made byDirector Camacho, seconded by Director Sobti, the following resolution was unanimously passed:

Resolution No. 19-25

The Board hereby approves the minutes of theJanuary 31, 2019 regular meeting, subject to corrections.

4. CORRESPONDENCE

Executive Manager Ada announced there was no Correspondence.

5. OLD BUSINESS

A. Status Updates of Capital Improvement Projects ("CIP")

Executive Manager Ada announced that the Status Updates of Capital Improvement Projects will be covered during the Executive Manager's report.

6. NEW BUSINESS

A. Approval of Board Resolution No. 19-26: Agreement for Legal Services

The first item discussed was the extension of the Agreement for Legal Services with Calvo Fisher & Jacob LLP. The extension would be the third of four options to extend. The additional one (1) year period will commence on March 23, 2019 and expire on March 22, 2020.

After further discussion, on motion duly made by Director Sobti, seconded by Director Camacho, the following resolution was unanimously approved:

Resolution No. 19-26

WHEREAS, an Agreement for Legal Services was made on March 23, 2015, by and between the ANTONIO B. WON PAT INTERNATIONAL AIRPORT AUTHORITY, GUAM ("GIAA") and Calvo Fisher & Jacob LLP ("CFJ") (the "CFJ Agreement"); and

WHEREAS, the CFJ Agreement provides for a term of one year commencing on March 23, 2015, with four (4) options to extend for a period of one (1) year each, not to exceed a total contract period of five (5) years with GIAA approval; and

WHEREAS, on April 18, 2016 by Resolution No. 16-34, the Board of Directors approved the extension of the CFJ Agreement for an additional one year period (1st Option) commencing on March 23, 2016 and expiring on March 22, 2017, under the same terms and conditions as set forth in the CFJ Agreement; and

WHEREAS, on February 23, 2017 by Resolution No. 17-22, the Board of Directors approved the extension of the CFJ Agreement for an additional one year period (2nd Option) commencing on March 23, 2017 and expiring on March 22, 2018, under the same terms and conditions as set forth in the CFJ Agreement; and

WHEREAS, on February 22, 2018 by Resolution No. 18-20, the Board of Directors approved the extension of the CFJ Agreement for an additional one year period (3rd Option) commencing on March 23, 2018 and expiring on March 22, 2019, under the same terms and conditions as set forth in the CFJ Agreement; and

WHEREAS, the Board of Directors has determined that GIAA continues to require the services of CFJ and that it is in the best interests of GIAA to extend the term of the CFJ Agreement for an additional one (1) year period commencing on March 23, 2019, and expiring on March 22, 2020, under the same terms and conditions as set forth in the CFJ Agreement.

NOW, THEREFORE, BE IT RESOLVED, that the Board of Directors of GIAA hereby extends the term of the CFJ Agreement for an additional one (1) year period commencing on March 23, 2019, under the same terms and conditions as set forth in the CFJ Agreement.

B. Procedures - Board Member Attendance via Video Teleconference ("VTC")

The second item discussed was Board member attendance via VTC. Executive Manager Ada informed the Board that legislation had passed that allows Board members to participate in Board meetings via VTC, and allows a quorum to be established by participation via VTC. The law requires the Board to develop rules and regulations on the use of VTC. Management presented proposed Policies and Procedures for Board Member Attendance at Board Meeting via Video Teleconference for the Board's approval, which was included as part of the Board's packet.Legal counsel, Janalynn Damian, added that the procedures set basic parameters for the technology that GIAA may procure, and went over the proposed policies and procedures. Brief discussion followed.

After further discussion, on motion duly made by Director Tolan, seconded by Director Sobti, the following resolution was unanimously approved:

Resolution No. 19-27

The Board hereby adopts the policies and procedures for Board Member Attendance via Video Teleconference (VTC), as presented.

7. REPORT OF THE EXECUTIVE MANAGER

Reference is made to the Executive Manager's Report included as part of the Board's packet, which was presented by Executive Manager Ada.

Executive Manager Ada informed the Board that a number of critical change orders for ongoing CIP projects were executed and he is seeking Board ratification:

- Change Order 5 ($1.95M): Two (2) Travelators/Moving Walkways for the International Arrivals Corridor.
- Change Order 6.0 ($490K): Demolition in preparation for construction of added TSA Security Lanes.
- Pending finalization of documents for Change Order6.1 ($3.21M): Construction of two (2) new TSA security inspection lanes and optimization of existing five (5) lanes.

Discussion was held on the request. Chairman Duenas inquired whether Board approval was necessary for the change orders.Discussion followed regarding the cap on the Executive Manager's authorization, which was set by a prior Board at $100K.Chairman Duenas noted that it would be prudent to ratify.

Comptroller John Rios confirmed that funds are available for the three (3) Change Orders. The Comptroller briefed the Board on where the funds are coming from.

After further discussion, on motion duly made by Director Camacho, seconded by Director Sobti, the following resolution was unanimously approved:

Resolution No. 19-28

The Board hereby ratifies the following change orders for the Terminal Building Structural Upgrade and Concourse Isolation Construction Project:

- Change Order No. 5 for Two (2) Travelators/Moving Walkways, in the amount of $1.95M; and
- Change Order No. 6.0for the demolition in preparation for construction of added TSA Security lanes, in the amount of $490K.

Further, the Board hereby approves:

- Change Order No. 6.1, as presented, for the construction of two (2) new TSA security inspection lanes and optimization of the existing five (5)lanes,in the total amount of $3.21M, subject to negotiation and completion of the change order documents.

Executive Manager Ada then updated the Board on the Capital Improvement Projects that are in progress.

- Aircraft Rescue Firefighting Facility – Anticipated Notice to Proceed - April 2, 2019
- Federal Grants – FAA satisfied with progress of projects; additional funding expected for 2020/2021
- Terminal Building Structural Upgrade: at 30% with an additional nine months

Executive Manager Ada then briefed the Board on Legislative issues with regard to the refunding of the Series 2013 bonds. Bond counsel is reviewing draft legislation authorizing the refunding, which isanticipated to be introduced in the next few weeks. It is anticipated that through a refunding GIAA will realize $12M up front through restructuring.

8. REPORT OF THE COMPTROLLER

Mr. John Rios reported on the revenues and expenses of the Authority as of **January 31, 2019**. Mr. Rios reported that year-to-date Total Signatory Revenues are below budgeted revenues by **-3.9%**, year-to-date Total Concession Revenues and Passenger Facility Charges are below budget by **-8.5%** and **-7.2%**, respectively. Year-to-date Total Other Revenues, inclusive of non-signatory and non-airline revenues are below the budget estimate by **-6.9%**. Year-to-date Total Operating Revenues Actual of **$25.5M** is **-6.0%** below the budget estimate of **$27.2M**. Year-to-date Total Operating Expenses are below budget by **-17.6%**. Components of this line item include a **-22.3%** decrease in Personnel Service, a **-7.4%** decrease in Contractual Services, a **-77.2%** decrease in Materials & Supplies and a **0.0%** decrease in Equipment/Furnishings from budgeted amounts for these respective categories. The actualyear-to-date Net Revenues from Operations of **$11.3M** reflects an increase of **14.5%** over the year-to-date budgeted amount of **$9.8M**. Mr. Riosreported that the year-to-date Debt Service Coverage is at **1.58** versus the requirement of **1.25.**

Before moving on to Executive Session, Chairman Duenas announced that he has submitted his resignation to Governor Leon Guerrero, effective March 1, 2019, in anticipation of the appointments made recently. In light of former Vice Chairperson Kathy Sgro's earlier resignation, Chairman Duenas suggested that a Chairman be elected for the interim period until such time that the new appointees are on confirmed. Chairman Duenas called for nominations for Chairman of the Board.

Director Tolan also announced her intention to resign. For the purpose of ensuring a quorum, Chairman Duenas asked that she hold off until the end of March.

Director Camacho announced that she would like to nominate Director Sobti to the position of Chairman.

Executive Manager Ada added that the next Legislative Session is scheduled for the week of March 25, 2019, therefore that would be the earliest that the newly confirmed Board members can act. Executive Manager Ada expressed the importance of the Board maintaining a quorum and urged the current Board members to remain in place until the new appointees come aboard.

After further discussion, on motion duly made by Director Camacho, seconded by Director Tolan, the following resolution was unanimously approved:

Resolution No. 19-29

The Board hereby approves the nomination of and elects Director Sobti to the position of Chairman of the Board for the interim period until such time that the newlyconstituted Board of Directors decides to elect a new Chairman.

9. EXECUTIVE SESSION

The next item on the agenda was Executive Session.

Upon written recommendation of counsel, on motion duly made by Director Tolan, seconded by Director Sobti, and unanimously approved, the Board recessed to convene into Executive Session at 3:39 p.m.

The Board convened into Executive Session at 3:43 p.m.to discuss pending or threatened litigation to which GIAA is or may be a party. Attending Executive Session were Directors Duenas, Sobti, Tolan and Camacho, Executive Manager Ada,and Legal Counsels, Janalynn Damian and Todd Thompson. Also present was the court reporter who will prepare a transcript of the Executive session.

Executive Session adjourned at 3:59 p.m., at which time the Board reconvened regular session at 4:01 p.m.

Legal Counsel announced there was a request for Board action on the Terlaje lawsuit discussed during Executive Session.

After further discussion, on motion duly made by Director Camacho seconded by Director Tolan, the following resolution was unanimously approved:

Resolution No. 19-30

The Board hereby approves GIAA's participation in the judicial settlement conference in the District Court of Guam relative to the Terlaje lawsuit.

Attorney Damian then requested that the Board approve payment of Calvo Fisher & Jacob legal fees above the monthly cap for December 2018 in the amount of $3,200.00, and for legal fees for general legal matters above the monthly cap for January 2019 in the amount of $45,792.00.

Chairman Duenas inquired if any of the invoices are subject to reimbursement by Lotte Duty Free. Attorney Damian informed the Board that the fees related to work performed on non-specialty retail matters such as the DFS Arbitration matter and the Terlaje lawsuit, before the matter was handed over to Attorney Thompson..

Director Camacho asked if the invoices were reviewed by the Comptroller. The Comptroller replied that he would review the invoices.

After further discussion, on motion duly made by Director Sobti seconded by Director Camacho, the following resolution was unanimously approved:

Resolution No. 19-31

The Board hereby authorizes payment to Calvo Fisher & Jacob LLP for additional legal fees in excess of the monthly cap for December 2018 in the amount of $3,200.00, and for legal fees for general matters in excess of the monthly cap for January 2019in the amount of $45,792.00, subject to certification of availability of funds by the Comptroller.

10. PUBLIC COMMENTS

There were no Public Comments.

Chairman Duenas expressed his pleasure and honor working with the GIAA Board and Management during his time on the Board. He noted that GIAA truly is the "Department of the Decade". Chairman Duenas added that he has learned a lot about the Airport, about Guam, and about the spirit of the Government of Guam worker.

11. ADJOURNMENT

Motion to adjourn duly made by Director Tolan, seconded by Director Camacho; motion unanimously passed. The meeting was adjourned at 4:44p.m.

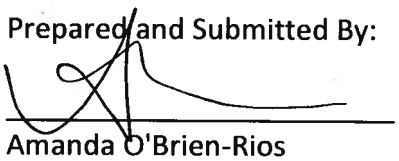
Dated this 30th day of April, 2019.

Gurvinder Sobti
Acting Chairman

Attest:

Lucy M. Alcorn
Board Director

Prepared and Submitted By:



Amanda O'Brien-Rios
Corresponding Secretary

ANTONIO B. WON PAT INTERNATIONAL AIRPORT AUTHORITY, GUAM
BOARD OF DIRECTORS RESOLUTION NO. 19-26

RELATIVE TO THE
EXTENSION OF THE AGREEMENT FOR LEGAL SERVICES
WITH CALVO FISHER & JACOB LLP

WHEREAS, an Agreement for Legal Services was made on March 23, 2015, by and between the ANTONIO B. WON PAT INTERNATIONAL AIRPORT AUTHORITY, GUAM ("GIAA") and Calvo Fisher & Jacob LLP ("CFJ") (the "CFJ Agreement"); and

WHEREAS, the CFJ Agreement provides for a term of one year commencing on March 23, 2015, with four (4) options to extend for a period of one (1) year each, not to exceed a total contract period of five (5) years with GIAA approval; and

WHEREAS, on April 18, 2016 by Resolution No. 16-34, the Board of Directors approved the extension of the CFJ Agreement for an additional one year period (1st Option) commencing on March 23, 2016 and expiring on March 22, 2017, under the same terms and conditions as set forth in the CFJ Agreement; and

WHEREAS, on February 23, 2017 by Resolution No. 17-22, the Board of Directors approved the extension of the CFJ Agreement for an additional one year period (2nd Option) commencing on March 23, 2017 and expiring on March 22, 2018, under the same terms and conditions as set forth in the CFJ Agreement; and

WHEREAS, on February 22, 2018 by Resolution No. 18-20, the Board of Directors approved the extension of the CFJ Agreement for an additional one year period (3rd Option) commencing on March 23, 2018 and expiring on March 22, 2019, under the same terms and conditions as set forth in the CFJ Agreement; and

WHEREAS, the Board of Directors has determined that GIAA continues to require the services of CFJ and that it is in the best interests of GIAA to extend the term of the CFJ Agreement for an additional one (1) year period commencing on March 23, 2019, and expiring on March 22, 2020, under the same terms and conditions as set forth in the CFJ Agreement.

NOW, THEREFORE, BE IT RESOLVED, that the Board of Directors of GIAA hereby extends the term of the CFJ Agreement for an additional one (1) year period commencing on March 23, 2019, under the same terms and conditions as set forth in the CFJ Agreement.

DULY AND REGULARLY ADOPTED BY THE BOARD OF DIRECTORS OF THE ANTONIO B. WON PAT INTERNATIONAL AIRPORT AUTHORITY, GUAM AT THE FEBRUARY 28, 2019 REGULAR BOARD MEETING.

RICARDO C. DUENAS, Chairman

GURVINDER SOBTI

ROSALINDA A. TOLAN

DEEDEE S. CAMACHO

ATTEST:

GURVINDER SOBTI, Board Secretary

A B WON PAT INTERNATIONAL AIRPORT GUAM
ATURIDAT PUETTON BATKON AIREN GUAHAN ENTENASIONAT
P.O. Box 8770
Tamuning, GU 96931
Tel (671) 646-0300
Fax (671) 646-8823
www.guamairport.com

WE'RE ON IT 24/7

BOARD OF DIRECTORS REGULARMEETING
3:00 p.m., Thursday, February 28, 2019
GIAA TERMINAL CONFERENCE ROOM #3

Public Notice

First Notice:
Guam Daily Post – February 21, 2019
Notice to Media – February 21, 2019

Second Notice:
Guam Daily Post – February 26, 2019
Notice to Media –February 26, 2019

AGENDA

1. Call to Order and Attendance
2. Approval of Agenda
3. Approval of Minutes
   - **A.** January 31, 2019 Regular Meeting
4. Correspondence
5. Old Business
   - **A.** Status Updates of Capital Improvement Projects
6. New Business
   - **A.** Approval of Board Resolution No. 19-26: Agreement for Legal Services
   - **B.** Procedures - Board Member Attendance via Video Teleconference (VTC)
7. Report of Executive Manager
8. Report of the Comptroller
9. Executive Session
10. Public Comments
11. Adjournment

AMERICAN ASSOCIATION OF AIRPORT EXECUTIVES
AIRPORTS COUNCIL INTERNATIONAL
NASAO National Association of State Aviation Officials
TIACA THE INTERNATIONAL AIR CARGO ASSOCIATION

A.B. WON PAT INTERNATIONAL AIRPORT GUAM
ATURIDAT PUETTON BATKON AIREN GUAHAN ENTENASIONAT

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WE'RE ON IT 24/7

A.B. WON PAT INTERNATIONAL AIRPORT AUTHORITY, GUAM
Board of Directors Regular Meeting
3:00 p.m., Thursday, February 28, 2019
GIAA Terminal Conference Room #3

SIGN-IN SHEET

	PRINT NAME	COMPANY/AGENCY
1.	Antonio Tornington	GIAA
2.	F. Guerrero	GIAA
3.	J. G. Tavellana	GIAA
4.	Raquel Martinez	GIAA/ARFF
5.	JEAN ARRIOLA	GIAA
6.	ED [illegible]	GIAA
7.	Todd Thompson	outside Legal counsel
8.	FRANK SANTOS	TMG
9.	ANTONIO LAGLOG JR	GIAA
10.		
11.		
12.		
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RESPICIO continued from page 1

attorney with the firm, is the principal owner of YTK.

The email exchanges between Respicio and attorney Rodney Jacob reveal that a mediator was chosen, a mediation protocol had been drawn up and reviewed, and the first mediation session was scheduled the day before the Port Authority met and first learned of Respicio's intentions to mediate.

In his emails, Respicio noted that what he had agreed to was "subject to the approval of the board."

Phillips learned of the email exchange when he was copied in one of the emails from Jacob.

In his emails to Respicio, Phillips cautioned him against proceeding with any mediation effort prior to the board's review and approval.

Phillips highlighted the risk to the $70 million in bond debt taken on by the Port Authority in 2018. "We made representations and commitments on behalf of PAG as part of the recent bond issuance," Phillips wrote.

"I advise that we take the time necessary to review what is legally allowed ... and that we properly notify all concerned stakeholders" to ensure the Port Authority complies with its recent bond issuance, Phillips wrote.

Despite the legal counsel's concerns, Respicio wrote to Phillips on Feb. 9, "We will still proceed with the mediation on Monday."

Respicio wrote that the purpose of the Monday mediation session was only "to determine if there was a possibility of settling." He wrote that any settlement agreement would be subject to approval by the Port Authority board, Legislature and governor with clearances from the Maritime Administration, bond counsel and Public Utilities Commission.

"An agreement to mediate without first obtaining board approval conflicts with Guam law," Phillips responded on Monday, the day of the scheduled mediation.

"OK," Respicio responded that morning. "We will first seek board approval tomorrow. I'm canceling today's mediation."

Phillips declined to comment on his emails to Respicio.

"Obviously, Rory and Champ were further along than they were willing to acknowledge," former PAG General Manager Joanne Brown said when contacted for comment.

She called the email exchange crucial. "In spite of counsel advising him, (Respicio) intended to go to that meeting with or without counsel," she said. "I think a lot of misrepresentations have happened."

"I think (Respicio) should resign," Brown said. "Either resign or be removed."

"We have a rogue general manager," Ken Leon-Guerrero, of Citizens for Public Accountability, said during a public hearing Wednesday at the Guam Congress Building. He sent a letter last week to PAG board Chairman Frank Santos calling for Respicio's termination. He reiterated that position Wednesday.

"He lied to the board and therefore lied to the people about his actions, as proven in today's issue of the Post," Leon-Guerrero said.

He testified at a confirmation hearing for Isa Marie Koki, who has been nominated by Gov. Lou Leon Guerrero to the PAG board. Koki will replace current PAG board member Oscar Calvo, whose term expired Dec. 31, 2018. He is allowed to remain on the board for 90 days, or until replaced.

Oscar Calvo also told the Post that Respicio should resign. "It's politics at the end of the day," he said. "It's political favors for whatever promises they made."

The Office of the Governor did not respond to a request for comment as of press time.

WALL FUNDING continued from page 1

Nicolas announced in a press release Wednesday morning that he "has received information indicating (that) Trump's emergency declaration would negatively impact the Guam military buildup in a substantial way."

Trump declared on Friday that a national emergency exists on the border with Mexico, which allows him to access billions of dollars that Congress refused to give him to build his border wall.

The Washington Post reported on Monday that 16 states joined together to file a lawsuit against the emergency declaration. The declaration allows funds to be diverted from spending programs already approved and allocated by Congress.

About $2.5 billion would be pulled from the military's drug interdiction program; $600 million would be taken out of the Department of the Treasury's drug forfeiture fund; and the largest amount, $3.6 billion, would be siphoned out of the DOD construction budget, including $749 million in Guam buildup funding.

That amount represents more than 10 percent of the U.S. commitment to realign forces to Guam from Okinawa, San Nicolas said.

"Diversion of these funds will certainly set back the military buildup once again and could further jeopardize it altogether as it represents a softening of the commitment," San Nicolas stated.

The Honorable
Lourdes A. Leon Guerrero
Governor

The Honorable
Joshua F. Tenorio
Lt. Governor

PUBLIC NOTICE

The Board of Directors of the A.B. Won Pat International Airport Authority, Guam (GIAA) will convene its Regular Board meeting on Thursday, February 28, 2019 at 3:00 p.m. in Terminal Conference Room No. 3. In addition to regular matters, pursuant to 5 G.C.A. §8111(c)(2), Executive Session will be held to discuss pending litigation to which GIAA is a party. Parking is available in the Public Parking Lot.

For special accommodations or agenda items, please call the Board Office at 642-4717/18.

(This ad paid for by GIAA)

Lourdes A. Leon Guerrero
Governor of Guam
Joshua F. Tenorio
Lieutenant Governor

Bureau of Statistics & Plans
Government of Guam
P.O. Box 2950 Hagåtña, Guam 96932
Tel: (671) 472-4201/3
Fax: (671) 477-1812

Tyrone J. Taitano
Acting Director

REQUEST FOR PROPOSAL
RFP-BSP-2019-002

The Guam Bureau of Statistics and Plans (BSP) Guam Coastal Management Program (GCMP), Government of Guam is seeking proposals for professional services to: 1) Develop and conduct stakeholder engagements and surveys; and 2) To perform a detailed inventory of existing public access statutes for the purpose of developing a comprehensive Public Access Management Plan (PAMP). The PAMP will strengthen the protection and enhancement of current public access corridors and development of new corridors as opportunities arise.

All entities interested in submitting a proposal may pick up hard copies of the Request for Proposals (RFP) beginning **Thursday, February 21, 2019 until Monday, March 4, 2019** at the Director's Office, Bureau of Statistics and Plans, located at the Ricardo J. Bordallo Governor's Complex, Adelup, 513 West Marine Corps Drive, Hagåtña, Monday through Friday from 8:00 a.m. to 5:00 p.m. Chamorro Standard Time (ChST) excluding Government of Guam holidays. Electronic copies of the RFP are also available online at the following website: www.bsp.guam.gov. BSP recommends that prospective offerors register contact information with the BSP to ensure they receive any notices regarding any changes or updates to the IFB/RFP. GSA shall not be liable for failure to provide notice to any party who did not register contact information.

All proposals must be submitted to the Bureau of Statistics and Plans Director's Office no later than **4:00 p.m. ChST, Monday, March 18, 2019. Failure to submit Proposals at the specified location on or before the specified date and time will be grounds for rejection of the Proposal.**

This activity is supported by funding through the U.S. Department of Commerce National Oceanic and Atmospheric Administration for Guam and administered through the Bureau of Statistics and Plans Guam Coastal Management Program. This advertisement was paid for by federal funds through GCMP under grant number NA16NOS4190187.

/s/ TYRONE J. TAITANO
Acting Director
Bureau of Statistics and Plans

GAS MASK continued from page 1

Allen James Roberto, 32, Brandon Rufus Chandler, 30, and Daniel Suk DeGracia, 30, at the game room.

Court documents filed by the prosecution state Roberto kept his hands inside his pockets after police had asked him to show his hands. Meanwhile, Chandler had a black metal baton sticking out of his pocket, court documents state.

Officers conducted a pat-down of the men and allegedly discovered Roberto in possession of a plastic straw containing a white, powdery substance and a black case containing 16 green pills. Court documents state Roberto initially said he had a prescription for the pills, which he said were Xanax. He later allegedly admitted that he received them from Balanon.

Roberto allegedly told police he crushed the pills and inhaled the powder through his nose. Alprazolam, sold as trade names including Xanax, is listed as a Schedule IV controlled substance.

Police allegedly found a prescription bottle in Chandler's pocket that contained 18 Xanax pills, but the prescription was under someone else's name. When officers searched DeGracia's pocket, they found a plastic straw with a white powdery substance believed to be crushed Xanax, court document state.

Balanon was allegedly found in possession of a multitool black pouch containing a glass pipe with methamphetamine residue.

Roberto, Chandler and DeGracia were charged with possession of a Schedule IV controlled substance as a third-degree felony; Balanon was arrested and charged with possession of a Schedule II controlled substance.

(Daily Post Staff)

STORM continued from page 1

ensuring everyone is aware of their assignments," he said.

Mayors' Council of Guam Executive Director Angel Sablan said he also was notified of the request to prepare school for the anticipation of Wutip. Mayors typically assist with some level of transportation from their office to shelters in or near their villages.

And while GDOE is initially responsible for the operation of shelters at the school sites, secondary shelters for residents whose homes are damaged by the storm are managed by mayors in their respective village gyms or community centers.

Doc. No. 35GL-19-0028

Ex- officials: 'No factual basis' for wall emergency

By Ellen Nakashima
The Washington Post

WASHINGTON – A bipartisan group of 58 former senior national security officials will issue a statement Monday saying that "there is no factual basis" for President Donald Trump's proclamation of a national emergency to build a wall on the U.S.-Mexico border.

The joint statement, whose signatories include former Secretary of State Madeleine Albright and former Defense Secretary Chuck Hagel, will come a day before the House is expected to vote on a resolution blocking Trump's Feb. 15 declaration.

The former officials' statement, which will be entered into the congressional record, is intended to support lawsuits and other actions challenging the national emergency proclamation and to force the administration to set forth the legal and factual basis for it.



PROTOTYPE: *A prototype for President Donald Trump's border wall is seen through the border fence between Mexico and the United States in Tijuana, Mexico, Jan. 7. Reuters file photo*

"Under no plausible assessment of the evidence is there a national emergency today that entitles the president to tap into funds appropriated for other purposes to build a wall at the southern border," the group said.

Albright served under President Bill Clinton, and Hagel, a former Republican senator from Nebraska, served under President Barack Obama.

Also signing were Eliot Cohen, State Department counselor under President George W. Bush; Thomas Pickering, President George H.W. Bush's ambassador to the United Nations; John Kerry, Obama's second secretary of state; Susan Rice, Obama's national security adviser; as well as former intelligence and security officials who served under Republican and Democratic administrations.

Trump's national emergency declaration followed a 35-day partial government shutdown, for which he claimed responsibility after Congress did not approve the $5.7 billion he sought to build a wall.

In announcing his declaration, Trump predicted that lawsuits and "possibly ... a bad ruling, and then we'll get another bad ruling" before winning at the Supreme Court.

The former security officials' 11-page declaration, a copy of which was shared with The Washington Post, sets out their argument disputing the factual basis for the president's emergency.

California man gets $21M for wrongful conviction

(Reuters) – A California man who was wrongfully convicted for killing an ex-girlfriend and her son four decades ago has reached a $21 million settlement with the city of Simi Valley, officials said.

Craig Coley, 71, was sentenced to life in prison without parole for the 1978 murder of his former partner, Rhonda Wicht, and her 4-year-old son, Donald, at their apartment.



Craig Coley

He had always maintained his innocence, and was pardoned in 2017 by California's then-governor, Jerry Brown, based on exculpatory DNA evidence found by investigators.

"While no amount of money can make up for what happened to Mr. Coley, settling this case is the right thing to do for Mr. Coley and our community," Simi Valley City Manager Eric Levitt said on Saturday in a statement.

The 39 years Coley spent behind bars was the longest prison term ever overturned in California, the statement said.

Since his release, Coley has spoken to law enforcement officials about evidence collection, and has met with parents of prisoners who maintain their innocence, according to Mike Bender, a close friend and former police detective in Simi Valley, a community just outside Los Angeles.

Bender had pushed for Coley's release for nearly three decades after he became troubled by aspects of the case.

"Craig's message is always, 'Don't give up,'" Bender told Reuters by telephone on Sunday.

More than 350 U.S. inmates have been exonerated by DNA testing since 1989, according to New York-based the Innocence Project, which helps people who were wrongfully convicted. On average, convicts who were freed had served 14 years in prison when exonerated.

Pence to meet with Venezuelan leader who called for 'all options' to restore democracy

By Franco Ordonez
McClatchy Washington Bureau

WASHINGTON – Vice President Mike Pence will meet with Venezuelan opposition leader Juan Guaido in Colombia on Monday, two days after Guaido's call to use "all options" to liberate and restore democracy in Venezuela.

Senior administration officials said Sunday that Pence will meet briefly with Guaido, who is recognized by the United States as the legitimate interim president, before addressing regional leaders on the crisis in Venezuela. The crisis escalated over the weekend with violence at the border with Colombia as international aid was blocked. Hundreds were injured and at least four people died.

On Saturday, Guaido said the events of the weekend forced him to pose a formal request to the international community to consider "all options" in Venezuela. The statement was interpreted by members of the diplomatic community as a request for military assistance.

Pence will travel to Bogota, Colombia, on Monday to address leaders of the 14-nation Lima Group who are wrestling with a regional response to the standoff between Venezuelan President Nicolas Maduro and the U.S.-backed coalition trying to force humanitarian aid into Venezuela.

After meeting with Guaido, Pence will address the leaders and announce "concrete steps" that the Trump administration will take against the Maduro government, including possible financial sanctions. Pence will then meet with Venezuelan families who have had to flee their country.

Committee On Health, Tourism, Historic Preservation, Land and Justice

SENATOR THERESE M. TERLAJE
I Mina'trentai Singko na Liheslaturan Guåhan
35th Guam Legislature

PUBLIC HEARING • 1:00 p.m. • Wednesday, March 6, 2019
Guam Legislature Public Hearing Room, Guam Congress Building, Hagåtña

AGENDA
Confirmation Hearings for the following Executive Appointments:

1:00 PM – Byron M.S. Evaristo, Member, Guam Memorial Hospital Authority Board of Trustees; Glynis S. Almonte, RN, Member, Guam Memorial Hospital Authority Board of Trustees

2:00 PM- Pedro P. Ada, Member, Guam Visitors Bureau Board of Directors; Flori-Anne Dela Cruz, Youth Member, Guam Visitors Bureau Board of Directors; Derrick M. Quinata, Member, Guam Visitors Bureau Board of Directors

If you require any special accommodations or for further information, please contact the Office of Senator Therese M. Terlaje at 472-3586. Testimonies may be submitted to our office at Ada Plaza Center, Suite 207, 173 Aspinall Avenue, Hagåtña, Guam 96910, to the Guam Congress Building, or via email at senatorterlajeguam@gmail.com. The hearing will broadcast on local television, GTA Channel 21, Docomo Channel 117/614 and stream online via I Liheslaturan Guåhan's live feed at http://www.guamlegislature.com/live_feed.htm. This ad is paid for with government funds.

GUAM VISITORS BUREAU

PUBLIC NOTICE ANNOUNCEMENT

The Guam Visitors Bureau will hold a Regular Meeting of the Board of Directors on Thursday, February 28, 2019 at 3:30 p.m. in GVB's Main Conference Room. Any individuals needing special accommodations are requested to contact GVB at 646-5278 for assistance.

A.B. WON PAT INTERNATIONAL AIRPORT GUAM

The Honorable Lourdes A. Leon Guerrero
Governor

The Honorable Joshua F. Tenorio
Lt. Governor

PUBLIC NOTICE

The Board of Directors of the A.B. Won Pat International Airport Authority, Guam (GIAA) will convene its Regular Board meeting on Thursday, February 28, 2019 at 3:00 p.m. in Terminal Conference Room No. 3. In addition to regular matters, pursuant to 5 G.C.A. §8111(c)(2), Executive Session will be held to discuss pending litigation to which GIAA is a party. Parking is available in the Public Parking Lot.

For special accommodations or agenda items, please call the Board Office at 642-4717/18.

(This ad paid for by GIAA)

Doc. No. 35GL-19-0628

MINUTES OF THE REGULAR MEETING OF THE BOARD OF DIRECTORS OF THE A.B. WON PAT INTERNATIONAL AIRPORT AUTHORITY, GUAM
Thursday, January 31, 2019, 3:00 p.m.
GIAA TERMINAL CONFERENCE ROOM #3

1. CALL TO ORDER AND ATTENDANCE

The January 31, 2019 regular meeting of the Board of Directors of the A.B. Won Pat International Airport Authority, Guam ("GIAA" or the "Authority") was called to order by Chairman Duenas at 3:08 p.m. at the GIAA Terminal Conference Room #3, 355 Chalan Pasaheru, Tamuning, Guam, 96913.

Directors Present:	**Offices or positions:**
Ricardo C. Duenas	Chairman
Katherine C. Sgro	Vice Chairperson
Lucy M. Alcorn	
Deedee S. Camacho	
Directors Absent:	
Gurvinder "Bic" Sobti	Board Secretary
Rosalinda A. Tolan	
Martin Gerber	
GIAA Officials:	
Thomas C. Ada	Executive Manager
John A. Rios	Comptroller
Jean M. Arriola	Airport Services Manager
Gerard Bautista	Air Terminal Manager
Raymond Mantanona	Chief, GIAA ARFF
Victor Cruz	Engineering Supervisor
Joseph Javellana	Program Coordinator IV
Rolenda Faasuamalie	GIAA Marketing
Henry Cruz	GIAA Procurement
Janalynn C. Damian, Esq.	GIAA Legal Counsel
Frank R. Santos	GIAA Consultant

Chairman Duenaswelcomed Airport tenants, stakeholders, and members of the public who are noted in a sign-in sheet attached to these minutes.

2. APPROVAL OF AGENDA

Motion to approve the agenda as presented duly made by Vice Chairperson Sgro, seconded by Director Alcorn; motion unanimously passed.

3. APPROVAL OF MINUTES

A. January 3, 2019 Regular Meeting

On motion duly made by Vice Chairperson Sgro, seconded by Director Camacho, the following resolution was unanimously passed:

Resolution No. 19-22

The Board hereby approves the minutes of theJanuary 3, 2019 regular meeting, subject to corrections.

4. CORRESPONDENCE

Executive Manager Ada announced there was no Correspondence.

5. OLD BUSINESS

A. Status Updates of Capital Improvement Projects ("CIP")

Mr. Victor Cruz, Engineering Supervisor, providedbrief highlights on ongoing Capital Improvement Projects.

- International Arrivals Corridor with Building Seismic Upgrades: Seismic upgrades are in progress in various locations within the Terminal. Portions of the Heritage and Lotte area recently closed off for column and structural work. The remainder of the Heritage area is anticipated to be closed off in March 2019. Foundation work in progress at Gate 4.
- ARFF Facility-Design/Construction Phase 1/2: Evaluation of soil samples recently conducted. Notice to proceed on the project anticipated for February 2019.
- Terminal Apron Taxiway Rehabilitation Design: 30% design submittal received and under review, a copy has also been forwarded to the FAA for their review.
- Rehabilitation Runway 6L - Design: Designer currently performing survey work out on Runway, which is anticipated to be completed by the end of February.

Vice Chairperson Sgro inquired if the Airport is in line with the completion timelines for the projects mentioned. Mr. Cruz informed the Board that some of the timelines are being evaluated with regard to extensions.

Chairman Duenas inquired if Lotte Duty Free has been kept up to speed with regard to closures. Mr. Cruz informed the Board that periodic stakeholder meetings are held to provide updates.

6. NEW BUSINESS

A. Approval of Award for Environmental Consulting Services - RFP No. RFP-001-FY19

The first matter discussed was the approval of award for Environmental Consulting Services. Executive Manager Ada provided background information to the Board on the referenced RFP including the scope of services, contract term, dates of advertisement of the RFP, proposalsubmission deadline, and the number of interested proposers. A total of twenty-two (22) firms showed their interest by obtaining the RFP package. An evaluation committee was established to evaluate the one (1) proposal that was submitted before the established deadline. The proposal was evaluated on a point system assigned for each criteria identified in the RFP package. As a result of the committee's evaluation, the sole proposer, Proposer A, was found to be responsible and responsive and the firms in order of their ranking are as follows:

1. Proposer A

After further discussion, on motion duly made by Vice Chairperson Sgro, seconded by Director Camacho, the following resolution was unanimously approved:

Resolution No. 19-23

The Board hereby approves the ranking results as presented and the contract award to Proposers A for Environmental Consulting Services - RFP No. RFP-002-FY19, subject to Management's negotiation of fair and reasonable fees and review by legal counsel.

Executive Manager Ada informed the Board that Proposer A is PCR Environmental, Inc.

B. Ratification of Compensation - Executive Manager and Private Secretary

Chairman Duenas informed the Board that Mr. Thomas C. Ada's appointment to the position of Executive Manager was approved at the January 3, 2019 Board meeting, however compensation had not been determined, and was subject to review of Mr. Ada's qualifications and experience. In addition, the Board was also requested to consider the salary of the Executive Manager’s private secretary, permitted under Public Law 29-154.

Based on the evaluation of Mr. Ada's qualifications and experience the Board was requested to consider, approve and ratify a salary for the Executive Manager in the amount of $154,979.00. In addition, the Board was requested to consider, approve and ratify a salary for the Executive Manager’s Secretary in the amount of $42,293.00.

Vice Chairperson Sgro inquired if the amounts fall within the budget and if this was inclusive of benefits.Chairman Duenas informed the Board that the salaries, which do not include benefits, fall within GIAA’s budget and are within the range of the compensation and benefits study at the 20th Market Percentile, based on 2012 data.

After further discussion, on motion duly made by director Alcorn, seconded by Director Camacho, the following resolution was unanimously approved:

Resolution No. 19-24

The Board hereby ratifies the annual salary of $154,979.00 for Mr. Thomas C. Ada as the Executive Manager of the A. B. Won Pat International Airport Authority, Guam and the annual salary of $42,293.00 for Ms. Juliette Gillham as the Private Secretary to the Executive Manager, effective January 7, 2019.

7. REPORT OF THE EXECUTIVE MANAGER

Reference is made to the Executive Manager's Report included as part of the Board's packet, which was presented by Executive Manager Ada.

During Regulatory Issues, Executive Manager Ada asked that Legal Counsel give a brief update on issues with Lotte Duty Free and the 3rd Floor Project. Mr. Eduardo Calvo, GIAA Legal Counsel,informed the Board that in April 2018 GIAA and Lotte agreed to mediate certain disputes related to the impact of the 3rd floor construction project and the February decisions and judgment in the Specialty Retail litigation voiding the specialty retail agreement, which had not been stayed by the court.As a result of the mediation, Lotte and GIAA entered into a Mediation Term Sheet (MTS), that included a provision that if there are additional direct impacts not originally anticipated at the time of the MTS, that the parties would in good faith revisit the status of the construction impacts on Lotte's operations. In the Fall of 2018, it became obvious that there were going to be additional impacts, particularly the closure of additional space for longer periods of time. The Airport worked towards mitigating the impact by providing alternative space. In December, GIAA and Lotte again engaged in mediation to address disputes relating to additional impacts resulting in the closure of space, and Lotte's reimbursement obligations. The parties entered into an Addendum to the MTS that addressed how to deal with the additional impacts. The Addendum was approved by the Board in December 2018, and is available should the Board like to view it.

8. REPORT OF THE COMPTROLLER

Mr. John Rios reported on the revenues and expenses of the Authority as of **December 31, 2018**. Mr. Rios reported that year-to-date Total Signatory Revenues are below budgeted revenues by **-5.5%**, year-to-date Total Concession Revenues and Passenger Facility Charges are below budget by **-8.1%** and **-9.8%**, respectively. Year-to-date Total Other Revenues, inclusive of non-signatory and non-airline revenues are below the budget estimate by **-7.5%**. Year-to-date Total Operating Revenues Actual of **$18.9M** is -**7.0%** below the budget estimate of **$20.3M**. Year-to-date Total Operating Expenses are below budget by **-15.7%**. Components of this line item include a **-17.6%** decrease in Personnel Service, a **-8.6%** decrease in Contractual Services, a **-85.1%** decrease in Materials & Supplies and a **0.0%** decrease in Equipment/Furnishings from budgeted amounts for these respective categories. The actualyear-to-date Net Revenues from

Operations of **$8.4M** reflects an increase of **7.0%** over the year-to-date budgeted amount of **$7.8M**. Mr. Rios reported that the year-to-date Debt Service Coverage is at **1.54** versus the requirement of **1.25.**

Chairman Duenas inquired on the additional charter flights that were outlined in the Executive Manager's report, asking if there was an estimate of impact to GIAA's revenues. The Comptroller informed the Board that he does not have the projections available at this time but will provide it at a later time.

The Comptroller added that Moody's Investors in 2018 had changed the outlook for the Government of Guam from stable to negative due to the Federal cuts and the Government of Guam's inability to recover the loss of revenue. GIAA was also linked with the Government of Guam, resulting in GIAA's outlook being a negative. Recently, due to the Business Privilege Tax, the outlook has been changed from negative to stable.

Regarding the refunding of the bonds, GEDA and Bond Counsel working on legislation that will be submitted to the Legislature.Currently it is showing 8.9% savings or $1.9 million in savings to the Airport.

Relative to GIAA's annual audit, it is almost complete, pending the evaluation, which DOA's Auditors are reviewing. GIAA filed for extension with the FAA, anticipating for February.

9. EXECUTIVE SESSION

Chairman Duenas announced that there would be no Executive Session.

10. PUBLIC COMMENTS

There were no Public Comments.

At this time, Vice Chairperson Katherine Sgro announced that she had submitted a courtesy resignation with Governor Leon Guerrero, which will be effective Friday, February 1, 2019. She added that it has been a pleasure working with the Board and Management. Chairman Duenas thanked Vice Chairperson Sgro for her service on the Board.

11. ADJOURNMENT

Motion to adjourn duly made by Director Camacho, seconded by Vice Chairperson Sgro; motion unanimously passed. The meeting was adjourned at 3:52p.m.

Dated this _____, day of _____, 2019.

Attest:

Ricardo C. Duenas
Chairman

Gurvinder Sobti
Secretary

Prepared and Submitted By:

Amanda O'Brien-Rios
Corresponding Secretary

ANTONIO B. WON PAT INTERNATIONAL AIRPORT AUTHORITY, GUAM
BOARD OF DIRECTORS RESOLUTION NO. 19-26

RELATIVE TO THE
EXTENSION OF THE AGREEMENT FOR LEGAL SERVICES
WITH CALVO FISHER & JACOB LLP

WHEREAS, an Agreement for Legal Services was made on March 23, 2015, by and between the ANTONIO B. WON PAT INTERNATIONAL AIRPORT AUTHORITY, GUAM ("GIAA") and Calvo Fisher & Jacob LLP ("CFJ") (the "CFJ Agreement"); and

WHEREAS, the CFJ Agreement provides for a term of one year commencing on March 23, 2015, with four (4) options to extend for a period of one (1) year each, not to exceed a total contract period of five (5) years with GIAA approval; and

WHEREAS, on April 18, 2016 by Resolution No. 16-34, the Board of Directors approved the extension of the CFJ Agreement for an additional one year period (1st Option) commencing on March 23, 2016 and expiring on March 22, 2017, under the same terms and conditions as set forth in the CFJ Agreement; and

WHEREAS, on February 23, 2017 by Resolution No. 17-22, the Board of Directors approved the extension of the CFJ Agreement for an additional one year period (2nd Option) commencing on March 23, 2017 and expiring on March 22, 2018, under the same terms and conditions as set forth in the CFJ Agreement; and

WHEREAS, on February 22, 2018 by Resolution No. 18-20, the Board of Directors approved the extension of the CFJ Agreement for an additional one year period (3rd Option) commencing on March 23, 2018 and expiring on March 22, 2019, under the same terms and conditions as set forth in the CFJ Agreement; and

WHEREAS, the Board of Directors has determined that GIAA continues to require the services of CFJ and that it is in the best interests of GIAA to extend the term of the CFJ Agreement for an additional one (1) year period commencing on March 23, 2019, and expiring on March 22, 2020, under the same terms and conditions as set forth in the CFJ Agreement.

NOW, THEREFORE, BE IT RESOLVED, that the Board of Directors of GIAA hereby extends the term of the CFJ Agreement for an additional one (1) year period commencing on March 23, 2019, under the same terms and conditions as set forth in the CFJ Agreement.

DULY AND REGULARLY ADOPTED BY THE BOARD OF DIRECTORS OF THE ANTONIO B. WON PAT INTERNATIONAL AIRPORT AUTHORITY, GUAM AT THE FEBRUARY 28, 2019 REGULAR BOARD MEETING.

RICARDO C. DUENAS, Chairman

GURVINDER SOBTI

ROSALINDA A. TOLAN

DEEDEE S. CAMACHO

ATTEST:

GURVINDER SOBTI, Board Secretary

POLICIES AND PROCEDURES
ANTONIO B. WON PAT INTERNATIONAL AIRPORT AUTHORITY BOARD OF DIRECTORS
FEBRUARY 28, 2019
BOARD MEMBER ATTENDANCE AT BOARD MEETINGS VIA VIDEO TELECONFERENCING

Purpose:
Develop Policies and Procedures for Board Members to attend Regular and Special Meetings of the A.B. Won Pat International Airport Authority, Guam Board of Directors via video teleconference.

Authority:
5GCA Chapter 43 § 43121

Policies & Procedures:

1. Video teleconferencing (VTC). VTC is a technology that facilitates the communication and interaction of two or more users through a combination of audio and video over Internet Protocol (IP) networks.
2. Designation of VTC technology. GIAA shall designate the VTC technology to be used by the Board. Such technology must allow for the following:
    a. live/real-time communication
    b. two-way communication
    c. multiple VTC participants
    d. allow the Board to clearly see and hear the Board Member(s) attending via VTC in the GIAA Board conference room. If a Board Member appearing via VTC cannot be heard or seen, the Board Chairman may terminate the VTC at his/her discretion.
3. Training. Board Members must receive training on the use of GIAA's designated VTC technology.
4. Request to appear via VTC. A Board Member may participate in any Board or Committee Meeting by VTC when the Board member is unable to attend the Board meeting in person.
    a. A request to participate via VTC must be submitted in writing to the Chairman at least five (5) days, but no less than forty-eight (48) hours, prior to the Board meeting.
    b. A Board Member may request to participate via VTC no more than four times per calendar year.
    c. The Board Member must use the VTC technology designated by GIAA.
    d. The Board Member must be available to test the VTC connection at least fifteen (15) minutes prior to the start of the Board meeting.
5. Conduct of Meeting.
    a. The Chairman shall identify all Board Members appearing via VTC.
    b. If at least one Board Member is appearing via VTC, all voting must be by roll call.
    c. The Board Meeting may not be chaired by a Board Member appearing via VTC.
    d. Executive Sessions shall not be conducted via video teleconferencing.

EXECUTIVE MANAGER'S REPORT
February 28, 2019

AIRLINE ISSUES

137 charter flights will be operating during the Spring Break (late March Early April) /Golden Week (late April/early May) peak season:

2019 SPRING BREAK/ GOLDEN WEEK CHARTERS

	Tway B737-800		Jeju Air B737-800		UZB A320		JAL B767-300		China Airlines A333/A32		TOTAL FLIGHTS
	Spring Break	Golden Week	Spring Break	Golden Week	Spring Break	Golden Week	Spring Break	Golden Week	Spring Break	Golden Week	
NGO (Nagoya)	11	7		4							22
KIX (Kanasai)	16	6	4							2	28
NRT(Narita)	31	7	31			3		3		3	78
MYJ (Matsumoto)				2							2
FSZ (Shizuoka)			2								2
OKJ (Okayama)				1							1
HIJ (Hiroshima)										3	3
TAK (Takamatsu)										1	1
	58	20	37	7	0	3	0	3	0	9	
TOTAL FLIGHTS	78		44		3		3		9		**137**
TOTAL SEATS	13650		8360		414		597		1579		**24,600**
Estimated Revenue	$ 222,863.16		$ 133,202.08		$ 9,027.12		$ 10,178.64		$ 26,242.39		**$ 401,513.39**

*** Assumption 100% capacity**

Nauru Airlines

Nauru Airlines has received their USDOT approval to fly into Guam. They have requested for a facility inspection here beginning March 4-8, in anticipation of its start date of operations on May 3, 2019. This will follow VIP inaugural flight with dignitaries from Nauru, FSM, and the Marshall Islands and airline management, scheduled for April 26, 2019.

United Airlines

GIAA has submitted a Letter of Support for United Airlines, in its application with USDOT for one of 6 slots from HND to service the Guam Route. This route will be in addition to the three existing daily flights to NRT. Service is expected to begin in the summer of 2020, pending completion of an aviation agreement between the US and Japan, and slots awarded by USDOT.

Air Service Development

Routes preparation is well underway with Guam delegation consisting of Marketing and TMG reps, the GVB President and Marketing representative participating in meetings with airlines. A target sheet has been developed with the business cases that determine the request for airline meetings. GVB is also planning a Tour Operator/Travel Agent Guam seminar in Cebu the day before airline meetings begins, and requests for GIAA presentation of entry requirements and airport information during this seminar.

REGULATORY ISSUES

2019 FAA Aerodrome Certification Workshop

The Aerodrome Certification Workshop is scheduled for May 14 -17, 2019 in the Republic of Palau, with particular focus on airport safety and safety management. Three (3) GIAA personnel will participate.

Capital Improvement Projects (CIPs)

The following CIPs were approved by EM to be undertaken:

1. C.O. 5 ($1.95M) – 2 Travelators/Moving Walkways for IAC.
2. C.O. 6 ($490K) – Demolition in preparation for construction of Added TSA Security Lanes
3. PENDING C.O. 6.1 ($3.21M) – Construction of two (2) new TSA security inspection lanes and optimization of existing 5 lanes; docs being finalized.

Status of CIPs that are WIP:

1. ARFF Station:
    a. Total Cost: $21,559,168
    b. Design: 1,085,513
    c. CM: 1,729,982
    d. Phase 1 Demolition: $630,521
       Completed: Nov. 20, 2018
    e. Phase 2 Construction: $18,113,152
       Completion: 455 days after issuance of building permit (pending)

LEGISLATIVE ISSUES

None at this Time.

PROCUREMENT ISSUES

RFP Terminal Aircraft Apron & Taxiway

Announced: February 22, 2019
RFI Deadline: March 11, 2019 @ 5pm
Submission Deadline: March 26, 2019 @ 4pm

Multi-Step IFB Currency Exchange Concession Services

Announced: February 15, 2019
Tour Registration Deadline: Feb. 22, 2019 @ 5pm
Pre-Bid Conference & Tour: Feb. 25, 2019 @10am
RFI Deadline: Feb. 27, 2019 @ 5pm

Tech Proposal Submission Deadline: Mar. 8, 2019 @4pm

Announcements:

- Gov. Lou Leon Guerrero appointed three individuals to the GIAA Board of Directors and are pending legislative confirmation dates:
  - Daniel Tydingco
  - Donald Weakley Sr.
  - Zenon E. Belanger
- An Informational Hearing called by Vice Speaker and Oversight Chair Telena Nelson was held February 7, 2019. Key discussion items included status on the International Arrivals Corridor and retail concession issues.
- Stakeholder briefings were held as follows:
  - International Arrivals Corridor Update (February 15, 2019)
  - Typhoon Wutip Status and Preparation (February 22, 2019)
- A Photo Gifting and Exhibition Event is scheduled for tomorrow, March 1, 2019 @10am. The L. Ron Hubbard Foundation will present the Airport with 12 framed photos of the late 1920's Guam as taken by L. Ron Hubbard during his time on Guam. The exhibition will be placed at the Central Ticket Lobby, accessible for public view.

A.B. WON PAT INTERNATIONAL AIRPORT GUAM
ATURIDAT PUETTON BATKON AIREN GUAHAN ENTENASIONAT

P.O. Box 8770
Tamuning, GU 96931
Tel (671) 646-0300
Fax (671) 646-8823
www.guamairport.com

WE'RE ON IT 24/7

February 25, 2019

MEMORANDUM

To: Mr. Ricardo C. Duenas
Chairman
GIAA Board of Directors

From: John A. Rios
Comptroller

Subject: **Operating Results – Revenues and Expenses as of January 31, 2019**

Attached herewith is GIAA's Operating Results Report for the month ending January 31, 2019. This report summarizes the Budgeted versus Actual Revenues and Expenses for the month and year-to-date results ended January 31, 2019.

The key operating results for 4 month(s) of FY2019 ending January 31, 2019 – (in $000's) are

CATEGORY	Actual FY19 Current Month	YEAR-TO-DATE			FORECAST FOR FULL YEAR-FY19	
		Budget FY19 Y-T-D	Actual FY19 Y-T-D	% Variance Budget vs. Actual Y-T-D Current Month	Actual Y-T-D FY19 Budget	% Variance Budget vs. Estimate for Full Year
Total Signatory Revenues	$ 3,058.8	$ 11,841.5	$ 11,379.5	-3.9%	$ 33,155.6	-1.4%
Total Concession Revenues	$ 1,473.4	$ 6,408.1	$ 5,865.0	-8.5%	$ 18,838.3	2.8%
Total PFC's	$ 673.0	$ 2,612.7	$ 2,423.4	-7.2%	$ 7,127.5	-2.6%
Total Other Revenues	$ 1,477.8	$ 6,308.1	$ 5,875.7	-6.9%	$ 18,445.2	-2.3%
Total Operating Revenues	$ 6,682.9	$ 27,170.3	$ 25,543.6	-6.0%	$ 77,566.6	-2.1%
Total Operating Expenses	$ 3,728.0	$ 17,328.1	$ 14,273.2	-17.6%	$ 45,680.4	-6.3%
Net Revenues from Operations	$ 2,954.9	$ 9,842.3	$ 11,270.3	14.5%	$ 31,886.1	4.7%
Non-Operating Expenses	$ 44.9	$ 490.0	$ 406.0	-17.1%	$ 706.0	-10.6%
Other Available Moneys/other sources of funds	$ 577.1	$ 2,253.3	$ 2,211.2	-1.9%	$ 6,718.0	-0.6%
Net Debt Service Coverage	**1.64**	**1.41**	**1.58**	**11.9%**	**1.53**	**3.8%**

Year-to-date Total Signatory Revenues for the month ending January 31, 2019 are below Budgeted revenues by **-3.9%.** Signatory revenue estimates are based on projections submitted by Signatory airlines and adopted in the annual budget.

Year-to-date Total Concession Revenues are **-8.5%** below budget while Passenger Facility Charges are below the budget estimate by **-7.2%.**

Year-to-date Total Other Revenues, inclusive of non-signatory and non-airlines revenues, are below the budget estimate by **-6.9%.**

Year-to-date Total Operating Revenues actual of **$25.5M** is **-6.0%** below the budget estimate of **$27.2M**.

Year-to-date Total Operating Expenses are below budget by **-17.6%.** Components of this line item include a **-22.3%** decrease in Personnel Service, a **-7.4%** decrease in Contractual Services, a **-77.2%** decrease in Materials & Supplies and a **0%** decrease in Equipment/Furnishings from budgeted amounts for these respective categories.

The actual year-to-date Net Revenues from Operations of **$11.3M** represents a **14.5%** increase over the year-to-date budgeted amount of **$9.8M**.

Finally, our year-to-date results for Debt Service Coverage is at **1.58** versus the requirement of **1.25.**

Should you have any questions, please contact me at your convenience.

Attachments

Cc: Board of Directors
Executive Manager
Deputy Executive Manager
Airport Services Manager
Airport Terminal Manager

GUAM INTERNATIONAL AIRPORT AUTHORITY
KEY OPERATING RESULTS ($000's)
as of January 31, 2019

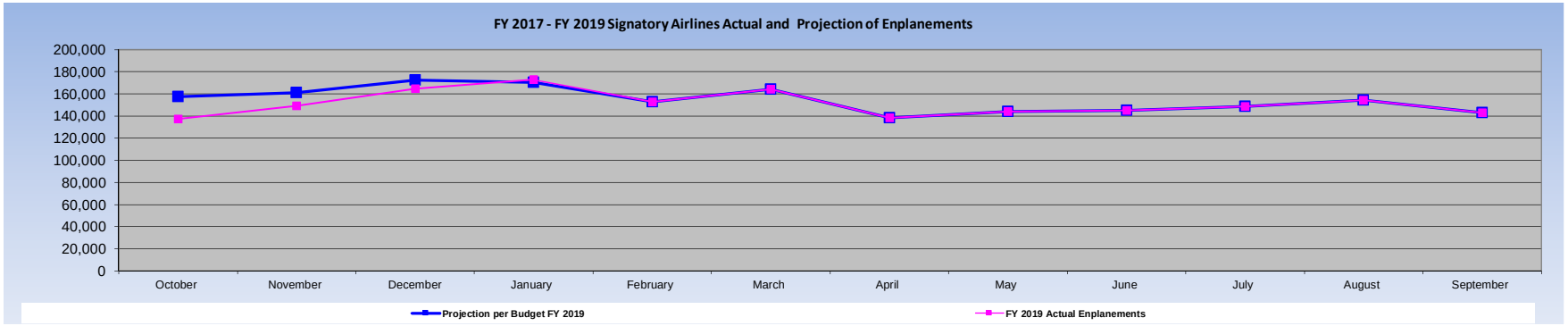
	CURRENT MONTH					YEAR - TO - DATE				FULL YEAR FORECAST	
	Actual FY2018	Budget FY2019	Actual FY2019	%Var Bud Vs Act'l	Budget Full Year	Actual FY2018	Budget FY2019	Actual FY2019	%Var Bud Vs Act'l	Actual/Est	%Var Bud Vs Act'l
I. Signatory Airline Rents & Fees											
Terminal Bldg Rentals	329.8	347.2	361.1	4.0%	4,140.8	1,311.4	1,387.1	1,427.2	2.9%	4,180.9	1.0%
Departure Fees	581.8	765.6	761.8	-0.5%	8,333.2	2,196.2	2,975.6	2,746.0	-7.7%	8,103.5	-2.8%
Arrival Fees	563.6	753.9	767.9	1.9%	8,273.8	2,155.1	2,957.9	2,818.9	-4.7%	8,134.8	-1.7%
Immigration Inspection Fees	192.1	262.8	274.4	4.4%	2,860.4	733.4	1,026.0	993.9	-3.1%	2,828.3	-1.1%
Loading Bridge Use Fees	579.4	495.4	498.9	0.7%	5,661.6	2,319.4	1,945.4	1,913.0	-1.7%	5,629.2	-0.6%
Apron Use Fees	125.9	128.5	122.2	-4.9%	1,347.0	516.7	480.0	447.8	-6.7%	1,314.8	-2.4%
Landing Fees	283.6	286.2	272.5	-4.8%	3,000.8	1,176.4	1,069.4	1,032.7	-3.4%	2,964.1	-1.2%
Total Signatory Revenue	**2,656.1**	**3,039.5**	**3,058.8**	**0.6%**	**33,617.6**	**10,408.6**	**11,841.5**	**11,379.5**	**-3.9%**	**33,155.6**	**-1.4%**
Enplaned Signatory Pax	155,969	170,142	172,806	1.6%	1,851,871	588,800	661,272	623,774	-5.7%	1,814,372	-2.0%
Cost per Enplaned Pax	**$17.03**	**$17.86**	**$17.70**	**-0.9%**	**$18.15**	**$17.68**	**$17.91**	**$18.24**	**1.9%**	**$18.27**	**0.7%**
Revenues from Sources other than Signatory Airlines Rents & Fees											
Concession Revenues											
Gen Mdse	1,464.2	1,239.4	1,091.1	-12.0%	14,872.3	5,401.7	4,957.4	4,364.0	-12.0%	14,278.9	-4.0%
In-flight Catering	67.4	73.7	80.7	9.5%	837.9	268.7	275.8	312.5	13.3%	874.6	4.4%
Food & Beverage	91.3	96.8	91.9	-5.1%	1,062.4	345.1	347.2	342.0	-1.5%	1,057.2	-0.5%
Rental Cars	123.2	146.7	139.3	-5.1%	1,673.7	476.7	533.3	**559.9**	5.0%	1,700.4	1.6%
Other Concession Rev	72.3	74.6	70.4	-5.6%	935.0	286.8	294.4	286.6	-2.7%	927.2	-0.8%
Total Concession Revenues	**1,818.3**	**1,631.2**	**1,473.4**	**-9.7%**	**19,381.4**	**6,779.0**	**6,408.1**	**5,865.0**	**-8.5%**	**18,838.3**	**-2.8%**
Passenger Facility Charges	544.9	672.2	673.0	0.1%	7,316.7	2,067.8	2,612.7	2,423.4	-7.2%	7,127.5	-2.6%
Other Revenue	1,869.4	1,554.1	1,477.8	-4.9%	18,877.6	7,333.4	6,308.1	5,875.7	-6.9%	18,445.2	-2.3%
Total Operating Revenue	**6,888.7**	**6,897.0**	**6,682.9**	**-3.1%**	**79,193.3**	**26,588.7**	**27,170.3**	**25,543.6**	**-6.0%**	**77,566.6**	**-2.1%**
II. Operating Expenses:											
Personnel Services	1,792.8	2,433.6	1,620.3	-33.4%	21,091.0	7,171.1	8,112.0	6,299.6	-22.3%	19,278.6	-8.6%
Contractual Services	2,311.4	2,120.9	1,997.5	-5.8%	25,280.4	8,903.0	8,412.3	7,790.2	-7.4%	24,658.3	-2.5%
Materials & Supplies	67.9	311.4	110.2	-64.6%	2,201.2	214.7	803.7	183.4	-77.2%	1,580.9	-28.2%
Equipment/Furnishings	39.9	0.0	0.0	0.0%	162.8	39.9	0.0	0.0	0.0%	162.8	0.0%
Total Operating Expenses	**4,212.0**	**4,865.9**	**3,728.0**	**-23.4%**	**48,735.3**	**16,328.7**	**17,328.1**	**14,273.2**	**-17.6%**	**45,680.4**	**-6.3%**
Net Revenues from Operations	**2,676.6**	**2,031.1**	**2,954.9**	**45.5%**	**30,458.1**	**10,260.0**	**9,842.3**	**11,270.3**	**14.5%**	**31,886.1**	**4.7%**

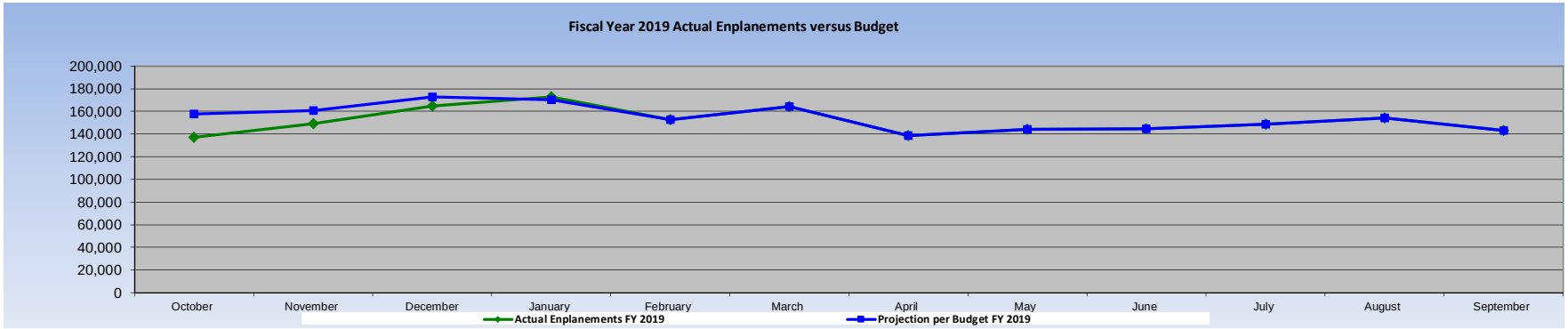
GUAM INTERNATIONAL AIRPORT AUTHORITY
KEY OPERATING RESULTS ($000's)
as of January 31, 2019

	CURRENT MONTH					YEAR - TO - DATE				FULL YEAR FORECAST	
	Actual FY2018	Budget FY2019	Actual FY2019	%Var Bud Vs Act'l	Budget Full Year	Actual FY2018	Budget FY2019	Actual FY2019	%Var Bud Vs Act'l	Actual/Est	%Var Bud Vs Act'l
III. Other Revenues and Expenses											
Less: Non Operating Expense(Ret/DOI/OHS)	42.9	0.0	44.9	0.0%	790.0	363.5	490.0	406.0	-17.1%	706.0	-10.6%
Add: Interest on Investments	73.6	84.8	0.0	-100.0%	1,017.5	264.8	339.2	293.3	-13.5%	971.7	-4.5%
Net Revenues	2,707.3	2,115.9	2,910.0	37.5%	30,685.6	10,161.3	9,691.4	11,157.7	15.1%	32,151.8	4.8%
Add: Other Sources of Funds	30.3	33.3	47.1	0.0%	400.0	59.6	133.3	91.2	-31.6%	357.9	-10.5%
Add: Other Available Moneys	530.1	530.0	530.0	0.0%	6,360.1	2,120.5	2,120.0	2,120.0	**0.0%**	6,360.1	0.0%
Net Revenues and Other Available Moneys	**3,267.7**	**2,679.3**	**3,487.1**	**30.1%**	**37,445.7**	**12,341.4**	**11,944.8**	**13,369.0**	**11.9%**	**38,869.9**	**3.8%**
Debt Service payments	2,120.5	2,120.0	2,120.0	0.0%	25,440.5	8,482.0	8,480.2	8,480.2	0.0%	25,440.5	0.0%
Debt Service Coverage	**1.54**	**1.26**	**1.64**	**30.1%**	**1.47**	**1.46**	**1.41**	**1.58**	**11.9%**	**1.53**	**3.8%**
Debt Service Requirement	**1.25**	**1.25**	**1.25**		**1.25**	**1.25**	**1.25**	**1.25**		**1.25**	

SUMMARY SIGNATORY AIRLINES

Enplanements	October	November	December	January	February	March	April	May	June	July	August	September	Total
Projection per Budget FY 2019	157,551	160,972	172,607	170,142	152,811	164,175	138,541	144,226	144,896	148,545	154,340	143,065	1,851,871
FY 2017 Actual Enplanements	143,619	148,002	160,544	162,303	143,720	157,735	146,779	150,775	151,974	158,139	169,547	145,108	1,838,245
FY 2018 Actual Enplanements	129,772	145,309	157,750	155,969	145,088	157,932	139,620	142,477	146,720	153,951	162,801	129,698	1,767,087
FY 2019 Actual Enplanements/Projection	137,359	149,055	164,554	172,806	152,811	164,175	138,541	144,226	144,896	148,545	154,340	143,065	1,814,372
FY 2019 versus FY 2018 Monthly%	5.85%	2.58%	4.31%	10.80%	5.32%	3.95%	-0.77%	1.23%	-1.24%	-3.51%	-5.20%	10.31%	2.68%
FY 2019 versus FY 2018 Monthly	7,587	3,746	6,804	16,837	7,723	6,243	-1,079	1,749	-1,824	-5,406	-8,461	13,367	47,285
FY 2019 versus FY 2018 Cumulative	7,587	11,333	18,137	34,974	42,697	48,939	47,861	49,610	47,786	42,380	33,919	47,285	47,285
	5.85%	7.80%	11.50%	22.42%	29.43%	30.99%	34.28%	34.82%	32.57%	27.53%	20.83%	36.46%	2.68%





	Actual versus Forecast												
Enplanements	October	November	December	January	February	March	April	May	June	July	August	September	Total
Actual Enplanements FY 2019	137,359	149,055	164,554	172,806	152,811	164,175	138,541	144,226	144,896	148,545	154,340	143,065	1,814,372
Projection per Budget FY 2019	157,551	160,972	172,607	170,142	152,811	164,175	138,541	144,226	144,896	148,545	154,340	143,065	1,851,871
Actual Enplanements Over/(Under) Projection	(20,192)	(11,917)	(8,053)	2,664	0	0	0	0	0	0	0	0	(37,498)
Cumulative Total	(20,192)	(32,109)	(40,162)	(37,498)	0	0	0	0	0	0	0	0	-2.0%
	Percentage Over/(Under) Forecast												
	October	November	December	January	February	March	April	May	June	July	August	September	
% Monthly versus Projection	-12.8%	-7.4%	-4.7%	1.6%	0.0%	0.0%	0.0%	0.0%	0.0%	0.0%	0.0%	0.0%	
% Cumulative Total	-12.8%	-10.1%	-8.2%	-5.7%	0.0%	0.0%	0.0%	0.0%	0.0%	0.0%	0.0%	0.0%	
	Month to Month Trend												
	October	November	December	January	February	March	April	May	June	July	August	September	
Actual Enplanements	137,359	149,055	164,554	172,806	152,811	164,175	138,541	144,226	144,896	148,545	154,340	143,065	
Month to Month Increase/(Decrease)		11,696	15,499	8,252	-19,995	11,364	-25,633	5,685	670	3,650	5,794	-11,275	
Month to Month Increase/(Decrease) in %		8.5%	10.4%	5.0%	-11.6%	7.4%	-15.6%	4.1%	0.5%	2.5%	3.9%	-7.3%	

CPE	Cost Per Enplanement FY2017 Actual versus Projected												CPE FY18
Forecast Per FY2019 Budget	$ 18.35	$ 17.78	$ 17.67	$ 17.86	$ 18.13	$ 18.19	$ 18.54	$ 18.38	$ 18.18	$ 18.29	$ 18.13	$ 18.53	$ 18.15
Actual CPE	$ 19.05	$ 18.44	$ 17.96	$ 17.70									
Variance	$ (0.70)	$ (0.67)	$ (0.29)	$ 0.16	$ 18.13	$ 18.19	$ 18.54	$ 18.38	$ 18.18	$ 18.29	$ 18.13	$ 18.53	$ 18.15

CALVO FISHER & JACOB LLP

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writer's direct e-mail:
jdamian@calvofisher.com

RECOMMENDATION OF COUNSEL

TO: Board of Directors
ANTONIO B. WON PAT INTERNATIONAL AIRPORT AUTHORITY, GUAM

CC: Mr. Thomas C. Ada
Executive Manager
ANTONIO B. WON PAT INTERNATIONAL AIRPORT AUTHORITY, GUAM

FROM: Janalynn Cruz Damian
CALVO FISHER & JACOB LLP

DATE: February 19, 2019

SUBJECT: **Executive Session**

Pursuant to 5 GCA § 8111(c)(1), I hereby recommend that the Board of Directors of GIAA conduct an Executive Session at the next regularly scheduled Board meeting to discuss pending or threatened litigation to which GIAA is or may be a party.

A.B. WON PAT INTERNATIONAL AIRPORT GUAM
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www.guamairport.com
WE'RE ON IT 24/7

MINUTES OF THE SPECIAL MEETING OF THE BOARD OF DIRECTORS OF THE A.B. WON PAT INTERNATIONAL AIRPORT AUTHORITY, GUAM
Monday, March 25, 2019, 3:00 p.m.
GIAA TERMINAL CONFERENCE ROOM #3

1. CALL TO ORDER AND ATTENDANCE

The March 25, 2019 special meeting of the Board of Directors of the A.B. Won Pat International Airport Authority, Guam ("GIAA" or the "Authority") was called to order by Chairman Sobti at 3:03 p.m. at the GIAA Terminal Conference Room #3, 355 Chalan Pasaheru, Tamuning, Guam, 96913.

Directors Present:	**Offices or positions:**
Gurvinder Sobti	Acting Chairman
Lucy M. Alcorn	
Rosalinda A. Tolan	
Deedee S. Camacho	
Zenon E. Belanger	
Donald I. Weakley	

Directors Absent:
None

GIAA Officials:	
Thomas C. Ada	Executive Manager
John A. Rios	Comptroller
Jean M. Arriola	Airport Services Manager
Gerard Bautista	Air Terminal Manager
Rolenda Faasuamalie	GIAA Marketing
Victor Cruz	Engineering Supervisor
Janalynn C. Damian, Esq.	GIAA Legal Counsel
Frank R. Santos	GIAA Consultant

Chairman Sobti welcomed two new Board members to the GIAA Board, Director Belanger and Director Weakley as well as the Airport tenants, stakeholders, and members of the public who are noted in a sign-in sheet attached to these minutes.

2. APPROVAL OF AGENDA

Motion to approve the agenda as presented duly made by Director Alcorn, seconded by Director Tolan; motion unanimously passed.

3. NEW BUSINESS

A. Approval of FY2018 Financial Audit Report

Executive Manager Ada announced that the Airport's FY2018 audit has been completed and introduced Mr. James Whitt of Ernst & Young, LLP (E&Y), who, with the help of Mr. Rizalito Paglingayan and the E&Y team have put together a presentation of the results of the audit.

Mr. Paglingayan proceeded to conduct the presentation of the audit results via PowerPoint. Mr. Paglingayan announced that the Airport will continue to remain a Low Risk Auditee for the year 2018, however will not be considered low risk for 2019 due to deficiencies in internal controls over financial reporting that were identified as material weaknesses. Average accounts receivables collection period has increased slightly to 34.18 days in FY2018 from 31.78 days in FY2017, although better than previous years. After the brief presentation, Mr. Whitt thanked the Board, Management and Accounting staff for the cooperation extended to the E&Y team throughout the audit process. Brief discussion followed.

After further discussion, on motion duly made by Director Camacho, seconded by Director Tolan, the following resolution was unanimously approved:

Resolution No. 19-32

The Board hereby approves the FY2018 Financial Audit Report as presented by Ernst & Young, LLP, subject to any corrections.

11. ADJOURNMENT

Motion to adjourn duly made by Director Weakley, seconded by Director Camacho; motion unanimously passed. The meeting was adjourned at 3:24p.m.

Dated this 30th, day of April, 2019.

GurvinderSobti
Chairman

Attest:

Lucy M. Alcorn
Board Director

Prepared and Submitted By:

Amanda O'Brien-Rios
Corresponding Secretary

A.B. WON PAT INTERNATIONAL AIRPORT GUAM
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BOARD OF DIRECTORS SPECIAL MEETING
3:00 p.m., Monday, March 25, 2019
GIAA TERMINAL CONFERENCE ROOM #3

Public Notice
First Notice:
Guam Daily Post – March 18, 2019
Notice to Media – March 18, 2019

Second Notice:
Guam Daily Post – March 21, 2019
Notice to Media – March 21, 2019

AGENDA

1. Call to Order and Attendance
2. Approval of Agenda
3. New Business
   - **A.** Approval of FY2018 Financial Audit Report
4. Adjournment

AMERICAN ASSOCIATION OF AIRPORT EXECUTIVES
AIRPORTS COUNCIL INTERNATIONAL
NASAO National Association of State Aviation Officials
TIACA THE INTERNATIONAL AIR CARGO ASSOCIATION

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WE'RE ON IT 24/7

A.B. WON PAT INTERNATIONAL AIRPORT AUTHORITY, GUAM
Board of Directors Special Meeting
3:00 p.m., Monday, March 25, 2019
GIAA Terminal Conference Room #3

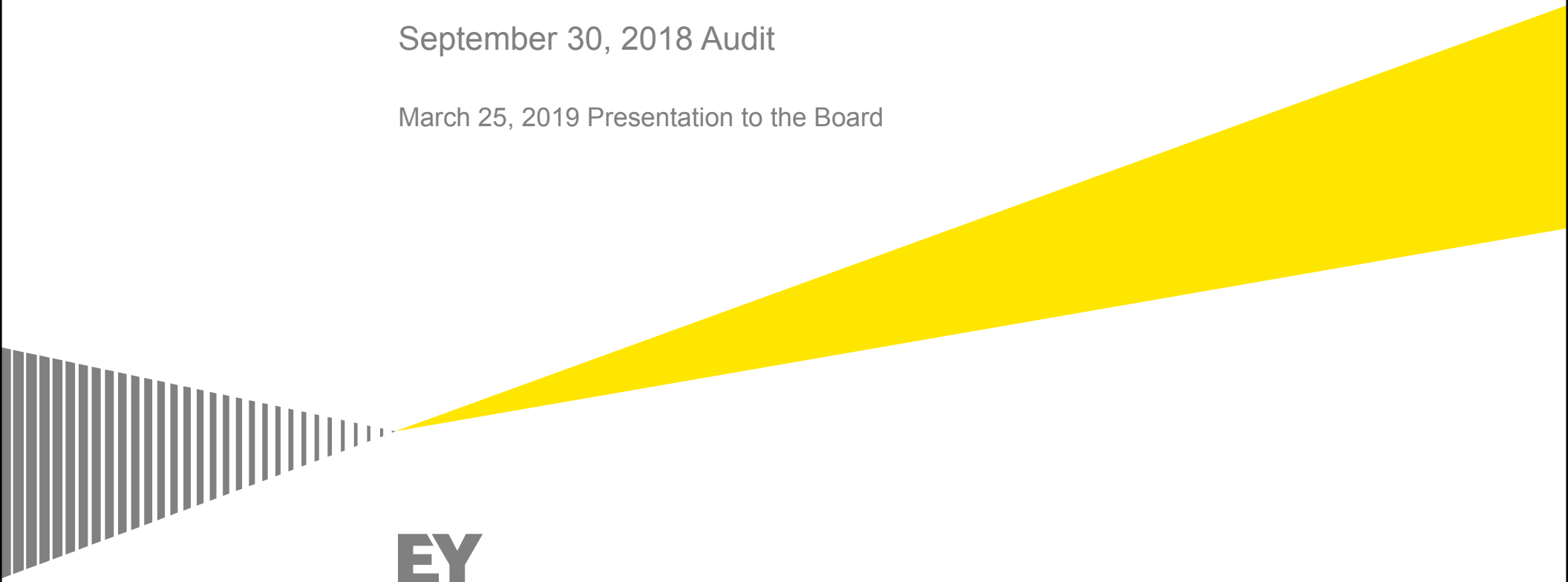
SIGN-IN SHEET

	PRINT NAME	COMPANY/AGENCY
1.	MICHELLE DUENAS	OFFICE OF VICE SPEAKER NELSON
2.	RIZALITO PAGLINGAYEN	EY
3.	DEBBIE NGATA	EY
4.	Gerard BAUTISTA	ATM-GIAA
5.	John Onedera	EY
6.	James Wiht	EY
7.	Kaleo Facey	
8.	TRICIA GRANILLO	AM INSURANCE
9.	VICTOR J. CRUZ	GIAA
10.	JEAN MENDIOLA	GIAA
11.	Ron Dela Rosa	GIAA
12.		
13.		
14.		
15.		
16.		
17.		
18.		
19.		
20.		

Antonio B. Won Pat International Airport Authority, Guam

September 30, 2018 Audit

March 25, 2019 Presentation to the Board



EY
Building a better working world

Audit Reports and Opinions Issued

Audit Reports and Opinions To Be Issued for FY2018

Auditor's report on the Authority's basic financial statements

- Unqualified opinion in accordance with US generally accepted accounting principles

Report on compliance for each major federal program; report on internal control over compliance and report on schedule of expenditures of federal awards required by the Uniform Guidance

- Unmodified opinion in accordance with the Uniform Guidance
  - One major program:
    - Airport Improvement Program
  - Not a Low-Risk Auditee for FY19

Report on internal control over financial reporting and on compliance and other matters

- Unmodified opinion in accordance with government auditing standards
  - Two findings:
    - Work-in-progress project tracking
    - Passenger Facility Charge receipts

Report on Compliance and Internal Control and Schedule of Passenger Facility Charges Collected and Expended

- Unmodified opinion
  - Two findings:
    - Remittance of PFCs from Air Carriers
    - Air Carrier Quarterly Reports

EY

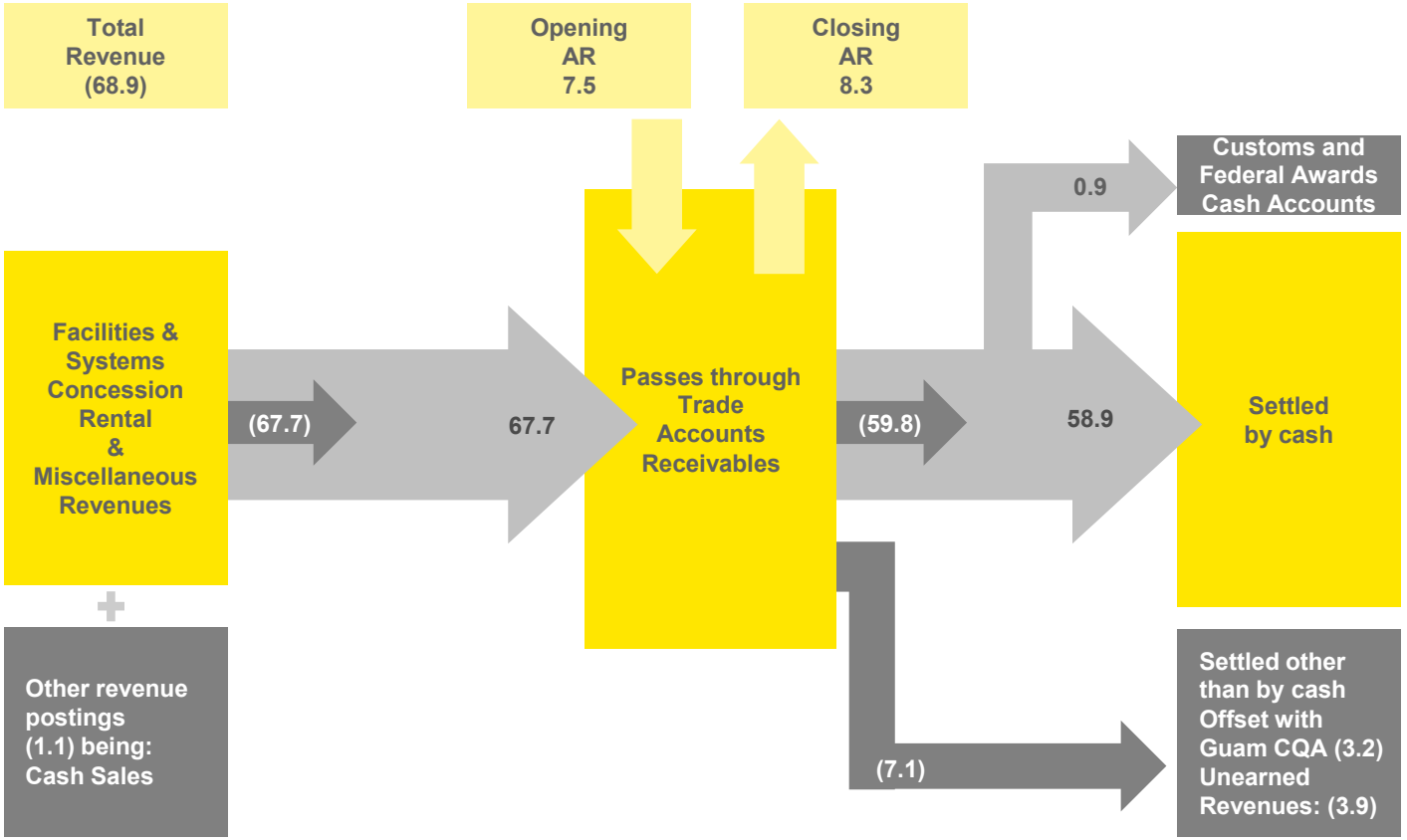
Low-Risk Auditee Criteria (Uniform Guidance) for FY19

- The following conditions for each of the preceding two years (FY18 and FY17) are considered:
  - Met: Single audits were performed on an annual basis in accordance with Uniform Guidance
  - Met: The auditor's opinions on the financial statements and the schedule of expenditures of federal awards were unmodified
  - Did not meet: There were deficiencies in internal control over financial reporting that were identified as material weaknesses under the requirements of Government Auditing Standards
  - For federal programs tested as a major program in the preceding two years:
    - Met: No material weaknesses in internal control over compliance
    - Met: No identified noncompliance with provisions of laws, regulations, contracts, or grant agreements that have a material effect on the type A program
    - Met: No known or likely questioned costs that exceed five percent of the total federal awards expended for a type A program during the year
  - Additionally, the entity must have submitted the Data Collection Form within nine-months from the fiscal year-end.

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Financial Analysis

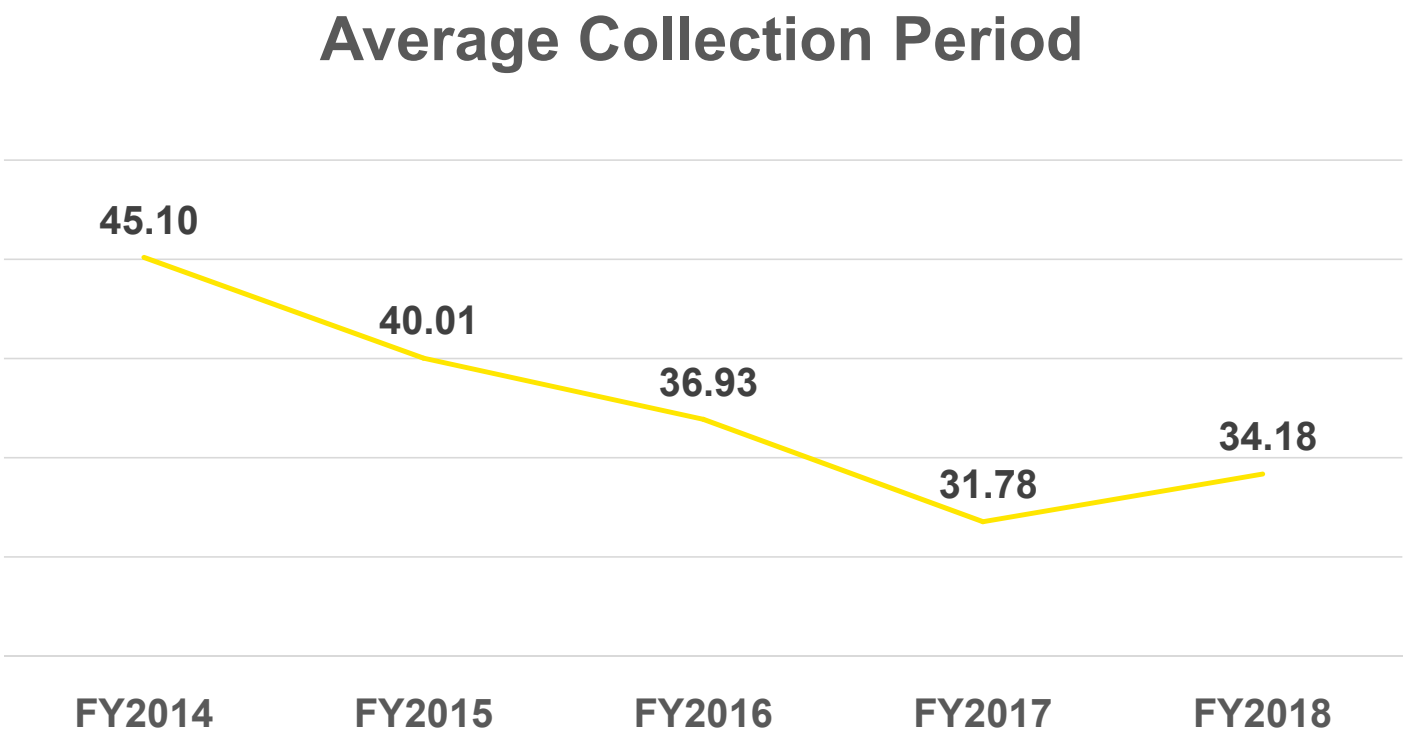
The Authority's relationship between revenue, receivables and cash (in millions)



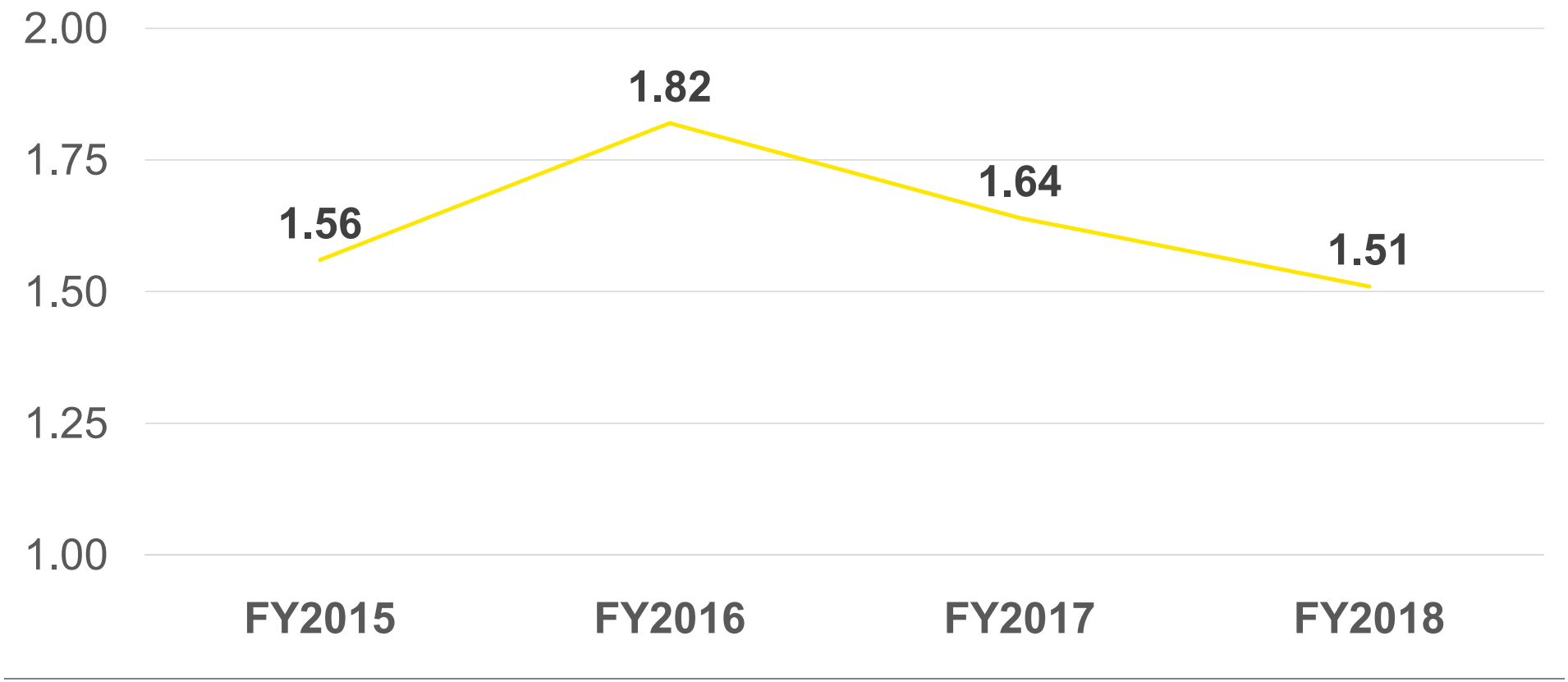
Accounts receivable analysis

	Analysis date 9/30/2018	%	Prior year date 9/30/2017	%
0-30 days	$6,228,000	74.87%	$5,363,000	71.11%
31-60 days	29,000	0.35%	71,000	0.94%
61-90 days	497,000	5.97%	213,000	2.83%
91-120 days	36,000	0.44%	55,000	0.72%
121-180 days	46,000	0.56%	58,000	0.77%
181-365 days	138,000	1.66%	261,000	3.46%
>365 days	1,345,000	16.16%	1,521,000	20.17%
Total	$8,319,000		$7,542,000	
Allowance for doubtful accounts	$1,447,000		$1,447,000	
>90 days	$1,565,000		$1,895,000	

Accounts receivable analysis



Debt Service Ratio



EY

Thank you for all your kind cooperation throughout the audit.