

**MINUTES OF THE SPECIAL MEETING OF THE BOARD OF DIRECTORS OF THE
A.B. WON PAT INTERNATIONAL AIRPORT AUTHORITY, GUAM
Monday, March 16, 2020, 3:00 p.m. Reconvened Meeting
GIAA TERMINAL CONFERENCE ROOM #3**

1. CALL TO ORDER AND ATTENDANCE

The special meeting of the Board of Directors of the A.B. Won Pat International Airport Authority, Guam ("GIAA" or the "Authority") held on March 11, 2020 was reconvened and called to order by Vice Chairman Sobti at 11:39 a.m. at the GIAA Terminal Conference Room #3, 355 Chalan Pasaheru, Tamuning, Guam, 96913.

Directors Present:

Brian J. Bamba (Via video teleconference)
Gurvinder Sobti
Donald I. Weakley
Lucy M. Alcorn (Via video teleconference)
Zenon E. Belanger
Doyon A. Morato (Via video teleconference)
Rosie R. Tainatongo (Via video teleconference)

Offices or positions:

Chairman
Vice Chairman
Board Secretary

Directors Absent:

None

GIAA Officials:

Thomas C. Ada	Executive Manager
John M. Quinata	Deputy Executive Manager
Jean M. Arriola	Airport Services Manager
Vince Naputi	Chief, Airport Police
Raymond Mantanona	Chief, ARFF
Ken McDonald	P&F Superintendent
Joseph Javellana	Program Coordinator IV
Antoinette Bautista	Accounting Supervisor
Victor Cruz	Engineering Supervisor
Rolenda Faasuamalie	Airport Marketing
Henry Cruz	GIAA Procurement

Janalynn A. Damian, Esq.
Phil Torres
Frank R. Santos

GIAA Legal Counsel
GIAA Conflicts Counsel
GIAA Consultant

Vice Chairman Sobti announced that in accordance with Video Teleconference Policy, the Vice Chairman shall preside over the meeting if the Chairman is attending the meeting via video teleconference.

2. NEW BUSINESS

A. Approval of Award for Legal Services - RFP No. RFP-001-FY20 - *Tabled*

The item requiring Board action was the award for Legal Services, under Request for Proposal - RFP No. RFP-001-FY20. Executive Manager Ada informed the Board that the initial solicitation was to procure the services of a single law firm. After reviewing the resumes of the two (2) offerors, Management concluded that both offerors were equally qualified. The Executive Manager reminded the Board of Management's desire to award both firms, due to there being enough legal work for both.

Executive Manager Ada announced that language in the initial RFP, "Offerors are reminded that the legal services will be awarded to one of the highest ranked offerors", unnecessarily limits the Executive Manager's ability to make the best decision possible in interest of the Airport. In order to proceed with awarding both firms, it would require the Board to authorize the Executive Manager to make necessary modifications to the language in RFP. Another option is to cancel and re-issue the RFP, which would be a waste of resources for the Airport and the offerors.

Conflicts Counsel, Phil Torres added that with respect to the Procurement Law and Regulations, it does not completely address this particular situation. The law states that GIAA has the right to make changes and negotiate during discussions. The policy says that you do not cancel a solicitation due to expense and efforts made by the parties, it would be unfair in that regard. In this case, if not to cancel, the Board would be acknowledging the changing needs of the Airport when it comes to legal services. The prejudice that would go to one firm as opposed to the other, is so ambiguous because no firm is guaranteed work. The workload of the firms would be at the discretion of Management, and what firm is best suited to the needs and timeliness of the work. Conflicts counsel added that GIAA currently has multiple attorneys, a primary law firm, more than one conflicts counsel, his opinion is that with the basic policy under the regulation, the GIAA Board can make a decision to reject and cancel the RFP or to proceed with a modification to the RFP and negotiate with two (2) separate firms.

Director Tainatongo asked that due to the current legal counsels term not expiring until March 22, is it possible to extend the term for 30 days, and due to the RFP asking for one firm, amend the RFP to have two firms, one firm solely for litigation and the other firm for GIAA operations. Conflicts Counsel replied that what Director Tainatongo is suggesting is a different type of modification. Due to the fact that the evaluations have already been done, the typical reasons to cancel a solicitation is if there is no money for the services, if the services are no longer necessary, or collusion. None of those factors apply to this situation. It is up to the Board to accept the RFP as is, and cancel the RFP or to allow Management to proceed with negotiating with and hiring two (2) firms. Discussion followed relative to what is permissible by procurement law and the time that it would take to re-issue the RFP and negotiating process. Chairman Bamba expressed his concern with changing the process, and deviating from the regular process.

Director Morato inquired if it is legally possible to cancel right an RFP right before awarding. Conflicts Counsel replied yes, GIAA has not awarded, however GIAA would need to provide a justification for the cancellation, and state that GIAA's needs have changed during the solicitation process.

Chairman asked that Conflicts Counsel state what options the Board has. Conflicts counsel announced the three (3) options:

1. Accept RFP as literally written, and allow Management to only proceed with awarding to one (1) firm.
2. Cancel the RFP, provide justification for the cancellation and re-issue the RFP with referenced language removed, allowing Management to award to more than one (1) firm.
3. Allow Management to proceed with current RFP, modify the language and award to two(2) firms.

Discussion followed relative to the options. Conflicts counsel provided a statement from procurement law regarding flexibility of rejecting proposals, stating that there is flexibility.

Director Taintaongo expressed her concern of approving the award without approving knowing the negotiation terms. Discussion followed negotiation terms and details of cancelling and re-issuing the RFP.

On motion duly made by Director Belanger, seconded by Director Weakley, the following option was voted on:

"To allow Management to award a contract to both offerors, subject to negotiations"

Roll call vote:

Brian Bamba	Against
Donald Weakley	In favor
Lucy Alcorn	Against
Zenon Belanger	In favor
Doyon Morato	Against
Rosie Tainatongo	Against

Motion failed with two (2) votes in favor and four (4) votes against.

On motion duly made by Director Alcorn, seconded by Director Tainatongo, the following option was voted on:

"To cancel the RFP and re-issue"

Roll call vote:

Brian Bamba	In favor
Donald Weakley	Against
Lucy Alcorn	In favor
Zenon Belanger	Against
Doyon Morato	Against
Rosie Tainatongo	In favor
Bic Sobti	In favor

Motion passed with four (4) votes in favor and three (3) votes against.

After further discussion, on motion duly made by Director Alcorn, seconded by Director Tainatongo, the following resolution was approved:

Resolution No. 20-27


The Board hereby authorizes Management to cancel Request for Proposal, Legal Services - RFP No. RFP-001-FY20 and re-issue.

Director Morato inquired on the amount of time it will take to re-issue the RFP, and the procedures in the interim. Executive Manager Ada replied it will take approximately four (4) weeks to reissue the RFP and bring back to the Board for approval of award. In the interim, the incumbent firm will continue working on litigation matters that are in progress, and any new matters that arise will be assigned to one (1) of two (2) conflicts counsels.


3. ADJOURNMENT

Motion to adjourn duly made by Director Belanger, seconded by Director Weakley; motion unanimously passed. The meeting was adjourned at 1:07 p.m.

Dated this 8TH, day of MAY, 2020.



Brian J. Bamba
Chairman

Attest:


Donald I. Weakley
Board Secretary

Prepared and Submitted By:

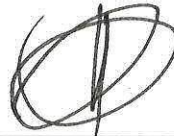
A handwritten signature in blue ink, appearing to read 'AOR', is written over a horizontal line.

Amanda O'Brien-Rios
Corresponding Secretary

ORDER OF ADJOURNMENT

By Resolution of the Board of Directors of the A.B. Won Pat International Airport Authority, Guam ("GIAA"), the March 11, 2020 Special Meeting of the Board of Directors of GIAA is hereby adjourned until Monday, March 16, 2020 at 11:00 a.m., to reconvene at the GIAA Conference Room 355 Chalan Pasaheru, Tamuning, Guam, 96913.

Dated this 11th day of March, 2020.



Brian J. Bamba
Chairman of the Board

BOARD OF DIRECTORS SPECIAL MEETING
3:00 p.m., Wednesday, March 11, 2020
GIAA TERMINAL CONFERENCE ROOM #3

Public Notice

First Notice:

The Daily Post – March 4, 2020

Notice to Media – March 4, 2020

Second Notice:

The Daily Post – March 9, 2020

Notice to Media – March 9, 2020

AGENDA

1. Call to Order and Attendance
2. Approval of Agenda
3. New Business
 - A. Rebate of Landing and Apron Fees
 - B. Approval of Award for Legal Services - RFP No. RFP-001-FY20
4. Adjournment

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A.B. WON PAT INTERNATIONAL AIRPORT AUTHORITY, GUAM
Board of Directors Special Meeting
11:00 a.m., Monday, March 16, 2020 Reconvened Meeting
GIAA Terminal Conference Room #3

SIGN-IN SHEET

	<u>PRINT NAME</u>	<u>COMPANY/AGENCY</u>
1.	Sean Amick	GIAA
2.	Henry Cruz	GIAA
3.	Phil TORRES	TORRES Law
4.	VINCE NAPATI	APQ
5.	Polinda Facer	PR
6.	Ken McDonald	ARF
7.	Ronald Montano	ARFF
8.	MELO VINCENT	OPS
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**ANTONIO B. WON PAT INTERNATIONAL AIRPORT AUTHORITY, GUAM
BOARD OF DIRECTORS**

EXECUTIVE SUMMARY

**REQUEST FOR PROPOSAL NO. RFP-001-FY20
LEGAL SERVICES**

March 11, 2020

Purpose

Board action is requested to approve the ranking results and award for Request for Proposal No. RFP-001-FY20 for Legal Services ("RFP").

Background

The referenced RFP solicits proposals from professional firms and/or individuals to provide professional expertise in all legal activities and representations such as, but not limited to, litigations, provide professional opinions, legal interpretations, research, for and on behalf of GIAA Management and its Board of Directors.

Procurement Background

The RFP was advertised in the local newspapers on February 18, 21, and 26, 2020. The established deadline to submit the proposals was March 4, 2020, 4 p.m.

A total of eight (8) firms showed their interest by obtaining the RFP package and two (2) firms responded by submitting their proposal before the submission deadline.

Proposal Analysis and Evaluation

The Evaluation Committee appointed by me completed their evaluations of the two (2) proposals based on the evaluation criteria set forth in the RFP. The score sheets were gathered and tabulated by the Procurement Office and the evaluation results in the order of ranking are as follows:

1. **Offeror B**
2. **Offeror A**

Legal Review

Upon Board approval, a contract will be forwarded to Legal Counsel for review and approval as to form. The term of the contract is for 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.

Financial Review

The *Legal Services* contract will be funded under the Administration Division's O&M Budget.

Recommendation

I recommend the Board approve the ranking results and the contract award to **Offeror A** and **Offeror B** for the *Legal Services* contract, subject to negotiation of fair and reasonable fees to be submitted by the offeror at a time and in a format determined by GIAA.

March 9, 2019

MEMORANDUM

TO: THOMAS C. ADA
EXECUTIVE MANAGER

FROM: SUPPLY MANAGEMENT ADMINISTRATOR

SUBJECT: EVALUATION AND RECOMMENDATION - REQUEST FOR PROPOSAL (RFP)
LEGAL SERVICES, RFP No. RFP-001-FY20

The referenced Request for Proposal ("RFP") solicits proposals from firms and/or individuals to provide professional legal services for the Antonio B. Won Pat International Airport Authority, Guam ("GIAA"). The RFP was advertised in the local newspapers on February 18, 21, and 26, 2020. The deadline to submit proposals was established for March 4, 2020.

A total of eight (8) firms and/or individuals downloaded the RFP package and two (2) firms submitted proposals before the submission deadline.

Proposal Review for Responsiveness

The two (2) proposals were reviewed to determine responsiveness, that is, whether or not the offerors submitted all the documents required by the RFP.

Offeror A:

With regard to Addendum A, it was determined that Offeror A failed to submit a copy of the Acknowledgement of Receipt form for the addendum with their proposal as instructed by the RFP. Offeror A did acknowledge receipt of Addendum A upon receipt via email dated February 27, 2020. Said email correspondence indicating acknowledgement is included in the procurement record.

As this mistake is immaterial, a waiver of this mistake is justified pursuant to 2 GAR § 3109 (m) as such omission is insignificant and does not prejudice the other offeror and has a negligible effect on price, quantity, delivery or contractual conditions. Furthermore, there is no doubt that Offeror A received said addendum and intended to be bound by it.

Offeror B:

Offeror B's proposal was determined to be responsive.

Evaluation and Selection

Pursuant to Section 8: Selection of Best Qualified Offeror and Proposal of *Basic Information* of the RFP documents, after receipt of all proposals, the GIAA Evaluation Committee established by the Executive Manager shall conduct an independent evaluation of the proposals based on the evaluation criteria set forth in the RFP for the purpose of determining if the offerors have met the standards of responsibility outlined in the Guam Procurement Law & Regulations.

The evaluation committee established by management was comprised of the following individuals:

1. John M. Quinata, Deputy Executive Manager
2. Victor J. Cruz, Engineering Supervisor
3. Ralph W. Guitierrez, II, Management Analyst IV

The committee completed their evaluations of the two (2) proposals based on the evaluation criteria set forth in the RFP. The scores were tabulated as reflected on the attached summary worksheet. As a result of our tabulation, the firms selected in the order of their ranking are as follows:

1. **Offeror B**
2. **Offeror A**

Attached for your reference is the summary of the committee's evaluation scores based on the evaluation criteria set forth in the RFP.

Recommendation

As a result of our review of the submitted required documents, all offerors have been deemed to have met the standards of responsibility outlined in the Guam Procurement Law & Regulations.

Therefore, if the minor informality found in Offeror A's proposal is waived, it is recommended to approve the ranking results and the contract award to **Offerors A** and **Offeror B** for *Legal Services*, subject to negotiation of fair and reasonable fees. The term of the contract to be awarded 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 term of five (5) years and subject to the availability of funding.

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



HENRY M. CRUZ

APPROVED:



THOMAS C. ADA
EXECUTIVE MANAGER

Attachments

cc: Evaluation Committee / Procurement File



Antonio B. Won Pat International Airport Authority, Guam

Evaluation Score Tally Sheet

RFP No. RFP-001-FY20

LEGAL SERVICES

OFFEROR DESIGNATION	Evaluator 1		Evaluator 2		Evaluator 3		Final Ranking
	Score	Rank	Score	Rank	Score	Rank	
OFFEROR A	98	1	85	2	72	2	2
OFFEROR B	95	2	94	1	90	1	1

Evaluators:
No. 1: John M. Quinata, Deputy Executive Manager
No. 2: Victor J. Cruz, Engineering Supervisor
No. 3: Ralph W. Gutierrez, II, Management Analyst IV