

## **BOARD OF DIRECTORS REGULAR MEETING**

**3:00 p.m., Thursday, June 24, 2021**

**GIAA CONFERENCE ROOMS 1 & 2**

### Public Notice

#### **First Notice:**

Pacific Daily News – June 17, 2021

Notice to Media – June 17, 2021

#### **Second Notice:**

Pacific Daily News – June 22, 2021

Notice to Media – June 22, 2021

## **AGENDA**

- 1. Call to Order and Attendance**
- 2. Approval of Agenda**
- 3. Approval of Minutes**
  - A. May 27, 2021 Regular Meeting**
- 4. Correspondence**
- 5. Old Business**
- 6. New Business**
  - A. Board Resolution No. 21-48: Bond Refunding**
  - B. Request for Recruitment Above Designated Implementation Range**
- 7. Report of Executive Manager**
- 8. Report of the Comptroller**
- 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, June 24, 2021, 3:00 p.m.  
GIAA CONFERENCE ROOMS 1 & 2

**1. CALL TO ORDER AND ATTENDANCE**

The June 24, 2021 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 3:03p.m. at the GIAA Terminal Conference Room #3, 355 Chalan Pasaheru, Tamuning, Guam, 96913.

**Directors Present:**

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

**Offices or positions:**

Chairman  
Vice Chairman  
Board Secretary

**Directors Absent:**

None

**GIAA Officials:**

John M. Quinata  
Artemio R. Hernandez, Ph.D.  
Jean M. Arriola  
Antionette Bautista  
Ken McDonald  
Raymond Quintanilla  
Victor Cruz  
Joseph Javellana (Via VTC)  
Dean Delgado

Executive Manager  
Deputy Executive Manager  
Airport Services Manager  
Assistant Comptroller, Acting  
Properties & Facilities Superintendent  
Operations Superintendent, Acting  
Engineering Supervisor  
Property Management Office  
Airport Police

William Brennan(Via VTC)  
Janalynn C. Damian (Via VTC)  
Frank R. Santos

Arriola Law Firm, GIAA Legal Counsel  
Calvo Fisher & Jacob, LLP, GIAA Legal Counsel  
TMG, 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 suggested that the agenda be amended to table New Business item 6B, Request for Recruitment Above Designated Implementation Range. The Board had no objection.

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

### **Resolution No. 21-46**

The Board hereby amends the agenda of the June 24, 2021 regular meeting, to table New Business Item 6B, Request for Recruitment Above Designated Implementation, as recommended by Management.

## **3. APPROVAL OF MINUTES**

### **A. May 27, 2021 - Regular Meeting**

On motion duly made by Secretary Weakley, seconded by Director Tainatongo, the following resolution was unanimously passed via roll vote:

### **Resolution No. 21-47**

The Board hereby approves the minutes of the May 27, 2021 regular meeting, subject to corrections.

## **4. CORRESPONDENCE**

Executive Manager Quinata advised there was no Correspondence to report.

## **5. OLD BUSINESS**

Executive Manager Quinata advised there was no Old Business to present.

## **6. NEW BUSINESS**

### **A. Board Resolution No. 21-48: Bond Refunding**

The first item discussed by the Board was Board Resolution 21-48 relative to Resolution Determining to Issue and Sell General Revenue Bonds to Refund Certain Outstanding General Revenue Bonds, And Approving and Authorizing Related Documents, Agreements and Actions. Deputy Executive Manager gave the Board a brief background and went on to say that since the Legislature passing Public Law 35-137 on January 4, 2021, GIAA has been working with GEDA, Bond Counsel and Stakeholders to prepare relevant items for Board approval. The goal of the Bond refinancing and restructuring portion of current issuance is to achieve savings, and assist



the airport in balance financial needs and recovery portion of fiscal year 2021. The estimated debt service savings from lower interest rates is more than 2%, approximately 7.7M over the lifetime of the bond, provided no additional refunding. Discussion followed, with Deputy adding that the debt service payments currently are \$13.7M, possibly reducing to approximately \$6M for Fiscal year 2020, and for fiscal year 2021, restructuring debt service payments \$23M to \$8M.

Director Morato inquired if there would be any drawbacks from issuing the bonds at this time. Deputy Executive Manager advised the Board that after completing analysis, July 2021 is the most opportune time. Deputy Executive Manager explained each documents requiring Board approval.

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

**Resolution No. 21-48**

WHEREAS, pursuant to Chapter 1 of Title 12 of the Guam Code Annotated, as amended (the "Act"), the A.B. Won Pat International Airport Authority, Guam (the "Authority") is authorized to issue and sell revenue bonds for the purpose of providing money to be used for the cost of the acquisition, purchase, construction, reconstruction, improvement, betterment or extension of the Antonio B. Won Pat Guam International Air Terminal, together with related facilities or other airports and related facilities (as more particularly described in the Act, the "Airport"), and for the purpose of refunding any bonds then outstanding under the Act, subject to the requirements and limitations set forth in the Act;

WHEREAS, Section 1208(a) of the Act and Section 50103(k) of Division 2 of Title 12 of the Guam Code Annotated additionally require the approval of the Legislature of Guam (the "Legislature") and the Guam Economic Development Authority ("GEDA") prior to the issuance of such bonds;

WHEREAS, the Authority entered into an indenture, dated as of September 1, 2003, as supplemented and amended (the "Indenture"), providing for the issuance of A.B. Won Pat International Airport Authority, Guam General Revenue Bonds (the "Bonds");

WHEREAS, the Authority proposes to issue and sell one or more new series of Bonds under the Indenture (the "2021 Bonds"), on a tax-exempt or taxable basis, for the purpose of refunding all or a portion of the outstanding A.B. Won Pat International Airport Authority, Guam General Revenue Bonds, 2013 Series A, A.B. Won Pat International Airport Authority, Guam General Revenue Bonds, 2013 Series B, A.B. Won Pat International Airport Authority, Guam General Revenue Bonds, 2013 Series C, A.B. Won Pat International Airport Authority, Guam General Revenue Bonds, 2019 Series A and A.B. Won Pat International Airport Authority, Guam General Revenue Bonds, 2019 Series B (Taxable) (collectively, the "Prior Bonds") previously issued under the Indenture, and paying related costs of issuance and of such refunding;

WHEREAS, this Board of Directors (the "Board") has determined that it is in the best interests of the Authority to redeem, defease or otherwise retire such outstanding Prior Bonds, and that it

is in the best interests of the Authority to issue the 2021 Bonds pursuant to the Act for the purposes described in this resolution;

WHEREAS, the Legislature, by the enactment of Bill 429-35, signed into law by the Governor of Guam (the "Governor") as Public Law 35-137 on January 4, 2021 (the "Bond Act"), has provided its approval for the issuance of the 2021 Bonds, subject to the conditions and limitations set forth therein, and GEDA has provided its approval;

WHEREAS, this Board desires to approve the issuance and sale of the 2021 Bonds, and certain documents and instruments in connection with the 2021 Bonds, and to authorize the appropriate officers and employees of the Authority to determine the terms of the 2021 Bonds to be issued and to proceed with arrangements for the sale of the 2021 Bonds and the refunding of the Prior Bonds; and

WHEREAS, there have been presented to this Board proposed substantially final forms of certain documents pursuant to which the 2021 Bonds are proposed to be issued and sold and pursuant to which the Prior Bonds are to be refunded or defeased;

NOW, THEREFORE, BE IT RESOLVED, by the Board of Directors of the A.B. Won Pat International Airport Authority, Guam, as follows:

Section 1. The form of Fifth Supplemental Indenture (the "Supplemental Indenture"), among the Authority, Bank of Guam, as Trustee (the "Trustee") and U.S. Bank National Association, as Co-Trustee (the "Co-Trustee"), supplementing the Indenture and providing for the issuance of the 2021 Bonds, presented to this meeting in substantially final form, is hereby approved, with such additions, changes and modifications as the Chairman of this Board, the Executive Manager of the Authority or members of the Authority staff designated in writing by said Chairman or Executive Manager (said Chairman, Executive Manager and designated staff, whether acting individually or collectively, are referred to herein as "Authorized Officers") may approve upon consultation with legal counsel, such approval to be conclusively evidenced by the form of such Supplemental Indenture executed by the Authorized Officers, who are hereby authorized and directed to execute the same. The final Supplemental Indenture shall specify the denomination or denominations and series designations in which the 2021 Bonds shall be issued.

Section 2. The form of Continuing Disclosure Agreement (the "Continuing Disclosure Agreement") between the Authority and Digital Assurance Certification, LLC, or such other dissemination agent as may be named therein, presented to this meeting in substantially final form is hereby approved, with such additions, changes and modifications as the Authorized Officers may approve upon consultation with legal counsel, such approval to be conclusively evidenced by the form of such Continuing Disclosure Agreement executed by the Authorized Officers, who are hereby authorized and directed to execute the same.

Section 3. The form of Bond Purchase Agreement (the "Bond Purchase Agreement") to be executed by the Authority, GEDA and Barclays Capital Inc., as representative of the underwriters of the 2021 Bonds named therein (the "Underwriters"), presented to this



meeting in substantially final form is hereby approved, with such additions, changes and modifications as the Authorized Officers may approve upon consultation with legal counsel, such approval to be conclusively evidenced by the form of such Bond Purchase Agreement executed by the Authorized Officers, who are hereby authorized and directed to execute the same. The Bond Purchase Agreement shall specify the aggregate principal amount of 2021 Bonds to be issued, the number of series of such 2021 Bonds, the maturity or maturities (which shall not extend beyond October 1, 2043) and the fixed interest rate or rates of the 2021 Bonds and the price or prices at which the 2021 Bonds are sold.

Section 4. The form of Escrow Agreement (the "Escrow Agreement") between the Authority and the escrow agent named therein presented to this meeting in substantially final form is hereby approved, with such additions, changes and modifications as the Authorized Officers may approve upon consultation with legal counsel, such approval to be conclusively evidenced by the form of such Escrow Agreement executed by the Authorized Officers, who are hereby authorized and directed to execute the same.

Section 5. The form of preliminary official statement (the "Preliminary Official Statement") presented to this meeting in substantially final form is hereby approved, with such additions, changes and modifications as the Authorized Officers may approve upon consultation with legal counsel, such approval to be conclusively evidenced by the execution of a certificate deeming final the Preliminary Official Statement for purposes of Rule 15c2-12 of the U.S. Securities and Exchange Commission by the Authorized Officers. Each of the Authorized Officers is hereby authorized to execute and deliver such certificate, to authorize the Underwriters to distribute such Preliminary Official Statement to potential purchasers of the 2021 Bonds and other interested parties, and to execute and cause to be delivered a final official statement (the "Official Statement") to purchasers of the 2021 Bonds and other interested parties, in substantially the form of the Preliminary Official Statement but with such additions, changes and modifications from the Preliminary Official Statement as the Authorized Officers may approve upon consultation with staff and legal counsel, such approval to be conclusively evidenced by the execution and delivery of such final Official Statement by one or more of the Authorized Officers. The Underwriters are hereby authorized to cause the Official Statement to be delivered to the purchasers of the 2021 Bonds and to be distributed in preliminary form in connection with the marketing and sale of the 2021 Bonds.

Section 6. The sale, issuance and delivery of the 2021 Bonds, pursuant to the Bond Act and the Indenture, as supplemented by the Supplemental Indenture, in one or more series, which may be taxable or tax-exempt, and in an aggregate principal amount not to exceed the amount authorized by the Bond Act, is hereby approved. Notwithstanding any other provision of this resolution, the 2021 Bonds and all obligations of the Authority under the Indenture as supplemented shall be limited obligations payable solely from the revenues and other assets of the Authority available for such purpose and shall not be a debt or liability of the Government of Guam.

Section 7. The Authorized Officers of the Authority are hereby authorized and directed to do any and all things and to execute and deliver any and all certificates, agreements and documents which they may deem necessary or advisable in order to effectuate

the purposes of this resolution. Such actions may include, but are not limited to, the distribution of information and material relating to the Authority and the 2021 Bonds and the execution and delivery of a letter of representations regarding book-entry provisions to The Depository Trust Company, the publication of any notices and consummation of any proceedings necessary to comply with the Act, the Bond Act and the Internal Revenue Code of 1986 (the "Code"), including requirements of the Tax Equity and Fiscal Responsibility Act of 1982, and any reports required to be prepared and delivered by or in coordination with GEDA or the Authority pursuant to the Bond Act, execution of any agreements, amendments, terminations, notices, consents or directions in connection with the refunding of the Prior Bonds or the investment of any funds on deposit under the Indenture, and the execution and delivery of any tax certificate or other closing certificates or amendments to be delivered in connection with the issuance, sale and delivery of the 2021 Bonds and the refunding of the Prior Bonds. The Authorized Officers are hereby expressly authorized to arrange for such bond insurance, reserve fund surety bond or other supplemental security arrangements for all or such portion of the 2021 Bonds as they may deem in the public interest, and to enter into any other agreements or amendments deemed by them to be necessary or appropriate in connection therewith.

Section 8. All actions heretofore taken by the officers, representatives or agents of the Authority in connection with the issuance and sale of the 2021 Bonds are hereby ratified, confirmed and approved.

Section 9. This resolution shall take effect from and after its adoption and upon the approval by the Governor of this resolution in writing as required by Section 1208(a) of the Act.

**B.** Request for Recruitment Above Designated Implementation Range – *TABLED*

## **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.

## **8. REPORT OF THE COMPTROLLER**

Ms. Antoniette Bautista, Accounting Supervisor reported on the revenues and expenses of the Authority as of **May 31, 2021**. Ms. Bautista reported that year-to-date Total Signatory Revenues are below budgeted revenues by **72.0%**, year-to-date Total Concession Revenues and Passenger Facility Charges are below budget by **40.8%** and **94.0%**, respectively. Year-to-date Total Other Revenues, inclusive of non-signatory and non-airline revenues are above the budget estimate by **2.6%**. Year-to-date Total Operating Revenues Actual of **\$17.3M** is **48.8%** below the budget estimate of **\$33.9M**. Year-to-date Total Operating Expenses are below budget by **10.2%**. Components of this line item include a **20.9%** increase in Personnel Service, a **31.8%** decrease in Contractual Services, a **73.6%** decrease in Materials & Supplies and a **100%** decrease in Equipment/Furnishings from budgeted amounts for these respective categories. The actual



year-to-date Net Revenues from Operations of **\$-8.2M** reflects a decrease of **251.6%** over the year-to-date budgeted amount of **\$5.4M**. Ms. Bautista reported that the year-to-date Debt Service Coverage is at **0.60** versus the requirement of **1.25**.

## 9. EXECUTIVE SESSION

There was no Executive Session.

## 10. PUBLIC COMMENTS

There were no Public Comments.

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

### Resolution No. 21-49

The June 24, 2021 Regular Meeting of the Board of Directors of A.B. Won Pat International Airport Authority, Guam is hereby adjourned until Tuesday, July 6, 2021 at 3:00 p.m., to reconvene at the GIAA Conference Room 355 Chalan Pasaheru, Tamuning, Guam, 96913.

The item to be addressed at such meeting, will be continued discussion of Item 6.B., Request for Recruitment Above Designated Implementation Range on the Agenda of the June 24, 2021 Regular Meeting of the GIAA Board of Directors.

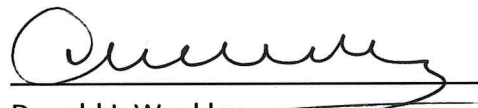
The meeting recessed at 4:14 p.m.

Dated this 26th, day of August, 2021.



Brian J. Bamba  
Chairman

Attest:



Donald I. Weakley  
Board Secretary

Prepared and Submitted By:



Amanda O'Brien  
Corresponding Secretary





**A.B. WON PAT INTERNATIONAL AIRPORT AUTHORITY, GUAM**  
**Board of Directors Regular Meeting**  
**3:00 p.m., Thursday, June 24, 2021**  
**GIAA Terminal Conference Rooms 1 & 2**

**SIGN-IN SHEET**

	<u>PRINT NAME</u>	<u>COMPANY/AGENCY</u>
1.	Christina Garcia	GEDA
2.	DEAN D. DELGADO	GIAA POLICE
3.	Raymond Quinterilla	GIAA OPS
4.	VICTOR J. CRUZ	GIAA
5.	ANN BARNETT	GIAA
6.	Jean Arriola	GIAA
7.	Frank Santos	GIAA Consultant
8.	Tina Garcia	GEDA
9.	ZOOM:	
10.	Joseph Javellana	GIAA
11.	Janalynn Damian, Esq.	Calvo Fisher & Jacob
12.	William Brennan, Esq.	Arriola Law Firm
13.	Gerry Partido	PNC
14.	Steve Limtiaco	PDN
15.	Connie Garrido	SSFM
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