MINUTES OF THE BOARD OF DIRECTORS REGULAR MEETING
3:00 p.m., Thursday, June 27, 2013
GIAA TERMINAL CONFERENCE ROOM #3

1. CALL TO ORDER AND ATTENDANCE

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

2. APPROVAL OF AGENDA

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

3. APPROVAL OF MINUTES

A. May 30, 2013 Board Regular Meeting
B. June 11, 2013 Board Special Meeting

Before proceeding with the approval of the minutes, the Executive Manager announced that he would like to make a clarification in reference to the minutes. Regarding the unified pay scale, the 20th Percentile on page four (4), he stated that it was approved by the Board for the purposes of analysis, and to develop a performer report to present to the Board, which will be given later on today.

Director Tolan made motion to approve the minutes of the May 30, 2013 Regular Board Meeting and the June 11, 2013 Special Board Meeting subject to correction, seconded by Vice Chair Torres; motion carried.

4. CORRESPONDENCE
The Executive Manager informed the Board there is one item that was received today and apologized for the item not being in the Boards’ packets. The correspondence is from Vladivostok Air, announcing that the airline will be operating scheduled Charter flights on direct route from Vladivostok, Russia to Guam from November 2013 to March 2014. Although they are only looking at flights every two (2) weeks, they are hoping with our partnership to have flights year round. Vice Chair Torres inquired on the type of aircraft they would be using. The Executive Manager replied that it will be a 737 aircraft, 142 – 155 passenger count.

5. MATTERS FOR BOARD RATIFICATION/APPROVAL

A. Approval of Award for Custodial Services for TSA Offices and Facilities – IFB No. GIAA-003-FY13

The Executive Manager reported that an Invitation for Bid was published to solicit bids from professional firms to provide custodial services at the TSA offices and facilities, inclusive of all labor, materials, supplies and equipment to the main terminal building. The term of the contract is for a period of three (3) years and may be renewed annually at GIAA’s sole option for additional one-year periods, not to exceed the total contract term of five (5) years. Of the thirteen (13) firms that received bid packages, eight (8) submitted bids before the submission deadline. All eight (8) firms were evaluated; with only seven (7) determined to be acceptable. Management recommends that the contract be awarded to JJ Global with the bid amount of $47,400.00. It has been determined that JJ Global has met the standards of responsibility and responsiveness outlined in the Guam Procurement Regulations. Discussion followed relative to bid amounts. At this time Chairman Santos welcomed the presence of Director Alcorn. Director Untalan made motion to approve Management’s recommendation, seconded by Director Tolan; motion carried.

B. Approval of Award for Rehabilitate Runway 6L-24R, Phase II – IFB No. GIAA-C01-FY13

The Executive Manager stated that Board action is requested to approve the bid award of the above mentioned project. The project is to provide construction and renovation work to rehabilitate runway 6L-24R (Phase 2) inclusive of all labor, materials, supplies and equipment. Six (6) firms received bid packages, and only two (2) submitted bids before the submission deadline. Management recommends that the Board authorize the contract award of $6,896,871.09 to Nippo USA, Inc. who has been determined to have met the standards of responsibility and responsiveness outlined in the Guam Procurement Regulations. Director Tolan inquired if Nippo USA, Inc. was a new company on Guam and if they have been doing business on Guam. The Executive Manager responded stating the firm has done work previously for the Airport. Vice Chair Torres
made motion to approve Management’s recommendation, seconded by Director Untalan; motion carried.

C. Ratification of Disbursements

The Executive Manager presented the summary of Disbursements to the Board. Vice Chair Torres inquired on the payment made to AECOM Technical Services Inc. in the amount of $419,652.00. Business and Financial Consultant, Frank Santos replied, informing the Board that Guam Airport is one of the few designated for a ‘Pilot Program’, a testing program for a Geographical Information System (GIS) with the purpose of creating an electronic airport layout plan which includes both aerial and ground surveys, the GIS will be stored in the FAA servers. Mr. Santos went on to say that this will save the Airport money in the future with anything that has to do with the airfield because everything is now under GIS format, GPS (Global Positioning System) based. The payment amount of $419,652.00 is for several invoices.

Vice Chair Torres made motion to ratify payments above the $50,000.00 threshold made to vendors for the period of May 29, 2013 – June 21, 2013, seconded by Director Alcorn; motion carried.

6. OLD BUSINESS

A. Executive Manager’s Report

The Executive Manager presented brief reports on various issues and announcements relating to Airlines, regulatory and financial issues, including the refinancing of the 2003 Revenue Bonds. The Manager reported that a GIAA team travelled to San Francisco to present an Airport review to Standard & Poor’s and Moody’s Investors during the week of June 17, 2013 to refinance approximately $125M in bonds, and new money financing structures.

Relating to the Specialty Retail Merchandise Concession, Lotte Duty Free Guam, LLC continues to transition and work toward the July 21, 2013 occupancy and operational date of the new retail concession awarded to Lotte. A job fair was held by Lotte on Friday, June 21, 2013 to hire managerial, supervisory and support staff. Lotte plans to phase in more personnel to an estimated 200 employees for the Airport retail concession and their off Airport location.

The Executive Manager reported on Legislative issues such as Bill 69-32, which would require legislative approval for lease agreements that span more than five (5) years. The Bill passed in the Legislative Session on May 28, 2013. The Manager stated that the new law will affect the way that the Airport does business. Vice Chair Torres inquired if any of the Management staff had met with the Airport’s Oversight Chairman, Senator San
Nicolas regarding the new law. The Executive Manager replied, stating that Management had met with Senator San Nicolas, and he acknowledged the concerns. Vice Chair Torres stated this should be something that the Airport revisit, the Airport does not get a dollar from the general fund and he does not remember a time that the Airport had to go to the Legislature to ask that they appropriate for Airport operations. Vice Chair Torres went on to say that the Airport is run like a business, some of the commitments we have just cannot be constricted within the five (5) years. The Vice Chairman suggested that Management meet with Senator San Nicolas and ask that the Airport be exempt from the five (5) years. Vice Chair stated that from his understanding even though the law has been passed, it is possible for a law to be amended. Discussion followed relative to the new law. The Chairman requested that Management schedule a meeting with Senator San Nicolas regarding this issue.

Continuing with Legislative Issues, the Executive Manager reported that Bill 125-32 was passed in the June 4, 2013 Legislative session. The Bill appropriates $500,000 to the Department of Public Works to fund the acquisition property for the Tiyan Parkway Project. The Manager informed the Board that Management has been in discussion with the FAA to come up with creative ways to augment this effort to resolve the Tiyan Parkway issue and have a couple of proposals, which will be packaged and presented to the Board at the next Board meeting. Discussion followed with the Executive Manager informing the Board that the FAA was very assistive with the matter for the Government of Guam to resolve this particular long standing issue we have. The Manager stated that with the conversation he had with the FAA, he believes he will be the last Executive Manager of the Airport that will have to deal with the issue, for the people of Guam, all stakeholders, and entire Government, he is confident it is close to being resolved.

On another Legislative issue, the Executive Manager informed the Board of an oversight hearing today of Bill 137-32, which provides low cost space to the Guam Customs and Quarantine Agency at the Guam International Airport Authority in a manner consistent with Federal law. By the introduction of the Bill, USCBP not only Guam but throughout the country does not pay rent to any airport operator. The Vice Speaker Benjamin J. Cruz had introduced this legislation. Vice Chairman Torres reiterated for confirmation, the Guam Customs and Quarantine be a non-paying tenant at here at the Airport. The Executive Manager responded, stating correct. He then went on to inform Chairman Santos that the hearing was today, the Airport provided written testimony and that it is their intention to be making office calls to senators in reference to this matter, hopefully before it leaves committee. The Chairman requested that there be a scheduled meeting with the Oversight Chairman to explain and provide more knowledge regarding the Airport. Vice Chair Torres inquired on how much is the Guam Customs and Quarantine earning, how much was approved for the inspections that they conduct downstairs. The Executive Manager replied based on the current Customs charge, it is approximately 10M annually. Vice Chair Torres stated, we have a Government agency coming in and siphoning off revenue from the Airport when our enabling legislation mandates that we
have to be self-sustaining financially and otherwise. Vice Chair Torres stated that we’re all obligated here as Board members to insure that we maintain the financial integrity number one, so that we can run a first class facility.

The Executive Manager announced that the Pohnpei Ports Authority has committed to join GIAA as a partner in hosting the ACI Asia Pacific Small & Emerging Airports Conference to be held in October 2013.

Before closing the report the Manager informed the Board that the Airport completed Phase I of 4 Phases in part of the ‘Modernization of Electronics’ here in the Airport and invited the Board members to take a look at the completions.

B. Financial Report

For the Board’s information, Carlos P. Bordallo, Acting Comptroller presented the financial report as of May 31, 2013, stating that the Net Debt Service Coverage is at 1.84. Vice Chair Torres stated that the report was the best he heard so far. The Acting Comptroller also added that the power costs have been declining.

Before proceeding to Legal Counsel’s report, Director Untalan presented a brief report relative to the adjustment in salaries up to the 20th percentile approved at the last Board meeting. The Director presented a forecast that confirmed that the Airport would be able to absorb the $830,000 for the salary increases and still have a good cash position at the end of the year. Discussion followed on the effective date of the salary adjustments, with the Acting Comptroller adding that the effective date would be from October 1st, 2012. Vice Chair Torres expressed the importance in giving back to the employees.

C. Legal Counsel’s Report

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

D. Status of Capital Improvement Programs

Business and Financial Consultant, Frank Santos presented a brief report for the Board’s information stating that by the regular Board meeting in July that the FAA will be providing the Airport with grants for four (4) projects. One 2M dollar grant to repay the Airport for money previously spent, which adds to our cash position, strictly a reimbursement. He went on to add that the Airport will be getting one new ARFF truck. Vice Chair Torres inquired if the old truck will be given to Rota. Frank Santos replied, no that the intention is to keep the trucks so they can be rotated, eventually they will be given to somebody. Mr. Santos reported that the last grant that the Airport will receive
for FY13 will be an additional $800,000 for the Airport Geographical Information System mentioned earlier in the meeting.

7. NEW BUSINESS

No New Business presented.

The Executive Manager informed the Board that he had items to report to the Board under Tenant Matters the first being that the Airport sent a letter of intent to the Guam Army National Guard for a Hanger Project. The Manager stated that the Guam Army National Guard received funding for a proposed project to provide helicopter capabilities within the Guard Unit to service our area, and the background is that they requested for approximately two (2) acres of land located on Airport property specifically the south side of the AOA for the purpose of constructing a helicopter hanger facility. The purposes would be for Medivac helicopters and to maintain emergency units for our island. We actually found a template for other National Guard Units that operate within local airports and used the same format. After comprehensive discussions between the two organizations, the Guam Army National Guard will pay the Airport approximately $5,242.04 per month for the use of the facilities including the runways, taxi’s, light systems, navigational waves and other areas open to the public and used by the National Guard as well. The Manager informed the Board that the reason why we had to move quickly prior to the Board meeting is that there is a deadline to the Guam Army National Guard Bureau to access additional funds to extend the lease out to 45 years and expand their footprint. The Manager stated that we wanted to insure we did our part to insure that Guam receives more funding and support, to respond to not only our Guards needs but our islands needs. Chairman Santos inquired on the lease term and if it would need to go to the Legislature. The Executive Manager replied informing the Board it is for a 20 year term and yes it would need to go to the Legislature as the law is enacted already. The Manager stated it would be a huge asset to the island.

The second item the Manager announced to the Board was correspondence from one of the Airports tenants. Pac Air walked a letter late Friday requesting for the approval of a new lease agreement. The Executive Manager reported that they are looking at bringing on the U.S. Citizenship and Immigration Services, leasing about 17,000 square feet of space at the Pac Air Cargo facility, bringing them to 80% of warehouse space that’s dedicated to cargo, again, aeronautical. This is a similar to the concern that the former Chairman, Mr. Michael Israei had which elevated all the way to the Hawaii Area District Office and returned without merit. I just want to insure our tenant that it will be bought to the Board. They are going to be expanding their capacities to pay us next summer. As you know, the initial agreement with Pac Air was the deferred payment, which comes into effect July 2014. The Manager added that he is in full support of new lease agreement, and wanted to bring it to the Board. If there are concerns from constituents
within the community about the Airport engaging in non-aeronautical activity, that discussion will be made if it needs to be had with the appropriate stakeholders. The Executive Manager stated that it is the intent of Management right now to aggressively seek aeronautical and non-aeronautical revenue for the Airport, the more we can provide revenue to this Airport the better off we are to engage partners, more importantly signatory airlines, to reduce rates and possibly lower airfares, not just for the traveling tourists in the region but our people as well. Discussion followed relative to the changes of Airports over time and what Airports are emerging to be. Chairman Santos requested that Management keep the Oversight Chairman, Senator San Nicolas up to date with what is going on with Airport.

8. EXECUTIVE SESSION

The Chairman announced that the Board will recess and convene Executive Session after the recess. Vice Chair Torres made motion to recess and convene Executive Session after the recess, seconded by Director Alcorn; motion carried. The Board recessed at 4:09 p.m.

Chairman Santos called the Executive Session to order at 4:18 p.m. Executive Session adjourned at 5:13 p.m., at which time the regular meeting reconvened.

Based on discussions during Executive Session, Director Untalan announced that he would like to make a motion authorizing Management to proceed as directed by the Board in Executive Session regarding Freedom Air, seconded by Vice Chair Torres; motion duly carried.

9. PUBLIC COMMENTS

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

Vice Chair Torres announced that he would like to share some concerns with the Board regarding two (2) key Management positions. Both Comptroller and Chief Engineer positions have been vacant for a number of years. He stated that right now is an indication that we are prepping for the new fiscal year. Historically they are key positions and the right approach is to appropriately fill those positions. The Executive Manager informed the Board that he did speak with Mr. Victor Cruz in reference to the Chief Engineer position, which he currently oversees the responsibility. The Manager stated that out of courtesy to Mr. Cruz, who is a long time employee and very well liked, he had given him up to December 2013 to obtain the credentials needed to qualify for the position of Chief Engineer. If he was unable to, the position would be filled. He was informed there are ways to gain the credentials, and asked the Board to allow Mr. Cruz that time to gain them. The Chairman agreed with the Executive
Manager and requested that Mr. Cruz be given a chance and opportunity to gain the requirements. The Executive Manager added however, Mr. Cruz would have to compete for the position. Vice Chair Torres responded, of course, that’s the ‘Merit System’, the problem is that the Chief Engineer position is a classified position with the Government of Guam, and answers to the Executive Manager, whereas the Comptroller position is unclassified and answers to the Board. Airport Services Manager, Ms. Jean Arriola added that the Chief Engineer requires a PE, and the Comptroller requires a CPA. Discussion followed relative to the requirements of the position of Comptroller. Vice Chair Torres expressed the need to fill both key positions. Director Tolan made motion to allow Legal Counsel to obtain clarification whether Carlos Bordallo may be appointed to the Comptroller position by the Board without requiring a CPA, seconded by Director Untalan; motion carried.

10. ADJOURNMENT

Mr. Frank Santos announced for the Board’s information that the first Executive Manager of the Airport had passed away in Hawaii yesterday. The body will be brought back to Guam over the weekend and rosaries will begin.

There being no further discussion, the Chairman announced that the next regular meeting is scheduled for Thursday, July 25, 2013. Director Alcorn made a motion to adjourn the meeting, seconded by Director Untalan; motion carried. The meeting adjourned at 5:10 p.m.

Respectfully submitted,

[Signature]

Amanda O’Brien-Rios
Board Secretary

APPROVED:

[Signature]
FRANCISCO G. SANTOS
Chairman of the Board

08/08/13
Date
BOARD OF DIRECTORS REGULAR MEETING
3:00 p.m., Thursday, June 27, 2013
Terminal Conference Room No. 3

AGENDA

1. Call to Order and Attendance
2. Approval of Agenda
3. Approval of Minutes
   A. May 30, 2013 Regular Meeting
   B. June 11, 2013 Special Meeting
4. Correspondence
5. Matters for Board Ratification/Approval
   A. Approval of Award for Custodial Services for TSA Offices and Facilities - IFB No. GIAA-003-FY13
   B. Approval of Award for Rehabilitate Runway 6L-24R, Phase II - IFB No. GIAA-C01-FY13
   C. Ratification of Disbursements
6. Old Business
   A. Executive Manager’s Report
   B. Financial Report
   C. Legal Counsel’s Report
   D. Status of Capital Improvement Programs
7. New Business
8. Executive Session
9. Public Comment
10. Adjournment
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Legislation establishing ‘castle doctrine’ introduced

By Locuts Lohhita
lohhi@marianas.com

The legislation would provide residents of Guam, whether native or non-native, with the ability to defend their homes and property from intruders. The bill, sponsored by Senators James Ada and John Benavente, seeks to protect individuals from false-alarm situations and encourage people to act in self-defense.

Sen. James Ada has introduced legislation that would establish a “castle doctrine” law on Guam.

Ada said he is sponsoring Bill 148 because “all residents of Guam have the constitutional right to protect their homes and their families.”

The bill would provide certain protections such as freedom from false alarm reporting and allow for those who use self-defense force to not be held liable under the law.

If Bill 148 becomes law, Guam would have the same castle doctrine law as “Stand Your Ground” laws in other states. The bill provides for the expansion of the castle doctrine to Guam.

Ada said he is trying to make it clear that Guam has its own castle doctrine and that Guam residents have the same rights as residents of other states.

Ada said the legislation is being co-sponsored by Senators Guy Matanane, Frank Aguon Jr., and Robert Underwood, who all agree that the bill would provide Guam residents the same castle doctrine as other states.

The Guam Board of Education, Guam Fire Department, and Guam Police Department are in support of the legislation.

The Guam Board of Education

By Valberto C. Magana

The Guam Board of Education has passed a resolution in support of the castle doctrine bill. The board believes that the legislation would provide Guam residents with the same rights as residents of other states.

The Guam Fire Department

By John T. Cummins

The Guam Fire Department has passed a resolution in support of the castle doctrine bill. The department believes that the legislation would provide Guam residents with the same rights as residents of other states.

The Guam Police Department

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The Guam Police Department has passed a resolution in support of the castle doctrine bill. The department believes that the legislation would provide Guam residents with the same rights as residents of other states.

Navy investigating death of sailor

By Elsa Tanon-Balay

gmbalay@marianas.com

The Navy has launched an investigation into the death of a sailor who was killed in a tragic accident while performing the castle doctrine law.

The incident occurred at Naval Base Guam when a sailor was pronounced dead by medical personnel who transported the sailor to Naval Hospital Guam.

The incident is currently under investigation by the Naval Criminal Investigative Service.

The castle doctrine law is a legal doctrine that allows individuals to use force to defend themselves and their property from intruders.

Navy spokespeople have confirmed that the investigation is ongoing.

Motorist critical after Dededo accident

By Marcia Cruz

A 15-year-old driver of a red sedan that hit a concrete power pole early morning in Dededo died at the Guam Memorial Hospital, according to Guam emergency responders who arrived on the scene minutes after the accident.

The driver sustained multiple injuries throughout his body and was critical upon arrival at the hospital.

Nursing staff was monitoring his condition over the next two days for signs of recovery.
Judge: License plate is non-transferable

By Otis Tabosa-Reilly
Vanilla News Staff

SUPERIOR Court Judge Arthur Sukola has reiterated that it is unlawful to transfer a vehicle's license plate from one vehicle to another without authorization from the Department of Revenue and Taxation.

The court restated this ruling as it denied a motion to dismiss filed by Jason Michael Diaz Quinita, who said his fraudulent vehicle identification number, a misdemeanor charge, was too trivial to warrant conviction.

Quinita, through Assistant Public Defender Pablo M. Estrella, asked the judge to dismiss his misdemeanor charge on "de minimis" grounds.

Quinita, 23, allegedly operated a vehicle without a front license plate when he was stopped by a police officer on Nov. 2, 2012.

During the traffic stop, it was discovered the license plate attached to Quinita's vehicle was not the one assigned to the automobile's vehicle identification number, or VIN.

The defendant admitted he took the license plate and engine from his own car, which was wrecked in an accident, and attached it to the car of his mother-in-law upon her request and consent. The car of the defendant's mother-in-law was exactly the same make and model of the defendant's but was not operational.

Quinita told the court he did not know it was illegal to do so and argued that his alleged conduct did not cause or threaten any harm or evil sought to be prevented by the law defining the offense.

Inappropriate Assistant Attorney General Brian Gallagher, however, argued that Quinita's conduct was not "de minimis," and dismissal of the case is inappropriate under Guam law.

Gallagher told the court Quinita's behavior was not within the customary and ordinary range of behavior that society should have to tolerate, adding the defendant did actually cause or threaten the harm sought to be prevented by law.

"To allow defendant to dismiss the case based on the claim (that he was unaware of the illegality of his actions) would open the door for every other defendant, in a similar situation, to get away with removing, defacing, covering, altering or destroying identification marks on their vehicles," Gallagher added.

Judge Sukola agreed with the government attorney and said that while the defendant's "mother-in-law renewed the car registration days after Quinita's arrest to reflect her name and the defendant's name, it does not negate the fact that an offense was committed." He added that the Guam Police Department discovered that the license plate attached was not the one assigned to the original VIN.

"The removal of a vehicle license plate from one vehicle to another without authorization from the Department of Revenue and Taxation is clearly unlawful under 9 GCA Section 9101," Judge Sukola ruled.

The court added that the complaint is not too trivial and is determined to continue the case against Quinita.

"Further proceedings is set for July 3 at 10 a.m."

GUAM RESIDENTS TO BENEFIT FROM $2 MILLION IN INSURANCE REBATES

Health and Human Services Secretary Kathleen Sebelius announced Friday that nationwide, 77.8 million consumers saved $3.4 billion through rebates as insurance companies operated more efficiently.

Guam residents are among those expected to benefit from the new $2 million in rebates.

(IIHS) - A total of 49,160 Guam residents stand to receive an average of $2,615 per family from the $2 million in rebates that insurance companies are required to distribute under the Affordable Care Act, Health and Human Services Secretary Kathleen Sebelius announced Friday.

Nationwide, 77.8 million consumers saved $3.4 billion upfront on "their premiums as insurance companies operated more efficiently."

Additionally, consumers nationwide will save $300 billion in rebates, with 8.5 million enrollees due to receive an average rebate of around $100 per family.

Created under the Affordable Care Act, the Medical Loss Ratio standard (the "MLR rule") requires insurers to spend at least 80 cents of every premium dollar on patient care and quality improvement. If they spend an excessive amount on profits and red tape, they owe rebates back to the consumer.

For the difference to be given, the consumer is defined as the policy or group of policyholders with the lowest point of sale price.

"This new standard is increasing transparency and accountability, promoting better business practices and competition among, insurance companies, and ensuring consumers receive value for their premium dollars," Sebelius said.

"Today's announcement shows that more Guamanians are benefiting from the tools created under the Affordable Care Act to keep consumer costs down."

"The law has motivated many plans to lower prices or improve their coverage to meet the standard. Other Guamanians will see their value reflected through rebates later this summer."

Guam residents who are owed a rebate will see their value reflected in one of the following: rebate check in the mail, a lump sum reimbursement to the same account that they used to pay their premium by credit card or debit card, a reduction in their premium, and their employer using rebates to improve their health coverage.

Guam residents eligible for a rebate can expect to receive a letter this summer, with the amount of their rebate. The letter will contain the amount of the rebate, the name of the insurance company, and the type of rebate.

"The rebate rule works, along with the required review of proposed double-digit premium increases, to stabilize and moderate premium rates."

In addition, with new market reforms like the guaranteed availability protections and prohibitions on the use of factors such as health status, medical history, gender and industry of employment to set premiums, this policy helps ensure every American has access to quality, affordable health insurance.
MINUTES OF THE BOARD OF DIRECTORS REGULAR MEETING
3:00 p.m., Thursday, May 30, 2013
GIAA TERMINAL CONFERENCE ROOM #3

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2. APPROVAL OF AGENDA

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

3. APPROVAL OF MINUTES

A. April 25, 2013 Board Regular Meeting

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

Before moving on with Correspondence the Executive Manager introduced to the Board representatives from Supreme, Darril Dela Paz, General Manager and Karlo Terz, Director of Operations.

4. CORRESPONDENCE

The Executive Manager informed the Board that a letter was received from the Oversight Chairman, Senator San Nicolas relative to Public Law 32-031, which mandates that Boards and Commissions have an educational curriculum established for Board members within 90 days of the Public Law. The Manager stated that GIAA is in the
process of developing such a curriculum which will be completed within the compliance time line set forth.

5. MATTERS FOR BOARD RATIFICATION/APPROVAL

A. Ratification of Disbursements

Director Ada made a motion to ratify payments above the $50,000.00 threshold made to vendors for the period of April 24, 2013 – May 24, 2013, seconded by Director Gerber; motion carried.

6. OLD BUSINESS

A. Executive Manager’s Report

The Executive Manager presented brief reports on various issues and announcements relating to Airline issues, to include Starflyer, a Kitakyushu Airport based air operator, operating thirteen (13) charter flights between Kitakyushu and Guam in August, 2013; first of which is scheduled for August 1, 2013 and will continue through August 26, 2013.

May 20, 2013 Management met with the Signatory Airline partners to discuss items such as, FY2013 budget, new operator of the fuel system, Tiyan Parkway and Central Avenue closure, various legislative issues, and the bond refunding and capital improvement projects.

Regarding Regulatory issues, U.S. Customs and Border Protection (USCBP) announced the implantation of the paperless I-94. USCBP has developed an electronic version of the Arrival/Departure Record and will be in effect on Guam and the Commonwealth of the Northern Mariana Islands on May 14, 2013. Some traveler’s will still need to complete a paper CBP Form I-94, including those applying for admission under the Guam-CNMI Visa Waiver Program or those entering the United States under a paroled status without a valid U.S. visa. Congresswoman, Madeleine Bordallo announced that in the Fiscal 2014 Homeland Security Appropriations Bill, language on expanding the Guam-CNMI Visa Waiver Program was inserted instructing the Department of Homeland Security (DHS) to finalize deliberations on the expansion of the program on Guam.

Not currently on Guam, the TSA pre-screening program, TSA Precheck is in place for eligible United Airlines passengers. Customers who are eligible will begin to see the TSA Precheck indicator on mobile boarding passes or those they have printed at home or a kiosk at some airports. This will allow customers to route themselves effectively to available TSA Precheck lanes. The program is available at all eight (8) United’s domestic hubs and a total of twenty-nine (29) airports.
The Executive Manager reported that the Fiscal Year 2014 Budget preparation is in progress; with Division heads working within timelines to meet budget deadlines and goals.

In regard to the Specialty Retail Concession, the Manager reported that after the GIAA Board of Directors approved Management’s recommendation to award the contract to Lotte Duty Free Guam, LLC; the successful negotiation of the contract concluded, and on May 18, 2013 the contract was awarded as authorized by the Board. The new Agreement increases the Airport’s specialty retail concession guaranteed rental revenues from $4.5 million under the prior contract, to $15.4 million in minimum annual guaranteed rent to be paid by Lotte. The Airport was also able to negotiate additional revenue of 1% of all non-Airport sales made by Lotte on Guam. Under the new Agreement, no less than $23 million will be invested by Lotte in capital improvements towards enhancing the Airport’s duty free shopping experience with a unique concept which includes substantial renovations to the Airport food court and restroom facilities at no additional cost to the Airport. A Press Conference for all media was held today, showcasing Lotte Duty Free Guam’s winning concept “Gateway Guam”.

Reporting on Personnel issues, the executive Manager announced that through Public Law 29-94, authorization was granted to the Authority to establish pay scales for CTP positions. GIAA employed an independent study in 2008 to develop the pay scale for CTP positions. On November 23, 2010 the GIAA Board of Directors approved the migration to the 5th Market percentile, effective October 1st of that year. This is the first of a planned number of adjustments eventually achieving the 50th Market percentile or market average within the United States. Pursuant to GIAA CTP Rules and Regulations, internal equity should be reviewed annually and external competitiveness at least every three (3) years. A review conducted in 2011, assessing a series of benchmark positions with data being obtained from market research against the U.S. Airport Industry and the U.S. Bureau of Labor Statistics (BLS). Research indicated an average market movement of 8.7% for the U.S. Airport Industry over the period of 2008 – 2012. The total estimated cost to migrate to the 15th Market Percentile is $602,640.00 with the total estimated cost to migrate to the 20th Market Percentile being $830,000.00.

The Executive Manager informed the Board that Bill 69-32 was passed in the legislative session May 28, 2013; requiring legislative approval for lease agreements that span more than five years. Bill 125-32 was introduced in the legislative session May 23, 2013, appropriating $500,000.00 to Department of Public Works to fund the acquisition property for the Tiyan Parkway Project.

The Manager reported that during the annual Airport Certification Inspection by the Federal Aviation Administration (FAA) on May 3, 2013, GIAA received excellent inspection results. Airport Certification Inspector, Juan S. Reyes of the FAA Airport
District office out of Honolulu commented on the great conditions at GIAA, and had only one recommendation to update the Airport’s Wildlife Management Program.

Before ending the report, the Executive Manager introduced representatives from Citigroup, and the new General Manager of DFS Guam, June Guzman. Director Untalan at this time reminded the Board of the Bond Refinancing and commended the Executive Manager and staff for successful negotiations of the Specialty Retail Concession contract. He stated that with the new contract there will be a significant increase in annual revenue that the Airport will receive with the Concession itself, and that it’s a very appropriate time as GIAA are going before rating agencies to show the improvements that are being made to the Airport.

At this time Director Ada thanked the Executive Manager for the recent tour of the facility. Director Ada stated that he had a number of requests for Management, including a report on the efforts being made to remove old debris on Airport property, and, what effort is being made to reduce the cost of power. The Executive Manager responded, informing Director Ada and the Board that GIAA has undertaken an eleven (11) million dollar energy performance project a little over a year ago which is expected to be completed this summer, and a two (2) million dollar energy savings per year is to be expected, which is quite significant. Chairman Santos stated that he has noticed a significant decrease in power cost in the past year.

Vice Chair Torres inquired on the $830,000 to get to the 20th Market Percentile, and asked if GIAA has that amount available. Director Untalan replied that the item was going to be brought to the Board for consideration next Board meeting. Director Untalan informed the Board that $830,000 is the maximum amount on an annual basis; the team has done an excellent job in controlling costs and revenues have increased. Chairman Santos inquired on when the Bond negotiations are going to start. The Executive Manager responded, informing the Board that a GIAA team is scheduled to be in San Francisco June 18 to 19 to engage Standard & Poor’s. Chairman Santos made a recommendation for Director Untalan to join the team traveling to San Francisco. Chairman Santos called for any other comments. Mr. Frank Santos replied with a response regarding the 20th Percentile, stating that since a feasibility analysis is being done for the Bond, if the Board can authorize Management to utilize the higher amount for the compensation as part of our going forth planning in terms of what the debt service ratios would be and use the higher number, that way it could go down, but at least we planned for it; stating it’s just a planning document. Director Tolan asked how high. Vice Chair Torres replied, to the 20th Percentile. Vice Chair Torres made motion to authorize Management to move to the 20th Market Percentile, seconded by Director Tolan; motion carried.

B. Financial Report
For the Board’s information, Carlos P. Bordallo, Acting Comptroller presented the financial report as of April 30, 2013. In finishing his report, Mr. Bordallo replied to Vice Chair Torres’ question asked earlier relative to the 20th percentile, stating yes that GIAA would be able to absorb the 20th Percentile, at $830,000.

C. Legal Counsel’s Report

Legal Counsel indicated that a report regarding pending and threatened litigation matters would be provided during Executive Session. The Board had no objection.

D. Status of Capital Improvement Programs

Mr. Frank Santos presented the UDO analysis and informed the Board that this is a continuation of the existing projects that we have and a summary showing ninety-seven (97) million dollars in federal funding, which GIAA has already spent seventy-six (76) million. Reporting on those projects that are pending or are in progress, Mr. Santos informed the Board that the Instrument Landing System (ILS) for Runway Left is essentially complete, but due to scheduling problems, FAA will not be able to bring their aircraft for a ‘flight check’ until August 2013, with the publication in December 2013. At which time that runway is available for arrivals, which also means that Central Avenue may have to close on those days. Mr. Santos reported on various other projects in progress and went on to say that next month is ‘grant season’ month, GIAA is expecting to receive seven hundred (700) million dollars from the FAA for work that will be announced at a later time once the Board of Directors approves the grants.

7. NEW BUSINESS

No New Business presented.

8. NEW BUSINESS

The Chairman announced that upon the recommendation of legal counsel the Board will recess and convene Executive Session after the recess. Vice Chair Torres made motion to recess and convene Executive Session after the recess, seconded by Director Tolan; motion carried. The Board recessed at 3:42 p.m.

Chairman Santos called Executive Session to order at 3:52 p.m. (At this time Chairman Santos and Director Tolan exit the conference room). Executive Session adjourned at 5:06 p.m., at which time the Board reconvened the regular meeting.

Director Untalan suggested before moving to Public Comments that he would like to make a motion relating to legal fees on the Specialty Retail Concession matter. As a result of the potential litigation and ongoing protest which require Legal Counsel to
devote an extraordinary amount of resources and personnel of its law firm and which is not economically feasible for legal counsel under its current contract rates and monthly fee cap, Director Untalan moved to adjust the hourly rates of Legal Counsel specifically for the matters relating to the Specialty Retail Concession to $325.00 per hour for San Francisco-based litigation partners, $225.00 per hour for all other attorneys, and $75.00 per hour for legal assistants, and to remove the cap of $45,000 per month for services rendered in matters relating to the Specialty Retail Concession. Director Untalan stated that the existing contractual hourly rates and cap of $45,000 per month would still remain for all other matters; however this specific matter will require a lot more man power and expertise. Director Untalan made motion to adjust the compensation for Legal Counsel as indicated, and to lift the cap of $45,000 per month. Chairman Santos handed the item over to Vice Chairman Torres to chair as the issue pertains to the Specialty Retail Concession in which Chairman Santos has abstained from participating. Director Ada seconded the motion made by Director Untalan; and clarified for the Board, stating that the $45,000 cap and fee structure remains the same for any and all other matters, and that the new fee structure with no cap applies only to the Specialty Retail Concession matter. Director Untalan requested that the billings related to this issue be separated. Motion duly carried.

9. PUBLIC COMMENTS

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

10. ADJOURNMENT

Vice Chair Torres made a motion to adjourn the meeting, seconded by Director Tolan; motion carried. The meeting adjourned at 5:10 p.m.

Respectfully submitted,

Amanda O’Brien-Rios
Board Secretary

APPROVED:

FRANCISCO G. SANTOS
Chairman of the Board

Attachment
MINUTES OF THE BOARD OF DIRECTORS SPECIAL MEETING
3:00 p.m., Tuesday, June 11, 2013
GIAA TERMINAL CONFERENCE ROOM #3

1. CALL TO ORDER AND ATTENDANCE

Acting Chairman Jesus Q. Torres called the A.B. Won Pat International Airport Authority, Guam (GIAA) special meeting to order at 3:10 p.m. The presence of Directors is noted as follows: Martin J. Gerber; Edward G. Untalan, and Pedro P. Ada III. Also present were Charles H. Ada II, Executive Manager, Peter Roy Martinez, Deputy Executive Manager, Carlos P. Bordallo, Acting Comptroller, Frank R. Santos, Business and Financial Consultant, and Michael A. Pangelinan Esq., Legal Counsel. The Chairman welcomed the presence of Airport Tenants, stakeholders, and members of the public who are noted in a sheet made as an attachment to the minutes.

2. APPROVAL OF AGENDA

Director Ada made motion to approve the agenda as presented, seconded by Director Gerber; motion carried.

3. SPECIALTY RETAIL CONSESSION AGREEMENT, CLAIMS, PROTESTS, LITIGATION, AND RELATED MATTERS

The Executive Manager announced that due to ongoing litigation, he would like to recommend that Item 3 be discussed in Executive Session and requested for the Airport Services Manager, Ms. Jean Arriola to be invited into the session. Acting Chairman Torres called for any comments. Legal Counsel Michael Pangelinan responded, stating that is also recommendation of Legal Counsel.

4. EXECUTIVE SESSION

Acting Chairman Torres announced that the Board will recess and convene Executive Session after the recess. Director Ada made motion to recess and convene Executive Session after the recess, seconded by Director Untalan; motion carried. The Board recessed at 3:15 p.m.

Acting Chairman Torres called Executive Session to order at 3:25 p.m. Executive Session adjourned at 4:54 p.m., at which time the Board reconvened the special meeting.
Director Untalan made motion to approve the recommendation and report of Legal Counsel presented during Executive Session and to approve and confirm all prior actions taken by Management pertaining to the Specialty Retail Concession Agreement, seconded by Director Ada. The Acting Chairman called for votes on the motion, and was unanimously carried.

Director Untalan made motion to approve the Legal Counsel’s expenses exceeding the fee cap for April as it relates to the Specialty Retail Concession Agreement and litigation, seconded by Director Ada; motion carried.

Director Untalan made motion to authorize Management to proceed with handling all of the matters related to the litigation involving the Specialty Retail Concession Agreement. Director Ada seconded the motion and stated that the Board is basically reaffirming what they had instructed Management to do; motion duly carried.

5. ADJOURNMENT

Director Ada made a motion to adjourn the meeting, seconded by Director Gerber; motion carried. The meeting adjourned at 4:57 p.m.

Respectfully submitted,

Amanda O’Brien-Rios
Board Secretary

APPROVED:

FRANCISCO G. SANTOS
Chairman of the Board

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

INVITATION FOR BID
CUSTODIAL SERVICES FOR
TSA OFFICES AND FACILITIES
IFB NO. GIAA-003-FY13

June 27, 2013

Purpose

Board action is requested to approve the bid award of the above project under the Invitation For Bid No. GIAA-003-FY13.

Background

The project is to provide custodial services at the TSA offices and facilities inclusive of all labor, materials, supplies and equipment to main terminal building.

The bid award provides a contract term of three (3) years. The contract may be renewed annually at GIAA’s sole option for additional one-year period(s), not to exceed the total contract term of five (5) years.

Procurement Background

The solicitation announcement was advertised through the local newspapers during the month of May 2013. The bid submission deadline and bid opening took place on May 23, 2013.

Thirteen (13) firms/individuals purchased bid package and eight (8) firms submitted bid proposal before the submission deadline. All eight (8) firms were evaluated and determined that seven (7) firms to be acceptable. As required by the Procurement Rules and Regulations, the bids were publicly opened and read aloud in the presence of the bidders.

The submitted bids are presented below:

<table>
<thead>
<tr>
<th>Bidder/Firm’s Name</th>
<th>Item 1 Total Price</th>
</tr>
</thead>
<tbody>
<tr>
<td>GUAM CLEANING MASTERS</td>
<td>$62,266.56</td>
</tr>
<tr>
<td>UNLIMITED SERVICE GROUP LLC</td>
<td>$60,576.00</td>
</tr>
<tr>
<td>SERVICE MASTER GUAM INC.</td>
<td>$119,400.00</td>
</tr>
<tr>
<td>Company</td>
<td>Amount</td>
</tr>
<tr>
<td>-------------------------------</td>
<td>-------------</td>
</tr>
<tr>
<td>K CLEANING SERVICES</td>
<td>$57,688.00</td>
</tr>
<tr>
<td>ADVANCE MANAGEMENT INC.</td>
<td>$181,371.24</td>
</tr>
<tr>
<td>ABLE INDUSTRIES OF THE PACIFIC</td>
<td>$43,117.68</td>
</tr>
<tr>
<td>MTO MAINTANACE</td>
<td>$54,000.00</td>
</tr>
<tr>
<td>JJ GLOBAL</td>
<td>$47,400.00</td>
</tr>
</tbody>
</table>

**Legal Review**

Upon approval of award, the contract will be processed through issuance of a Purchase Order in conformance with the Government of Guam Procurement Regulations.

**Financial Review**

The total contract award for this bid is $47,400.00. Funding for this bid is available under the FY2013 O&M budget.

**Recommendation**

Management recommends the contract award of **$47,400.00** to **JJ Global**, who has been determined to have met the standards of responsibility and responsiveness outlined in Guam Procurement Regulation.
May 28, 2013

MEMORANDUM

TO: Charles H. Ada II, Executive Manager

FROM: Franklin P. Taitano, Supply Management Administrator

SUBJECT: Bid Evaluation and Recommendation “Invitation For Bid” Custodial Services for TSA Offices and Facilities IFB No. GIAA-003-FY13

Procurement Background:
The above referenced Invitation For Bid was publicly announced through the local newspaper on the month of May 2013. The bid submission deadline and bid opening took place on May 23, 2013 at 2:00 p.m.

Thirteen (13) firms/individuals purchased the bid package and eight (8) firms submitted bids before the bid submission deadline. The bid submittal was opened in the presence of the bidders, members of the public and several GIAA representatives. The bid offer was read aloud by the Supply Management Administrator and tabulated by a Procurement staff.

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

<table>
<thead>
<tr>
<th>Bidder/Firm's Name</th>
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<tr>
<td>JJ GLOBAL</td>
<td>$47,400.00</td>
</tr>
</tbody>
</table>
Pursuant to Section 8 of the Instructions to Bidders, the contract is to be awarded to the lowest responsible, responsive bidder, provided his bid is reasonable and it is in the best interest of the GIAA to accept it. To determine the responsibility of bidders, the bid package specified the required documents that bidders must submit with their bid packages. The attached abstract illustrates the inventory of required documents and bidders’ submittal.

**Guam Cleaning Masters:** The firm submitted a bid for Item 1 in the amount of $62,266.56 respectively. All other documents were complete and in conformance with the Invitation For Bid.

**Unlimited Service Group LLC:** The firm submitted a bid for Item 1 in the amount of $60,576.00 respectively. All other documents were complete and in conformance with the Invitation For Bid.

**Service Master Guam Inc.:** The firm submitted a bid for Item 1 in the amount of $119,400.00 respectively. All other documents were complete and in conformance with the Invitation For Bid.

**K Cleaning Services:** The firm submitted a bid for Item 1 in the amount of $57,688.00 respectively. All other documents were complete and in conformance with the Invitation For Bid.

**Advance Management Inc.:** The firm submitted a bid for Item 1 in the amount of $181,371.24 respectively. All other documents were complete and in conformance with the Invitation For Bid.

**Able Industries of the Pacific:** The firm submitted a bid for Item 1 in the amount of $43,117.68 respectively. The firm did not submit Required Bid Forms, Bid Security, and Bonding Capability as required. As a result, the firm has been determined to be non-responsive and responsible, therefore the firms bid is rejected.

**MTO Maintenance:** The firm submitted a bid for Item 1 in the amount of $54,000.00 respectively. All other documents were complete and in conformance with the Invitation For Bid.

**JJ Global:** The firm submitted a bid for Item 1 in the amount of $47,400.00 respectively. All other documents were complete and in conformance with the Invitation For Bid.

**Recommendation:**
Pursuant to the guidelines in Item 8 of the Instruction to Bidders, the award of contract will be made to the lowest responsible, responsive bidder, provided his bid is reasonable and in the best interest of GIAA.
JJ Global has been determined to have met the standards of responsibility and responsiveness outlined in the Guam Procurement Regulation. Therefore, it is recommended that the contract award be made according to JJ Global for the amount of $47,400.00 per year.

Should you have any questions or concerns, I am available at your request.

Franklin P. Taitano

APPROVED:

CHARLES H. ADA II
Executive Manager

Attachment

cc: Acctg/Proc/ATM/P&F
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]:

<table>
<thead>
<tr>
<th>Name</th>
<th>Address</th>
<th>% of Interest</th>
</tr>
</thead>
<tbody>
<tr>
<td>Luis E. Bautista</td>
<td>5/1818 Jon Asante Plaza Tamuning</td>
<td>100%</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 [(none, please so state)]:

<table>
<thead>
<tr>
<th>Name</th>
<th>Address</th>
<th>Compensation</th>
</tr>
</thead>
</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]

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 May, 2013.

[Signature]

VIRGINIA I. SOLIDUM

NOTARY PUBLIC

My commission expires

NOTARY PUBLIC

In and for Guam, U.S.A.

My Commission Expires: Dec. 03, 2015

P.O. Box 3743 Hagatna, Guam 96932

Street Add: 353 Charles Passage, Tamuning, GU 96913-5351 (Tel: 671-642-9899, Fax: 671-694-3423) FAX:671-646-3833 www.aspin.gate.net
Purpose

Board action is requested to approve the bid award of the above project under the Invitation For Bid No. GIAA-C01-FY13.

Background

The project is to provide construction and renovation work inclusive of all labor, materials, supplies and equipment to rehabilitate runway 6L-24R, Phase II.

Procurement Background

The solicitation announcement was advertised through the local newspapers during the month of May 2013. The bid submission deadline and bid opening took place on June 17, 2013.

Six (6) firms/individuals purchased bid package and two (2) firms submitted bid proposal before the submission deadline. The firms were evaluated and determined to be acceptable. As required by the Procurement Rules and Regulations, the bids were publicly opened and read aloud in the presence of the bidders.

The submitted bids are presented below:

<table>
<thead>
<tr>
<th>BIDDER'S NAME</th>
<th>AMOUNT</th>
</tr>
</thead>
<tbody>
<tr>
<td>Nippo USA, Inc.</td>
<td>$6,896,871.09</td>
</tr>
<tr>
<td>Hawaiian Rock Products Corp.</td>
<td>$8,136,599.82</td>
</tr>
</tbody>
</table>

Legal Review

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

The lowest responsive, responsible total bid amount received is $6,896,871.09 or 50% below government estimate of $13,000,000.00. Funding for this project is available under the AIP grant no. 3-66-0001-84.

Recommendation

Management recommends the contract award of $6,896,871.09 to Nippo USA, Inc., who has been determined to have met the standards of responsibility and responsiveness outlined in Guam Procurement Regulation.
June 21, 2013

MEMORANDUM

TO: Charles H. Ada II, Executive Manager

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

SUBJECT: Bid Evaluation and Recommendation “Invitation For Bid”
For Rehabilitate Runway 6L-24R, Phase II
IFB No. GIAA-C01-FY13
Project No. G1AA-FY10-04-2 AIP No. 3-66-0001-84

Procurement Background:
The above referenced Invitation For Bid was publicly announced through the local newspaper during the month of May 2013. A pre-bid conference was held on May 16, 2013 at the Terminal Conference Room. The bid submission deadline and bid opening took place on June 17, 2013.

Six (6) firms/individuals purchased the bid package and two (2) firms submitted proposal before the bid submission deadline. The bid submittals were opened in the presence of the bidders, members of the public and several GIAA representatives. The bid offer was read aloud by the Buyer Supervisor I and tabulated by a Procurement staff.

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

<table>
<thead>
<tr>
<th>BIDDER'S NAME</th>
<th>AMOUNT</th>
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<tbody>
<tr>
<td>Nippo USA, Inc.</td>
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</tr>
<tr>
<td>Hawaiian Rock Products Corp.</td>
<td>$8,136,599.82</td>
</tr>
</tbody>
</table>

Bid Analysis and Evaluation:
Pursuant to Section 8.1 of the Instructions to Bidders, the contract is to be awarded, if it is to be awarded, as soon as possible to the lowest responsible, responsive bidder. To determine the responsibility of bidders, the bid package specified the required documents that bidders must submit with their bid packages. The attached abstract illustrates the inventory of required documents and bidders submittal.

Nippo USA, Inc.: The firm has submitted a total bid price of $6,896,871.09. The submitted Statement of Bidders Experience form included lists of projects from 2003-2012 with resumes. The bidder submitted a copy of their current Guam Contractors License #0263, #0733. All other required documents are complete and in conformance with the Invitation For Bid.
Hawaiian Rock Products Corp.: The firm has submitted a total bid price of $8,136,599.82. The submitted Statement of Bidders Experience form included lists of projects from 2003-2013 with resumes. The bidder submitted a copy of their current Guam Contractors License #1092, #1522, #7547, #1146. All other required documents are complete and in conformance with the Invitation For Bid.

Recommendation:
Pursuant to the guidelines in Item 8.1 of the Instruction to Bidders, the award of contract will be made to the lowest responsible, responsive bidder. Nippo USA, Inc. has been determined to have met the standards of responsibility and responsiveness outlined in the Guam Procurement Regulations and has deemed to be the lowest responsible, responsive bidder.

Therefore, it is recommended that Nippo USA, Inc. be awarded the contract in the amount of $6,896,871.09 for this project.

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

[Signatures]

Victor Cruz
Franklin P. Taitano

APPROVED:

CHARLES H. ADA II
Executive Manager

attachment

cc: Admin/Proc/Eng/Expansion
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<tbody>
<tr>
<td>1</td>
<td>Nippo USA Inc.</td>
<td>✓</td>
<td>✓</td>
<td>(A)</td>
<td>(B)</td>
<td>✓</td>
<td>✓</td>
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<td>✓</td>
<td>✓</td>
<td>✓</td>
<td>✓</td>
<td></td>
<td>$6,870,971.09</td>
<td></td>
</tr>
<tr>
<td>2</td>
<td>How's Rock Products</td>
<td>✓</td>
<td>✓</td>
<td>(A)</td>
<td>(B)</td>
<td>✓</td>
<td>✓</td>
<td>✓</td>
<td>✓</td>
<td>✓</td>
<td>✓</td>
<td>✓</td>
<td>✓</td>
<td></td>
<td>$6,136,574.52</td>
<td></td>
</tr>
</tbody>
</table>

**Note:**
- Bids are due by 2:00 P.M. on 6/17/13.
- Bids shall be submitted in a sealed envelope.
- Bids shall be addressed to the
  - **GENERAL AIRPORT AUTHORITY**

**Signature:**
- [Signature]

**Date:** 6/17/13
<table>
<thead>
<tr>
<th>Vendor No.</th>
<th>Comments</th>
</tr>
</thead>
<tbody>
<tr>
<td>3</td>
<td></td>
</tr>
<tr>
<td>4</td>
<td></td>
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<td>5</td>
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<td>8</td>
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<td>9</td>
<td></td>
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<tr>
<td>10</td>
<td></td>
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</tbody>
</table>

Prepared By:  
[Signature]
MAJOR SHAREHOLDERS DISCLOSURE AFFIDAVIT

CITY OF _______ ) ss.
ISLAND OF GUAM )

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

[ ] The offeror is an individual or sole proprietor and owns the entire (100%) interest in the offering business.
[ ] The offeror is a corporation, partnership, joint venture, or association known as [please state name of offeror company], and the persons, companies, partners, or joint venturers who have held more than 10% of the shares or interest in the offering business during the 365 days immediately preceding the submission date of the proposal are as follows [if none, please so state]:

<table>
<thead>
<tr>
<th>Name</th>
<th>Address</th>
<th>% of Interest</th>
</tr>
</thead>
<tbody>
<tr>
<td>Nippo Corporation</td>
<td>1-9-11 Kyobashi</td>
<td>100%</td>
</tr>
<tr>
<td></td>
<td>Chuo-ku, Tokyo</td>
<td></td>
</tr>
<tr>
<td></td>
<td>104-8380 Japan</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>% of Interest</th>
</tr>
</thead>
<tbody>
<tr>
<td>NONE</td>
<td>N/A</td>
<td>N/A</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>
DAIJIRO MEGURO, Officer of the Offeror
Signature of one of the following:
Offeror, if the offeror is an individual: Partner, if the offeror is a partnership; Officer, if the offeror is a corporation.

Subscribed and sworn to before me this
4th day of June, 2015.

<Signature>
NOTARY PUBLIC
My commission expires: 7/21/16

MARISOL G. TOBIAS
NOTARY PUBLIC
In and for Guam, U.S.A.
My Commission Expires: July 22, 2016
645 Rta. 1 S. Marine Corp Dr.
Tamuning, Guam 96913
June 21, 2013

MR. CHARLES H. ADA II
Executive Manager
A.B. Won Pat International Airport Authority
355 Chalan Pasaheru
Tamuning, Guam 96913

Reference: Rehabilitate Runway 6L-24R, Phase II
Subject: Bid For Project No. GIAA-FY10-04-2

Dear Mr. Ada,

In reference to the above mentioned project and as verbally requested, we are pleased to confirm herewith our total bid in the amount of Six Million Eight Hundred Ninety Six Thousand Eight Hundred Seventy One Dollars and Nine Cents ($ 6,896,871.09).

This is also to confirm that we will fully comply with the Code of Federal Regulations and Aviation Safety and Capacity Expansion Act with regard to Buy American requirements as it applies to steel and iron products and their coatings. All in accordance to Special Provisions for FAA Reimbursement Project Item 6, Source of Supply and Quality Requirements.

If you have any questions or need additional information, please contact us.

Sincerely yours,

[Signature]

DAIJIRO MEGURO
General Manager
# BOARD APPROVAL OF DISBURSEMENTS
May 29, 2013 - June 21, 2013
Ratified by the Board of Directors on June 27, 2013 Regular Meeting

<table>
<thead>
<tr>
<th>Payee</th>
<th>Amount</th>
<th>Purpose</th>
<th>Date Approved</th>
</tr>
</thead>
<tbody>
<tr>
<td>Guam Power Authority</td>
<td>$556,442.60</td>
<td>Power</td>
<td>5/29/2013</td>
</tr>
<tr>
<td>Continental Micronesia</td>
<td>$171,961.13</td>
<td>Loading Bridge Maintenance</td>
<td>5/29/2013</td>
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<tr>
<td>Government of Guam Retirement Fund</td>
<td>$150,315.79</td>
<td>Payroll Employee &amp; Employers</td>
<td>6/5/2013</td>
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<tr>
<td>Continental Micronesia</td>
<td>$152,744.11</td>
<td>Contribution for PPE 06/01/13</td>
<td>6/6/2013</td>
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<tr>
<td>MJM International Corporation</td>
<td>$57,876.00</td>
<td>Removal &amp; Installation of Three 3-Ton PCU, Parts and Supplies</td>
<td>6/7/2013</td>
</tr>
<tr>
<td>Propacific Builder Corporation</td>
<td>$159,722.89</td>
<td>CIP - AIP65 Replace/Upgrade Apron Area Ramp Light System</td>
<td>6/7/2013</td>
</tr>
<tr>
<td>AECOM Technical Services Inc.</td>
<td>$419,652.00</td>
<td>CIP - Airport Geographic Information System AIP77</td>
<td>6/7/2013</td>
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<tr>
<td>PCR Environmental Inc.</td>
<td>$103,356.48</td>
<td>CIP - Sound Insulation Phase 2</td>
<td>6/10/2013</td>
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<tr>
<td>GMP International, LLC</td>
<td>$70,356.69</td>
<td>CIP - AIP74 ILS6L24R</td>
<td>6/10/2013</td>
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<tr>
<td>BEIJESS ENTERPRISES INC. DBA: GEMCCO</td>
<td>$139,362.49</td>
<td>CIP - AIP65 Electrical (Power Hardening Phase 2)</td>
<td>6/11/2013</td>
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<tr>
<td>Industrial Television Services</td>
<td>$74,956.00</td>
<td>CIP - FIDS</td>
<td>6/13/2013</td>
</tr>
<tr>
<td>Aircraft Service International Group</td>
<td>$93,264.60</td>
<td>Outbound Baggage System for May 2013</td>
<td>6/13/2013</td>
</tr>
<tr>
<td>J.J. Global Services</td>
<td>$83,169.68</td>
<td>Janitorial Services for the month of May 2013</td>
<td>6/13/2013</td>
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<tr>
<td>Hawaiian Rock Products</td>
<td>$595,066.23</td>
<td>CIP - Rehab Runway 6L/24R AIP84</td>
<td>6/21/2013</td>
</tr>
<tr>
<td>DB's Builders</td>
<td>$56,793.82</td>
<td>Terminal Water Distribution System</td>
<td>6/21/2013</td>
</tr>
<tr>
<td>Propacific Builder Corporation</td>
<td>$102,102.71</td>
<td>CIP - AIP65 Replace/Upgrade Apron Area Ramp Light System</td>
<td>6/21/2013</td>
</tr>
<tr>
<td>Government of Guam Retirement Fund</td>
<td>$149,035.95</td>
<td>Payroll Employee &amp; Employers</td>
<td>6/21/2013</td>
</tr>
<tr>
<td><strong>TOTAL:</strong></td>
<td><strong>$3,415,209.03</strong></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>
Executive Manager’s Report  
GIAA Board of Directors Meeting  
June 27, 2013

AIRLINE ISSUES

The following airlines have scheduled extra sections and/or charters during Summer 2013.

- Delta Airlines is adding 60 extra sections, or one flight daily between Kansai and Guam between July 27 and September 23, 2013.

- United Airlines announced 78 extra sections between Narita and Guam daily, beginning July 14 through September 29, 2013.

- Korean Airlines has also planned 50 extra sections, daily, serving Narita/Guam from July 26 through September 13, 2013.

- EVA Air, China Air and Korean air adds to the summer peak travel with 32 charters from Japan between July and September, 2013.

- Starflyer, opens a new Japanese market with 13 scheduled charters between Kitakyushu Japan and Guam in August 2013.

- China Airlines will be operating eight extra sections between Taipei and Guam from July 3 through July 31, 2013

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

REGULATORY ISSUES

GIAA has been working with USCBP in implementing an enhanced signage program in the USCBP hall. The new signage includes installation of digital signs that can customize inspection booths to identify categories (ex: US Citizens, Non US, ESTA, Guam Visa Waiver, etc.). Lights indicating “green” for open and “red” for hold or closed will also be re-installed to eye level for customer convenience.

The new system was discussed with the Japan Guam Travel Association members, who services 70% of our arriving passenger base.

GVB has solicited comments on new Guam Customs arrivals forms that are less comprehensive than the 2 page Customs Arrivals form that are currently in place. The forms are still within committee, and are being worked on to resolve issues and acquire necessary information for all agencies who garner important information from the Customs forms.
Executive Manager’s Report
GIAA Board of Directors Meeting
June 27, 2013

FINANCIAL

Fiscal Year 2014 Budget preparation is progressing. It is anticipated that the budget will be presented to airlines in first part of July 2013.

Refinancing of 2003 Revenue Bonds. A GIAA team presented an airport review to Standard & Poors and Moodys Investors the week of June 17, 2013 to refinance approximately $125M in bonds, and new money financing structures.

Specialty Retail Merchandise Concession. Lotte Duty Free Guam continues to transition and work towards the July 21, 2013 occupancy and operational date of the new retail concession awarded to Lotte. Lotte held a job fair on Friday, July 21, 2013 to hire managerial, supervisory and support staff positions. They plan to phase in more personnel to an estimated 200 employees for the Airport retail concession and their off airport location.

LEGISLATIVE ISSUES

Bill 69-32 which would require legislative approval for lease agreements that span more than five years passed in the May 28, 2013 legislative session, transmitted to the Governor’s office, and enacted into Public Law without signature of the Governor.

Bill No. 125-32 appropriating $500,000 to the Department of Public Works to fund the acquisition property for the Tiyan Parkway Project passed in June 4, 2013 legislative session, transmitted to the Governor’s office. This was signed into Public Law.

PROCUREMENT

IFB Demolition and Remediation of Various Airport Facilities Phase I
Announced: June 19, 2013
Pre Bid Mtg: Tuesday, July 2, 2013 10am
Closing: Friday, July 19, 2013 2pm

ANNOUNCEMENTS

• Terminal improvements are complete in the West Ticket Lobby with the construction of new ticket counters for eventual occupancy.
• The Pohnpei Ports Authority has committed to join GIAA as a partner in hosting the ACI Asia Pacific Small & Emerging Airports Conference. Additionally, Lyon & Associates and ARINC committed to sponsorship. An organizing committee has already convened to ensure all aspects of planning to actual supporting of conference activities are fully covered.
• The GIAA Employee Organization is hosting a fundraiser on June 28, 2013 from 6-10pm at Gud Tayms Lounge at the underground Hafa Adai Exchange. Tickets are $10, which includes a free drink and pupus. A raffle will also be conducted. All members, those interested in becoming members, and supporters are encouraged to attend.
MEMORANDUM

June 24, 2013

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

From: Carlos Bordallo
      Acting Comptroller

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

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

The key operating results for 8 month(s) of FY 2013 ending May 31, 2013 - (in $000's) are:

<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 Y-T-D</td>
<td>Actual FY 13 Y-T-D</td>
</tr>
<tr>
<td>Total Signatory Revenues</td>
<td>$18,061.5</td>
<td>$19,518.7</td>
</tr>
<tr>
<td>Total Concession Revenues</td>
<td>$7,128.1</td>
<td>$4,657.7</td>
</tr>
<tr>
<td>Total PFC's</td>
<td>$3,943.5</td>
<td>$4,338.0</td>
</tr>
<tr>
<td>Total Other Revenues</td>
<td>$10,347.4</td>
<td>$10,479.5</td>
</tr>
<tr>
<td>Total Operating Revenues</td>
<td>$39,480.6</td>
<td>$41,299.9</td>
</tr>
<tr>
<td>Total Operating Expenses</td>
<td>$28,527.0</td>
<td>$23,060.3</td>
</tr>
<tr>
<td>Net Revenues from Operations</td>
<td>$10,953.6</td>
<td>$18,239.6</td>
</tr>
<tr>
<td>Non-Operating Expenses</td>
<td>$500.0</td>
<td>$226.1</td>
</tr>
<tr>
<td>Other Available Moneys/other sources of funds</td>
<td>$3,113.0</td>
<td>$3,212.6</td>
</tr>
<tr>
<td>Net Debt Service Coverage</td>
<td>1.23</td>
<td>1.90</td>
</tr>
</tbody>
</table>
Year-to-date Total Signatory Revenues for the month ending May 31, 2013 are above Budgeted revenues by 8.1%. Signatory revenue estimates are based on projections submitted by Signatory airlines and adopted in the annual budget.

Year-to-date Total Concession Revenues are below budget estimate by -4.9% and Passenger Facility Charges are above budget estimates by 10.0%.

Year-to-date Total Other Revenues, inclusive of non-signatory and non-airline revenues, are above the budget estimate by 1.3%.

Year-to-date Total Operating Revenues Actual of $41.3M is 4.6% above the budget estimate of $39.5M.

Year-to-date Total Operating Expenses are below budget by -19.2%. Components of this line item include a -13.2% decrease in Personnel Service, a -21.8% decrease in Contractual Services, a -35.5% decrease in Materials & Supplies and a -100% decrease in Equipment/Furnishings from budgeted amounts for these respective categories.

The actual year-to-date Net Revenues from Operations of $18.3M reflects an increase of 66.5% over the year-to-date budgeted amount of $11.0M.

Finally, our year-to-date results for Debt Service Coverage is at 1.84 versus the requirement of 1.25.

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

Attachments

cc: Board of Directors
    Executive Manager
    Deputy Executive Manager
    Frank R. Santos, Expansion
    Division Heads
<table>
<thead>
<tr>
<th></th>
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<th></th>
<th></th>
</tr>
</thead>
<tbody>
<tr>
<td>2004</td>
<td>GUM</td>
<td>Noise mitigation measures for residences</td>
<td>3-66-0001-052-2004</td>
<td>$5,000,000</td>
<td>$5,000,000</td>
<td>100%</td>
<td>$5,000,000</td>
<td>100%</td>
<td>$5,000,000</td>
<td>100%</td>
</tr>
<tr>
<td>2004</td>
<td>GUM</td>
<td>Extend Runway 6L/24R - Phase II</td>
<td>3-66-0001-055-2004</td>
<td>$3,083,137</td>
<td>$3,083,137</td>
<td>100%</td>
<td>$3,083,137</td>
<td>100%</td>
<td>$3,083,137</td>
<td>100%</td>
</tr>
<tr>
<td>2005</td>
<td>GUM</td>
<td>Improve term. Bldg. - Seismic Zone 4 upgrd-PH I</td>
<td>3-66-0001-054-2004</td>
<td>$1,400,000</td>
<td>$1,400,000</td>
<td>100%</td>
<td>$1,400,000</td>
<td>100%</td>
<td>$1,400,000</td>
<td>100%</td>
</tr>
<tr>
<td></td>
<td></td>
<td>Sub Total:</td>
<td></td>
<td>$9,493,137</td>
<td>$9,493,137</td>
<td>100%</td>
<td>$9,493,137</td>
<td>100%</td>
<td>$9,493,137</td>
<td>100%</td>
</tr>
<tr>
<td>2005</td>
<td>GUM</td>
<td>Demolition of Naval housing units</td>
<td>3-66-0001-051-2005</td>
<td>$2,262,589</td>
<td>$2,262,589</td>
<td>100%</td>
<td>$2,262,589</td>
<td>100%</td>
<td>$2,262,589</td>
<td>100%</td>
</tr>
<tr>
<td>2005</td>
<td>GUM</td>
<td>Improve water system infrastructure - Ph IV</td>
<td>3-66-0001-050-2005</td>
<td>$1,757,000</td>
<td>$1,757,000</td>
<td>100%</td>
<td>$1,757,000</td>
<td>100%</td>
<td>$1,757,000</td>
<td>100%</td>
</tr>
<tr>
<td>2005</td>
<td>GUM</td>
<td>Power sweeper, rubber removal equip; friction mea.</td>
<td>3-66-0001-049-2005</td>
<td>$375,120</td>
<td>$375,120</td>
<td>95%</td>
<td>$375,120</td>
<td>95%</td>
<td>$375,120</td>
<td>95%</td>
</tr>
<tr>
<td>2005</td>
<td>GUM</td>
<td>Seismic Zone 4 upgrd. outbound baggage system</td>
<td>3-66-0001-047-2005</td>
<td>$3,867,680</td>
<td>$3,867,680</td>
<td>85%</td>
<td>$3,867,680</td>
<td>85%</td>
<td>$3,867,680</td>
<td>85%</td>
</tr>
<tr>
<td>2005</td>
<td>GUM</td>
<td>Noise mitigation measures for residences</td>
<td>3-66-0001-048-2005</td>
<td>$1,900,000</td>
<td>$1,900,000</td>
<td>100%</td>
<td>$1,900,000</td>
<td>100%</td>
<td>$1,900,000</td>
<td>100%</td>
</tr>
<tr>
<td></td>
<td></td>
<td>Sub Total:</td>
<td></td>
<td>$10,192,209</td>
<td>$8,682,358</td>
<td>85%</td>
<td>$8,682,358</td>
<td>85%</td>
<td>$8,682,358</td>
<td>85%</td>
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<tr>
<td></td>
<td></td>
<td>Total:</td>
<td></td>
<td>$19,685,346</td>
<td>$18,175,545</td>
<td>93%</td>
<td>$18,175,545</td>
<td>93%</td>
<td>$18,175,545</td>
<td>93%</td>
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<tr>
<td>2003</td>
<td>GUM</td>
<td>Improve water system infrastructure - Ph II</td>
<td>3-66-0001-040-2003</td>
<td>$2,155,120</td>
<td>$2,155,120</td>
<td>79%</td>
<td>$2,155,120</td>
<td>79%</td>
<td>$2,155,120</td>
<td>79%</td>
</tr>
<tr>
<td>2003</td>
<td>GUM</td>
<td>Replace airfield signage; two loading bridges, etc.</td>
<td>3-66-0001-038-2003</td>
<td>$15,000,000</td>
<td>$15,000,000</td>
<td>100%</td>
<td>$15,000,000</td>
<td>100%</td>
<td>$15,000,000</td>
<td>100%</td>
</tr>
<tr>
<td>2003</td>
<td>GUM</td>
<td>Acquire land for noise compatibility - Ph II</td>
<td>3-66-0001-042-2003</td>
<td>$2,000,000</td>
<td>$2,000,000</td>
<td>88%</td>
<td>$2,000,000</td>
<td>88%</td>
<td>$2,000,000</td>
<td>88%</td>
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<tr>
<td>2003</td>
<td>GUM</td>
<td>Conduct NCP Study - Phase II</td>
<td>3-66-0001-041-2003</td>
<td>$499,118</td>
<td>$499,118</td>
<td>48%</td>
<td>$499,118</td>
<td>48%</td>
<td>$499,118</td>
<td>48%</td>
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<tr>
<td>2002</td>
<td>GUM</td>
<td>Improve water system infrastructure - Ph I</td>
<td>3-66-0001-037-2002</td>
<td>$4,198,450</td>
<td>$4,198,450</td>
<td>72%</td>
<td>$4,198,450</td>
<td>72%</td>
<td>$4,198,450</td>
<td>72%</td>
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<tr>
<td>2002</td>
<td>GUM</td>
<td>Security enhancements - Ph I</td>
<td>3-66-0001-036-2002</td>
<td>$5,454,744</td>
<td>$5,454,744</td>
<td>56%</td>
<td>$5,454,744</td>
<td>56%</td>
<td>$5,454,744</td>
<td>56%</td>
</tr>
<tr>
<td>2001</td>
<td>GUM</td>
<td>Extend and rehab Rwy 81/24R</td>
<td>3-66-0001-028-2001</td>
<td>$7,155,000</td>
<td>$7,155,000</td>
<td>85%</td>
<td>$4,850,501</td>
<td>85%</td>
<td>$4,850,501</td>
<td>85%</td>
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<tr>
<td>2001</td>
<td>GUM</td>
<td>Acquire land for noise compatibility/relocation</td>
<td>3-66-0001-031-2001</td>
<td>$1,298,225</td>
<td>$1,298,225</td>
<td>51%</td>
<td>$1,298,225</td>
<td>51%</td>
<td>$1,298,225</td>
<td>51%</td>
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<tr>
<td>2000</td>
<td>GUM</td>
<td>Construct parallel taxiway - Ph V</td>
<td>3-66-0001-029-2000</td>
<td>$5,082,300</td>
<td>$5,082,300</td>
<td>34%</td>
<td>$3,746,800</td>
<td>34%</td>
<td>$3,746,800</td>
<td>34%</td>
</tr>
<tr>
<td></td>
<td></td>
<td>Sub Total:</td>
<td></td>
<td>$24,531,630</td>
<td>$18,483,598</td>
<td>61%</td>
<td>$18,483,598</td>
<td>61%</td>
<td>$18,483,598</td>
<td>61%</td>
</tr>
<tr>
<td></td>
<td></td>
<td>GRAND TOTAL:</td>
<td></td>
<td>$75,460,525</td>
<td>$55,487,330</td>
<td>73%</td>
<td>$44,834,457</td>
<td>56%</td>
<td>$42,015,874</td>
<td>56%</td>
</tr>
</tbody>
</table>
RECOMMENDATION OF COUNSEL

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

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

FROM: Michael A. Pangelinan
CALVO FISHER & JACOB LLP

DATE: June 20, 2013

SUBJECT: Executive Session

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