BOARD OF DIRECTORS REGULAR MEETING
3:00 p.m., Thursday, January 28, 2016
GIAA TERMINAL CONFERENCE ROOM #3

AGENDA

1. Call to Order and Attendance
2. Approval of Agenda
3. Approval of Minutes
   A. December 17, 2015 Regular Meeting
4. Correspondence
5. Old Business
   A. Status Updates of Capital Improvement Projects
   B. Air Service Development Strategy
6. New Business
   A. Approval of Award for GIAA West Tiyan Perimeter Fence and Gates - IFB No. GIAA-C01-FY16
7. Report of Executive Manager
9. Executive Session
10. Public Comments
11. Adjournment
MINUTES OF THE REGULAR MEETING OF THE BOARD OF DIRECTORS OF THE A.B. WON PAT INTERNATIONAL AIRPORT AUTHORITY, GUAM
Thursday, January 28, 2016, 3:00 p.m.
GIAA TERMINAL CONFERENCE ROOM #3

1. CALL TO ORDER AND ATTENDANCE

The January 28, 2016 regular meeting of the Board of Directors of the A.B. Won Pat International Airport Authority, Guam ("GIAA" or the "Authority") was called to order by Chairman Untalan at 3:03 p.m. at the GIAA Terminal Conference Room #3, 355 Chalan Paseaheru, Tamuning, Guam, 96913.

Directors Present:
Edward G. Untalan
Martin J. Gerber
Gurvinder "Bic" Sobti
Lucy M. Alcorn
Rosalinda A. Tolan
Katherine C. Sgro
Deedee S. Camacho

Directors Absent:

GIAA Officials:
Charles H. Ada II
Peter Roy Martinez
Jean M. Arriola
Gerard Bautista
John A. Rios
Edward Muna II
Franklin Taitano
Joseph Calvo
Rolenda Faasuamalie
Victor Cruz
Fred Tupaz
Janalynn Cruz Damian, Esq.
Michael A. Pangelinan, Esq.

Offices or positions:
Chairman
Vice Chairman
Executive Manager
Deputy Executive Manager
Airport Services Manager
Air Terminal Manager
Comptroller
Operations Superintendent
Procurement Supervisor
Superintendent of Properties & Facilities
Airport Marketing Administrator
Engineering Supervisor
TMG, LLC
GIAA Legal Counsel
GIAA Legal Counsel

The Chairman welcomed Airport tenants, stakeholders, and members of the public who are noted in a sign-in sheet attached to these minutes.
2. APPROVAL OF AGENDA

Motion to approve the agenda as presented duly made by Director Tolan, seconded by Director Sgro; motion unanimously passed.

3. APPROVAL OF MINUTES

A. December 17, 2015 Regular Meeting

No corrections or changes were recommended. On motion duly made by Director Sgro, seconded by Director Alcorn, the following resolution was unanimously passed:

Resolution No. 16-13

The Board hereby approves the minutes of the December 17, 2015 regular meeting, subject to corrections.

4. CORRESPONDENCE

Executive Manager Ada had no correspondence to report.

5. OLD BUSINESS

A. Status Updates of Capital Improvement Projects

Mr. Tupaz referred the Board to handouts regarding the current Airport projects and provided various updates to the Board.

1. FAA AIP Grant Projects – Undistributed Obligations (UDO)

- FY2011 - Miscellaneous Airport Improvements Phase 4: Extended (West perimeter fence line project)
- FY2012 - Rehabilitate Runway 6L/24R - Phase 2: Pending final close-out documents.
- FY2013 - Acquire one (1) 3,000 gallon Aircraft Rescue & Fire Fighting (ARFF) Vehicle: Pending final close-out documents.
- FY2013 – Update Airport Master Plan Study: GIS under review by the FAA.
ii. Bond Capital Improvement Projects

- Hold Bag Screening Relocation: Work in progress.
- Route 10A Landscape Component: Coordinating with DPW on design progress and schedule for roadway. Monthly teleconferences in progress as Phase II of Tiyan Parkway project progresses.

iii. Capital Improvement Fund

- Upgrades to Public Restrooms - Final Phase: Phase I in progress. Change Order issued for replacement of old piping to improve the water flow in the departure lobby level restroom. 15 day delay anticipated. Restroom #1 at the Customs area was completed on January 11; Phase II of Restroom #2 at the Customs area has been initiated. Phasing plan is being reassessed; project completion anticipated on April 2016.
- Noise Mitigation Program 65 DNL & Higher - Phase VI: New RFP to be issued FY2016 for the next round of program pending discretionary funding from FAA.
- Wildlife Management Assessment: Grant application to be submitted for mid-2016 funding. Work in progress. FAR Part 139 requirement.
- ARFF Facility -Design/Construction Phase 1: Scope of work being completed; RFP to be issued February 2016. Grant application to be submitted for mid-2016 funding.
- Painting & Exterior Surface Improvements and Replace Roofing Systems: Repainting and surface improvements are over 95% complete. Temporary roof repairs pending selection of 3rd Floor Arrivals bid for coordination and scheduling of project.
• Tiyan Land Acquisition & Redevelopment: Meeting to be scheduled with GIAA
  Conflict Counsel and Government of Guam to identify schedules and funding for
  acquisition – February 2016.
• Apron Rehabilitation – Design: Assess and design rehabilitation improvements to
  terminal aprons. RFP scheduled for issuance in March 2016. Funding
  programmed for FY2016.
• Miscellaneous Airport Improvements – Phase V: Reprogrammed entitlement
  grant funding to cover Tiyan Parkway Fencing project and demo of remaining
  buildings and miscellaneous structures.

B. Air Service Development Strategy

Director Sgro advised the Board that the Air Service Development strategy had been tabled at
the last Board meeting. Director Sgro informed the Board that Mr. Tupaz provided a detailed
presentation during the Air Service Development/Marketing Sub-Committee meeting held on
January 26, 2016. For the Board’s consideration, Mr. Tupaz referred the Board to his handout
regarding a motion to adopt the Network Development Strategy Update – December 2015 and
reiterated the key components of the strategy for short-haul and long-haul route development.
There was discussion by the Board. Vice-Chairman Gerber inquired about mentioning other
airline partners.

After discussion by the Board, on motion duly made by Director Sgro, seconded by Director
Alcorn, the following resolution was unanimously passed:

Resolution No. 16-14
The Board hereby approves, accepts and adopts the Network Development Strategy Update
prepared by Airport Strategy and Marketing, Limited, as presented.

6. NEW BUSINESS

A. Approval of Award for GIAA West Perimeter Fence and Gates - IFB No. GIAA-C01-
FY16

The Executive Manager provided background information to the Board on the referenced IFB.
Twenty-six (26) firms/individuals purchased bid packages and fourteen (14) firms submitted
bids before the submission deadline. The fourteen (14) bids were evaluated, and ten (10) bids
were determined to be acceptable. As required by the Guam Procurement Regulations, the bids
were publicly opened and read aloud in the presence of the bidders. The bid price submittals
are as follows in the order they were received and opened:

1. Ian Corporation $490,636.18
2. Maeda Pacific Corporation $692,000.00
3. Pacific Rim Land Development $639,500.00
4. BME & Sons Inc. $479,606.15
5. Mega United Corp. $997,960.00
6. Sumitomo Mitsui $517,526.00
7. Inland Builders Corporation $553,931.45
8. Nippo USA Inc. $727,700.00
9. ProPacific Builders Corporation $498,900.00
10. Giant Const. Corporation $499,887.00

The Executive Manager informed the Board that BME & Sons Inc. has been determined to have met the standards and responsibility and responsiveness outlined in the Guam Procurement Regulations and has been deemed as the lowest responsible, responsive bidder. Therefore, it is recommended that BME & Sons Inc. be awarded the contract in the amount of $479,606.15 for the project in reference.

The Executive Manager noted for the Board’s information that four (4) firms were rejected for non-compliance. Included in the Board’s package is JJ Global’s formal letter to withdraw their bid submittal.

On motion duly made by Director Sgro, seconded by Director Camacho, and unanimously approved, the following resolution was approved:

Resolution No. 16-15
The Board hereby approves the contract award for GIAA West Perimeter Fence and Gates - IFB No. GIAA-C01-FY16 to BME & Sons Inc. in the amount of $479,606.15, subject to review by legal counsel.

7. REPORT OF THE EXECUTIVE MANAGER

Reference is made to the Executive Manager’s Report included as part of the Board’s packet, which was presented by the Executive Manager.

The Executive Manager discussed the passenger processing issues — extreme passenger congestion and the paperwork processing the passengers are experiencing. He noted that GIAA will be purchasing six to eight kiosks, and that the Guam Visitors Bureau will be purchasing two. Executive Manager Ada also noted USCBP manpower issue.

In reference to the Taxi Service Concession RFP, the Executive Manager announced that the RFP has been cancelled for further evaluation of taxicab services at the Airport. A letter went out to all proposers.

For the Board’s consideration, the Executive Manager informed the Board of a request for sponsorship from Senator Tina Muna-Barnes in reference to the 12th Festival of Pacific Arts (FestPac), to be hosted by Guam in May 2016.
On motion duly made by Director Sgro, seconded by Director Alcorn, and unanimously approved, the following resolution was approved:

Resolution No. 16-16
The Board hereby acknowledges the request for sponsorship from Senator Tina Muna-Barnes in reference to the 12th Festival of Pacific Arts (FestPac), and that the Authority will consider the request.

8. REPORT OF THE COMPTROLLER

Mr. John Rios, Comptroller, reported on the revenues and expenses of the Authority as of December 31, 2015. Mr. Rios reported that year-to-date Total Signatory Revenues are below budgeted revenues by 3.1%, year-to-date Total Concession Revenues and Passenger Facility Charges are below and above budget by -0.1% and 0.5%, respectively. Year-to-date Total Other Revenues, inclusive of non-signatory and non-airline revenues are above the budget estimate by 9.7%. Year-to-date Total Operating Revenues Actual of $17.6M is 3.4% above the budget estimate of $17.0M. Year-to-date Total Operating Expenses are below budget by -25.0%. Components of this line item include a -13.3% decrease in Personnel Service, a -31.4% decrease in Contractual Services, a -67.8% decrease in Materials & Supplies and a -100.0% decrease in Equipment/Furnishings from budgeted amounts for these respective categories. The actual year-to-date Net Revenues from Operations of $8.8M reflects an increase of 66.6% over the year-to-date budgeted amount of $5.3M. Mr. Rios reported that the year-to-date Debt Service Coverage is at 1.64 versus the requirement of 1.25.

The Comptroller announced that the audit presentation on GASB 67/68 issues has been extended until February.

9. PUBLIC COMMENTS

There were no public comments.

10. EXECUTIVE SESSION

The next item on the agenda was Executive Session.

Upon written recommendation of counsel, on motion duly made by Director Camacho, seconded by Director Sobti, and unanimously approved, the Board recessed to convene into Executive Session at 4:04 p.m. to discuss pending or threatened litigation to which GIAA is or may be a party. Attending Executive Session were members of the Board, Executive Manager Ada, and Legal Counsel – Michael A. Pangelinan, Eduardo A. Calvo, Janalynn Cruz Damian, and Sarah L. Fabian.

Chairman Untalan, Director Sobti and Director Camacho did not participate in Executive Session because of conflicts and left the conference room.
On motion duly made by Director Alcorn, seconded by Director Sgro, Executive Session adjourned at 5:19 p.m., at which time the Board reconvened the regular session.

All Board members present in the conference room.

Acting Chairman Gerber announced that there was a request from legal counsel to authorize payment of legal counsel’s December invoice for legal services relating to the DFS arbitration matter.

Chairman Untalan and Directors Sobti and Camacho did not participate in discussion or vote on this matter because of conflicts of interest.

On motion duly made by Director Tolan, seconded by Director Sgro, the following resolution was unanimously approved:

**Resolution No. 16-17**

The Board hereby authorizes the Authority to issue payment to Calvo Fisher & Jacob LLP for legal fees incurred in December 2015 relative to the DFS arbitration, in the amount of $54,646.93.

11. **ADJOURNMENT**

Motion to adjourn duly made by Director Camacho, seconded by Director Alcorn; motion unanimously passed. The meeting was adjourned at 5:23 p.m.

Dated this 11th, day of March, 2016.

[Signature]
Martin J. Gerber
Chairman, Acting

[Signature]
Gurvinder Sobti
Secretary

Prepared and Submitted By:
Amanda O'Brien-Rios
Corresponding Secretary
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