MINUTES OF THE REGULAR MEETING OF THE BOARD OF DIRECTORS OF THE
A.B. WON PAT INTERNATIONAL AIRPORT AUTHORITY, GUAM
Thursday, July 30, 2020, 3:00 p.m.
GIAA TERMINAL CONFERENCE ROOM #3

1 CALL TO ORDER AND ATTENDANCE

The July 30, 2020 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 Bamba at 3:02 p.m. at the GIAA Terminal Conference Room #3, 355 Chalan Paseaheru, Tamuning, Guam, 96913.

Directors Present:
Brian J. Bamba
Gurvinder Sobti
Donald I. Weakley
Lucy M. Alcorn
Zenon E. Belanger
Doyon A. Morato
Rosie R. Tainatongo*

Directors Absent:

GIAA Officials:
John M. Quinata
Artemio Hernandez, Ph.D.
John A. Rios
Jean M. Arriola
Edward Muna
Vince Naputi
Raymond Mantanona
Ken McDonald
Rolenda Faasumalae
Henry Cruz
Anita Arriola, Esq.
Phillip Torres, Esq.
Frank R. Santos

Offices or positions:
Chairman
Vice Chairman
Board Secretary
Executive Manager
Deputy Executive Manager
Comptroller
Airport Services Manager
Operations Superintendent
Chief, Airport Police
Chief, ARFF
P&F Superintendent
Airport Marketing
Supply Management Administrator
GIAA Legal Counsel
GIAA Conflicts Counsel
GIAA Consultant

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

Executive Manager Quinata announced his recommendation on amending the agenda based on a confirmation hearing for three (3) Board members. The proposed agenda would include the following changes: Proceed with agenda items two (2) to five (5); move to items seven (7) and eight (8); recess to prepare members for the confirmation hearing at 4:00 p.m.; return to regular session and proceed with agenda items six (6), followed by nine (9) to eleven (11).

Motion to approve the agenda as presented duly made by Director Alcorn, seconded by Vice Chairman Sobti; motion unanimously passed.

Resolution No. 20-56
The Board hereby amends the agenda to proceed with agenda items two (2) to five (5); move to items seven (7) and eight (8); recess to prepare members for the confirmation hearing at 4:00 p.m.; return to regular session and proceed with agenda items six (6), followed by nine (9) to eleven (11).

3. APPROVAL OF MINUTES

A June 26, 2020 - Regular Meeting

On motion duly made by Director Weakley, seconded by Director Alcorn, the following resolution was unanimously passed:

Resolution No. 20-57
The Board hereby approves the minutes of the June 26, 2020 regular meeting, subject to corrections.

* At this time Director Tainatongo arrives at the meeting.

4. CORRESPONDENCE

There was no correspondence to report.

5. OLD BUSINESS

There was no Old Business to present.

6. REPORT OF THE EXECUTIVE MANAGER

Reference is made to the Executive Manager’s Report included as part of the Board’s packet, which was presented by Executive Manager Quinata. The report included brief updates on Airport operations, CIP’s and Regulatory updates. Included with the report was an update relative to COVID-19.
At this time Chairman Bamba announced that the Board will recess to participate in the Legislative Confirmation Hearing, on motion duly made by Director Tainatongo, seconded by Director Belanger, and unanimously approved. The Board recessed at 3:31 p.m.

The Board reconvened regular session at 4:44 p.m.

Executive Manager Quinata continued with the Executive Manager’s report. Discussion ensued relative to resources available due to COVID-19.

Vice Chairman Sobti took this time to thank the Executive Manager for his dedication to the Airport during these unprecedented times.

Discussion followed relative to cargo operations for GIAA.

Executive Manager Quinata announced that a meeting is scheduled with the Airlines in order to get feedback relative to the draft FY2021 budget. Chairman Bamba added that the Board Finance Committee has met to discuss the draft budget, and will meet again after the meeting with the Airlines. The Board members will be briefed separately on the draft budget and Airlines feedback.

7. REPORT OF THE COMPTROLLER

Mr. John A. Rios, Comptroller reported on the revenues and expenses of the Authority as of June 30, 2020. Mr. Rios reported that year-to-date Total Signatory Revenues are below budgeted revenues by -33.5%, year-to-date Total Concession Revenues and Passenger Facility Charges are below budget by -27.1% and -49.6%, respectively. Year-to-date Total Other Revenues, inclusive of non-signatory and non-airline revenues are below the budget estimate by -9.4%. Year-to-date Total Operating Revenues Actual of $40.6M is -28.7% below the budget estimate of $57.0M. Year-to-date Total Operating Expenses are below budget by -18.5%. Components of this line item include a -5.9% decrease in Personnel Service, a -21.5% decrease in Contractual Services, a -68.6% decrease in Materials & Supplies and a -100.0% decrease in Equipment/Furnishings from budgeted amounts for these respective categories. The actual year-to-date Net Revenues from Operations of $7.5M reflects a decrease of -54.0% over the year-to-date budgeted amount of $16.4M. Mr. Rios reported that the year-to-date Debt Service Coverage is at 2.29 versus the requirement of 1.25.

Chairman Bamba requested that the Comptroller confirm the debt service coverage for the month of June.

Director Weakley inquired on the 15% reduction on expenses. The Comptroller replied that the reduction was only on contractual and equipment, GIAA could not provide reductions on Personnel.
Director Morato inquired if any tenants have inquired on further relief. Executive Manager Quinata, advised the Board that Airlines and Lotte Duty Free have inquired on the direction for the next three (3) months. Management is considering options and possibly looking at a month to month option, as opposed to the three (3) month relief. Discussion followed on areas where costs can be reduced, and ways to increase revenue.

Executive Manager Quinata announced that the Deputy Executive Manager will excuse himself from the Board meeting to attend a meeting at Civil Service Commission where he will represent the Airport.

8. NEW BUSINESS

A Project Contract Modifications

The next item on the agenda was change order no. 14 relative to the International Arrivals Corridor (IAC) project. The change order is in the amount of $1,465,000.00 for glazed aluminum curtain walls at the Airline Club and Sterile Corridor. Structural Engineers determined that additional seismic upgrades are required. Change order has been reviewed by Designer of Record and Construction Manager, who are recommending approval. Negotiations have reduced the change order amount from $1,565,296.00.

After further discussion, on motion duly made by Director Belanger, seconded by Director Morato, the following resolution was unanimously approved:

Resolution No. 20-58
The Board hereby approves Change Order No. 14 for the Terminal Building Structural Upgrade and Concourse Isolation Project in the amount of $1,465,000.00, as presented.

Director Belanger took this time to update the Board on recent meetings the Board CIP Committee has had. On July 27, 2020 the Committee met Black Construction to discuss the contract and will then meet with the Construction Management firm, KHLG in the hopes to get both firms working together. Black Construction is asking for more assistance with the PCAS. Director Belanger gave the Board a brief update on upcoming work to be done. Discussion followed relative to the idea of a Global agreement, with Director Belanger announcing that would mean one amount to cover everything, no more change orders.

In order to move forward, Director Belanger proposed a motion, stating, to be more effective and efficient, the Board CIP Committee proposes that the Board of Directors delegate the review and vetting of contract modifications for any Airport CIP project. Modifications include work orders, change orders, and supplemental agreements. This will assist the project team and contracting officer in facilitating these modifications. The CIP Committee’s actions will be noted in a written synopsis to each Board member prior to a subsequent regular Board of Directors meeting.
This will be for all CIP projects. Discussion went back to the global agreement, with Director Belanger announcing that amount of the agreement may take up to two (2) weeks.

Director Alcorn inquired on the approval of change orders and if the Board will still approve. Director Belanger replied that work has been delayed due to change orders not being reviewed and approved in a timely manner. Legal Counsel inquired if that is the duties of the construction manager. Director Belanger replied that the current construction manager has been overwhelmed with all of the change orders. Discussion followed.

After further discussion, on motion duly made by Director Belanger, seconded by Director Weakley, the following resolution was unanimously approved:

**Resolution No. 20-59**

The Board hereby approves the delegation of the review and vetting of contract modifications for any Airport CIP project to the Board CIP Committee. Modifications include work orders, change orders, and supplemental agreements. The CIP Committee’s actions will be noted in a written synopsis to each Board member prior to a subsequent regular Board of Directors meeting.

Chairman Bamba announced that he is very pleased with the CIP Committee being so engaged.

At this time Executive Manager Quinata announced that there was an additional item requiring Board action. Relative to the contract for the former legal counsel. Calvo Fisher & Jacobs (CFJ) contract expired on March 22, 2020. From March 22, 2020 until the time that the Airport officially hired Arriola Law Firm, CFJ was still providing services. Conflicts Counsel, Phillip Torres, Esq. presented a Settlement of Mutual Release, which is over the Executive Managers spending authority. The amount of CFJ’s claim was $126,746.99, after negotiations, the amount of the Settlement and Mutual Release is $110,545.85.

Chairman Brian Bamba, Vice Chairman Sobti and Legal Counsel, Anita Arriola recused themselves due to conflicts of interest.

Director Donald Weakley presides over the meeting.

Executive Manager Quinata advised the Board that the actual amount that GIAA will end up paying is $91,000.00 due to Lotte Duty Free reimbursing $18,739.00.

Director Morato asked if Management was aware of the invoices when they were coming in during this time. Executive Manager Quinata replied yes.

After further discussion, on motion duly made by Director Morato, seconded by Acting Chairman Weakley, the following resolution was unanimously approved:
Resolution No. 20-60

The Board hereby approves Calvo Fisher & Jacob’s Settlement and Mutual Release in the amount of $110,545.85.

Chairman Brian Bamba, Vice Chairman Sobti and Legal Counsel, Anita Arriola return to the conference room.

9. EXECUTIVE SESSION

Upon written recommendation of counsel, on motion duly made by Director Tainatongo, seconded by Vice Chairman Sobti, and unanimously approved, the Board recessed to convene into Executive Session at 6:01 p.m.

The Board convened into Executive Session at 6:06 p.m. to discuss personnel matters. Attending Executive Session were Directors Bamba, Sobti, Weakley, Alcorn, Belanger, Morato and Tainatongo, Executive Manager Quinata, and Legal Counsel, Anita Arriola.

Executive Session adjourned at 7:18 p.m., at which time the Board reconvened regular session.

10. PUBLIC COMMENTS

There were no Public Comments.

11. ADJOURNMENT

Motion to adjourn duly made by Chairman Bamba, seconded by Director Tainatongo; motion unanimously passed. The meeting was adjourned at 7:18 p.m.

Dated this 16th day of October, 2020.

Brian J. Bamba
Chairman

Attest:

Donald I. Weakley
Board Secretary

Prepared and Submitted By:

Amanda O'Brien-Rios
Corresponding Secretary
BOARD OF DIRECTORS REGULAR MEETING
3:00 p.m., Thursday, July 30, 2020
GIAA TERMINAL CONFERENCE ROOM #3

Public Notice
First Notice:
Pacific Daily News — July 23, 2020
Notice to Media — July 23, 2020

Second Notice:
Pacific Daily News — July 28, 2020
Notice to Media — July 28, 2020

AGENDA

1. Call to Order and Attendance
2. Approval of Agenda
3. Approval of Minutes
   A. June 26, 2020 Regular Meeting
4. Correspondence
5. Old Business
6. New Business
   A. Project Contract Modifications
7. Report of Executive Manager
9. Executive Session
10. Public Comments
11. Adjournment
A.B. WON PAT INTERNATIONAL AIRPORT AUTHORITY, GUAM
Board of Directors Regular Meeting
3:00 p.m., Thursday, July 30, 2020
GIAA Terminal Conference Room #3

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PUBLIC NOTICE

The Board of Directors of the A.B. Won Pat International Airport Authority, Guam (GIAA) will convene its Regular Board meeting on Thursday, July 30, 2020 at 3:00 p.m., in Terminal Conference Room No. 3. In addition to regular matters, pursuant to 5 C.G.A. §110g(2), Executive Session will be held to discuss personnel matters. In light of COVID19 public health emergency, GIAA will adhere to social distancing orders. For those who wish to participate telephonically, please call 642-4747 or email arios@guamairport.net for further information. Parking is available in the Public Parking Lot. For special accommodations or agenda items, please call the Board Office at 642-4717/8.

(This ad paid for by GIAA)
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For special accommodations or agenda items, please call (This ad paid for by GIAA)

GUAM POWER AUTHORITY

ATTORNEY IN FACT
GUAM, P.O. BOX 2977
HAGÅTÑA, GUAM U.S.A. 96932-2977
Telephone Nos. (671) 648-3054/55 or Facsimile (671) 648-3165

Joseph T. Duenas
Chairman

John M. Benavente, P. E.
General Manager

BID NO.: DUE DATE: TIME: DESCRIPTION:
GPA-047-20 08/12/2020 2:00 P.M. Fault Recorders (Bond)
GPA-049-20 08/12/2020 2:30 P.M. Generator Protection Relays (Bond)
GPA-063-20 08/13/2020 2:00 P.M. New 2020 4x4 Small/Medium Trucks (CIP)

Bid packages may be picked up at the GPA Procurement Office, 1ST Floor, Gloria B. Nelson Public Service Building, 888 Route 15, Mangilao, Guam 99913. All interested firms should register with GPA’s Procurement Division to be able to participate in the bid. Please call our office at (671) 648-3054 / 3055 to register. Registration is required to ensure that all “Amendments and Special Reminders” are communicated to all bidders throughout the bid process. Procurement instructions are posted on the Authority’s website at http://guampowerauthority.com/gpa_authority/procurement/gpa_current_rfs.php.

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John M. Benavente, P. E.
General Manager

PUBLIC NOTICE

IN THE SUPERIOR COURT OF GUAM IN THE MATTER OF THE ESTATE OF FE ROSAS CARAIG, Decedent(s).

Case No. PR0053-20.

NOTICE OF REMOTE HEARING FOR PETITION FOR LETTERS OF ADMINISTRATION AND FOR CONFIRMATION OF SALE OF ESTATE REAL PROPERTY

Petitioner, Christopher Lyndon O’Connor, has filed a Petition for Letters of Administration and for Confirmation of Sale of Estate Real Property. Please reference the Petition for further particulars. The petition will be heard by online remote appearance on August 10, 2020 at 9:00 a.m. (CST) at https://guamcourts-org.zoom.us/join and enter Meeting ID: 886 2928 6773 and Password: 299792. You may also call in for the hearing; to do so, find your local number at https://guamcourts.zoom.us/u/kc5z1Vgk7. For persons objecting to the Petition, they must file their objections in advance of the hearing with the Clerk of Court.


/s/ Brianne Marie G. Balbas
Courtroom/Chamber Clerk, Superior Court of Guam

IN THE SUPERIOR COURT OF GUAM
IN THE MATTER OF THE ESTATE OF FE ROSAS CARAIG, Decedent(s).

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John M. Benavente, P. E.
General Manager

INVITATION FOR BID

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

GUAM POWER AUTHORITY

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HAGÅTÑA, GUAM U.S.A. 96932-2977
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/s/ Brianne Marie G. Balbas
Courtroom/Chamber Clerk, Superior Court of Guam
MINUTES OF THE REGULAR MEETING OF THE BOARD OF DIRECTORS OF THE
A.B. WON PAT INTERNATIONAL AIRPORT AUTHORITY, GUAM
Friday, June 26, 2020, 3:00 p.m.
GIAA TERMINAL CONFERENCE ROOM #3

1. CALL TO ORDER AND ATTENDANCE

The June 26, 2020 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 Bamba at 3:04 p.m. at the GIAA Terminal Conference Room #3, 355 Chalan Pasaheru, Tamuning, Guam, 96913.

Directors Present: Offices or positions:
Brian J. Bamba (Via VTC) Chairman
Gurvinder Sobti (Via VTC) Vice Chairman
Donald I. Weakley Board Secretary
Lucy M. Alcorn (Via VTC)
Doyon A. Morato (Via VTC)
Rosie R. Tainatongo

Directors Absent:
Zenon E. Belanger (Excused)

GIAA Officials:
John M. Quinata Executive Manager, Acting
Jean M. Arriola Airport Services Manager
Edward Muna Air Terminal Manager, Acting
Vince Naputi Chief, Airport Police
Raymond Mantanona Chief, ARFF
Ken McDonald P&F Superintendent
Antoniette Bautista Accounting Supervisor
Victor Cruz Engineering Supervisor
Rolenda Faasuamalie Airport Marketing
Henry Cruz Supply Management Administrator

Anita Arriola, Esq. GIAA Legal Counsel
Phillip Torres, Esq. GIAA Conflicts Counsel
Frank R. Santos GIAA Consultant

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

Chairman Bamba took this time to introduce GIAA’s new legal counsel, Arriola Law Firm. Present in the conference room was Attorney, Anita Arriola. Ms. Arriola announced that the firm was happy to be representing such a great agency, and went on to introduce Attorneys
Nicole Cruz, Jay Arriola, and William Brennan, appearing via Zoom video teleconference. Chairman Bamba announced that the three attorneys appearing via Zoom will exit the meeting and that he appreciated them calling in.

2. APPROVAL OF AGENDA

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

3. APPROVAL OF MINUTES

A. June 2, 2020 - Regular Meeting
B. June 15, 2020 - Special Meeting
C. June 18, 2020 - Reconvened Meeting

On motion duly made by Director Alcorn, seconded by Vice Chairman Sobti, the following resolution was unanimously passed via roll vote:

Resolution No. 20-48
The Board hereby approves the minutes of the June 2, 2020 regular meeting, June 15, 2020 special meeting and June 18, 2020 reconvened meeting, subject to corrections by legal counsel.

4. CORRESPONDENCE

A. Letter from GIAA Executive Manager - Resignation

Chairman Bamba announced that Executive Manager, Thomas C. Ada had submitted his resignation on June 22, 2020, as the Executive Manager, effective Tuesday, June 23, 2020.

The Board members expressed their gratitude to Mr. Ada and wished him well, with Chairman Bamba stating he will be missed, that Mr. Ada felt the Airport was in good hands.

5. OLD BUSINESS

A. Approval of Award for Legal Services - RFP No. RFP-003-FY20

The next item on the agenda was the award for Legal Services under RFP No. RFP-003-FY20.

Chairman Bamba announced that he would like to recuse himself from this portion of the meeting due to a previously declared conflict of interest with the firm to be discussed, and asked that Vice Chairman Sobti preside over the meeting.
Vice Chairman Sobti announced that he would also like to recuse himself from the next portion of the meeting due to a conflict of interest with the firm to be discussed and asked that Board Secretary, Donald Weakley preside over the meeting.

Legal Counsel, Anita Arriola, informed the Board that she will recuse herself from the next portion of the meeting due to conflict of interest and exited the Board conference room.

Chairman Bamba and Vice Chairman Sobti were placed in a waiting room.

Acting Chairman Donald Weakley now presides over the meeting. It was confirmed that with the recusals there remained a quorum of four (4) directors.

Mr. Henry Cruz, Supply Management Administrator presented the RFP. GIAA had previously awarded a contract to the highest ranked Offerer, Offerer 'A' for the referenced RFP, at the June 2, 2020 regular Board meeting. Mr. Cruz announced that further Board action is requested to approve the award for Legal Services to the second highest ranked Offerer, Offerer 'B'. Pursuant to the RFP, GIAA reserves the right to award to one or more firms, based on the qualification rankings. Background information on the referenced RFP was provided in the Board packets, including the scope of services, contract term, dates of advertisement of the RFP, proposal submission deadline, and the number of interested proposers. Mr. Cruz also announced that terms and agreed pricing is also in the Board’s packets for reference.

The term of the contract is for a period of two (2) years with additional three (3) one (1) year option years to be exercised at the sole discretion of GIAA, not to exceed a total contract period of five (5) years and subject to the availability of funding. The said contract will be funded under the Administration Division’s O&M Budget.

Acting Chairman Weakley inquired on the rates for the firm’s attorneys, and if they remain the same. Mr. Cruz replied that all attorneys’ rates remain the same except for one, Attorney Janalynn C. Damian.

After further discussion, on motion duly made by Director Alcorn, seconded by Director Tainatongo, the following resolution was unanimously approved via roll call vote:

**Resolution No. 20-49**

The Board hereby approves the ranking results as presented and the contract award to Offeror 'B' for Legal Services - RFP No. RFP-003-FY20, as presented, subject to Management's negotiation of fair and reasonable fees, subject to review and approval by the Office of the Attorney General of Guam.

Offeror 'B' is Calvo Fisher & Jacob, LLC.

Chairman Bamba and Vice Chairman Sobti re-enter the meeting from the Zoom waiting room. Legal Counsel Anita Arriola returns to the Conference room.
6. NEW BUSINESS

A. Board Appointment and Compensation - Executive Manager

The first item discussed was the appointment of a new Executive Manager. Chairman Bamba announced that he would like to recommend the appointment of Mr. John M. Quinata to the position of Executive Manager of the A.B. Won Pat International Airport Authority, Guam.

After further discussion, on motion duly made by Chairman Bamba, seconded by Director Tainatongo, the following resolution was unanimously approved via roll call vote:

Resolution No. 20-50
The Board hereby approves the appointment of Mr. John M. Quinata to the position of Executive Manager of the A.B. Won Pat International Airport Authority, Guam.

The Board and Management congratulated Mr. Quinata.

Board action is also required for the compensation of the Executive Manager. Director Weakley announced that the recommended base salary for the Executive Manager is $154,979.00.

Director Alcorn inquired if the recommended base salary is the same as the former Executive Manager's salary. Director Weakley replied yes, the salary amount is the same.

After further discussion, on motion duly made by Director Weakley, seconded by Director Tainatongo, the following resolution was unanimously approved via roll call vote:

Resolution No. 20-51
The Board hereby approves the annual salary of $154,979.00 for Mr. John M. Quinata as the Executive Manager of the A.B. Won Pat International Airport Authority, Guam.

B. Approval of Compensation - Deputy Executive Manager

The next item for Board consideration is the compensation of the newly appointed Deputy Executive Manager, Mr. Artemio 'Ricky' Hernandez. Chairman Bamba asked that Executive Manager Quinata introduce Mr. Hernandez and provide justification for his annual salary recommendation. Executive Manager Quinata provided a brief summary of qualifications, experience and accomplishments, stating that Mr. Hernandez is the current Deputy Administrator at the Guam Economic Development Authority (GEDA), an instructor for Accounting and Public Administration at the University of Guam (UOG), a former Interim Deputy at Department of Public Works, and a former, and the longest serving Director of Finance and Budget at the Guam Legislature. He has a Bachelors and Masters degree in Accounting from UOG, and PHD in Business from Capella University. The Executive Manager added that Mr. Hernandez brings diversity and structure to the Airport team, and with his outstanding financial background, they will work hand in hand to bring GIAA in to the new
norm of conducting Airport business in the days to come. He went on to inform the Board that due to Mr. Hernandez's qualifications and experience, he is recommending the annual salary of $140,066.00. Effective date of employment will be July 6, 2020.

Chairman Bamba announced that he has a lot of respect for Mr. Hernandez and that he will be a great addition to the Airport Management team.

After further discussion, on motion duly made by Director Tainatongo, seconded by Director Vice Chairman Sobti, the following resolution was unanimously approved via roll call vote:

**Resolution No. 20-52**

The Board hereby approves the annual salary of $140,066.00 for Mr. Artemio 'Ricky' Hernandez as the Deputy Executive Manager of the A.B. Won Pat International Airport Authority, Guam.

Mr. Hernandez thanked the Executive Manager for his trust and faith, and the Board for their confidence in him. He expressed his excitement in joining the Airport team and his willingness to assist in getting GIAA back to where it was in the early months of 2020. The Board and Management congratulated and welcomed Mr. Hernandez.

**C. Approval of Board Resolution: GIAA's Bank Signatories**

The next agenda item was a Board resolution to revise GIAA's Bank Signatories. The revisions are the inclusion of John M. Quinata, Executive Manager and Artemio R. A. Hernandez, Deputy Executive Manager.

After further discussion, on motion duly made by Director Tainatongo, seconded by Director Morato, the following resolution was unanimously approved via roll call vote:

**Resolution No. 20-53**

WHEREAS, the ANTONIO B. WON PAT INTERNATIONAL AIRPORT AUTHORITY, GUAM (“GIAA”) has several bank accounts and desires to designate the individuals authorized to execute checks, drafts, or other orders for and on behalf of GIAA.

NOW, THEREFORE, BE IT RESOLVED, that the Board of Directors of GIAA hereby designates two of the following individuals together to execute checks, drafts, or other orders for and on behalf of GIAA:

1. John M. Quinata, Executive Manager;
2. Artemio Hernandez, Deputy Executive Manager;
3. Brian J. Bamba, Chairman of the Board;
4. Gurvinder Sobti, Vice Chairman of the Board;
5. John A. Rios, Comptroller;
6. Jean M. Arriola, Airport Services Manager; and
7. Antoniette L. Bautista, General Accounting Supervisor
BE IT RESOLVED FURTHER, that one of the two signatories must include any one of the following: the Chairman, the Vice Chairman, the Executive Manager, the Deputy Executive Manager, or the Comptroller.

BE IT RESOLVED FURTHER, that the authority of the above-designated individuals to execute checks, drafts, or other orders for and on behalf of GIAA shall be limited only to authorized expenditures of GIAA and as is consistent with the execution of their respective duties, statutory or otherwise, as officers or directors of GIAA.

BE IT RESOLVED FURTHER, that the designation of the above-named individuals supersedes all prior designations by the Board of Directors of GIAA on file at all banking institutions at which GIAA maintains its accounts.

D. Approval of Award for Purchase and Delivery of Airfield Guidance Signs, Waterborne Traffic Paint and Reflective Traffic Beads – IFB No. GIAA-005-FY20

The next item on the agenda was the approval of Award for Purchase and Delivery of Airfield Guidance Signs, Waterborne Traffic Paint and Reflective Traffic Beads under IFB No. GIAA-005-FY20. Ms. Jean Arriola provided background information to the Board on the referenced IFB. Fourteen (14) firms/individuals purchased bid packages and four (4) firms submitted a bid before the submission deadline. The four (4) firms were evaluated and determined to be acceptable. As required by the Guam Procurement Regulations, the bids were publicly opened and read aloud. The bid submittals are as follows:

<table>
<thead>
<tr>
<th>BIDDER:</th>
<th>Bid Item No. 1: Airfield Guidance Signs (Total Bid Price)</th>
<th>Bid Item No. 2: Waterborne Traffic Paint (Total Bid Price)</th>
<th>Bid Item No. 3: Reflective Traffic Beads (Total Bid Price)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Pacific Rainbow Inc. dba Sherwin Williams Paint</td>
<td>No Bid</td>
<td>$69,198.00</td>
<td>$53,298.00</td>
</tr>
<tr>
<td>Pacific Industrial Coatings</td>
<td>No Bid</td>
<td>$92,900.00</td>
<td>$65,750.00</td>
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<tr>
<td>Full Circle, LLC</td>
<td>$55,209.73</td>
<td>$90,925.00</td>
<td>$67,872.75</td>
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<tr>
<td>CRW Trading, Inc.</td>
<td>$62,878.36</td>
<td>$100,961.00</td>
<td>$67,584.50</td>
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</table>
Management recommends that the Board approve the contract award based on the following:

<table>
<thead>
<tr>
<th>Item &amp; Description</th>
<th>Awarded to:</th>
<th>Total Amount:</th>
</tr>
</thead>
<tbody>
<tr>
<td>Item 1: Airfield Guidance Signs</td>
<td>Full Circle, LLC</td>
<td>$55,209.73</td>
</tr>
<tr>
<td>Item 2: Waterborne Traffic Paint</td>
<td>Pacific Rainbow, Inc.</td>
<td>$69,198.00</td>
</tr>
<tr>
<td>Item 3: Reflective Traffic Beads</td>
<td>Pacific Rainbow, Inc.</td>
<td>$53,298.00</td>
</tr>
<tr>
<td><strong>Total Contract Award:</strong></td>
<td></td>
<td><strong>$177,705.73</strong></td>
</tr>
</tbody>
</table>

Upon approval of award, purchase orders will be processed in conformance with the Guam Procurement Law and Regulations. The total contract award for the referenced IFB is $177,705.73. Funding for the awarded purchase orders is available under the Properties and Facilities O&M budget.

Ms. Arriola advised the Board that the contract for the referenced IFB is for an initial term of three (3) years. The contract includes two (2) one (1) year options to be exercised at the sole discretion of GIAA, not to exceed a total contract term of five (5) years. Funding for this contract is available under the Properties and Facilities O&M budget. Discussion ensued on details of the contract.

After further discussion, on motion duly made by Director Weakley, seconded by Director Belanger, the following resolution was unanimously approved via a roll call vote:

**Resolution No. 20-54**

The Board hereby approves the contract award for Purchase and Delivery of Airfield Guidance Signs, Waterborne Traffic Paint and Reflective Traffic Beads under IFB No. GIAA-005-FY20 for a total contract award of $177,705.73, as presented, subject to review by legal counsel.

E. Ratification of Quarterly Travel

The quarterly travel report from January to March 2020 was presented to the Board for ratification.

After further discussion, on motion duly made by Director Weakley, seconded by Director Tainatongo, the following resolution was approved via roll call vote:

**Resolution No. 20-55**

The Board hereby ratifies the FY2020 3rd quarter travel report from January to March 2020, as presented.
7. REPORT OF THE EXECUTIVE MANAGER

Reference is made to the Executive Manager’s Report included as part of the Board’s packet, which was presented by Executive Manager Quinata. The report included brief updates on Airport operations, CIPs and Regulatory updates. Included with the report was an update relative to COVID-19. Brief discussion followed, with Chairman Bamba encouraging testing for those employees that in the front lines, and further asked that Management ensure that there is a response plan in place in the event that an employee tests positive for the virus.

At this time, Director Morato asked that the Board be notified once the second Legal firm, Calvo Fisher & Jacob, LLC's contract is approved by the Attorney General, in order for the Board to get an update on the litigation matters at the next regular Board meeting. Executive Manager replied, once the notification from the Attorney General's Office is received, Management will advise the Board.

8. REPORT OF THE COMPTROLLER

Ms. Antoniette Bautista, Accounting Supervisor reported on the revenues and expenses of the Authority as of May 31, 2020. Ms. Bautista reported that year-to-date Total Signatory Revenues are below budgeted revenues by -27.9%, year-to-date Total Concession Revenues and Passenger Facility Charges are below budget by -4.2% and -41.0%, respectively. Year-to-date Total Other Revenues, inclusive of non-signatory and non-airline revenues are below the budget estimate by -7.1%. Year-to-date Total Operating Revenues Actual of $40.8M is -19.3% below the budget estimate of $50.6M. Year-to-date Total Operating Expenses are below budget by -18.1%. Components of this line item include a -5.4% decrease in Personnel Service, a -20.1% decrease in Contractual Services, a -70.8% 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 $11.6M reflects a decrease of -22.4% over the year-to-date budgeted amount of $14.9M. Mr. Rios reported that the year-to-date Debt Service Coverage is at 1.24 versus the requirement of 1.25.

Director Morato inquired on a timeline for the funding from the Cares Act. Ms. Bautista replied that it is currently being reviewed, but GIAA is hopeful it will be approved in June. Discussion followed on draw downs.

9. EXECUTIVE SESSION

There was no Executive Session.

10. PUBLIC COMMENTS

There were no Public Comments.
11. ADJOURNMENT

Motion to adjourn duly made by Director Tainatongo, seconded by Director Weakley; motion unanimously passed. The meeting was adjourned at 4:14 p.m.

Dated this __________, day of ____________________, 2020.

Attest:

__________________________     _____________________________
Brian J. Bamba                  Donald I. Weakley
Chairman                        Board Secretary

Prepared and Submitted By:

______________________________
Amanda O'Brien-Rios
Corresponding Secretary
AIRLINE ISSUES

See attached Current Flight Operations and Detail of Suspended Air Services. Further to the information in the attached, United will re-introduce the following on September 8, 2020:

- Daily flight servicing MNL
- 2x daily NGO
- 7x weekly KIX
- 10x weekly NRT
- 4x weekly Koror
- 1x weekly Island Hopper

FACILITY UPDATES

Industry Tour

The Airport had showcased its preparedness to industry managers and stakeholders in the United Together for #GUAM event held Tuesday, July 22, 2020. GIAA Team members led tour groups through the full Arrival and Departure processes. Many positive comments have been relayed to airport management, among them, expressions of confidence in the measures and equipment we have put in place in the protection and prevention of viral infection.

“SAFE TRAVEL” Designation

With the implementation of new and enhanced safety measures, the Guam Airport is in receipt of the “Safe Travels” Stamp issued by the World Travel & Tourism Council (WTC). The Guam Airport has met the standard of global protocols that will rebuild trust & confidence with travelers. GVB is currently in pursuit of this designation for the island of Guam as a safe destination with the WTTC.

PCOR 3 & Entry Restrictions

Governor Lou Leon Guerrero declared Guam in PCOR 3 on July 20, 2020. New quarantine measures came into effect on July 24, 2020, following the declaration of PCOR 3. See chart for the new protocols in place:
FINANCIAL UPDATES

FY 2021 Budget Process
Airlines have been issued the proposed FY 2020 budget for review and comment. A meeting will be held to discuss the proposed budget on Friday, July 30, 2020 @ 10AM.

FY 2019 Citizen Centric Report
GIAA’s Citizen Centric Report has been published, and attached for your reference. This report is required annually under PL 30-127 to be transmitted to the Office of Public Accountability (OPA) and the Guam Legislature, and uploaded onto the Airport’s website after fiscal year audits are published by the OPA.

REGULATORY ISSUES

FAR Part 139 Full Scale Exercise/Drill
Preparation is underway for the Triennial Full-Scale Exercise as required by FAR Part 139 for all airport operators. For this exercise, all responding agencies will play/act their role in responding to an emergency at the Airport. Responders include GPD, GMH, GFD, Naval Hospital, DPHSS, PAG, American Red Cross, Mental Health, Federal firefighters, and other entities. A signatory airline will play the role of the aircraft operator in the scenario. Tentative dates are being discussed with participants, targeting the end of August or first week of September.

Announcements:

• The Island Pride Beautification Event led by the Lt. Governor, together with GVB’s Give Us a Moment program, is scheduled for Saturday, August 1, 2020. Details below:
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<th>Route</th>
<th>Flight Number</th>
<th>ETA/ETD</th>
<th>Aircraft</th>
<th>Frequency</th>
<th>Notes</th>
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<td>MIN/GUM</td>
<td>PR110</td>
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<td>Korean Airlines</td>
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<td>Through August</td>
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<td></td>
<td>KIX/GUM/KIX 7C3174/7C3173</td>
<td>6x weekly</td>
<td>Through August</td>
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<tr>
<td></td>
<td>KIX/GUM/KIX 7C3184/7C3183</td>
<td>1x weekly</td>
<td>Through August</td>
<td></td>
<td></td>
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<tr>
<td></td>
<td>NRT/GUM/NRT 7C31182/7C31189</td>
<td>Daily</td>
<td>Through August</td>
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<tr>
<td></td>
<td>ICN/GUM/ICN 7C3102/3101</td>
<td>Daily</td>
<td>Through August</td>
<td></td>
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<tr>
<td>Japan Airlines</td>
<td>NRT/GUM/NRT JL941/942</td>
<td>Daily</td>
<td>Through September</td>
<td></td>
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<td></td>
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<tr>
<td>Air Seoul</td>
<td>ICN/GUM/ICN RS103/104</td>
<td>Daily</td>
<td>Through August</td>
<td></td>
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<tr>
<td>China Airlines</td>
<td>TPE/GUM/TPE CI026/025</td>
<td>4x weekly</td>
<td>Through September</td>
<td></td>
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<tr>
<td>Jin Air</td>
<td>ICN/GUM/ICN LJ641/642</td>
<td>Daily</td>
<td>Through August</td>
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<tr>
<td></td>
<td>PUS/GUM/PUS LJ647/648</td>
<td>Daily</td>
<td></td>
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<tr>
<td>T'way Airlines</td>
<td>ICN/GUM/ICN TW301/302</td>
<td>Daily</td>
<td>Through August</td>
<td></td>
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<td></td>
</tr>
<tr>
<td></td>
<td>KIX/GUM/KIX TW9311/9312</td>
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</tbody>
</table>
Agency Overview
The A.B. Won Pat International Airport Authority, Guam (GIAA) is a self-sustaining autonomous government agency, fully reliant on generating revenues for its operational requirements. The Authority, through its Board, Management and 203 full-time employees, are stewards of Guam’s largest capital investment and government asset—the Guam International Airport. Airport operations contribute (directly, indirectly and induced) over $2.3 billion annually to Guam’s economy.*

Guam's Only Commercial Airport
The Guam International Airport is the island's only commercial service airport, occupying over 1,800 acres of land.

In FY 2019, over 3.6 million passengers were processed, serviced by United Airlines, Air Busan, Air Seoul, Cebu Pacific, China Airlines, Japan Airlines, Jeju Air Jin Air, Korean Air, Philippine Airlines, T'Way Air, and Aerospace Concepts (business jet service). All-cargo operators include Asia Pacific Airlines, Federal Express and UPS. Star Marianas and Arctic Circle provide service to the CNMI from Guam, utilizing light aircraft on a scheduled and charter basis for passengers and cargo.

Board, Management and Employees
The Board of Directors consists of seven members and are appointed by the Governor of Guam, and confirmed by the Guam Legislature. The Board sets policy encompassing corporate governance, corporate social responsibility, management initiatives, GIAA’s capital improvement program and financial issues that include annual budgets, investment policy, and bond financing.

The Executive Manager and Deputy Executive Manager lead the day-to-day operations, overseeing eight divisions that include Administration, Property Management, Properties and Facilities, Accounting, Engineering, Operations, Airport Police and Aircraft Rescue and Firefighting (ARFF) divisions.

Management Initiatives
Management develops goals and objectives that drive strategic initiatives and formulation of the fiscal budget. These initiatives are based on key areas of Airport management:
- Customer Service
- Facilities and Access
- Economic Development
- Competitive Positioning
- Community Relations
- Governance and Organization

Regulatory Oversight
All aspects of airport operations must comply with rules, regulations and directives of the Federal Aviation Administration (FAA), the Transportation Security Administration (TSA), the US Customs and Border Protection (USCBP), bond covenants, and all applicable federal and local laws.

* 2015 Economic Contribution Study, Leigh Fisher
Over $200 Million in projects are underway, focusing on increasing capacity, facilitating passenger processing, and enhancing safety and security. Highlighted below are prioritized capital improvement projects in FY 2019:

- **INT’L ARRIVALS CORRIDOR & ADDED SCREENING LANES**: $122M
- **AIRCRAFT RESCUE AND FIREFIGHTING FACILITY**: $23.4M
- **RUNWAY 6L/24R REHABILITATION**: $22.3M
- **RESIDENTIAL SOUND SOLUTION PROGRAM (70 HOMES)**
- **AIRPORT APRONS & TAXIWAY REHABILITATION IN PROCUREMENT**
- **CARGO APRON/FUEL SYSTEM EXTENSION IN PROCUREMENT**

**International Arrivals Corridor**
This $122M project adds a 3rd floor and a sterile corridor for arriving passengers. In June 2019, Phase I was complete and opened for use.

**Security Screening Checkpoint**
This project increases screening capacity, adding two more lanes and queue space.

**ARFF Facility**
A $23.4M new state-of-the-art facility will be constructed to replace the current ARFF barn.

**Runway 6L/24R Rehabilitation**
Over 9,500 linear feet of the Airport’s primary runway will be rehabilitated to maintain integrity and load factor of this important airport asset.

**Residential Sound Solutions Program (RSSP)**
A community partner-based program, the RSSP mitigates homes affected by airport noise measuring over 65 decibels. In FY 2019, 11 homes were mitigated and 70 homes preliminarily screened.
FY 2019 FINANCES

The audited FY 2019 Financial Statement was prepared by Independent Auditor Ernst & Young. The full report can be viewed at: https://www.guamairport.com/corporate/reports/financial-reports. Key information is extracted for reference:

Operational Revenue of $69.3 Million
Operational revenues for FY 2019 remained flat year-over-year, which amounted to $69.3 Million. Operational revenues consist of facilities and use charges, concession fees, rental income, US and GovGuam operating grants, and miscellaneous revenues.

Aeronautical Revenue generated $35.6 Million and accounted for 51.3% of operational revenue. Non-aeronautical revenue, comprised of concession fees, lease of operating space from non-airline and other tenants, as well as rental and miscellaneous income from other sources, amounted to $33.7 Million.

Non-Operating Revenue of $18.2 Million
Non-operating revenue, comprised of interest income, passenger facility charges (PFCs), grants from the US government and other sources, increased 3.7% as a result of the increase in passenger activity in FY 2019. Total non-operating revenues amounted to $18.2M in FY 2019 vs. the $17.5M recorded the prior year.

Cost Per Enplaned Pax $18.15
The cost per enplaned passenger (CPE) for signatory airlines is developed to provide a competitive cost structure, while maintaining a superior and reliable level of services. A summary of the CPE for FY 2019 and FY 2018 is as follows:

Debt Service Coverage @ 1.66
Under the Bond Indenture for the issuance of the 2013 General Revenue Bonds, the Authority is required to maintain a minimum debt service coverage of 1.25 in relation to net revenues vs. annual debt service. At the end of the fiscal year, the Airport was able to meet its financial obligations with a debt service coverage of 1.66.
WAY FORWARD

MEETING STANDARDS OF “NEW NORMAL” TRAVEL ENVIRONMENT
As a key essential facility, we are focused on mitigating the affects of the Coronavirus Pandemic and regaining passenger traffic, with enhanced protective and preventive measures employed throughout the facility.

and the rest of the world’s global markets succumbed to the 2019 Novel Coronavirus (COVID-19) Pandemic. The impact of this deadly virus began to affect Guam’s tourism driven economy in February 2020.

Currently, Guam, along with our key markets of Japan, Korea and Taiwan have in place entry restrictions and are still battling outbreaks of COVID-19, decreasing the demand, and ability to travel.

Notwithstanding the Pandemic Outbreak, the GIAA has undertaken facility and service enhancement measures to mitigate the exposure to viral infection. Transparent barriers have been installed at all passenger processing and service points, automated equipment has been installed to provide for touchless restroom service and 100% thermal screening is in place. GIAA has also enhanced cleaning and sanitation practices with frequent disinfection of all areas, and electrostatic cleaning after each flight arrives and departs, 24 hours a day.

FY 2020 looked to be another record breaking year for the Authority, with airline partners increasing capacity and/or frequency and introducing new service in the last quarter of FY 2019. Many of the service enhancements were in place before Guam’s economy

OUTLOOK FOR FY 2020
GIAA will continue to develop programs and infrastructure that will create opportunities for our island and communities throughout the region. More capital improvement projects have been identified to enhance safety, security and efficiency of travel, and to generate or sustain air service to current or new markets. Other priorities include workforce development to increase capacity and enhance the Authority’s labor force, while laying the foundation for succession planning.

GIAA will continue to exercise prudent financial management in carrying out its fiduciary responsibilities, while maintaining a safe and secure travel environment. We will continue to pay down debt and pursue revenue generating opportunities to sustain a favorable operating environment and cost structure for our airline partners, tenants, stakeholders and prospective investors at the Guam International Airport.

Future Capital Improvement Projects
- PARKING FACILITIES (ADD CAPACITY TO PUBLIC AND GROUND TRANSPORT LOTS)
- INFORMATION TECHNOLOGY UPGRADE FOR FACILITIES & SERVICES
- PASSENGER TERMINAL IMPROVEMENTS (CAPACITY & EFFICIENCY IMPROVEMENTS)
- REPLACEMENT OF CONVEYANCE SYSTEMS (TERMINAL FACILITY)
- TIYAN PARKWAY PHASE II (IN COORDINATION WITH DPW)
- EXPANSION OF ROUTE 10A (IN COORDINATION WITH DPW)
- LANDSCAPING OF MAJOR THOROUGHFARE (ROUTE 10A)
- STORMWATER RUNOFF AND DRAINAGE IMPROVEMENTS
- GUAM SPACEPORT (IN COORDINATION WITH VIRGIN ORBIT)

CONTACT US!
A.B. WON PAT INTERNATIONAL AIRPORT AUTHORITY, GUAM
Mailing Address: P.O. Box 8770
Tamuning, Guam 96931
Physical Address: 355 Chalan Pasaheru
Tamuning, Guam 96911

website: www.guamairport.com

official@guamairport.net

FOLLOW US!
MEMORANDUM

To: Mr. Brian Bamba  
Chairman  
GIAA Board of Directors

From: John A. Rios  
Comptroller

Subject: Operating Results – Revenues and Expenses as of June 30, 2020

Attached herewith is GIAA’s Operating Results Report for the month ending June 30, 2020. This report summarizes the Budgeted versus Actual Revenues and Expenses for the month and year-to-date results ended June 30, 2020.

The key operating results for 9 month(s) of FY2020 ending June 30, 2020 – (in $000’s) are

<table>
<thead>
<tr>
<th>CATEGORY</th>
<th>Actual FY20 Current Month</th>
<th>YEAR-TO-DATE</th>
<th>FORECAST FOR FULL YEAR-FY20</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td>Budget FY20 Y-T-D</td>
<td>Actual FY20 Y-T-D</td>
<td>% Variance Budget vs. Actual Y-T-D Current Month</td>
</tr>
<tr>
<td>Total Signatory Revenues</td>
<td>$ 546.9</td>
<td>$ 25,730.1</td>
<td>$ 17,107.6</td>
</tr>
<tr>
<td>Total Concession Revenues</td>
<td>$ 410.3</td>
<td>$ 13,876.5</td>
<td>$ 10,122.3</td>
</tr>
<tr>
<td>Total PFC’s</td>
<td>$ (128.7)</td>
<td>$ 5,849.1</td>
<td>$ 2,946.9</td>
</tr>
<tr>
<td>Total Other Revenues</td>
<td>$ 938.6</td>
<td>$ 11,542.7</td>
<td>$ 10,458.3</td>
</tr>
<tr>
<td>Total Operating Revenues</td>
<td>$ 1,767.1</td>
<td>$ 56,998.4</td>
<td>$ 40,635.1</td>
</tr>
<tr>
<td>Total Operating Expenses</td>
<td>$ 3,329.1</td>
<td>$ 40,603.6</td>
<td>$ 33,093.5</td>
</tr>
<tr>
<td>Net Revenues from Operations</td>
<td>$ (1,562.0)</td>
<td>$ 16,394.8</td>
<td>$ 7,541.6</td>
</tr>
<tr>
<td>Non-Operating Expenses</td>
<td>$ 133.6</td>
<td>$ 800.0</td>
<td>$ 1,264.4</td>
</tr>
<tr>
<td>Other Available Moneys/other sources of funds</td>
<td>$ 5,830.8</td>
<td>$ 5,069.1</td>
<td>$ 15,960.9</td>
</tr>
<tr>
<td>Net Debt Service Coverage</td>
<td>3.67</td>
<td>1.13</td>
<td>2.29</td>
</tr>
</tbody>
</table>
Year-to-date Total Signatory Revenues for the month ending June 30, 2020 are below Budgeted revenues by -33.5%. Signatory revenue estimates are based on projections submitted by Signatory airlines and adopted in the annual budget.

Year-to-date Total Concession Revenues are -27.1% below budget while Passenger Facility Charges are below the budget estimate by -49.6%.

Year-to-date Total Other Revenues, inclusive of non-signatory and non-airlines revenues, are below the budget estimate by -9.4%.

Year-to-date Total Operating Revenues actual of $40.6M is -28.7% below the budget estimate of $57.0M.

Year-to-date Total Operating Expenses are below budget by -18.5%. Components of this line item include a -5.9% decrease in Personnel Service, a -21.5% decrease in Contractual Services, a -68.6% decrease in Materials & Supplies and a 100.0% decrease in Equipment/Furnishings from budgeted amounts for these respective categories.

The actual year-to-date Net Revenues from Operations of $7.5M represents a -54.0% decrease over the year-to-date budgeted amount of $16.4M.

Finally, our year-to-date results for Debt Service Coverage is at 2.29 versus the requirement of 1.25.

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

Attachments

Cc:  Board of Directors
     Executive Manager
     Deputy Executive Manager
     Airport Services Manager
GUAM INTERNATIONAL AIRPORT AUTHORITY
KEY OPERATING RESULTS ($000's)
as of June 30, 2020

<table>
<thead>
<tr>
<th></th>
<th>CURRENT MONTH</th>
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</thead>
<tbody>
<tr>
<td></td>
<td>Actual FY2019</td>
<td>Budget FY2020</td>
<td>Actual FY2020</td>
<td>%Var</td>
<td>Actual FY2019</td>
<td>Budget FY2020</td>
<td>Actual FY2020</td>
<td>%Var</td>
<td>%Var</td>
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<tr>
<td>I. Signatory Airline Rents &amp; Fees</td>
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</tr>
<tr>
<td>Terminal Bldg Rentals</td>
<td>347.4</td>
<td>333.0</td>
<td>264.5</td>
<td>-20.6%</td>
<td>3,997.2</td>
<td>3,193.2</td>
<td>2,723.9</td>
<td>-9.1%</td>
<td>3,519.6</td>
<td>-11.9%</td>
<td></td>
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<tr>
<td>Departure Fees</td>
<td>673.0</td>
<td>606.2</td>
<td>17.0</td>
<td>-97.2%</td>
<td>7,385.1</td>
<td>6,107.8</td>
<td>3,260.9</td>
<td>-41.5%</td>
<td>3,342.6</td>
<td>-54.7%</td>
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<tr>
<td>Arrival Fees</td>
<td>673.3</td>
<td>589.5</td>
<td>12.1</td>
<td>-97.9%</td>
<td>7,320.2</td>
<td>6,188.7</td>
<td>3,110.2</td>
<td>-43.7%</td>
<td>3,184.5</td>
<td>-56.5%</td>
<td></td>
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<tr>
<td>Immigration Inspection Fees</td>
<td>232.7</td>
<td>213.9</td>
<td>1.8</td>
<td>-99.2%</td>
<td>2,642.6</td>
<td>2,177.1</td>
<td>2,002.5</td>
<td>-43.5%</td>
<td>1,145.4</td>
<td>-56.7%</td>
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<tr>
<td>Loading Bridge Use Fees</td>
<td>431.8</td>
<td>666.9</td>
<td>110.2</td>
<td>-83.5%</td>
<td>8,245.3</td>
<td>4,168.4</td>
<td>4,181.2</td>
<td>-32.0%</td>
<td>4,417.2</td>
<td>-46.4%</td>
<td></td>
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</tr>
<tr>
<td>Apron Use Fees</td>
<td>96.6</td>
<td>110.3</td>
<td>43.8</td>
<td>-60.3%</td>
<td>1,413.5</td>
<td>963.1</td>
<td>818.1</td>
<td>-23.7%</td>
<td>869.1</td>
<td>-38.5%</td>
<td></td>
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<tr>
<td>Landing Fees</td>
<td>224.6</td>
<td>247.4</td>
<td>97.6</td>
<td>-60.5%</td>
<td>3,170.7</td>
<td>2,230.2</td>
<td>1,882.8</td>
<td>-21.7%</td>
<td>1,996.9</td>
<td>-37.0%</td>
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<tr>
<td>Total Signatory Revenue</td>
<td>2,679.4</td>
<td>2,767.2</td>
<td>546.9</td>
<td>-80.2%</td>
<td>34,174.7</td>
<td>25,028.4</td>
<td>25,730.1</td>
<td>-33.5%</td>
<td>18,475.4</td>
<td>-45.9%</td>
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<tr>
<td>Enplaned Signatory Pax</td>
<td>148,080</td>
<td>160,982</td>
<td>4,507</td>
<td>97.2%</td>
<td>1,961,267</td>
<td>1,381,415</td>
<td>1,480,414</td>
<td>867,409</td>
<td>889,069</td>
<td>-54.7%</td>
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<tr>
<td>Cost per Enplaned Pax</td>
<td>$18.09</td>
<td>$17.19</td>
<td>$121.34</td>
<td>605.9%</td>
<td>$17.42</td>
<td>$18.12</td>
<td>$17.38</td>
<td>13.5%</td>
<td>$20.78</td>
<td>19.3%</td>
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<tr>
<td>II. Operating Expenses:</td>
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<tr>
<td>Personnel Services</td>
<td>1,528.0</td>
<td>2,560.6</td>
<td>1,757.6</td>
<td>-31.4%</td>
<td>22,191.8</td>
<td>15,184.9</td>
<td>17,070.7</td>
<td>-5.9%</td>
<td>21,191</td>
<td>-4.5%</td>
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<tr>
<td>Contractual Services</td>
<td>1,877.1</td>
<td>2,202.0</td>
<td>1,472.2</td>
<td>-33.1%</td>
<td>27,018.0</td>
<td>20,675.9</td>
<td>16,303.9</td>
<td>-21.5%</td>
<td>22,243.7</td>
<td>-17.7%</td>
<td></td>
<td></td>
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</tr>
<tr>
<td>Materials &amp; Supplies</td>
<td>118.9</td>
<td>174.8</td>
<td>99.3</td>
<td>-43.2%</td>
<td>2,765.7</td>
<td>692.9</td>
<td>721.6</td>
<td>-68.6%</td>
<td>1,412.5</td>
<td>-48.9%</td>
<td></td>
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</tr>
<tr>
<td>Equipment/Furnishings</td>
<td>23.2</td>
<td>46.2</td>
<td>0.0</td>
<td>0.0%</td>
<td>0.0%</td>
<td>0.0%</td>
<td>0.0%</td>
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<td>0.0%</td>
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</tr>
<tr>
<td>Total Operating Expenses</td>
<td>3,547.2</td>
<td>4,983.6</td>
<td>3,329.1</td>
<td>-33.2%</td>
<td>52,493.2</td>
<td>40,603.6</td>
<td>33,093.5</td>
<td>-18.5%</td>
<td>44,960.9</td>
<td>-14.3%</td>
<td></td>
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<tr>
<td>Net income from Operations</td>
<td>2,543.6</td>
<td>1,451.0</td>
<td>-1,562.0</td>
<td>-207.6%</td>
<td>23,870.8</td>
<td>16,394.8</td>
<td>7,541.6</td>
<td>-54.0%</td>
<td>787.1</td>
<td>-96.7%</td>
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</tbody>
</table>
### III. Other Revenues and Expenses

<table>
<thead>
<tr>
<th></th>
<th>Actual FY2019</th>
<th>Budget FY2020</th>
<th>Actual FY2020</th>
<th>%Var Bud Vs Act'1</th>
<th>Budget Full Year</th>
<th>Actual FY2019</th>
<th>Actual FY2020</th>
<th>%Var Bud Vs Act'1</th>
<th>%Var Actual/Est</th>
<th>%Var Bud Vs Act'1</th>
</tr>
</thead>
<tbody>
<tr>
<td>Less: Non Operating Expense(Ret/Emergency)</td>
<td>82.0</td>
<td>0.0</td>
<td>133.6</td>
<td>0.0%</td>
<td>800.0</td>
<td>993.4</td>
<td>800.0</td>
<td>1,264.4</td>
<td>58.1%</td>
<td>1,596.3</td>
</tr>
<tr>
<td>Add: Interest on Investments</td>
<td>135.2</td>
<td>100.3</td>
<td>14.5</td>
<td>-85.5%</td>
<td>1,203.8</td>
<td>950.3</td>
<td>933.4</td>
<td>1,076.3</td>
<td>15.3%</td>
<td>1,238.3</td>
</tr>
<tr>
<td>Net Revenues</td>
<td>2,596.7</td>
<td>1,551.3</td>
<td>-1,681.0</td>
<td>-208.4%</td>
<td>24,274.6</td>
<td>22,557.4</td>
<td>16,528.2</td>
<td>7,353.6</td>
<td>-55.5%</td>
<td>429.2</td>
</tr>
<tr>
<td>Add: Other Sources of Funds(Federal Reimb)</td>
<td>31.1</td>
<td>33.3</td>
<td>5,300.9</td>
<td>15802.7%</td>
<td>400.0</td>
<td>287.7</td>
<td>300.0</td>
<td>11,191.8</td>
<td>3630.6%</td>
<td>16,051.6</td>
</tr>
<tr>
<td>Add: Other Available Moneys</td>
<td>530.0</td>
<td>529.9</td>
<td>529.9</td>
<td>0.0%</td>
<td>6,358.8</td>
<td>4,770.1</td>
<td>4,769.1</td>
<td>4,769.1</td>
<td>0.0%</td>
<td>4,769.1</td>
</tr>
</tbody>
</table>

**Net Revenues and Other Available Moneys**

|                              | 3,157.8       | 2,114.6       | 4,149.8       | 96.2%             | 31,033.4         | 27,615.2      | 21,597.3      | 23,314.5          | 8.0%           | 21,249.9         | -31.5%         |

**Debt Service payments**

|                              | 2,120.0       | 2,119.6       | 1,131.2       | -46.6%            | 25,435.3         | 19,080.4      | 19,076.4      | 10,180.7          | -46.6%         | 13,574.3         | -46.6%         |

**Debt Service Coverage**

|                              | 1.49          | 1.00          | 3.67          | 267.7%            | 1.22             | 1.45          | 1.13          | 2.29              | 102.3%         | 1.57             | 28.3%          |

**Debt Service Requirement**

|                              | 1.25          | 1.25          | 1.25          | 1.25              | 1.25             | 1.25          | 1.25          | 1.25              | 1.25           | 1.25             | 1.25           |
PROJECT: TERMINAL BUILDING STRUCTURAL UPGRADE AND CONCOURSE ISOLATION

Project No: GIAA-FY14-01-1
AIP NO: 3-66-0001-97
Contract: GIAA-17-003 (C)

Change Order No.: 14

In connection with Contract No. GIAA-17-003(C), a construction contract between Black Construction Corporation (Contractor) and Antonio B. Won Pat International Airport Authority, Guam, (Owner), dated January 26, 2017 for the Terminal Building Structural Upgrade and Concourse Isolation Construction, the following Change Order is made in accordance with the Contract Document General Provision, Section 35, Paragraph 35.8:

1. Description of Change Order No. 14:
   a. PCO 124: Glazed Aluminum Curtain Walls at Airline Club and Sterile Corridor

      Concerns from BCC’s aluminum framed-window subcontractor, PAMECO, due to changed conditions for the Glazed Aluminum Curtain Walls at the Airline Club and Sterile Corridor were addressed.

      Amount of Change Order: $1,465,000.00

2. This Change Order No. 14 is only for the work defined above.

3. Conditions:
   a. The aforementioned change order works affected thereby are subject to all contract requirements and covenants.
   b. The rights of A.B. Won Pat International Airport Authority, Guam, are not prejudiced.
   c. Duration of Change Order 14 shall be 0 Calendar Days.
   d. All claims against A.B. Won Pat International Airport Authority, Guam, which are incidental to, or as a consequence of the aforementioned change order works, are satisfied in their entirety.
4. Justification of Change Order Items:

- At the Airline Club, mullion and transom sizes and spacing given in the project drawings were inadequate to meet the specified design loads of the curtain wall. The solution approved was to greatly enlarge the aluminum member dimensions, modify the member spacing and provide internal steel reinforcement even larger than the original design of the mullion and transoms themselves.

- At the Sterile Corridor, the design of the gypsum board wall sections above the Sterile Corridor windows was inadequate to support the combined wind loads on the wall section and window. Therefore, the "storefront" windows had to be supported at both the top and bottom, as well as on sides by a structural column. BCC/PAMECO provided a design to include increased sized steel tube reinforcement, as a structural element within the aluminum mullions, to extend up to the roof above the windows. In order to maintain the mullion dimensions, it became necessary to add diagonal braces to the steel reinforcements, above the aluminum mullion termination, and within the exterior soffit space, up to the roof metal decking above.

5. Modification to the Contract:

a. Original Contract Amount: $ 96,932,000.00
b. Previous Change Orders (CO#01 to #12): $16,849,408.36
c. Contract Amount prior to Change Order 14: $113,781,408.36
d. Amount of Change Order No. 14: $ 1,465,000.00
e. Current Revised Contract Amount: $115,246,408.36
f. Notice to Proceed Date: March 01, 2017
g. Original Contract Time: 927 Calendar Days
h. Original Contract Completion Date: September 13, 2019
i. Change Order No.7 Contract Time Extension: 325 Calendar Days
j. Contract Time Extension for Change Order No. 14: 0 - Calendar Days
Revised Contract Completion Date: August 04, 2020
In witness thereof, the parties have signed this Change Order this _____ day of July 2020.

APPROVED:

A.B. WON PAT GUAM INTERNATIONAL AIRPORT AUTHORITY
   (Contracting Officer)

By: ________________________________
    John M. Quinata
    Executive Manager

Date: ______________________________

CONTRACTOR:
BLACK CONSTRUCTION CORP.

By: ________________________________
    Leonard K. Kaae
    Senior Vice President/General Manager

Date: ______________________________

CERTIFIED FUNDS AVAILABLE:

By: ________________________________
    Antonniette Bautista
    Certifying Officer, GIAA

Date: ______________________________
Contractor’s Request for Change Order No. 14
Review / Recommendations

for

A.B. WON PAT GUAM INTERNATIONAL AIRPORT AUTHORITY
TERMINAL BUILDING STRUCTURAL UPGRADE AND CONCOURSE
ISOLATION PROJECT

CLIENT PROJECT NO: GIAA-FY14-01-1
AIP NO: 3-66-0001-097
OBF NO: GIAA-C06-FY16
GIAA CONTRACT NO: GIAA-17-003 (C)

PROJECT CONSTRUCTION MANAGER: Kent Hsieh, KHLG & Associates

Submitted by:
Kent Hsieh, P.E.
Construction Manager
10 July 2020

A.B. Won Pat Guam International Airport Authority
P.O Box 8770
Tamuning, Guam 96931

Attention:  Mr. John M. Quinata
Executive Manager

Through:  Mr. Victor J. Cruz
Engineer Supervisor

Subject:  Construction Manager Recommendation for Approval of Change Order No. 14
A.B. Won Pat Guam International Airport Authority
Terminal Building Structural Upgrade and Concourse Isolation Project
Project No.: GIAA-FY14-01-1
AIP No.: 3-66-0001-097; IFB No.: GIAA-C06-FY16
GIAA Contract No.: GIAA-17-003(C)

Dear Mr. Quinata,

We are endorsing our recommendation for the approval of Change Order No. 14 (PCO 124) in the amount of One Million Four Hundred Sixty Five Thousand Dollars and No Cents ($1,465,000.00) for the additional cost the Contractor will incur on the Project due to the following scope of services:

PCO 124 – Glazed Aluminum Curtain Walls at Airline Club and Sterile Corridor.

BCC’s claim to change order #14 (PCO 124) is due to the following:

1. At the Sterile Corridor windows, the design of the gypsum board wall section is inadequate to support the combined wind loads on the wall section and windows. The Architectural and Structural drawings did not provide sufficient structural elements to support the top frame of most of the Sterile Corridor windows. The design load requirements would not be met. The revision would include increase in size of steel tube reinforcement within the aluminum mullions as well as a 4 ft. extension of the steel tube beyond the perimeter of the window openings and the addition of diagonal braces.

2. At the Airline club, evaluation of the structural analysis and design calculations by PAMECO’s Guam based Structural Engineer indicated that the mullion and transom sizes and spacings indicated in the project drawings were inadequate to meet the design loads. Larger member sizes would be utilized with slight modification of the spacing of the structural members.

GIAA and the DOR directed BCC/PAMECO to proceed with the modification to the design to meet the performance requirements.
This work shall be invoiced for payment based on completed and accepted work in placed.

KHLG has completed price negotiation PCO 124 with BCC on February 25, 2020. The original change order cost proposal was $1,565,296.00. KHLG negotiated with BCC to lower the original cost. Based on our determination, we find the negotiated total amount of **$1,465,000.00** as fair and reasonable and in the best interest of GIAA.

Should you have any comments, questions and/or concerns, please do not hesitate to contact the undersigned.

KHLG & ASSOCIATES, INC.

Kent Hsieh, P.E.
Construction Manager
Email: kenth@khlgassociates.com

Enclosure: 1) BCC-KHLG (Batch #03) GIAA Pending PCO Negotiation Results for PCO 124
2) Contract Change Notice
3) BCC Letter no. 00726 dated September 20, 2019
4) BCC Proposal/Estimate for Contract Modifications
5) Letter of Justification for Change order
6) Price quotation from PAMECO and other Suppliers

Cc: Frank Santos, Transportation Management Group
Victor J. Cruz, GIAA Engineering
July 22, 2020

VIA BOARD SECRETARY

Mr. Brian Bamba
Chairman
Members of the GIAA Board of Directors
A.B. Won Pat International Airport Guam
355 Chalan Pasaheru
Tamuning, Guam 96913

RE: Recommendation to go into Executive Session at
Regular Board Meeting for July 30, 2020

Dear Mr. Chairman and Members of the GIAA Board of Directors,

This is to recommend and advise, pursuant to 5 G.C.A. § 8111(c)(1), of the need to go into executive session at the regular board meeting for the GIAA Board of Directors on July 30, 2020.

This recommendation is subject to approval by an affirmative vote of a majority of the members of the GIAA Board of Directors.

Very truly yours,

ANITA P. ARRIOLA

cc: Mr. John M. Quinata
Executive Manager

Mr. Ricky Hernandez
Deputy Executive Manager