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:

<table>
<thead>
<tr>
<th>ITEM &amp; DESCRIPTION</th>
<th>AWARD TO</th>
</tr>
</thead>
<tbody>
<tr>
<td>Item 1: Basement Level</td>
<td>MTO Maintenance</td>
</tr>
<tr>
<td>Item 2: Apron Level</td>
<td>Guam Cleaning Masters</td>
</tr>
<tr>
<td>Item 3: Concourse Level</td>
<td>Guam Cleaning Masters</td>
</tr>
<tr>
<td>Item 4: Other Facilities</td>
<td>JJ Global</td>
</tr>
</tbody>
</table>

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
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,

[Signature]
Amanda O’Brien-Rios
Board Secretary

APPROVED:

[Signature]
FRANCISCO G. SANTOS
Chairman of the Board

6/6/13
Date

Attachment
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
<table>
<thead>
<tr>
<th>PRINT NAME</th>
<th>COMPANY/AGENCY</th>
</tr>
</thead>
<tbody>
<tr>
<td>Steve Gun</td>
<td>DES</td>
</tr>
<tr>
<td>GINA REILLY</td>
<td>MARIANAS VARIETY</td>
</tr>
<tr>
<td>BU BLAIN</td>
<td>BJJM</td>
</tr>
<tr>
<td>Joanna Camacho</td>
<td>DES</td>
</tr>
<tr>
<td>J. W. Wendeck</td>
<td>GIAA</td>
</tr>
<tr>
<td>L.G. JANICKA</td>
<td>GIAA</td>
</tr>
<tr>
<td>Robert Camacho</td>
<td>A.P.</td>
</tr>
<tr>
<td>Carlos Becker, Jr.</td>
<td>GIAA</td>
</tr>
<tr>
<td>Jong Bok, Cee</td>
<td>Jin Air</td>
</tr>
<tr>
<td>Jace Kim</td>
<td>Jin Air</td>
</tr>
<tr>
<td>Jessica Toft</td>
<td>CM LLP</td>
</tr>
<tr>
<td>Angela He</td>
<td>EVA/AIR</td>
</tr>
<tr>
<td>Merry Weirung</td>
<td>PDR</td>
</tr>
<tr>
<td>CHUCK ADA</td>
<td>GIAA</td>
</tr>
<tr>
<td>Thomas Fisch</td>
<td>FAA</td>
</tr>
<tr>
<td>Metro Direct</td>
<td>GIAA</td>
</tr>
<tr>
<td>Benny Back</td>
<td>CFS</td>
</tr>
<tr>
<td>Mike Dagnon</td>
<td>GIAA</td>
</tr>
<tr>
<td>Gerard Bazarra</td>
<td>GIAA</td>
</tr>
</tbody>
</table>
Roundtable on coral reef protection urged

By Louella Lentine
louella@vinygum.com
Variety News Staff
STRESSING his concern for the state of the island’s coral reef system, Vice Speaker Benjamin "JF" Cruz has urged his fellow lawmakers to convene a roundtable meeting with stakeholders and the relevant agencies to address other causes of damage to the island’s coral reef ecosystem, 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 Senators, Rory J. Reeplico and Tom Ada, the Vice Speaker said the “roundtable meeting will open the discussion on the issues and provide a means to efficiently address the concerns raised with Bill 11,” naming 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 address other threats to marine life.

“One main concern that the bill focused on overfishing and failed to regulate all causes of the problem aside from 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.

PUBLIC NOTICE

The Board of Directors of the A.B. Won Pat International Airport Authority, Guam (AAPA) 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(a)(2), Executive Session will be held to discuss pending legislation 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)

PUBLIC NOTICE

By Joy White
joy@vinygum.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, attended by mayors on the opportunity to take their citizens and get trained in shelter operations to ensure 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 North Korea’s threat is being taken seriously, in the mainland. They’re watching carefully how places like Guam and Hawaii prepare for an event we have not had to prepare for in our lifetime.”

Several areas in the United States have painted scenarios of a possible missile attack on North Korea, he added.

Yona 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.

PUBLIC NOTICE

Pacific Micronesia Towers proposes to build a 140-foot tower. The Federal Communications Commission (FCC) has issued a Notice of Proposed Rulemaking (NPRM) in the proceeding 10-333, 15210, 16102. This Notice of Proposed Rulemaking is being issued to stimulate public comment on the FCC’s proposed rule changes and to solicit a record of public issues that may be important in determining the potential impacts of the proposed rule changes.

The general purpose of the Notice is to provide a forum for the public to express their views on the proposed rule changes and to identify any issues that may be important.

OPPORTUNITIES FOR BID

BID NO.: GSA-465-13
FOR: 60 MONTHS LEASE AGREEMENT
COOPERATE/ENERGY SAVINGS/PAYMENT
Opening Date: May 3, 2013
Time: 11:00 AM
INTERESTED PARTY MAY PICK UP FORM/SPECIFICATIONS AT SAID PLACE
By CLAUDIA J. ACPALLE
Environmental Officer
Concerns raised over QCs, government debt

By Louella Lopicino
louella@mgum.com
Variety News Staff

SEN. Michael F.Q. San Nicolas has sent a letter to GDA, 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 Nicholas stressed that if QCs are issued in those identified industries, the terms should include the beneficiary assuming the 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

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.

GSAs ordered to amend bid for fire truck

The General Services Agency 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."

OIA ordered GSA to amend the bid specification within 30 days.

Bidder Morrico Equipment LLC filed an appeal with the OIA 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 had potentially accrued "enough points to move on," in the bidding process, the appeal stated.

The OPA sustained Morrico's appeal last Friday.
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 public’s 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:
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 recuse 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

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:

<table>
<thead>
<tr>
<th>Bidder/Firm's Name</th>
<th>Item 1 Basement Level</th>
<th>Item 2 Apron Level</th>
<th>Item 3 Concourse Level</th>
<th>Item 4 Other Facilities</th>
</tr>
</thead>
<tbody>
<tr>
<td>Guam Cleaning Masters</td>
<td>$202,575.41</td>
<td>$247,523.68</td>
<td>$427,304.78</td>
<td>$51,924.14</td>
</tr>
<tr>
<td>Unlimited Service Group LLC</td>
<td>$288,685.48</td>
<td>$385,792.27</td>
<td>$495,652.57</td>
<td>$128,584.98</td>
</tr>
<tr>
<td>Able Industries of the Pacific</td>
<td>$293,320.65</td>
<td>$461,694.75</td>
<td>$479,568.87</td>
<td>$33,084.90</td>
</tr>
<tr>
<td>Pacific Waste/GPS</td>
<td>$541,841.00</td>
<td>$657,950.00</td>
<td>$593,445.00</td>
<td>$103,208.00</td>
</tr>
<tr>
<td>MTO Maintenance</td>
<td>$156,960.00</td>
<td>$272,820.00</td>
<td>$540,000.00</td>
<td>$114,300.00</td>
</tr>
<tr>
<td>JJ Global</td>
<td>$250,055.93</td>
<td>$371,610.28</td>
<td>$560,379.23</td>
<td>$43,769.22</td>
</tr>
<tr>
<td>Service Master Guam, Inc.</td>
<td>$492,875.00</td>
<td>$439,950.00</td>
<td>NO BID</td>
<td>NO BID</td>
</tr>
</tbody>
</table>

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:

<table>
<thead>
<tr>
<th>Item &amp; Description</th>
<th>Award to</th>
<th>Total Amount</th>
</tr>
</thead>
<tbody>
<tr>
<td>Item 1: Basement Level</td>
<td>MTO Maintenance</td>
<td>$156,960.00</td>
</tr>
<tr>
<td>Item 2: Aeron Level</td>
<td>Guam Cleaning Masters</td>
<td>$247,523.68</td>
</tr>
<tr>
<td>Item 3: Concourse Level</td>
<td>Guam Cleaning Masters</td>
<td>$427,304.78</td>
</tr>
<tr>
<td>Item 4: Other Facilities</td>
<td>JJ Global</td>
<td>$43,769.22</td>
</tr>
<tr>
<td><strong>Total Contract Award</strong></td>
<td></td>
<td><strong>$875,557.68</strong></td>
</tr>
</tbody>
</table>

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.
MEMORANDUM

TO: Charles H. Ada II, Executive Manager

FROM: Jose Ondera, 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:

<table>
<thead>
<tr>
<th>Bidder/Firm’s Name</th>
<th>Item 1 Basement Level</th>
<th>Item 2 Apron Level</th>
<th>Item 3 Concourse Level</th>
<th>Item 4 Other Facilities</th>
</tr>
</thead>
<tbody>
<tr>
<td>Guam Cleaning Masters</td>
<td>$202,575.41</td>
<td>$247,523.68</td>
<td>$427,304.78</td>
<td>$51,924.14</td>
</tr>
<tr>
<td>Unlimited Service Group LLC (see note below)</td>
<td>$288,665.48</td>
<td>$385,792.27</td>
<td>$495,652.57</td>
<td>$128,584.98</td>
</tr>
<tr>
<td>Able Industries of the Pacific (see note below)</td>
<td>$293,320.65</td>
<td>$461,694.75</td>
<td>$479,568.87</td>
<td>$333,084.90</td>
</tr>
<tr>
<td>Pacific Waste/GPS</td>
<td>$541,841.00</td>
<td>$657,950.00</td>
<td>$593,445.00</td>
<td>$103,208.00</td>
</tr>
<tr>
<td>MTO Maintenance</td>
<td>$156,960.00</td>
<td>$272,820.00</td>
<td>$540,000.00</td>
<td>$114,300.00</td>
</tr>
<tr>
<td>Ii Global</td>
<td>$250,055.93</td>
<td>$371,610.28</td>
<td>$560,379.23</td>
<td>$43,769.22</td>
</tr>
<tr>
<td>Service Master Guam Inc.</td>
<td>$492,875.00</td>
<td>$439,950.00</td>
<td>NO BID</td>
<td>NO BID</td>
</tr>
</tbody>
</table>

Note: Rejected bids due to Bidder's non-conformance to bid requirements.
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:

<table>
<thead>
<tr>
<th>Item &amp; Description</th>
<th>Awarded to</th>
<th>Total Amount</th>
</tr>
</thead>
<tbody>
<tr>
<td>Item 1: Basement Level</td>
<td>MTO Maintenance</td>
<td>$156,960.00</td>
</tr>
<tr>
<td>Item 2: Apron Level</td>
<td>Guam Cleaning Masters</td>
<td>$247,523.68</td>
</tr>
<tr>
<td>Item 3: Concourse Level</td>
<td>Guam Cleaning Masters</td>
<td>$427,304.78</td>
</tr>
<tr>
<td>Item 4: Other Facilities</td>
<td>JJ Global</td>
<td>$43,769.22</td>
</tr>
<tr>
<td></td>
<td>Total Contract Award:</td>
<td>$875,557.68</td>
</tr>
</tbody>
</table>

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
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]:

<table>
<thead>
<tr>
<th>Name</th>
<th>Address</th>
<th>% of Interest</th>
</tr>
</thead>
<tbody>
<tr>
<td>None</td>
<td>None</td>
<td>None</td>
</tr>
</tbody>
</table>

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]:

<table>
<thead>
<tr>
<th>Name</th>
<th>Address</th>
<th>Compensation</th>
</tr>
</thead>
<tbody>
<tr>
<td>None</td>
<td>None</td>
<td>None</td>
</tr>
</tbody>
</table>

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 03 - 08, 2013.

NOTARY PUBLIC
My commission expires 10 - 06, 2013

ARLENE T. TAN
NOTARY PUBLIC
In and for Guam, S.A.
My Commission Expires: July 30, 2013
P.O. Box 1943, Dededo, Guam 96912

Source: 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]:

<table>
<thead>
<tr>
<th>Name</th>
<th>Address</th>
<th>% of Interest</th>
</tr>
</thead>
<tbody>
<tr>
<td>Dina McGreadie</td>
<td>174 Kofa Drive</td>
<td>99%</td>
</tr>
<tr>
<td></td>
<td>Agana Heights, GU 96910</td>
<td></td>
</tr>
</tbody>
</table>

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]:

<table>
<thead>
<tr>
<th>Name</th>
<th>Address</th>
<th>Compensation</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

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 19 February 2013.

NOTARY PUBLIC

BARBARA SAN NICOLAS CRUZ
NOTARY PUBLIC
My commission expires

Street Add: 355 Chalan Fa'aLele, Tamuning, GU 96913
In and for Guam, U.S.A.
My Commission Expires: Sept. 28, 2016
Suite 201, 231 Ypao Road
Tamuning, Guam 96913
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: Luis E. Bustamante
Address: P.O. Box 21781 GMF Barrigada, GU 96921
% of Interest: 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: [ / ]
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 partnership; Officer, if the offeror is a corporation.

Subscribed and sworn to before me this day of 31st, 2013.

BARBARA C. SALAS
NOTARY PUBLIC
My commission expires Dec 20, 2014
P.O. Box 20162 GMF Barrigada, Guam 96921

NOTARY PUBLIC
My commission expires Dec 20, 2014

Sew Add: 555 Chalan Pah końca, Tamuning, GU 96913 Mailing Add: P.O. Box 1770, Tamuning, GU 96913 Tel:(671) 646-3000 FAX(671) 646-8233 www.airport.guam.net
<table>
<thead>
<tr>
<th>SEDGER'S NAME</th>
<th>Item No. 18</th>
<th>Item No. 22</th>
<th>Item No. 23</th>
<th>Item No. 24</th>
<th>Other Facilities</th>
</tr>
</thead>
<tbody>
<tr>
<td>1. Guam Cleaning Mntes</td>
<td>207,257.50</td>
<td>427,304.50</td>
<td>427,304.50</td>
<td>427,304.50</td>
<td></td>
</tr>
<tr>
<td>2. Unlimited Service Gp.</td>
<td>287,465.12</td>
<td>189,452.57</td>
<td>189,452.57</td>
<td>189,452.57</td>
<td></td>
</tr>
<tr>
<td>3. Air Industries of the Pacific</td>
<td>293,732.60</td>
<td>379,562.82</td>
<td>379,562.82</td>
<td>379,562.82</td>
<td></td>
</tr>
<tr>
<td>4. Pacific Whose / GFS</td>
<td>341,891.00</td>
<td>570,445.00</td>
<td>570,445.00</td>
<td>570,445.00</td>
<td></td>
</tr>
<tr>
<td>5. Mtso Maintenace</td>
<td>23,735.00</td>
<td>45,000.00</td>
<td>45,000.00</td>
<td>45,000.00</td>
<td></td>
</tr>
<tr>
<td>7. Service Master Guam ec</td>
<td>412,915.00</td>
<td>439,735.00</td>
<td>439,735.00</td>
<td>439,735.00</td>
<td></td>
</tr>
</tbody>
</table>

Note: Items marked with an asterisk (*) indicate potential conflicts or issues that require further investigation.
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’lafen
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 Liłeslaturan 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 (510) 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 (510) years (Any exclusive right for a duration of longer than five ten (510) 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
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
  - $122,845,000 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
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 (i.e. AMT vs. Non-AMT)

Resulting New Money Debt Service (AMT)

1) Includes MFA 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.
IRS Circular 230 Disclosure: Citigroup Inc. and its affiliates do not provide tax or legal advice. Any discussion of tax matters in these materials (i) is not intended or written to be used, and cannot be used or relied upon, by you for the purpose of avoiding any tax penalties and (ii) may have been written in connection with the "promotion or marketing" of any transaction contemplated hereby ("Transaction"). Accordingly, you should seek advice based on your particular circumstances from an independent tax advisor. Any terms set forth herein are intended for discussion purposes only and are subject to the final terms as set forth in separate definitive written agreements. This presentation is not a commitment to lend, syndicate a financing, underwrite or purchase securities, or commit capital nor does it obligate us to enter into such a commitment, nor are we acting as a fiduciary to you. By accepting this presentation, subject to applicable law or regulation, you agree to keep confidential the existence of and proposed terms for any transaction contemplated hereby (a "Transaction"). 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 characteristics 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 statistical 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.

© 2013 Citigroup Global Markets Inc. Member SIPC. All rights reserved. Citi and Citi and Arc Design are trademarks and service marks of Citigroup Inc. or its affiliates and are used and registered throughout the world.

In January 2007, Citi released a Climate Change Position Statement, the first U.S. 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 20% by 2011; (c) purchasing more than 2,000 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.

efficiency, renewable energy & mitigation
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

<table>
<thead>
<tr>
<th>Project</th>
<th>Total Project Cost</th>
<th>Federal Grants</th>
<th>GIAA Funds</th>
<th>Bond Proceeds</th>
</tr>
</thead>
<tbody>
<tr>
<td>International Arrivals Corridor</td>
<td>$31,900,000</td>
<td>$13,200,000</td>
<td>-</td>
<td>$18,700,000</td>
</tr>
<tr>
<td>ARFF Facility Replacement</td>
<td>11,600,000</td>
<td>10,440,000</td>
<td>-</td>
<td>1,160,000</td>
</tr>
<tr>
<td>Cargo Apron Relocation</td>
<td>7,700,000</td>
<td>6,930,000</td>
<td>$770,000</td>
<td>-</td>
</tr>
<tr>
<td>Parking Expansion</td>
<td>7,400,000</td>
<td>-</td>
<td>-</td>
<td>7,400,000</td>
</tr>
<tr>
<td>Hold Bag Screening Relocation</td>
<td>6,600,000</td>
<td>-</td>
<td>-</td>
<td>6,600,000</td>
</tr>
<tr>
<td>FIDS Replacement</td>
<td>5,000,000</td>
<td>-</td>
<td>-</td>
<td>5,000,000</td>
</tr>
<tr>
<td>SSCP Improvements</td>
<td>3,100,000</td>
<td>-</td>
<td>-</td>
<td>3,100,000</td>
</tr>
<tr>
<td>Interisland Passenger Facility</td>
<td>3,000,000</td>
<td>-</td>
<td>3,000,000</td>
<td>-</td>
</tr>
<tr>
<td>Fuel System Improvements</td>
<td>1,000,000</td>
<td>-</td>
<td>1,000,000</td>
<td>-</td>
</tr>
<tr>
<td><strong>Total</strong></td>
<td><strong>$77,300,000</strong></td>
<td><strong>$50,570,000</strong></td>
<td><strong>$4,770,000</strong></td>
<td><strong>$41,960,000</strong></td>
</tr>
</tbody>
</table>

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
<table>
<thead>
<tr>
<th>TA Number</th>
<th>Name of Traveler</th>
<th>Date of Travel</th>
<th>Purpose</th>
<th>Destination</th>
<th>Cost of Travel</th>
<th>TA Expense Report Due</th>
<th>Expense Report Received</th>
</tr>
</thead>
<tbody>
<tr>
<td>13-01-23</td>
<td>Aguon, Raymond C.</td>
<td>01-04-13 to 01-04-13</td>
<td>Attended the ARFF Live Fire Re-Certification</td>
<td>Saipan</td>
<td>$823.36</td>
<td>January 14, 2013</td>
<td>January 8, 2013</td>
</tr>
<tr>
<td>13-01-24</td>
<td>Santos, Raymond G.</td>
<td>01-04-13 to 01-04-13</td>
<td>Attended the ARFF Live Fire Re-Certification</td>
<td>Saipan</td>
<td>$823.36</td>
<td>January 14, 2013</td>
<td>January 8, 2013</td>
</tr>
<tr>
<td>13-01-26</td>
<td>Cruz, Joseph N.</td>
<td>01-04-13 to 01-04-13</td>
<td>Attended the ARFF Live Fire Re-Certification</td>
<td>Saipan</td>
<td>$678.36</td>
<td>January 14, 2013</td>
<td>January 8, 2013</td>
</tr>
<tr>
<td>13-01-28</td>
<td>Atogue, Kenny S.</td>
<td>01-04-13 to 01-04-13</td>
<td>Attended the ARFF Live Fire Re-Certification</td>
<td>Saipan</td>
<td>$678.36</td>
<td>January 14, 2013</td>
<td>January 8, 2013</td>
</tr>
<tr>
<td>13-01-29</td>
<td>Roberto, Michael P.</td>
<td>01-04-13 to 01-04-13</td>
<td>Attended the ARFF Live Fire Re-Certification</td>
<td>Saipan</td>
<td>$678.36</td>
<td>January 14, 2013</td>
<td>January 8, 2013</td>
</tr>
<tr>
<td>13-02-33</td>
<td>Bustos, Cheryl A.</td>
<td>02-23-13 to 02-26-13</td>
<td>Attended the 2013 ARN Revenue Conference and Exhibition</td>
<td>Las Vegas, Nevada</td>
<td>$3,526.26</td>
<td>March 12, 2013</td>
<td>March 8, 2013</td>
</tr>
<tr>
<td>13-02-34</td>
<td>Duenas, Elizabeth A.M.</td>
<td>02-23-13 to 02-26-13</td>
<td>Attended the 2013 ARN Revenue Conference and Exhibition</td>
<td>Las Vegas, Nevada</td>
<td>$3,526.26</td>
<td>March 10, 2013</td>
<td>March 8, 2013</td>
</tr>
<tr>
<td>13-02-35</td>
<td>Quijanoz, Raymond</td>
<td>02-11-13 to 02-14-13</td>
<td>Attended the Regional Airport Operations Practicum</td>
<td>Kolonia, Pohnpei</td>
<td>$1,963.36</td>
<td>February 28, 2013</td>
<td>February 22, 2013</td>
</tr>
<tr>
<td>13-02-36</td>
<td>Javier, Gerald O.</td>
<td>02-11-13 to 02-14-13</td>
<td>Attended the Regional Airport Operations Practicum</td>
<td>Kolonia, Pohnpei</td>
<td>$1,963.36</td>
<td>February 28, 2013</td>
<td>February 22, 2013</td>
</tr>
<tr>
<td>Date</td>
<td>Name</td>
<td>Date Range</td>
<td>Description</td>
<td>Location</td>
<td>Cost</td>
<td>Date</td>
<td>Date</td>
</tr>
<tr>
<td>--------</td>
<td>-------------------</td>
<td>----------------</td>
<td>-----------------------------------------------------</td>
<td>---------------------</td>
<td>------------</td>
<td>------------</td>
<td>------------</td>
</tr>
<tr>
<td>13-02-37</td>
<td>Ada, Charles H.</td>
<td>02-08-13 to 02-48-13</td>
<td>Attended a meeting with the New FAA Administrator, Mr. Suomi</td>
<td>Los Angeles, California</td>
<td>$955.62</td>
<td>February 20, 2013</td>
<td>February 19, 2013</td>
</tr>
<tr>
<td>13-02-42</td>
<td>Arriola, Jean M.</td>
<td>02-23-13 to 02-26-13</td>
<td>Attended the 2013 ARN Revenue Conference and Exhibition</td>
<td>Las Vegas, Nevada</td>
<td>$4,730.16</td>
<td>March 16, 2013</td>
<td>March 8, 2013</td>
</tr>
<tr>
<td>Payee</td>
<td>Amount</td>
<td>Purpose</td>
<td>Date Approved</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>-------------------------------</td>
<td>------------</td>
<td>---------------------------------------------------</td>
<td>---------------</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Morrico Equipment</td>
<td>$89,870.00</td>
<td>Purchase Interior Boom Lift</td>
<td>3/27/2013</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>J.J. Global Services</td>
<td>$85,284.08</td>
<td>Janitorial Services for the month of March 2013</td>
<td>4/5/2013</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Government of Guam Retirement Fund</td>
<td>$147,013.67</td>
<td>Payroll Employee &amp; Employers Contribution for PPE 04/06/13</td>
<td>4/10/2013</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Government of Guam Retirement Fund</td>
<td>$130,659.11</td>
<td>FY2013 Retirees' Medical, Dental and Life Ins.</td>
<td>4/12/2013</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Aircraft Service International Group</td>
<td>$87,171.24</td>
<td>Outbound Baggage System for Mar 2013</td>
<td>4/19/2013</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Johnson Controls</td>
<td>$93,536.00</td>
<td>Preventive Maintenance Services</td>
<td>4/19/2013</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Guam Power Authority</td>
<td>$568,597.18</td>
<td>Power</td>
<td>4/22/2013</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td><strong>TOTAL:</strong></td>
<td><strong>$1,607,904.32</strong></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>
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
couraged to check their flight status and also to visit flyfaa.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.

1 of 3
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 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.
Executive Manager’s Report  
GIAA Board of Directors Meeting  
April 25, 2013

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 Faasuaamalie 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.
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:

<table>
<thead>
<tr>
<th>CATEGORY</th>
<th>YEAR-TO-DATE</th>
<th>FORECAST FOR FULL YEAR-FY13</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td>Budget FY 13</td>
<td>Actual FY 13</td>
</tr>
<tr>
<td></td>
<td>Y-T-D</td>
<td>Y-T-D</td>
</tr>
<tr>
<td>Total Signatory Revenues</td>
<td>$13,825.0</td>
<td>$15,117.7</td>
</tr>
<tr>
<td>Total Concession Revenues</td>
<td>$5,554.7</td>
<td>$5,460.9</td>
</tr>
<tr>
<td>Total PFC's</td>
<td>$3,044.6</td>
<td>$3,404.1</td>
</tr>
<tr>
<td>Total Other Revenues</td>
<td>$7,606.8</td>
<td>$7,895.0</td>
</tr>
<tr>
<td>Total Operating Revenues</td>
<td>$30,231.0</td>
<td>$31,877.7</td>
</tr>
<tr>
<td>Total Operating Expenses</td>
<td>$21,590.6</td>
<td>$17,127.5</td>
</tr>
<tr>
<td>Net Revenues from Operations</td>
<td>$8,640.4</td>
<td>$14,750.2</td>
</tr>
<tr>
<td>Non-Operating Expenses</td>
<td>$500.0</td>
<td>$195.4</td>
</tr>
<tr>
<td>Other Available Moneys/other sources of funds</td>
<td>$2,403.3</td>
<td>$2,164.2</td>
</tr>
<tr>
<td>Net Debt Service Coverage</td>
<td>1.28</td>
<td>1.99</td>
</tr>
</tbody>
</table>
Page 2 - Operating Results as of March 31, 2013

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
<table>
<thead>
<tr>
<th>FY</th>
<th>Loc ID</th>
<th>Description</th>
<th>Grant #</th>
<th>Grant Amount</th>
<th>Balance as of 3/20/13</th>
<th>UDO</th>
<th>Balance as of 4/28/13</th>
<th>UDO</th>
<th>Comments</th>
</tr>
</thead>
<tbody>
<tr>
<td>2007</td>
<td>GUM</td>
<td>Noise mitigation measures for residences within 65 DNL</td>
<td>3-66-0001-056</td>
<td>$3,500,000</td>
<td>$0</td>
<td>0%</td>
<td>$0</td>
<td>0%</td>
<td>FOR CLOSE OUT (FCO)</td>
</tr>
<tr>
<td>2007</td>
<td>GUM</td>
<td>Extend Runway 6L/24R - Phase 3</td>
<td>3-66-0001-057</td>
<td>$4,536,213</td>
<td>$0</td>
<td>0%</td>
<td>$0</td>
<td>0%</td>
<td>FCO</td>
</tr>
<tr>
<td>2007</td>
<td>GUM</td>
<td>Improve Airport Utilities Infrastructure - Phase 5 (MAP)</td>
<td>3-66-0001-058</td>
<td>$6,800,000</td>
<td>$0</td>
<td>0%</td>
<td>$0</td>
<td>0%</td>
<td>FCO</td>
</tr>
<tr>
<td></td>
<td></td>
<td>Amendment No. 1 to AIP 58</td>
<td>3-66-0001-058</td>
<td>$755,815</td>
<td>$351,833</td>
<td>47%</td>
<td>$351,833</td>
<td>47%</td>
<td></td>
</tr>
<tr>
<td></td>
<td></td>
<td><strong>Sub Total:</strong></td>
<td></td>
<td><strong>$14,836,213</strong></td>
<td></td>
<td></td>
<td><strong>$0</strong></td>
<td></td>
<td></td>
</tr>
<tr>
<td>2008</td>
<td>GUM</td>
<td>Noise Mitigation Measures for Residences w/n 65-69 DNL - Phase 4</td>
<td>3-66-0001-59</td>
<td>$2,000,000</td>
<td>$0</td>
<td>0%</td>
<td>$0</td>
<td>0%</td>
<td>FCO</td>
</tr>
<tr>
<td>2008</td>
<td>GUM</td>
<td>Complete Construction of Parallel Taxiway - Phase 1</td>
<td>3-66-0001-60</td>
<td>$5,797,441</td>
<td>$0</td>
<td>0%</td>
<td>$0</td>
<td>0%</td>
<td>FCO</td>
</tr>
<tr>
<td></td>
<td></td>
<td>Amendment No. 1 to AIP 60</td>
<td>3-66-0001-60</td>
<td>$869,615</td>
<td>$0</td>
<td>0%</td>
<td>$0</td>
<td>0%</td>
<td>FCO</td>
</tr>
<tr>
<td>2008</td>
<td>GUM</td>
<td>Extend Runway 6L/24R - Phase 4</td>
<td>3-66-0001-61</td>
<td>$14,000,000</td>
<td>$0</td>
<td>0%</td>
<td>$0</td>
<td>0%</td>
<td>FCO</td>
</tr>
<tr>
<td></td>
<td></td>
<td>Amendment No. 1 to AIP 61</td>
<td>3-66-0001-61</td>
<td>$2,100,000</td>
<td>$0</td>
<td>0%</td>
<td>$0</td>
<td>0%</td>
<td>FCO</td>
</tr>
<tr>
<td>2008</td>
<td>GUM</td>
<td>Miscellaneous Airport Improvements - Phase 2</td>
<td>3-66-0001-62</td>
<td>$2,000,000</td>
<td>$0</td>
<td>0%</td>
<td>$0</td>
<td>0%</td>
<td>FCO</td>
</tr>
<tr>
<td></td>
<td></td>
<td>Amendment No. 1 to AIP 62</td>
<td>3-66-0001-62</td>
<td>$300,000</td>
<td>$0</td>
<td>0%</td>
<td>$0</td>
<td>0%</td>
<td>FCO</td>
</tr>
<tr>
<td>2008</td>
<td>GUM</td>
<td>Improve Terminal Building (Seismic Zone 4 Upgrade) - Phase 2</td>
<td>3-66-0001-64</td>
<td>$1,148,913</td>
<td>$0</td>
<td>0%</td>
<td>$0</td>
<td>0%</td>
<td>FCO</td>
</tr>
<tr>
<td></td>
<td></td>
<td><strong>Sub Total:</strong></td>
<td></td>
<td><strong>$28,215,970</strong></td>
<td></td>
<td></td>
<td><strong>$0</strong></td>
<td></td>
<td></td>
</tr>
<tr>
<td>2009</td>
<td>GUM</td>
<td>Improve Airport Utility Infrastructure (Electrical System) - Phase 1</td>
<td>3-66-0001-55</td>
<td>$7,000,000</td>
<td>$5,814,645</td>
<td>83%</td>
<td>$5,579,552</td>
<td>80%</td>
<td></td>
</tr>
<tr>
<td>2009</td>
<td>GUM</td>
<td>Conduct Airport Master Plan Study Update</td>
<td>3-66-0001-66</td>
<td>$700,000</td>
<td>$90,335</td>
<td>13%</td>
<td>$90,335</td>
<td>13%</td>
<td></td>
</tr>
<tr>
<td>2009</td>
<td>GUM</td>
<td>Extend Runway 6L/24R - Phase 5</td>
<td>3-66-0001-67</td>
<td>$744,647</td>
<td>$0</td>
<td>0%</td>
<td>$0</td>
<td>0%</td>
<td>FCO</td>
</tr>
<tr>
<td>2009</td>
<td>GUM</td>
<td>Rehabilitate Runway 6L/24R</td>
<td>3-66-0001-58</td>
<td>$4,807,180</td>
<td>$0</td>
<td>0%</td>
<td>$0</td>
<td>0%</td>
<td>FCO</td>
</tr>
<tr>
<td>2009</td>
<td>GUM</td>
<td>Noise Mitigation Measures for Residences w/n 65-69 DNL - Phase 5</td>
<td>3-66-0001-69</td>
<td>$2,000,000</td>
<td>$1,120,709</td>
<td>56%</td>
<td>$1,120,709</td>
<td>56%</td>
<td></td>
</tr>
<tr>
<td>2009</td>
<td>GUM</td>
<td>Extend Runway 6L/24R - Phase 7</td>
<td>3-66-0001-70</td>
<td>$3,294,390</td>
<td>$0</td>
<td>0%</td>
<td>$0</td>
<td>0%</td>
<td>FCO</td>
</tr>
<tr>
<td></td>
<td></td>
<td>Amendment No. 1 to AIP 70</td>
<td>3-66-0001-70</td>
<td>$494,158</td>
<td>$0</td>
<td>0%</td>
<td>$0</td>
<td>0%</td>
<td>FCO</td>
</tr>
<tr>
<td>2009</td>
<td>GUM</td>
<td>Complete Construction of Parallel Taxiway - Phase 2</td>
<td>3-66-0001-71</td>
<td>$3,005,610</td>
<td>$0</td>
<td>0%</td>
<td>$0</td>
<td>0%</td>
<td>FCO</td>
</tr>
<tr>
<td></td>
<td></td>
<td>Amendment No. 1 to AIP 71</td>
<td>3-66-0001-71</td>
<td>$450,842</td>
<td>$0</td>
<td>0%</td>
<td>$0</td>
<td>0%</td>
<td>FCO</td>
</tr>
<tr>
<td></td>
<td></td>
<td><strong>Sub Total:</strong></td>
<td></td>
<td><strong>$22,496,827</strong></td>
<td></td>
<td></td>
<td><strong>$7,025,689</strong></td>
<td></td>
<td><strong>$6,790,596</strong></td>
</tr>
<tr>
<td>FY</td>
<td>Loc</td>
<td>Description</td>
<td>Grant #</td>
<td>Grant Amount</td>
<td>Balance as of 3/28/13</td>
<td>UDO</td>
<td>Balance as of 4/25/13</td>
<td>UDO</td>
<td>Comments</td>
</tr>
<tr>
<td>-----</td>
<td>-----</td>
<td>---------------------------------------------------------------</td>
<td>------------</td>
<td>--------------</td>
<td>------------------------</td>
<td>-----</td>
<td>-----------------------</td>
<td>-----</td>
<td>----------</td>
</tr>
<tr>
<td>2010</td>
<td>GUM</td>
<td>Extend Runway 6L/24R - Phase 8</td>
<td>3-66-0001-72</td>
<td>$4,000,000</td>
<td>$0</td>
<td>0%</td>
<td>$0</td>
<td>0%</td>
<td>FCO</td>
</tr>
<tr>
<td></td>
<td></td>
<td>Amendment No. 1 to AIP 72</td>
<td>3-66-0001-72</td>
<td>$600,000</td>
<td>$0</td>
<td>0%</td>
<td>$0</td>
<td>0%</td>
<td>FCO</td>
</tr>
<tr>
<td>2010</td>
<td>GUM</td>
<td>Rehabilitate Runway 6L/24R - Phase 1 (Design only)</td>
<td>3-66-0001-73</td>
<td>$1,500,000</td>
<td>$167,061</td>
<td>11%</td>
<td>$139,658</td>
<td>9%</td>
<td></td>
</tr>
<tr>
<td>2010</td>
<td>GUM</td>
<td>Install Instrument Landing System (ILS) Runway 6L - Phase 1</td>
<td>3-66-0001-74</td>
<td>$2,172,362</td>
<td>$235,902</td>
<td>11%</td>
<td>$0</td>
<td>0%</td>
<td></td>
</tr>
<tr>
<td>2010</td>
<td>GUM</td>
<td>Noise Mitigation Measures for Residences w/n 65-69 DNL - Phase 6</td>
<td>3-66-0001-75</td>
<td>$2,000,000</td>
<td>$1,933,131</td>
<td>97%</td>
<td>$1,933,131</td>
<td>97%</td>
<td></td>
</tr>
<tr>
<td>2010</td>
<td>GUM</td>
<td>Improve Airport Utility Infrastructure (Sewer &amp; Storm Water Drainage) - Phase 1 (Design only)</td>
<td>3-66-0001-76</td>
<td>$1,550,000</td>
<td>$1,545,031</td>
<td>100%</td>
<td>$1,545,031</td>
<td>100%</td>
<td></td>
</tr>
<tr>
<td>2010</td>
<td>GUM</td>
<td>Collect Airport Data for the Airports Geographic Information System (AGIS)</td>
<td>3-66-0001-77</td>
<td>$675,000</td>
<td>$200,305</td>
<td>30%</td>
<td>$200,305</td>
<td>30%</td>
<td></td>
</tr>
<tr>
<td>2010</td>
<td>GUM</td>
<td>Install Instrument Landing System (ILS) Runway 6L - Phase 2</td>
<td>3-66-0001-78</td>
<td>$4,827,638</td>
<td>$2,244,745</td>
<td>46%</td>
<td>$1,688,869</td>
<td>35%</td>
<td></td>
</tr>
<tr>
<td>2010</td>
<td>GUM</td>
<td>Conduct Environmental Assessment for Sewer and Storm water Drainage</td>
<td>3-66-0001-79</td>
<td>$700,000</td>
<td>$513,550</td>
<td>73%</td>
<td>$513,550</td>
<td>73%</td>
<td></td>
</tr>
<tr>
<td></td>
<td></td>
<td>Sub Total:</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td></td>
<td></td>
<td>$18,025,000</td>
<td>$6,839,725</td>
<td>38%</td>
<td>$6,020,544</td>
<td>33%</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>2011</td>
<td>GUM</td>
<td>Extend Runway 6L/24R - Phase 9</td>
<td>3-66-0001-80</td>
<td>$1,975,678</td>
<td>$0</td>
<td>0%</td>
<td>$0</td>
<td>0%</td>
<td>FCO</td>
</tr>
<tr>
<td>2011</td>
<td>GUM</td>
<td>Miscellaneous Airport Improvements - Phase 3</td>
<td>3-66-0001-81</td>
<td>$2,304,801</td>
<td>$2,232,118</td>
<td>97%</td>
<td>$2,232,118</td>
<td>97%</td>
<td></td>
</tr>
<tr>
<td>2011</td>
<td>GUM</td>
<td>Miscellaneous Airport Improvements - Phase 4</td>
<td>3-66-0001-82</td>
<td>$1,400,000</td>
<td>$1,332,099</td>
<td>95%</td>
<td>$1,332,099</td>
<td>95%</td>
<td></td>
</tr>
<tr>
<td></td>
<td></td>
<td>Sub Total:</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td></td>
<td></td>
<td>$5,680,479</td>
<td>$3,564,217</td>
<td>63%</td>
<td>$3,564,217</td>
<td>63%</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>2012</td>
<td>GUM</td>
<td>Extend Runway 6L/24R - Phase 10</td>
<td>3-66-0001-83</td>
<td>$2,000,000</td>
<td>$0</td>
<td>0%</td>
<td>$0</td>
<td>0%</td>
<td>FCO</td>
</tr>
<tr>
<td>2012</td>
<td>GUM</td>
<td>Rehabilitate Runway 6L/24R - Phase 2</td>
<td>3-66-0001-84</td>
<td>$5,441,024</td>
<td>$5,441,024</td>
<td>0%</td>
<td>$5,441,024</td>
<td>0%</td>
<td></td>
</tr>
<tr>
<td></td>
<td></td>
<td>Sub Total:</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td></td>
<td></td>
<td>$7,441,024</td>
<td>$5,441,024</td>
<td>73%</td>
<td>$5,441,024</td>
<td>73%</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td></td>
<td></td>
<td>GRAND TOTAL:</td>
<td>$96,695,513</td>
<td>$22,870,655</td>
<td>24%</td>
<td>$21,816,381</td>
<td>23%</td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

UDO 4-25-13
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.