

**MINUTES OF THE REGULAR MEETING OF THE BOARD OF DIRECTORS OF THE
A.B. WON PAT INTERNATIONAL AIRPORT AUTHORITY, GUAM**

Tuesday, August 30, 2022, 3:00 p.m.

GIAA CONFERENCE ROOMS 1 & 2

1. CALL TO ORDER AND ATTENDANCE

The August 30 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 3:07p.m. at the GIAA Terminal Conference Room #3, 355 Chalan Pasaheru, Tamuning, Guam, 96913.

Directors Present:

Brian J. Bamba (Via VTC)
Gurvinder Sobti
Donald I. Weakley
Lucy M. Alcorn (Via VTC)
Doyon A. Morato
Rosie R. Tainatongo* (Arrived at 3:20 p.m.)

Offices or positions:

Chairman
Vice Chairman
Board Secretary

Directors Absent:

Jesse G. Garcia (Excused)

GIAA Officials:

John M. Quinata
Artemio R. Hernandez, Ph.D.
Jean M. Arriola
Juan S.A. Reyes, A.C.E.
Antoniette Bautista
Raymond Mantanona
Raymond Quintanilla
Ken Mc Donald
Victor Cruz
Joseph Javellana
Henry Cruz
Rolenda Faasuamalie
Ken Quenga

Executive Manager
Deputy Executive Manager
Airport Services Manager
Air Terminal Manager
Comptroller, Acting
Chief, Aircraft Rescue Fire Fighting (ARFF)
Operations Superintendent
Properties & Facilities Superintendent
Engineering Supervisor
Property Management Office
Supply Management Administrator
Airport Marketing Administrator
Airport Police

William Brennan (Via VTC)
Frank R. Santos

Arriola Law Firm, 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

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

Resolution No. 22-49

The Board hereby approves the agenda of the August 30, 2022 regular meeting, as presented.

3. APPROVAL OF MINUTES

A. July 26, 2022 - Regular Meeting

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

Resolution No. 22-50

The Board hereby approves the minutes of the July 26, 2022 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 report.

6. NEW BUSINESS

A. Approval of GIAA Operating Budget FY2023

The first item requiring Board action, was the approval of GIAA's Operating Budget for fiscal year 2022. The Board was provided the draft Budget for review. A number of key points were summarized: Airline forecast for enplaned passengers for Fiscal Year 2023 Budget is 1.35M, from an actual of 397K in FY2022. Signatory Airline cost per enplanements (CP), was increased to \$23.81 from current CP of \$20.81. Operations and Maintenance (O&M) expenses are projected to decrease in FY23 by 9.7% or \$4.6M less than the FY22 approved budget. Total Airport Revenues are forecasted to increase from \$69.7M in Fiscal Year 2022 to \$70.8m in Fiscal Year 2023. Deputy Executive Manager Hernandez advised that for Fiscal Year 2023, most vacancies are funded at 50% with an increase of about \$3.3m in O&M expenditures as a gradual return to normalcy is expected, and increased traffic as demonstrated by airline forecast. The Deputy Executive Manager provided a presentation via power point for the Board's

information, and advised the Board that FY2023 proposed rates and charges were also provided as an attachment to the budget for the Board's consideration.

*Director Tainatongo arrived at the Board meeting at 3:20 p.m.

Mr. Frank Santos presented a list of six (6) Capital Improvement Projects (CIP) for fiscal year 2023. Mr. Santos added that the program is in the amount of \$43.1M, with 86% or \$37.8M being funded by the Federal Aviation Administration (FAA). Mr. Santos advised the Board that all projects listed are subject to funding availability and are prioritized relative to need. Discussion followed relative to federal grants.

The Chairman and Board congratulated Management on a job well done.

Director Morato inquired on the recent Bond refinancing and if GIAA is able to capture any savings for FY2023 Budget. Deputy Executive Manager Hernandez replied that the closing will not be until July 2023, therefore GIAA may only see an impact toward the end of FY2023.

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

Resolution No. 22-51

The Board hereby approves the Operating Budget for Fiscal Year 2023, and Airport Tariff Schedule for Fiscal Year 2023, as presented, subject to adjustments with thirty (30) days' notice.

B. CIP Modification – Change Order for ARFF Construction, Phase 2, Project No. GIAA-FY15-04-5

The next item discussed was a CIP Modification. Mr. Frank Santos informed the Board that Board action is required for Change Order (CO) No. 5, for Aircraft Rescue Fire Fighting (ARFF) Facility, Phase II – Construction, Project No. GIAA-FY15-04-5. Mr. Santos presented the modification for the Board's consideration:

- Change Order No. 5: Contract time extension of 166 calendar days from the contract completion date of February 15, 2022, bringing the revised completion date to July 31, 2022. Last CO for the referenced project, in the amount of \$989,055.88. Issues that contributed to the CO costs include extended overhead costs due to building permit delays; material escalation, supply and demand issues; and miscellaneous field changes. Change order is subject to FAA approval. Mr. Santos explained the two-part funding system from the FAA: 1st amount provides the funding for CO No. 5, the 2nd provides

for the Construction Management Services Extension for the said ARFF project.

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. 22-52

The Board hereby approves change Order No. 5 for GIAA Aircraft Rescue & Fire Fighting (ARFF) Facility Construction, Phase II, Project No. GIAA-FY15-04-5, in the amount of \$989,055.88 to BME & Son's, Inc.

C. CIP Modification – Construction Management Services Extension – ARFF Facility Construction, Phase 2, Project No. GIAA-FY15-04-5

The next item discussed was the Construction Management Services (CM) Extension for Aircraft Rescue Fire Fighting (ARFF) Facility, Phase II – Construction, Project No. GIAA-FY15-04-5. Mr. Santos presented the modification for the Board's consideration:

- Work Order No. 08: KHLG & Associates, Inc., for CM services from May 31, 2022 to July 31, 2022 in the amount of \$289,492.03. A further two (2) months CM services will be for closeout and punch list items. Said Work Order has already been approved by the FAA, subject to funding availability.

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

Resolution No. 22-53

The Board hereby approves Work Order No. 08 for GIAA Aircraft Rescue & Fire Fighting (ARFF) Facility Construction, Phase II, Project No. GIAA-FY15-04-5, Construction Management Services contract extended from May 31, 2022 to July 31, 2022, in the amount of \$289,492.03 to KHLG & Associates, Inc.

D. Approval of Architectural/Engineering Services for Terminal Building Roof Replacement Design – RFP-002-FY22

The fourth item requiring Board action was the award for Architectural/Engineering Services for the Terminal Building Roof Replacement Design. Deputy Executive Manager Hernandez, provided background information to the Board on the referenced RFP, including the scope of services, contract term, dates of advertisement of the RFP, proposal submission deadline, and the number of interested proposers. A total of fourteen (14) firms showed their interest by obtaining the RFP package, and three (3) firms submitted a proposal before the established deadline. An evaluation committee was established to evaluate the proposals that were submitted 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
3. Offeror C

The term of the contract is for a period of five (5) years from the issuance of the Notice to Proceed, subject to the availability of funding. The Architectural/Engineering Services for the Terminal Building Roof Replacement Design contract will be funded under an FAA AIP grant, Federal Share is 90% and Sponsor Share is 10%.

Management recommended that the Board approve the ranking results and the contract award to the best qualified offeror, Offeror 'B', for the Architectural/Engineering Services for the Terminal Building Roof Replacement Design contract, subject to negotiation of fair and reasonable fees to be submitted by the proposer at a time and in a format determined by GIAA. If GIAA is unable to negotiate a contract with the highest ranked offeror, the Executive Manager or designee may enter into negotiations with the next most qualified offeror and so forth consistent with the Guam Procurement Law & Regulations and the RFP.

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

Resolution No. 22-54

The Board hereby approves the ranking results as presented and the contract award to Offeror 'B' for Architectural/Engineering Services for the Terminal Building Roof Replacement Design – RFP-002-FY22, subject to Management's negotiation of fair and reasonable fees and review by Legal Counsel. If GIAA is unable to negotiate a contract with the highest ranked offeror, the Executive Manager or designee may enter into negotiations with the next most qualified offeror and so forth consistent with the Guam Procurement Law & Regulations and the RFP.

Deputy Executive Manager Hernandez announced that Offeror 'B' is SSFM International.

E. Approval of Legal Services Invoice No. 80228 (CFJ)

The next item discussed was an invoice from Calvo Fisher & Jacob, LLP (CFJ) relative to legal services fees incurred in June 2022. Deputy Executive Manager Hernandez presented an invoice from CFJ for general legal services relating to DFS Guam L.P. Arbitration Claim in the amount of \$30,899.32. Due to the referenced services exceeding CFJ's monthly cap of \$10,000.00, Board action is required to authorize the additional amount of \$20,899.32 above the cap.

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

Resolution No. 22-55

The Board hereby authorizes the Authority to issue payment to Calvo Fisher & Jacob, LLP for legal fees incurred in June 2022 pertaining to DFS Guam L.P. Arbitration Claim that exceed the monthly cap of \$10,000.00 in the amount of \$20,899.32, for a total invoice amount of \$30,899.32.

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.

Chairman Bamba took this time to congratulate the upcoming retiree's, Linette M. Perez, Program Coordinator IV, retiring September 9, 2022; Victor J. Cruz, Engineer Supervisor, retiring September 23, 2022; and John Ballesta, Fire Captain with the ARFF Unit, who is retiring September 24, 2022.

Chairman Bamba commended Airport Management on the recent visit from FAA Officials Shannetta Griffin, Associate Administrator for Airports, Mark McClardy, Airports Division, Western Pacific Region, Arlene, Draper, Manager, Planning & Programming, Western Pacific Region, Ronson Fox, Civil Engineer, Honolulu Airports District Office who visited with GIAA between August 10-12, 2022 to discuss various regulatory issues, CIP status updates and tours, participated in the ribbon cutting of the new \$27M Aircraft Fire Fighting Facility, and met with Governor Leon Guerrero and staff.

8. REPORT OF THE COMPTROLLER

Ms. Antoniette Bautista, Acting Comptroller reported on the revenues and expenses of the Authority as of **July 31, 2022**. Ms. Bautista reported that year-to-date Total Signatory Revenues are below budgeted revenues by **59.3%**, year-to-date Total Concession Revenues and Passenger Facility Charges are below budget by **55.8%** and **67.1%**, respectively. Year-to-date Total Other Revenues, inclusive of non-signatory and non-airline revenues are above the budget estimate by **97.8%**. Year-to-date Total Operating Revenues Actual of **\$39.5M** is **21.0%** below the budget estimate of **\$50.0M**. Year-to-date Total Operating Expenses are below budget by **17.3%**. Components of this line item include a **9.0%** decrease in Personnel Services, a **20.5%** decrease in Contractual Services, a **49.7%** 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 **\$6.4M** reflects an increase of **35.8%** over the year-to-date budgeted amount of **\$10M**. Ms. Bautista reported that the year-to-date Debt Service Coverage is at **2.50** versus the requirement of **1.25**.

9. EXECUTIVE SESSION

Executive Manager Quinata announced there would be no Executive Session.

10. PUBLIC COMMENTS

There were no Public Comments.

11. ADJOURNMENT

Motion to adjourn duly made by Director Weakley, seconded by Director Alcorn; motion unanimously passed. The meeting was adjourned at 4:42 p.m.

Dated this 3rd, day of November, 2022.



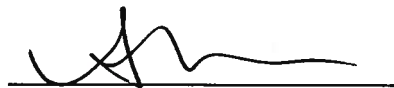
Brian J. Bamba
Chairman

Attest:



Donald I. Weakley
Board Secretary

Prepared and Submitted By:



Amanda O'Brien
Corresponding Secretary

BOARD OF DIRECTORS REGULAR MEETING

3:00 p.m., Tuesday, August 30, 2022

GIAA CONFERENCE ROOMS 1 & 2

Videoconference and Live Streamed via: <https://www.guamairport.com> or

<https://www.guamairport.com/corporate/about-our-airport/board-of-directors/airport-board-meeting>

Public Notice

First Notice:

Guam Daily Post – August 23, 2022

Notice to Media – August 23, 2022

Second Notice:

Guam Daily Post – August 26, 2022

Notice to Media – August 26, 2022

AGENDA

1. Call to Order and Attendance
2. Approval of Agenda
3. Approval of Minutes
 - A. July 26, 2022 Regular Meeting
4. Correspondence - None
5. Old Business - None
6. New Business
 - A. Approval of GIAA Operating Budget FY2023
 - B. CIP Modification – Change Order for ARFF Construction, Phase 2,
Project No. GIAA-FY15-04-5
 - C. CIP Modification – Construction Management Services Extension - ARFF
Facility Construction, Phase 2, Project No. GIAA-FY15-04-5
 - D. Approval of Architectural/Engineering Services for Terminal Building Roof
Replacement Design – RFP-002-FY22
 - E. Approval of Legal Services Invoice No. 80228 (CFJ)
7. Report of Executive Manager
8. Report of the Comptroller
9. Executive Session - None
10. Public Comments
11. Adjournment



A.B. WON PAT INTERNATIONAL AIRPORT AUTHORITY, GUAM
Board of Directors Regular Meeting
3:00 p.m., Tuesday, August 30, 2022
GIAA Terminal Conference Rooms 1 & 2

SIGN-IN SHEET		
PRINT NAME	COMPANY/AGENCY	CONTACT NO./EMAIL
1. VICTOR J. CRUZ	GIAA	671-642-4433
2. Raymond Quintanilla	GIAA	671-642-4459
3. K. Farsman	GIAA	482-1366
4. Raymond Perez	GIAA	929-7677
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A.B. WON PAT INTERNATIONAL AIRPORT AUTHORITY, GUAM**

Tuesday, July 26, 2022, 3:00 p.m.

GIAA CONFERENCE ROOMS 1 & 2

1. CALL TO ORDER AND ATTENDANCE

The July 26 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 Vice and Acting Chairman Sobti at 3:07 p.m. at the GIAA Terminal Conference Room #3, 355 Chalan Pasaheru, Tamuning, Guam, 96913.

Directors Present:

Gurvinder Sobti
Lucy M. Alcorn (Via VTC)
Doyon A. Morato (Via VTC)
Rosie R. Tainatongo (Via VTC)
Jesse G. Garcia

Offices or positions:

Acting Chairman

Directors Absent:

Brian J. Bamba
Donald I. Weakley

Chairman
Board Secretary

GIAA Officials:

John M. Quinata
Artemio R. Hernandez, Ph.D.
Jean M. Arriola
Juan S.A. Reyes, A.C.E.
Antioniette Bautista
Raymond Mantanona
Raymond Quintanilla
Ken Mc Donald
Ken Quenga
Joseph Javellana
Rufo Lujan Jr. (Via VTC)

Executive Manager
Deputy Executive Manager
Airport Services Manager
Air Terminal Manager
Comptroller, Acting
Chief, Aircraft Rescue Fire Fighting (ARFF)
Operations Superintendent
Properties & Facilities Superintendent
Airport Police
Property Management Office
Management Analyst

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

Arriola Law Firm, GIAA Legal Counsel
Calvo Fisher & Jacob, LLP
TMG, GIAA Consultant

Vice and Acting Chairman Sobti 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

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

Resolution No. 22-44

The Board hereby approves the agenda of the July 26, 2022 regular meeting, as presented.

3. APPROVAL OF MINUTES

A. June 30, 2022 - Regular Meeting

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

Resolution No. 22-45

The Board hereby approves the minutes of the June 30, 2022 regular meeting, subject to corrections.

4. CORRESPONDENCE

Executive Manager Quinata advised there was no Correspondence to report.

5. OLD BUSINESS

A. COVID 19 Rent Relief Discussion

Deputy Executive Manager Hernandez presented a COVID-19 rent relief request for MAG concessionaires (Tenants) for the Board's consideration. The Deputy Executive Manager provided brief background relative to rent relief offered to MAG concessionaires. At the December 16, 2021 Regular Board meeting, the Board approved concession MAG tenant relief for the period of October 1, 2021 through December 31, 2021. Since then, Management has continued working closely with MAG tenants, and would like to recommend further rent relief assistance, by extending the same terms, as follows:

- During the relief period, in lieu of MAG, Tenants shall pay the greater of: (i) percentage of gross sales or (ii) main terminal rent based on space occupied at the airport tariff rate, or (iii) percentage of Monthly MAG as noted below:

SAMPLE

October 2021 – December 2021

1,263,333.33

$$\begin{array}{r} \times \quad 31.18\% \\ 393,907.33 \end{array}$$

- The relief period is effective January 1, 2022 through June 30, 2022.
- For this relief period, Tenants will at the minimum remit monthly payments based on percentage of gross sales. Tenants may elect to *defer* the difference of percentage of gross sales to percentage of Monthly MAG with any such deferred amounts being due and payable on or before September 1, 2022, or sooner upon 30 days written demand by GIAA.
- No late fees or interest under this rent relief period will be assessed for any portion of the deferred rent portion of payments made on or before September 1, 2022, or sooner upon 30 days written demand notice by GIAA.

The Deputy Executive Manager advised that Management further requests that the Board authorize Management to discuss with MAG Tenants a deferral of any amounts not paid under said reduced MAG, and any deferred amounts discussed with Management shall still be payable on or before September 1, 2022.

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

Resolution No. 22-46

The Board hereby approves the extension of Rent Relief to MAG Concessionaires for the months of January 1, 2022 through June 30, 2022, and further authorizes Management to discuss with MAG Concessionaires a deferral of the difference of percentage gross sales of monthly MAG, payable on or before September 1, 2022, as presented by Management.

6. NEW BUSINESS

A. GIAA General Revenue Bonds, 2023 Series A (AMT)

The next item discussed by the Board was a Board resolution relative to 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 Hernandez presented the resolution, and briefly explained each attached document, to include: Sixth Supplemental Indenture, Forward Delivery Bond Purchase Contract, Escrow Agreement and Preliminary Official Statement. The referenced resolution identifies Authorized Officers, such Officers are authorized to execute and deliver any and all documents. Pricing is scheduled for mid-August 2022.

Ms. Janalynn Damian, Calvo Fisher & Jacob added that under GIAA's enabling statute, legislative approval is required, along with GEDA Board approval. Legislative approval was obtained in 2021, while GEDA Board approval is anticipated for July 28, 2022, which will complete the approval process, followed by the Governor signing off on GIAA's Board resolution.

Deputy Executive Manager Hernandez announced that presentations were made to rating agency Moody's in terms of financial performance and to affirm GIAA's credit rating. Management is hoping for favorable results. The Manager further added that Management is seeking the adoption of the Board 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, as presented by Management.

Director Morato thanked Management and GIAA Legal Team for all of their hard work.

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

Resolution No. 22-47

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, on September 12, 2013, the Authority issued its \$14,620,000 A.B. Won Pat International Airport Authority, Guam General Revenue Bonds, 2013 Series A, \$33,675,000 A.B. Won Pat International Airport Authority, Guam General Revenue Bonds, 2013 Series B, and \$199,040,000 A.B. Won Pat International Airport Authority, Guam General Revenue Bonds, 2013 Series C;

WHEREAS, on November 14, 2019, the Authority issued its \$18,645,000 A.B. Won Pat International Airport Authority, Guam General Revenue Bonds, 2019 Series A and \$18,400,000

A.B. Won Pat International Airport Authority, Guam General Revenue Bonds, 2019 Series B (Taxable);

WHEREAS, on August 17, 2021, the Authority issued it \$143,430,000 A.B. Won Pat International Airport Authority, Guam General Revenue Bonds, 2021 Series A (Taxable);

WHEREAS, the Authority proposes to issue and sell one or more new series of Bonds under the Indenture (the "2023 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 C (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 2023 Bonds pursuant to the Act on a forward delivery basis 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 2023 Bonds, subject to the conditions and limitations set forth therein, and GEDA has been requested to provide its approval;

WHEREAS, this Board desires to approve the issuance and sale of the 2023 Bonds, and certain documents and instruments in connection with the 2023 Bonds, and to authorize the appropriate officers and employees of the Authority to determine the terms of the 2023 Bonds to be issued and to proceed with arrangements for the sale of the 2023 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 2023 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 Sixth Supplemental Indenture (the "Supplemental Indenture"), among the Authority, Bank of Guam, as Trustee (the "Trustee") and U.S. Bank Trust Company, National Association, as Co-Trustee (the "Co-Trustee"), supplementing the Indenture and providing for the issuance of the 2023 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 2023 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 Forward Delivery Bond Purchase Contract (the “Forward Delivery Bond Purchase Contract”) to be executed by the Authority, GEDA and Barclays Capital Inc., as representative of the underwriters of the 2023 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 Forward Delivery Bond Purchase Contract executed by the Authorized Officers, who are hereby authorized and directed to execute the same. The Forward Delivery Bond Purchase Contract shall specify the aggregate principal amount of 2023 Bonds to be issued, the number of series of such 2023 Bonds, the maturity or maturities (which shall not extend beyond October 1, 2043) and the fixed interest rate or rates of the 2023 Bonds and the price or prices at which the 2023 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 2023 Bonds and other interested parties, and to execute and cause to be delivered a final official statement (the “Official Statement”) to purchasers of the 2023 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 2023 Bonds and to be distributed in preliminary form in connection with the marketing and sale of the 2023 Bonds.

In connection with such 2023 Bonds, the preparation and distribution of an update to the Official Statement (the "Updated Disclosure Document"), containing updated information in substantially the form presented in the Preliminary Official Statement and the Official Statement, which may include a description of such terms and conditions as are applicable to such Series 2023 Bonds issued on a forward delivery basis, to be executed and delivered by one or more of the Authorized Officers, is hereby approved.

Section 6. The sale, issuance and delivery of the 2023 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 2023 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 2023 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 2023 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 2023 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 2023 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. Approval of Legal Services Invoice No. 80177 (CFJ)

The next item discussed was an invoice from Calvo Fisher & Jacob, LLP (CFJ) relative to legal services fees incurred in May 2022. Deputy Executive Manager Hernandez presented an invoice from CFJ for general legal services relating to DFS Guam L.P. Arbitration Claim in the amount of \$61,204.57. Due to referenced services exceeding CFJ's monthly cap of \$10,000.00, Board action is required to authorize the additional amount of \$51,204.57 above the cap.

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

Resolution No. 22-48

The Board hereby authorizes the Authority to issue payment to Calvo Fisher & Jacob, LLP for legal fees incurred in May 2022 pertaining to DFS Guam L.P. Arbitration Claim that exceed the monthly cap of \$10,000.00, in the amount of \$51,204.57, for a total invoice amount of \$61,204.57.

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, Acting Comptroller reported on the revenues and expenses of the Authority as of **June 30, 2022**. Ms. Bautista reported that year-to-date Total Signatory Revenues are below budgeted revenues by **61.5%**, year-to-date Total Concession Revenues and Passenger Facility Charges are below budget by **23.4%** and **71.9%**, respectively. Year-to-date Total Other Revenues, inclusive of non-signatory and non-airline revenues are above the budget estimate by **111.2%**. Year-to-date Total Operating Revenues Actual of **\$40.5M** is **9.4%** below the budget estimate of **\$44.7M**. Year-to-date Total Operating Expenses are below budget by **20.4%**. Components of this line item include a **11.3%** decrease in Personnel Services, a **24.3%** decrease in Contractual Services, a **52.2%** 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 an increase of **38.0%** over the

year-to-date budgeted amount of **\$8.4M**. Ms. Bautista reported that the year-to-date Debt Service Coverage is at **3.48** versus the requirement of **1.25**.

Discussion followed relative to current signatory revenues verses FY2019, pre COVID-19.

9. EXECUTIVE SESSION

Executive Manager Quinata announced there would be no Executive Session.

10. PUBLIC COMMENTS

There were no Public Comments.

11. ADJOURNMENT

Motion to adjourn duly made by Director Alcorn, seconded by Acting and Vice Chairman Sobti; motion unanimously passed. The meeting was adjourned at 3:45 p.m.

Dated this _____, day of _____, 2022.

Attest:

Brian J. Bamba
Chairman

Donald I. Weakley
Board Secretary

Prepared and Submitted By:

Amanda O'Brien
Corresponding Secretary

**A.B. WON PAT INTERNATIONAL
AIRPORT GUAM**



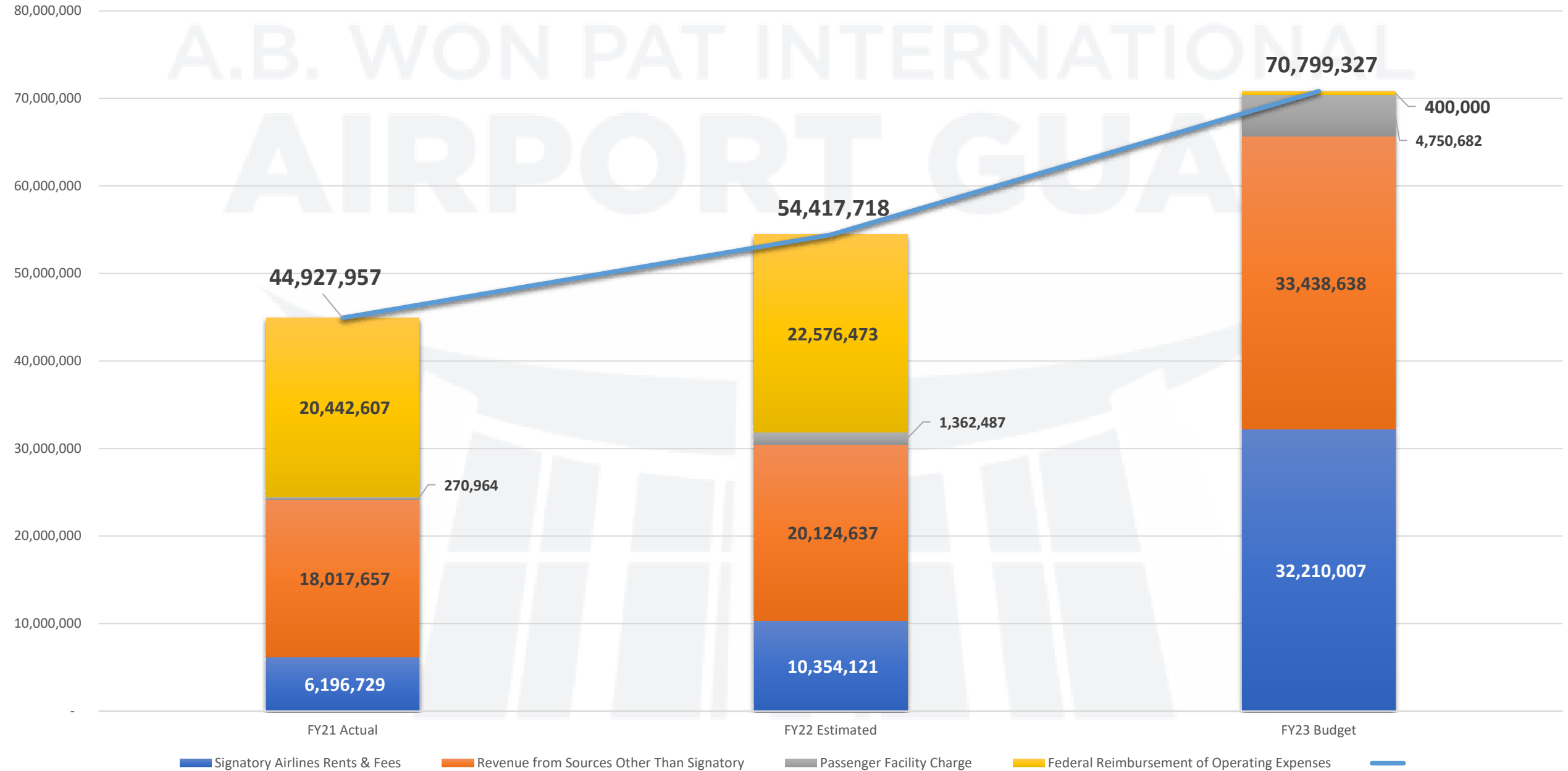
**FISCAL YEAR 2023
Operating Budget**

Assumptions and Highlights

- ≧Enplanements Discussion
- ≧Debt Service and Debt Service Coverage
- ≧Retirement Contribution Increase
- ≧Operations and Maintenance Budget
- ≧Capital Projects
- ≧Airport Revenues and Federal Reimbursements

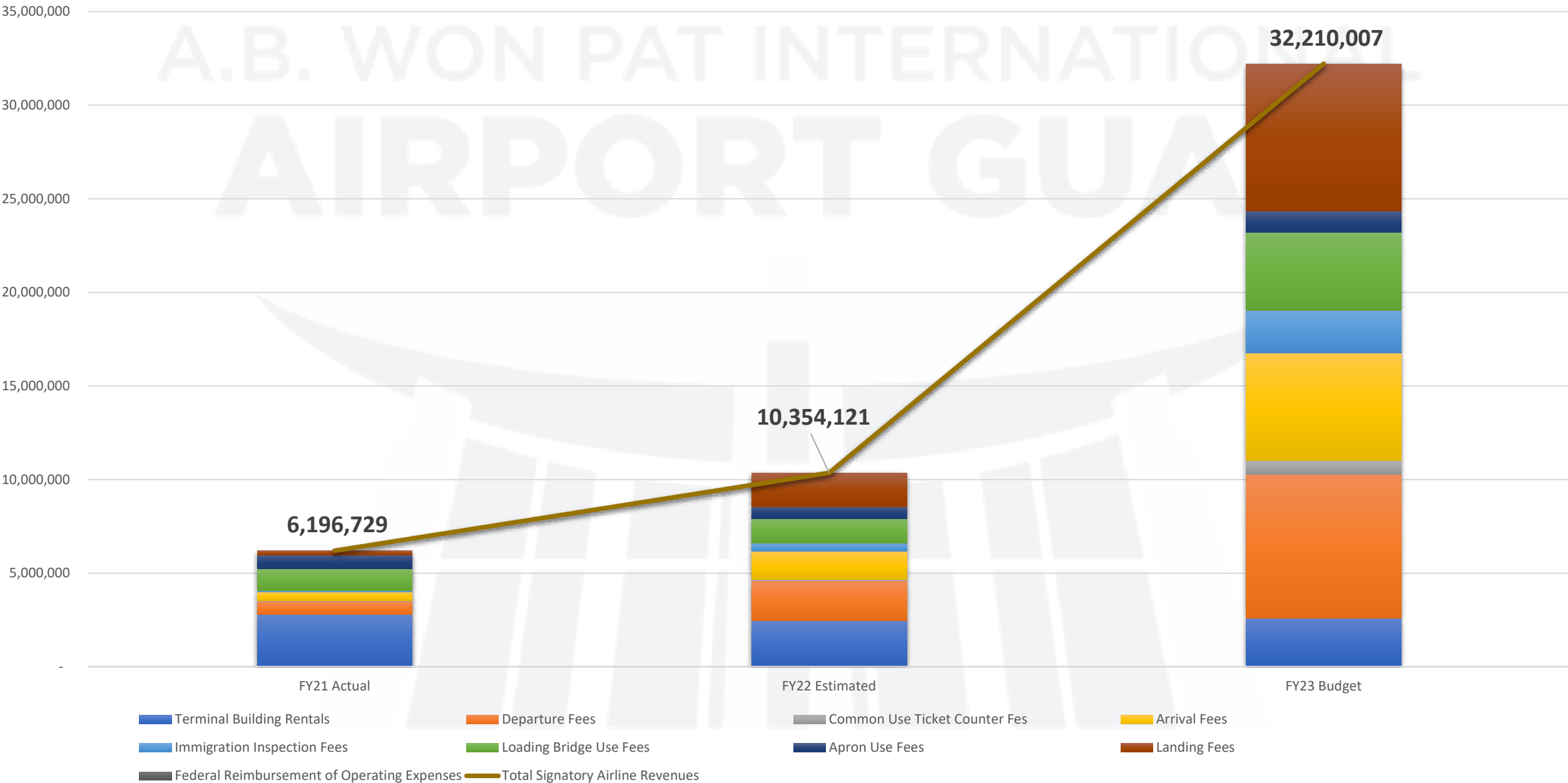
Total Revenues Comparison

FY21 Actual, FY22 Estimated, FY23 Projected



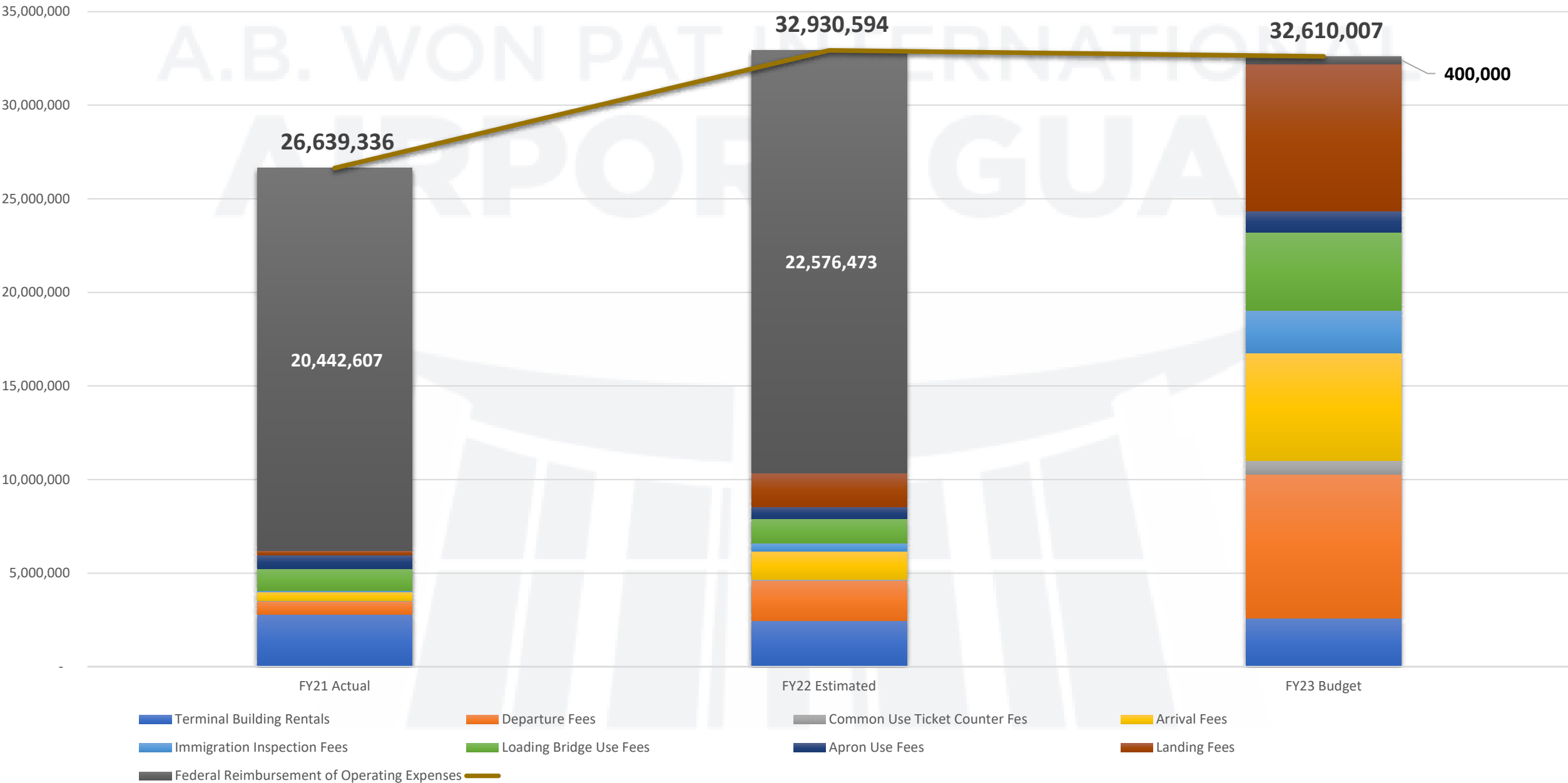
Signatory Airline Revenues

FY21 Actual, FY22 Estimated, FY23 Projected



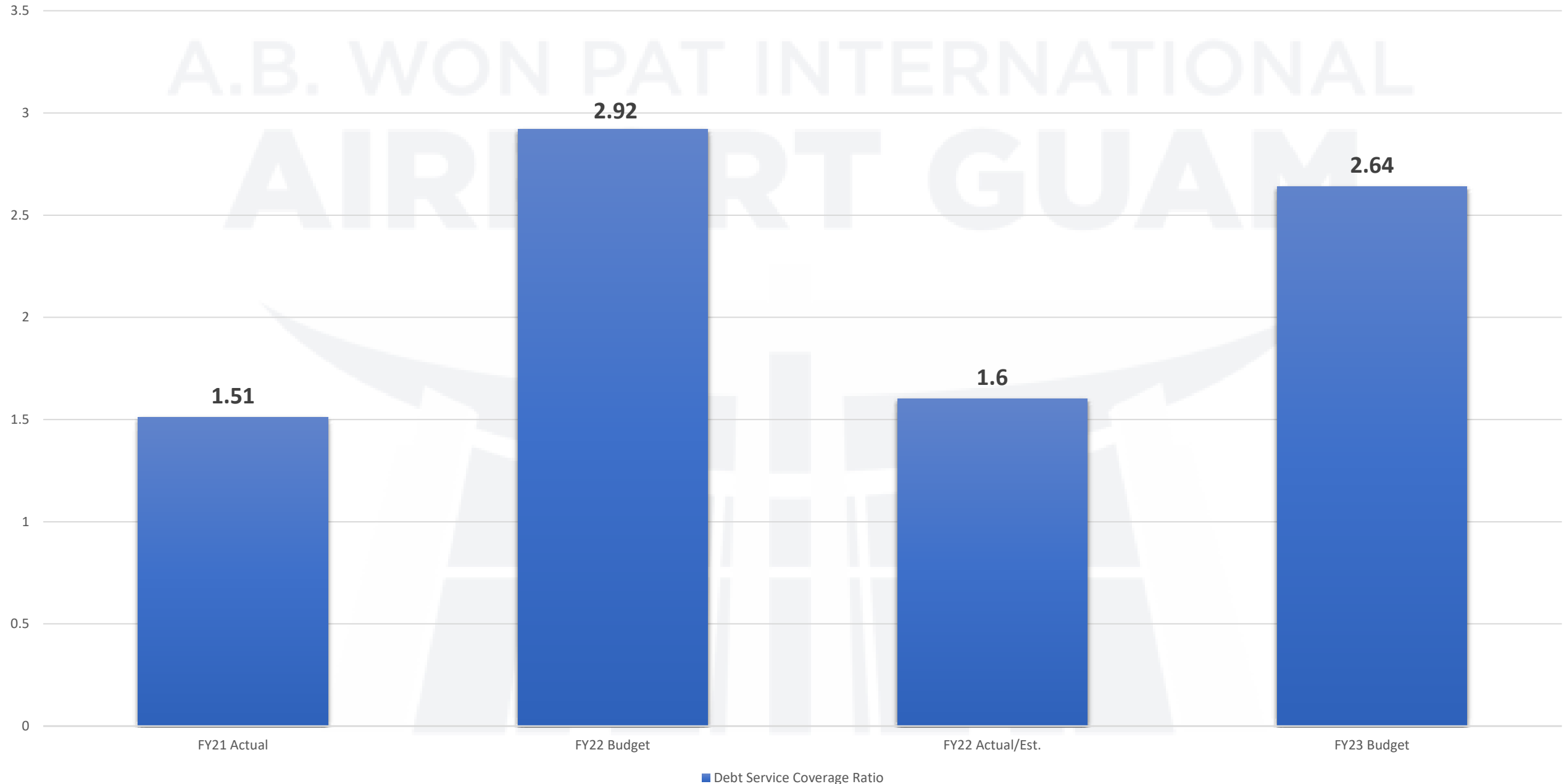
Signatory Airline Revenues and Federal Reimbursements

FY21 Actual, FY22 Estimated, FY23 Projected

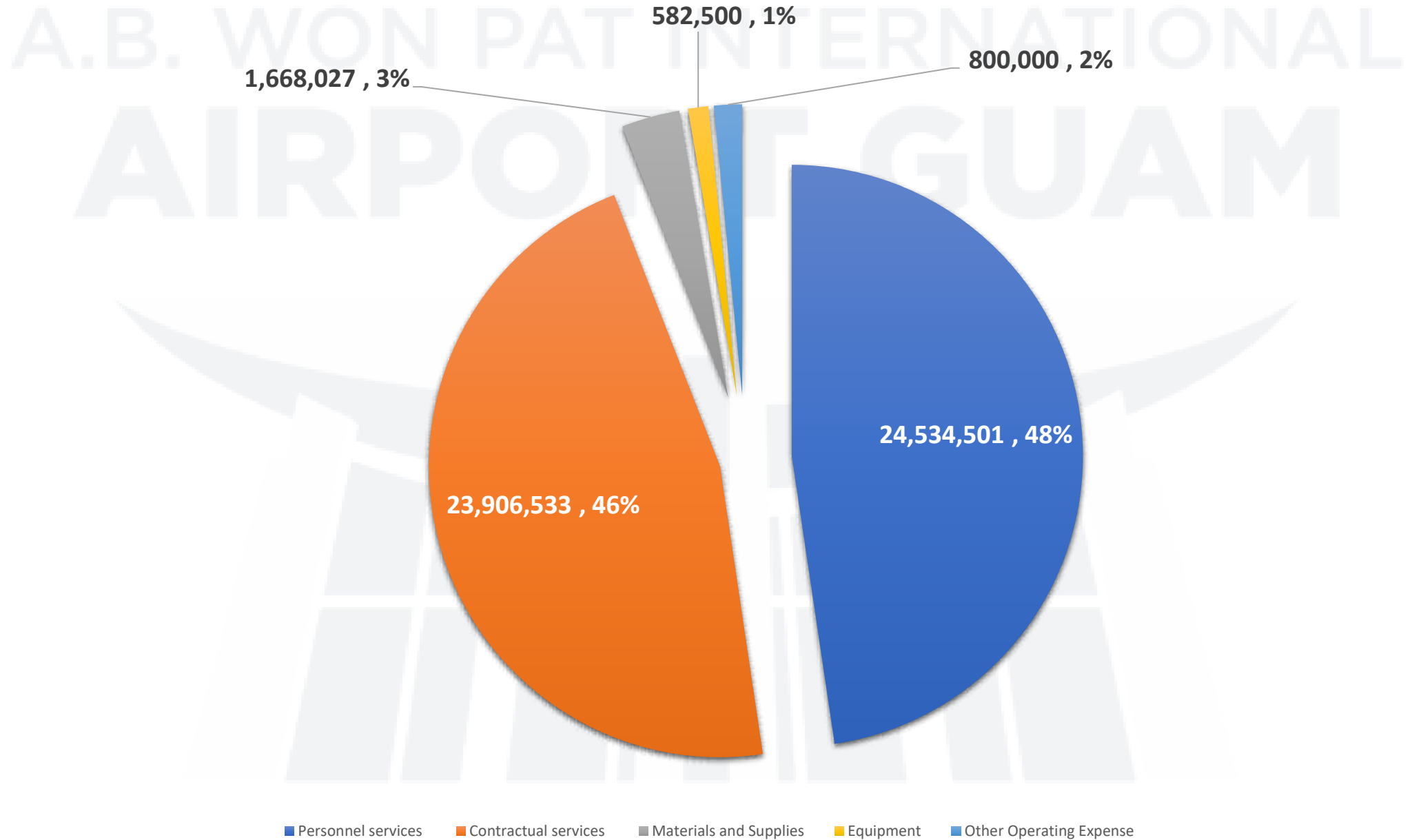


Debt Service Coverage Ratio
FYs 2021 Actual, 2022 Budget & Estimated, and 2023 Budget

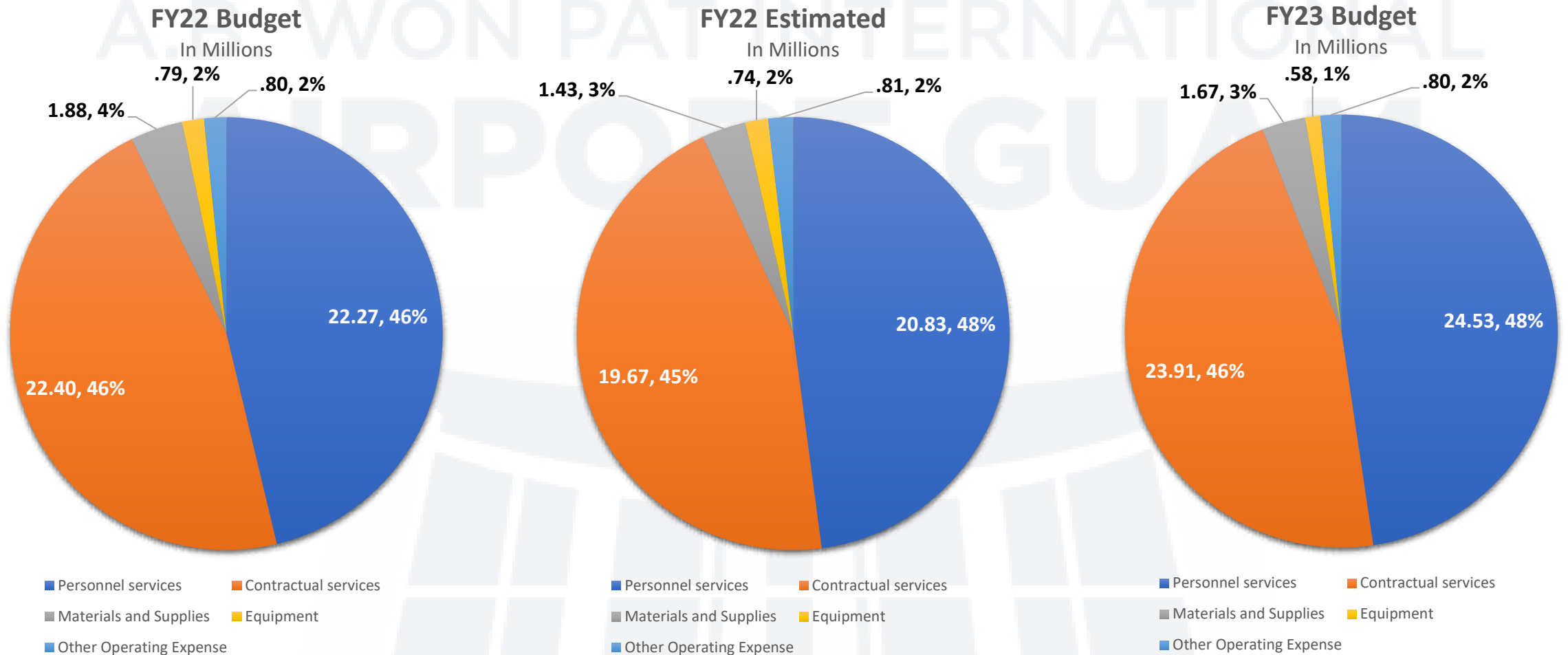
A.B. WON PAT INTERNATIONAL
AIRPORT GUAM



Operations and Maintenance Proposed Budget FY 2023



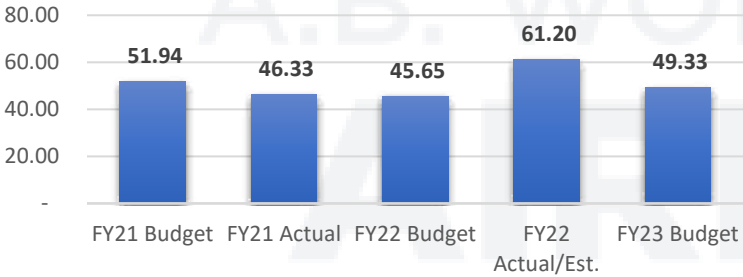
Operations and Maintenance FY22 Budget and Estimated & FY23 Budget



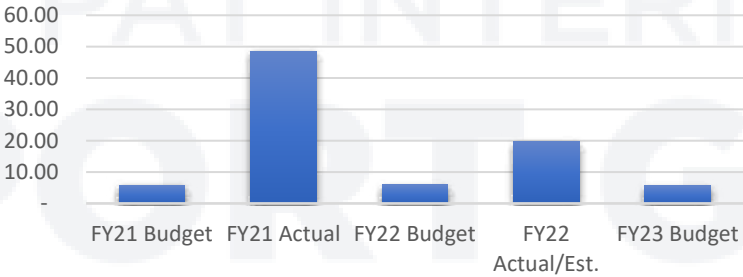
	FY22 Budget	FY22 Estimated	FY23 Budget
Personnel services	22,267,308	20,830,812	24,534,501
Contractual services	22,401,172	19,670,648	23,906,533
Materials and Supplies	1,878,563	1,431,994	1,668,027
Equipment	790,500	742,935	582,500
Other Operating Expense	800,000	808,786	800,000
Total	48,137,543	43,485,175	51,491,561

Rates Underpayment (Overpayment)

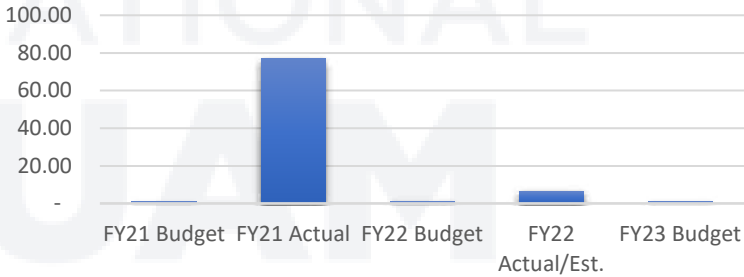
Terminal Building Rentals



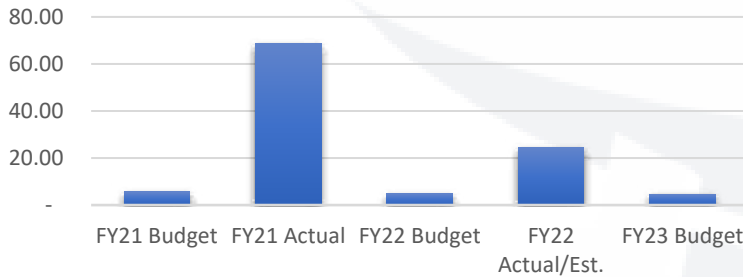
Departure Fees



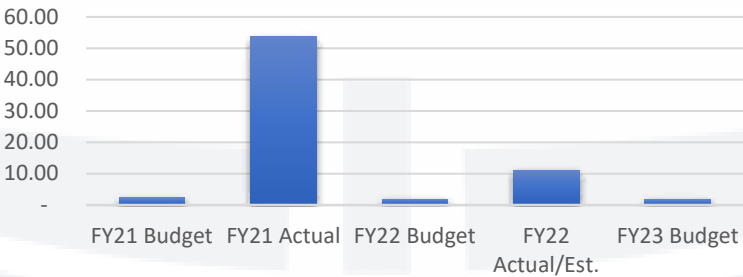
Common Use Ticket Counter Fees



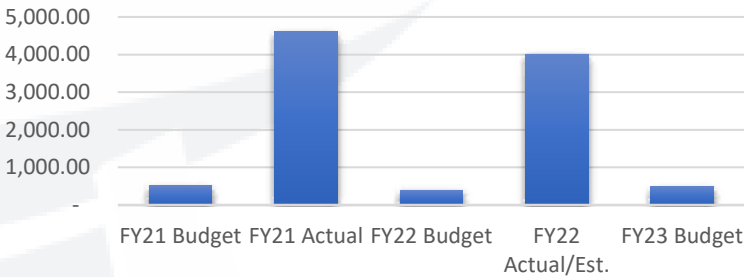
Arrival Fees



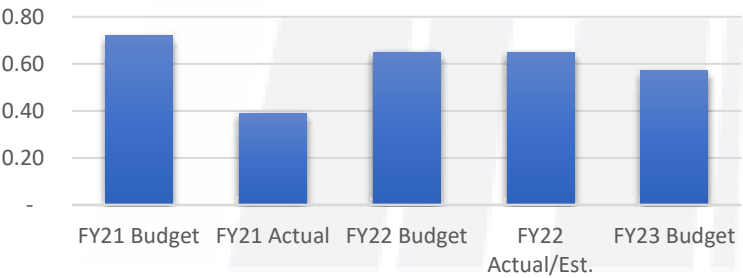
Immigration Inspection Fees



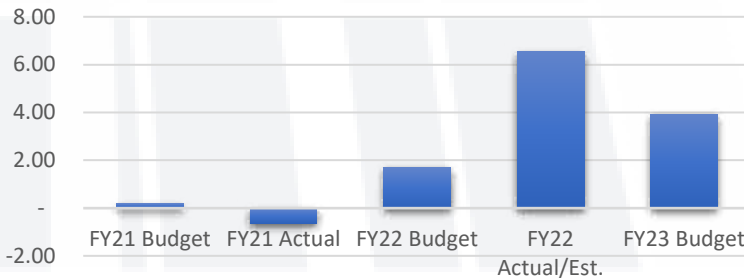
Loading Bridge Use Fees



Apron Use Fees



Landing Fees





A.B. WON PAT GUAM INTERNATIONAL AIRPORT AUTHORITY
P.O. Box 8770
Tamuning, Guam 96931

CAPITAL IMPROVEMENT PROJECTS FOR FISCAL YEAR 2023

	<u>PROJECT NAME</u>	<u>FUNDING SOURCE</u>			<u>Cost Center</u>	<u>DESCRIPTION & NEED</u>
		<u>BUDGET</u>	<u>CIF</u>	<u>FEDERAL</u>		
1	TERMINAL ROOF REPLACEMENT	\$ 13,735,380.00	\$ 1,173,538.00	\$ 12,561,842.00	TB	Replace roofing membrane to eliminate water intrusion and improve building insulation. Solar panels are included.
2	APRON REHABILITATION, SUPPLEMENTAL	\$ 10,414,142.00	\$ 1,041,505.00	\$ 9,372,637.00	AP	Rehabilitation improvements to terminal aprons - supplemental funding
3	CARGO APRON & FUEL SYSTEM EXTENSION - DESIGN	\$ 17,389,913.00	\$ 1,738,992.00	\$ 15,650,921.00	AP	Construction of new cargo aprons adjacent to cargo facilities with fueling capability.
4	MAIN GATE IMPROVEMENTS (AOA ACCESS)	\$ 400,000.00	\$ 400,000.00		AP	Single access for air carriers and support partners that requires replacement due to flooding and multiple outages
5	CONVERSION OF DIESEL EQUIPMENT	\$ 300,000.00		\$ 300,000.00	TB	Funding opportunity by EPA to reduce carbon exhaust, e.g. runway sweeper
6	REPLACE MOBILE BACK-UP GENERATOR	\$ 900,000.00	\$ 900,000.00		AP	Permanent replacement to forego rental costs. Sized for larger facilities such as hangars and ARFF facilities'
Totals:		\$ 43,139,435	\$ 5,254,035	\$ 37,885,400		

Note: All projects are subject to funding availability and FAA issuance of grant agreements which may include BIL funding for 2 fiscal years (2022-2023)

A.B. Wonpat INTERNATIONAL AIRPORT AUTHORITY, GUAM

Fiscal Years Ending September 30

Proposed Rates and Fees

				FY 2023 RATES		
Fiscal Year 2021		Fiscal Year 2022				
Approved	Actual	Approved	Actual/Est	Sig	Non Sig/Others	CMGA (a)
Signatory Airline Rents and Fees						
Terminal Building Rentals	\$51.94	\$46.33	\$45.65	\$61.20	\$49.33	\$69.06
Departure Fees	\$5.79	\$48.58	\$5.96	\$19.74	\$5.67	\$1.99
Common Use Ticket Counter Fees	\$0.87	\$77.16	\$1.17	\$6.49	\$1.01	\$0.35
Arrival Fees	\$5.55	\$68.75	\$4.90	\$24.32	\$4.62	\$1.62
Immigration Inspection Fees	\$2.33	\$53.74	\$1.99	\$11.11	\$1.87	\$0.66
Loading Bridge Use Fees	\$521.73	\$4,617.99	\$401.88	\$4,019.10	\$490.52	\$0.00
Apron Use Fees	\$0.72	\$0.39	\$0.65	\$0.65	\$0.57	\$0.20
Landing Fees	\$0.20	-\$0.63	\$1.71	\$6.55	\$3.94	\$14.00
						(b)
Signatory Airline enplaned passengers	1,147,374	124,856	1,191,858	396,798	1,352,700	
Signatory Airline cost per enplaned passengers	\$21.35	\$49.63	\$20.81	\$26.09	\$23.81	
Annual debt service coverage	1.77	1.51	2.92	1.60	2.64	
Debt service coverage requirement	1.25	1.25	1.25	1.25	1.25	
Capital Improvement Fund						
Capital Improvement Subaccount	\$3,518,454	-\$4,604,098	\$1,930,509	-\$3,709,183	\$1,924,471	
Other Available Moneys Subaccount	\$0	\$0	\$0	\$0	\$0	
	3,518,454	-4,604,098	\$1,930,509	-\$3,709,183	\$1,924,471	

Note (s)

(a) CMGA = General Aviation customers.

(b) CMGA landing fee rate is per landing.

Operating Budget FY2023 - Attachments

**A.B. WON PAT INTERNATIONAL
AIRPORT GUAM**



**FISCAL YEAR 2023
Operating Budget**

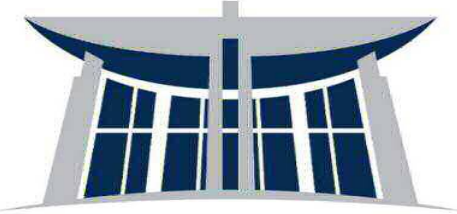
**A.B. Won Pat International Airport Authority, Guam
(GIAA)**

Fiscal Year 2023 Budget

Brian J. Bamba
Chairman

John M. Quinata
Executive Manager

**A.B. WON PAT INTERNATIONAL
AIRPORT GUAM**



ATURIDAT PUETTON BATKON AIREN
GUAHAN ENTENASIONAT

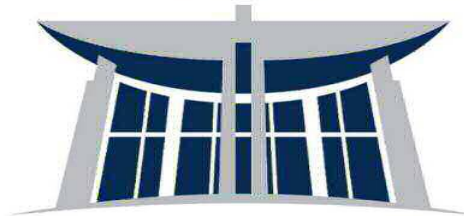
Assumptions and Highlights

- Enplaned passengers for Fiscal Year 2021 was reported at 125k due to a full year impact of COVID-19. Fiscal Year 2022 resulted with enplaned passengers tracking downward at approximately 33% of Airline Projections, from 1.19m to 397k. The Airline forecast for Fiscal Year 2023 Budget is 1.35m.
- For Fiscal Year 2023, the Retirement System's Actuarial Valuation Report requires a 0.11% increase in retirement contribution from 28.32% to 28.43% of payroll.
- Debt Service coverage in Fiscal Year 2021 ended at 1.51 times well above the 1.25 times requirement from our bond indenture. With GIAA's successful refunding/restructuring in FY 2021, the debt service for FY 2022 and FY 2023 was reduced to \$8.07 or a reduction of \$15.1m and \$14.1m respectively. The drop in annual bond payments will increase our debt service coverage and GIAA's ability to meet its bond covenants.
- Operation & Maintenance (O&M) expenditures is projected to be 9.7% or \$4.6m less than the approved Fiscal Year 2022 Budget. For Fiscal Year 2023, most vacancies are funded at 50% with an increase of about \$3.3m in O&M expenditures as we expect a gradual return to normalcy and increased traffic as demonstrated by airline forecast.
- Initiate only those capital projects federally funded or essential to the Airport primary functions and increased efficiencies. Ongoing projects include Phase 2 Rehabilitation of Runway 6L and Airport Master Plan.
- Total Airport Revenues are forecasted to increase from \$69.7m in Fiscal Year 2022 to \$70.8m in Fiscal Year 2023.
- Fiscal Year 2023 Aeronautical Revenues are estimated at 52.2% and Non-Aeronautical revenues is at 40.3% of Total Airport Revenues.

Summary - FY 2023 Budget

- Authority to continue and reassess and pursue revenue streams and promote air service development which may include new incentives and exploration of new markets.
- BOD and Management to continue monitoring and implementing cost containment measures without compromising airport safety and security.
- An adjustment to rates & tariffs if any of the following occurs:
 - 1) Landing Fees are projected to vary by more than 10% of projected total landing fees for the fiscal year (Section 7.11 Special Increases of Landing Fees - Signatory Airlines Agreement)
 - 2) At any time during the fiscal year revenues are not sufficient to pay any reasonable expense or obligation of the airport (Section 7.12 Extraordinary Adjustments of Rents and Fees - Signatory Airlines Agreement)

A.B. WON PAT INTERNATIONAL
AIRPORT GUAM



ATURIDAT PUETTON BATKON AIREN
GUAHAN ENTENASIONAT

August 31, 2022

MEMORANDUM

TO: Aircraft Operators & Facility Users - Main Terminal
Antonio B. Won Pat International Air Terminal, Guam

FROM: JOHN M. QUINATA
Executive Manager

SUBJECT: **AIRPORT RATES, FEES & CHARGES - MAIN TERMINAL**

In accordance with that certain Indenture, dated as of September 1, 2003, relating to the general revenue bonds (Bonds) issued from time to time, the A.B. Won Pat International Airport Authority, Guam (GIAA), GIAA is required to establish rents and fees sufficient to cover its annual operating costs including the debt service obligation under the aforementioned Bonds.

All airline rents and fees (Main Terminal) are established based on a "cost center compensatory" method whereby user fees and charges are calculated to recover the allocated operating costs of the facilities, including the Bonds. Henceforth, all rates and fees are subject to annual recalculations based on the then current budget requirements. Notice is hereby issued of the following adjusted rates and fee which shall be effective **October 1, 2022.**

DESCRIPTION		SIGNATORY	OTHERS
Terminal Building Rate	(a)	\$ 49.33	\$ 69.06
Departure Fees	(b)	\$ 5.67	\$ 7.94
Common Use Ticket Counters	(b)	\$ 1.01	\$ 1.41
Arrival Fees	(b)	\$ 4.62	\$ 6.47
Immigration Inspection Fees	(b)	\$ 1.87	\$ 2.62
Loading Bridge Use Fees	(c)	\$ 490.52	\$ 686.73
Apron Use Fees	(d)	\$ 0.57	\$ 0.80
Landing Fees	(d)	\$ 3.94	\$ 5.52

(a) Per Square Foot Per Annum
(b) Per Passenger

(c) Per Loading Bridge Use
(d) Per 1000 pounds of Gross Takeoff Weight

Should you have any questions regarding this matter, please contact Ms. Antoniette L. Bautista, GIAA Acting Comptroller at 646-0303/0304.



A. B. WON PAT INTERNATIONAL AIRPORT AUTHORITY, GUAM

A. B. Won Pat International Airport Authority, Guam

P.O. Box 8770, Tamuning, Guam 96931

Telephone: (671)646-0300 thru 0302 Fax: (671)646-8823

AIRPORT TARIFF SCHEDULE

The following Airport Tariff Schedule reflects the rates, fees and charges established by GIAA's Rules and Regulations. The Rules and Regulations, as the prevailing source document, shall govern any conflicts or disputes hereunder.

CLASSES OF AIRCRAFT

- CLASS I** - Aircraft having certified gross take-off weight (GTOW) of thirty thousand (30,000) pounds or more.
CLASS II - Aircraft having certified GTOW of less than thirty thousand (30,000) pounds.

1. AIRFIELD USE CHARGE

(Source: Section 14.02)
Effective: OCTOBER 1, 2022

Signatory	Three Dollars and Ninety Four cents (US\$3.94) per 1000 pounds of certified GTOW for each landing.
Non-Signatory & Cargo Flights	Five Dollars and Fifty Two cents (US\$5.52) per 1000 pounds of certified GTOW for each landing.
Class II	Fourteen Dollars (US\$14.00) for each landing

2. APRON/GATE USE CHARGE

(Source: Section 14.03)
Effective: OCTOBER 1, 2022

Signatory	Fifty Seven cents (US\$0.57) per 1000 pounds of certified GTOW for each landing.
Non-Signatory & Others	Eighty cents (US\$0.80) per 1000 pounds of certified GTOW for each landing.
Class II - Main Terminal	Twenty cents (US\$0.20) per 1000 pound of certified GTOW for each landing.
Other Areas	Twenty cents (US\$0.20) per 1000 pounds of GTOW for each use with two (2) hours maximum.

Effective: October 1, 2022

3. LOADING BRIDGE USE CHARGE

(Source: Section 14.03.01)
Effective: OCTOBER 1, 2022

Signatory	Four Hundred Ninety Dollars and Fifty Two cents (US\$490.52) each use.
Non-Signatory & Others	Six Hundred Eighty Six Dollars and Seventy Three cents (US\$686.73) each use.

4. AIRCRAFT PARKING CHARGE/STORAGE

(Source: Section 14.05)
Effective: OCTOBER 1, 2011

Class I - Main Terminal & Other Areas	Eighty Five cents (US\$ 0.85) per 1000 pounds of certified GTOW for each twenty four hour period or a fraction thereof, assessed six hours after landing.
Class II - Main Terminal & Other Areas	One Dollar and Seventy-Five cents (US\$1.75) for each twenty four hour period or a fraction thereof assessed six hours after landing.

5. FUEL FACILITY USE CHARGE

(Source: Section 14.09)

Signatory	<u>By Operating Agreement:</u> (US\$.0038) per gallon of fuel taken payable to the fueling system operator.
Non-Signatory and Others	(US\$.0338) per gallon of fuel taken payable to the fueling system operator.

6. IMMIGRATION INSPECTION FEES

Effective: OCTOBER 1, 2022

Signatory	One Dollar and Eighty Seven cents (US\$1.87) per international arriving passenger.
Non-Signatory & Others	Two Dollars and Sixty Two cents (US\$2.62) per international arriving passenger.
Class II - Main Terminal	Sixty Six cents (US\$0.66) per international arriving passenger

7. ARRIVAL FACILITY SERVICE CHARGE

(Source: Section 14.06)
Effective: OCTOBER 1, 2022

Signatory	Four Dollars and Sixty Two cents (US\$4.62) per terminating or arriving passenger, in lieu of rent.
Non-Signatory & Others	Six Dollars and Forty Seven cents (US\$6.47) per terminating or arriving passenger, in lieu of rent.
Class II - Main Terminal	One Dollar and Sixty Two cents (US\$1.62) per terminating or arriving passenger, in lieu of rent.



A. B. WON PAT INTERNATIONAL AIRPORT AUTHORITY, GUAM

A. B. Won Pat International Airport Authority, Guam

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Telephone: (671)646-0300 thru 0302 Fax: (671)646-8823

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CLASS II - Aircraft having certified GTOW of less than thirty thousand (30,000) pounds.

8. DEPARTURE FACILITY SERVICE CHARGE

(Source: Section 14.07 & 14.07.01)
 Effective: OCTOBER 1, 2022

Signatory

Five Dollars and Sixty Seven cents (US\$5.67) per enplaned passenger, in lieu of rent. Excludes security inspection services.

Non-Signatory & Others

Seven Dollars and Ninety Four cents (US\$7.94) per enplaned passenger, in lieu of rent. Excludes security inspection services.

Class II - Main Terminal

One Dollar and Ninety Nine cents (US\$1.99) per enplaned passenger, in lieu of rent. Excludes security inspection services.

9. WASTE DISPOSAL FACILITY

USE CHARGE
 (Source: Section 14.10)

Main Terminal

Charge for use is payable to the waste disposal facility operator, or to the Authority, if such facility is operated by the Authority.

10. CUSTOMS, AGRICULTURE AND QUARANTINE INSPECTION SERVICES CHARGE

(Source: P.L. 23-45)
 Charge effective SEPTEMBER 1, 2013

Eight Dollars and Twenty Nine cents (US\$8.29) per passenger

11. TERMINAL BUILDING RENTAL RATE

Effective: OCTOBER 1, 2022

Signatory

Forty Nine Dollars and Thirty Three cents (US\$49.33) per square foot per annum

Non-Signatory & Others

Sixty Nine Dollars and Six cents (US\$69.06) per square foot per annum

12. COMMON USE TICKET COUNTER

Effective: OCTOBER 1, 2022

Signatory

One Dollar and One cent (US\$1.01) per departing passenger

Non-Signatory & Others

One Dollar and Forty One cents (US\$1.41) per departing passenger

13. CATERING FEE

(Source: Section 14.12)

Monthly fee equal to five percent (5%) of gross monthly billings from supplier of in-flight food and beverage. Excluded is in-flight catering provided directly by bonafide airline tenant.

14. RAMP VEHICLE DECAL CHARGE

(Source: Section 1.08 & 2.05)
 Effective: OCTOBER 1, 2017

One Hundred Dollars (US\$100.00) per decal

15. TOUR BUS FACILITY CHARGE

(Source: Section 14.13)
 Effective: APRIL 1, 2012

Tour Bus Permittees
 Non-Tour Bus Permittees

Five Dollars (US\$5.00) per arriving passenger
 Ten Dollars (US\$10.00) per arriving passenger

16. VEHICLE PERMIT CHARGE

(Source: Section 14.14)

For vehicles used in the commercial carriage of persons to and from the passenger terminal, the following annual permit fees shall apply based on the seating capacity of each vehicle:

Effective: OCTOBER 1, 2017

1 to 10 passengers
 11 to 20 passengers
 21 to 30 passengers
 31 to 40 passengers
 41 to 50 passengers
 Over 50 passengers

Forty Dollars (US\$40.00) per vehicle
 Fifty Dollars (US\$50.00) per vehicle
 Sixty Dollars (US\$60.00) per vehicle
 Seventy Dollars (US\$70.00) per vehicle
 Eighty Dollars (US\$80.00) per vehicle
 Ninety Dollars (US\$90.00) per vehicle



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CLASS II - Aircraft having certified GTOW of less than thirty thousand (30,000) pounds.

17. TAXICAB PERMIT CHARGE

(Source: Section 14.14) Effective: OCTOBER 1, 2017

Three Hundred Dollars (US\$300.00) per vehicle

18. RESERVED PARKING

DECAL CHARGE

October 1, 2017

Two Hundred Dollars (US\$200.00) per decal per annum

(Source: Section 14.15.01)

Authorized Airlines, commercial operators and tenants affected only.

19. EMPLOYEE PARKING

DECAL CHARGE

(Source: Section 14.15)

Charges are annually for each employee parking decal issued to employees of tenants or concessionaires who use designated employee parking facilities.

October 1, 2017

One Hundred Dollars (US\$100.00) per annum per decal

20. PUBLIC PARKING LOT CHARGES

(Source: Section 14.16)

Charges effective: OCTOBER 1, 2016

TIMED DURATION PARKING RATES:

Short Term Parking

0 - 15 Minutes	Two Dollars (US\$2.00)
16 - 30 Minutes	Four Dollars (US\$4.00)
31 Minutes - 60 minutes	Six Dollars (US\$6.00)
1:01 hours - 2:00 hours	Ten Dollars (US\$10.00)
2:01 hours - 3:00 hours	Eleven Dollars (US\$11.00)
3:01 hours - 4:00 hours	Twelve Dollars (US\$12.00)
4:01 hours - 5:00 hours	Thirteen Dollars (US\$13.00)
5:01 hours - 24:00 hours	Fifteen Dollars (US\$15.00)
Lost Ticket	Fifteen Dollars (US\$15.00)

*Long Term Parking

24:01 hours - 3 days	Twelve Dollars (US\$12.00) per day
3:01 days - 7 days	Eleven Dollars (US\$11.00) per day
7:01 days or More	Ten Dollars (US\$10.00) per day

***charges are based on whole days only**
 US Currency, Visa and Mastercard Accepted

Project : **GIAA Aircraft Rescue Fire Fighting (ARFF) Facility, Phase II - Construction**

Project No.: **GIAA – FY15-04-5**

AIP No.: **3-66-0001-105**

Change Order No.: **05**

In connection with Contract No. GIAA-FY15-04-5, a construction contract between BME & Sons, Inc., (Contractor) and Antonio B. Won Pat Guam International Airport Authority (Owner) dated October 02, 2018 for the GIAA Aircraft Rescue Fire Fighting (ARFF) Facility, Phase II – Construction: Project No. GIAA-FY15-04-5 / AIP No. 3-66-0001-105, the following change order is ordered in accordance with the Contract Document General Provisions, Sections 16.2 and 39.8.

I. Description of **Change Order No. 05** includes the following proposed changes.

- a. Authorization is granted under this Change Order to add additional scope of work to the contract in order to incorporate the construction activities associated with:
 - i. Miscellaneous Field Changes - New requirements due to deficiencies in the design and specifications.
 - ii. Project Credits - Deleted items / reduced quantities resulting in Project Credit.
 - iii. Delay Costs - associated with building permit delays resulting in Extended Overhead.
 - iv. Drawing Revisions - Cost impacts due to numerous drawing revisions during permit process through construction.
 - v. Material Escalation – Cost increases due to worldwide disruptions in material supply and delivery.
 - vi. Time Impacts - supply-chain delays due to COVID pandemic.
- b. Reference attached change proposal analysis, justification and endorsement letter from KHLG & Associates, Inc. dated 18 July 2022.
- c. Cost of Change Proposal – **Nine Hundred Eighty-Nine Thousand Fifty Five Dollars and 88/100 [\$989,055.88]**.
- d. Time Extension – **166 Cal Days** from the Current Contract Completion Date of 15 February 2022. New contract completion date will be **31 July 2022**.

II. Justification of Change Order:

This additive change order incorporates all remaining miscellaneous changes/construction activities associated with the ARFF PHASE 2 CONSTRUCTION to provide a complete project. Additionally, this change also addresses cost and time impacts associated with Permit Set Design Changes, Construction Permit issuance delays and Covid Delays/Material Escalation. It is the intent of this change order to address all remaining scope changes, time impacts, claims, etc. and settle in one Comprehensive Change Order.

The attached review from KHLG & Associates (Construction Manager) concludes that these change order requirements are valid and should be incorporated into the Construction Project in order to settle all pending claims, close out the ARFF Project, and have a complete and usable end product.



III. Subject to conditions set forth herein, the Contract completion date shall be extended a total of **166 calendar days** from the contractor's current performance period. The new cumulative project duration will be 1,077 calendar days with a new completion date of 31 July 2022.

IV. Conditions:

- a. The aforementioned change and work affected thereby are subject to all contract requirements and covenants;
- b. The rights of A.B. Won Pat Guam International Airport Authority are not prejudiced;
- c. All claims against A.B. Won Pat Guam International Airport Authority; which are incidental to, or as a consequence of the aforementioned change, are satisfied in their entirety.

V. Modification to the contract:


a. ORIGINAL Contract Amount	\$ 18,113,152.00
b. Current Revised Contract Amount	\$ 21,277,977.42 (thru CO#04)
c. Amount of CO#05:	\$ 989,055.88
d. Revised Contract Amount	\$ 22,267,033.30
e. Contract Award Date	October 02, 2018
f. Start of Performance Period:	August 19, 2019 (Building Permit Issued)
g. Current Contract Time:	909 Calendar Days
h. Current Completion Date:	February 15, 2022
i. Contract Time Extension for CO#05:	166 Calendar Days
j. Revised Contract Completion Date:	July 31, 2022

In witness thereof, the parties have signed this **Change Order No. 05** on this ____ day of _____, 20____.

APPROVED:


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

By: _____

Mr. John M. Quinata
Executive Manager 

Date: _____

**BME & Son's, Inc.
(Contractor)**

By: 
Name: DANNY NATIVIDAD
Title: CORPORATE SEC/TREAS.
Date: 19 JULY 2022

CERTIFIED FUNDS AVAILABLE;

Antoinette Bautista,
Certifying Officer, ABWPGIAA
Date: _____

****Nothing Follows****



37 Murray Blvd, Suite 203
Hagatna, Guam 96910
Tel: +1 (671) 478-5454
www.KHLGAssociates.com

7/18/2022

Mr. John Quinata
A.B. Won Pat Int'l. Airport Authority, Guam
P.O. Box 870
Tamuning, Guam 96931

Attn: Mr. Victor Cruz, GIAA Engineering
Via: Mr. Tony Laniog, GIAA Engineering

Subject: CO#5 – Miscellaneous Field Changes, Credits, Extended Overhead, and Material Escalation
for GIAA ARFF Phase 2 Facility

Hafa Adai Mr. Quinata,

Attached is the Change Order (CO) #05 for your review and approval. KHLG & Associates, as GIAA's Construction Manager (CM), has reviewed this Change Order, completed negotiations, and is recommending Client Approval. See details below.

1. Description of CO #05:

This additive change order incorporates all remaining miscellaneous changes/construction activities associated with the ARFF PHASE 2 CONSTRUCTION to provide a complete project. Additionally, this change also addresses cost and time impacts associated with Permit Set Design Changes, Construction Permit issuance delays and Covid Delays/Material Escalation.

2. Background:

Through the course of construction of the ARFF Phase 2 Project, the Construction Manager and Contractor's Project Manager identified and tracked a list of miscellaneous project changes that affected construction progress and were addressed in the field.

These changes fall into the following categories:

- a) Miscellaneous Field Changes - New requirements due to deficiencies in the design and specifications.
- b) Project Credits - Deleted items / reduced quantities resulting in Project Credit.
- c) Delay Costs - associated with building permit delays resulting in Extended Overhead.
- d) Drawing Revisions - Cost impacts due to numerous drawing revisions during permit process through construction.
- e) Material Escalation – Cost increases due to worldwide disruptions in material supply and delivery due to the Covid Pandemic.
- f) Time Impacts - supply-chain delays due to COVID pandemic.

It is the intent of this change order to address all remaining scope changes, time impacts, claims, etc. and settle in one Comprehensive Change Order. For specific items included reference attachments #1-2.

3. Total Amount & Time Extension for CO #05: \$ 989,055.88 & 166 calendar days
***See attachment 3 for final negotiation approval*

4. Justification of Change Order:

The CM concludes that these change order requirements are valid and should be incorporated into the Construction Project in order to settle all pending claims, close out the ARFF Phase 2 Construction Project, , and have a complete and usable end product.

5. Analysis of the Contractors Proposal & Negotiation Strategies:

The contractor's initial cost proposal for CO#5 was received on 2/4/22 in the amount of \$2.24M. CM reviewed and provided markup of their proposal. The contractor provided a revised proposal on 5/25/22 in the amount of \$1.17M. CM provided review comments and conducted FINAL Negotiations on 7/6/22. Final settlement of all pending changes was agreed at \$989K additive costs with a 166 calendar day time extension to 7/31/22. Through the numerous CM Markups and Negotiations, the final cost was reduced by ~60% from the initial cost proposal. See summary table below.

Item	BME proposal 2/4/22	BME rev 5/25/22	Final Negotiated Cost
Extended Overhead	\$ 1,505,829.27	\$ 527,040.00	\$ 526,340.25
Material Escalation	\$ 312,284.63	\$ 312,284.63	\$ 312,284.63
Misc Field Changes	\$ 426,173.01	\$ 365,410.21	\$ 216,720.00
CM Identified Credits	\$ -	\$ (29,375.88)	\$ (156,289.00)
Addtl Misc. Field Changes	\$ -	\$ -	\$ 90,000.00
	\$ 2,244,286.91	\$ 1,175,358.96	\$ 989,055.88
			<i>**56% reduction from initial</i>

Analysis of Cost:

The contractor's initial proposal received on 2/4/22 in the amount of \$2.24M was reviewed and markups were provided to the contractor (Attachment 1). CM's major concerns with the initial proposal was the amount of extended overhead and material escalation costs proposed by the contractor. The CMs position was that all extended overhead and material escalation were not valid and requested the contractor to provide more documentation to support their claim. The CM also requested the contractor to provide missing project credits for deleted work items identified through the course of construction. CM's estimate for this work was a credit of \$178K.

The contractor revised their proposal on 5/25/22 in the amount of \$1.17M. CM reviewed and provided markups on their proposal (Attachment 2). The CM maintained its position that the contractors claim for extended overhead and material escalation needed supporting evidence to justify a cost increase. It was noted that the contractor substantially reduced their proposal by approx. 50% of their original cost in an effort to come to an agreement, however, the CM concluded that the cost increases were not substantiated as submitted.

On 7/6/22, the CM and Contractor conducted a Final Negotiation Meeting (Attachment 3) to review the latest proposals and differences between the CM and Contractor. During this meeting it was agreed that the contractor's proposal for extended overhead and material escalation were partly justified and would be settled at a reduced cost from their original proposal. CM concluded that there was merit to the contractor's claim due to the significant Post-Award Design Changes, associated construction permit delays, and Cost/Time increases due to worldwide disruptions in material supply and delivery due to the ongoing Covid Pandemic. Final negotiated agreement was settled at half the cost of their original proposal. The CM also included full value of project credits identified by the CM Team and settlement of all remaining miscellaneous field changes as part of the final negotiation. The total value agreed to was

\$989K (~60% less than their original proposal).

Analysis of Time Extension:

As part of the negotiation meeting held on 7/7/22, it was agreed that the contractor would receive a no-cost time extension to 7/31/22 (166 CDs) to complete the project and turnover for substantial completion. The contractors request during the negotiation was 8/31/22 but this was rejected. CM pushed for an earlier completion date which the contractor ultimately agreed to. It was noted that any delay beyond 7/31/22 will be subject to liquidated damages at \$2,500/day.

6. Modification to the contract:

a. Original Contract Amount	\$ 18,113,152.00
b. Contract Award Date	Oct. 02, 2018
c. Start of Performance Period	Aug. 19, 2019 (Bldg. Permit Issued)
d. Current Revised Contract Amount	\$ 21,277,977.42 (thru CO#04)
e. Current Contract Time	909 Calendar Days
f. Current Completion Date	February 15, 2022
g. CO#05 Final Cost	\$ 989,055.88
h. CO#05 Time Extension	166 Calendar Days
i. REVISED Contract Amount	\$ 22,267,033.30
j. REVISED Contract Completion Date	July 31, 2022

Please let me know if you have any questions or need additional supporting documentation to justify this change proposal. Upon approval, please return one (1) signed copy for our files.

Regards,

 Digitally signed by
John Paul Dierking
Date: 2022.07.18
11:39:54+10'00'

John Paul Dierking
KHLG & Associates, Inc.
Construction Manager
Mobile - (671) 482-5108

cc: Ray Santos, GIAA ARFF

Attachments:

1. CM response to Contractor's Original Change Order Proposal dated 2/5/22
2. CM response to Contractor Revised Proposal dated 5/25/22
3. Contractor final offer and acceptance dated 7/7/22.

APPROVAL:

GIAA CONTRACTING OFFICER

NAME: _____

DATE: _____

TO: KHLG & ASSOCIATES, INC. 137 Murray Blvd., Suite 203 Hagatna, GU 96910	TODAY'S DATE: Aug. 18, 2022	WORK ORDER NO. <div style="border: 1px solid black; text-align: center; padding: 5px; width: 100px; margin: 0 auto;">08</div>	PAGE 1 of 2 <small>(Attach Scope of Work, if necessary)</small>
AMOUNT \$289,492.03 EFFECTIVE DATE OF WORK ORDER: June 1, 2022 COMPLETION DATE: September 30, 2022	CONTRACT TITLE/NO.: Construction Management Services for GIAA Aircraft Rescue & Fire Fighting (ARFF) Facility Construction Phase 2: Project No. GIAA-FY15-04-5		
SUBJECT: KHLG ARFF Construction Management Services Contract Extension			
SCOPE OF WORK (SOW): <i>(If SOW requires additional space, please identify number of pages attached on the top right corner of form.)</i> See attached Cost Proposal			
1. Work Order is issued pursuant to the cited Contract Title/No. stated above. 2. Performance shall be pursuant to terms of the Agreement, incorporated herein by reference. 3. Payment shall be made in accordance with the payment terms of the Agreement, after submission of an invoice and GIAA's acceptance of services as satisfactory.			
ACCEPTED BY: <div style="text-align: center; margin-top: 10px;"> FIRM/COMPANY NAME KHLG & ASSOCIATES, INC. </div> By: <u>Kent C. Hsieh, P.E.</u> <small>Principal(Print)</small> Signature: _____ Date: _____		AUTHORIZED BY: By: _____ <div style="text-align: center; margin-top: 5px;"> John M. Quinata <small>Executive Manager</small> </div> Date: _____ Certified Funds Available: By: _____ <div style="text-align: center; margin-top: 5px;"> Antoinette Bautista <small>Certifying Officer</small> </div> Date: _____	
GIAA INTERNAL USE ONLY			
DIVISION: Account #: _____ ACCOUNTING: Obligation of funds: _____ Date: _____ <small>(Print Name/Initial)</small> Authorized by: _____ Date: _____ <small>(Print Name/Initial)</small>		PROCUREMENT: Supply Management Administrator, <i>Acting</i> Print/Sign Name: _____ Initial: _____ Date: _____	

<div>Exhibit A (Sheet 1) - Cost Proposal</div> <div>PROFESSIONAL CONSTRUCTION MANAGEMENT SERVICES</div> <div>(Project No. GIAA-FY15-04-5; AIP No. 3-66-0001-101 & 105)</div>											
<div>Project Name: ARFF FACILITY CONSTRUCTION - PHASE 2</div> <div>Consultant Name: KHLG & ASSOCIATES, INC.</div> <div>Time and Material - ARFF Work Order Cost Proposal (06/01/2022 - 09/30/2022)</div>							Construction Contract Duration				
							Calendar Days		Weeks		Days
Task Description	Principal / KHLG RME	Construction Manager	Document Control Specialist	Remediation Specialist	Resident Engineer / Construction Inspector	Construction Inspector					Amount
Directed Labor per Rate Schedule >>>>	\$125.00	\$56.00	\$24.00	\$36.00	\$44.00	\$36.00					
A PRE-CONSTRUCTION ACTIVITIES											
1 Pre-Construction Services											\$0.00
Total Hours											
Sub-Total Preconstruction Activities											\$0.00
B CONSTRUCTION PHASE 2 (June to August - 13 weeks)											
1 Project Controls & Support	76	480	495	0	495	315					\$81,380.00
C POST CONSTRUCTION SERVICES (September)											
1 Project Close Out	20		120		120						\$10,660.00
Total Hours	96	480	615		615	315					
Sub-Total Construction Activities											\$92,040.00
Total Direct Labor											\$92,040.00
Approved Overhead Rate										1.651	\$151,958.04
Sub-Total Labor + Overhead											\$243,998.04
Profit										10%	\$24,399.80
Total Labor											\$268,397.84
D OTHER DIRECT COSTS (ODC) - Allowance											
Inspector vehicle includes monthly lease rate, fuel, insurance, maintenance (2 vehicles)						Units	Rate		Amount		
Blue-Beam-Revue						0	\$ 400.00		\$ -		
SIDA Badges, Parking Decals, other security documentation						0	\$ 300.00		\$ -		
2-x Laptops (Outright purchase; GIAA property after project completion)						0	\$ 1,500.00		\$ -		
Cell/Radio Phones including monthly airway charges						16	\$ 95.00		\$ 1,520.00		
PROCORE (Renewal)						0	\$ 15,000.00		\$ -		
Job Site Visitor Photography Web Hosting						0	\$ 2,000.00		\$ -		
						Sub-total Other Direct Costs		\$6,620.00			
						Total Other Direct Costs Allowance		\$ 6,620.00			
						Total Labor + ODC		\$275,017.84			
						Guam GRT		5.263%		\$14,474.19	
						Prime Consultant SubTotal		\$289,492.03			
						Subconsultant SubTotal		\$0.00			
						Grand Total		\$289,492.03			



U.S Department
of Transportation

**Federal Aviation
Administration**

Western-Pacific Region
Airports District Office

300 Ala Moana Blvd., Rm. 7-128
Honolulu, HI 96850
Mail: Box 50244
Honolulu, HI 96850-0001
Telephone: (808) 312-6028

August 29, 2022

Mr. John Quintana
Executive Manager
A.B. Won Pat International Airport Authority
P.O. Box 8770
Tamuning, Guam 96931

Dear Mr. Quintana:

A.B. Won Pat Guam International Airport (GUM)
AIP Project No. 3-66-0001-105-2018
ARFF Building - Construction
CM Work Order No. 8

I acknowledge the receipt of the ARFF Building Construction, CM Work Order #7 dated August 18, 2022 and emailed August 19, 2022. I have reviewed the Work Order for eligibility with the AIP Handbook and have approved the submitted proposal.

Total construction management costs are increased by \$289,492.03. AIP Eligible and allowable CM costs are increased by \$289,492.03. The contract time is extended 4 calendar months with a revised contract completion date of September 30, 2022.

This approval is subject to the availability of Federal funds and limitations of the Grant Agreement.

Thank you for your prompt submittal of this document. Should you have any questions, please call me at (808) 312-6032.

Sincerely,

Ronson K. R. Fox
Program Manager



**ANTONIO B. WON PAT INTERNATIONAL AIRPORT AUTHORITY, GUAM
BOARD OF DIRECTORS**

EXECUTIVE SUMMARY

REQUEST FOR PROPOSALS (RFP) NO. RFP-002-FY22
PROJECT No. GIAA-FY22-02-1
AIP No. 3-66-0001-TBD

ARCHITECTURAL/ENGINEERING SERVICES
FOR TERMINAL BUILDING ROOF REPLACEMENT DESIGN

August 30, 2022

Purpose

Board action is requested to approve the ranking results and award for Request For Proposals (RFP) No. RFP-002-FY22 for Architectural/Engineering Services for Terminal Building Roof Replacement Design.

Background

The referenced Request for Proposals (RFP) solicits interest from qualified firms and/or individuals to provide a professional architectural and engineering assessment of the existing conditions of the main terminal roof system. Following the assessment, the selected firm and/or individual(s) will propose designs for construction to include, but not limited to, integration of sustainable design practices providing for energy efficiencies, further insulation of the building and the proposed design of a solar-powered roof-mounted generation system.

Procurement Background

The above referenced RFP was advertised in the local newspapers on July 20 & 28, and August 12, 2022. The established deadline to submit the proposals was August 19, 2022, at 4:00 p.m.

A total of fourteen (14) firms and/or individuals downloaded the RFP package and three (3) firms submitted a proposal before the submission deadline.

Proposal Analysis and Evaluation

The proposals were reviewed to determine responsiveness, that is, whether or not the offeror submitted all documents required by the RFP. All offerors submitted the required documents and were determined to be responsive and responsible as outlined in the Guam Procurement Law & Regulations.

Executive Summary

RFP No. RFP-001-FY22, Project No. GIAA-FY22-02-1, AIP No. 3-66-0001-TBD,
Architectural/Engineering Services for Terminal Building Roof Replacement Design

Page 2 of 2

The Evaluation Committee appointed by me to evaluate the proposals included the following:

1. Juan S.A. Reyes, Jr., Airport Terminal Manager
2. Victor J. Cruz, Engineering Supervisor
3. Elpidio C. Antenor, Engineer III
4. Emily M. Tongson, Engineer I

The Evaluation Committee has completed their evaluations of the proposals and the evaluations were based on the 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
3. Offeror C

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 period of five (5) years from the issuance of the Notice to Proceed, subject to the availability of funding.

Financial Review

The *Architectural/Engineering Services for Terminal Building Roof Replacement Design* contract will be funded under an FAA AIP grant, Federal Share is 90% and Sponsor Share is 10%.

Recommendation

I recommend that the Board approve the ranking results and the contract award to the best qualified offeror, **Offeror B**, for the *Architectural/Engineering Services for Terminal Building Roof Replacement Design* contract, subject to negotiation of fair and reasonable fees to be submitted by the proposer at a time and in a format determined by GIAA. If GIAA is unable to negotiate a contract with the highest ranked offeror, the Executive Manager or designee may enter into negotiations with next most qualified offeror and so forth consistent with the Guam Procurement Law & Regulations and the RFP.

Email: official@guamairport.net

August 25, 2022

MEMORANDUM

TO: JOHN M. QUINATA
EXECUTIVE MANAGER

FROM: SUPPLY MANAGEMENT ADMINISTRATOR

SUBJECT: EVALUATION AND RECOMMENDATION - REQUEST FOR PROPOSALS (RFP)
ARCHITECTURAL/ENGINEERING SERVICES FOR
TERMINAL BUILDING ROOF REPLACEMENT DESIGN,
RFP-002-FY22, PROJECT NO. GIAA-FY22-02-1, AIP NO. 3-66-0001-TBD

The referenced Request for Proposals (RFP) solicits interest from qualified firms and/or individuals to provide a professional architectural and engineering assessment of the existing conditions of the main terminal roof system. Following the assessment, the selected firm and/or individual(s) will propose designs for construction to include, but not limited to, integration of sustainable design practices providing for energy efficiencies, further insulation of the building and the proposed design of a solar-powered roof-mounted generation system.

The advertisement for this RFP was published in the local newspapers on July 20 & 28, and August 12, 2022. The deadline to submit proposals was established for August 19, 2022, at 4:00 p.m. A total of fourteen (14) firms and/or individuals downloaded the RFP package, and three (3) firms submitted a proposal before the submission deadline.

Proposal Analysis and Evaluation

The proposals were reviewed to determine responsiveness, that is, whether or not the offeror submitted all documents required by the RFP. All offerors submitted the required documents and were determined to be responsive and responsible as outlined in the Guam Procurement Law & Regulations.

Pursuant to Section 8 of Basic Information of the RFP documents, after receipt of all proposals, the GIAA Evaluation Committee conducted an independent evaluation for the purpose of selecting the most responsive and responsible offeror based on the evaluation criteria set forth in the RFP. The committee appointed by the Executive Manager to evaluate the proposals included the following:

1. Juan S.A. Reyes, Jr., Airport Terminal Manager
2. Victor J. Cruz, Engineering Supervisor
3. Elpidio C. Antenor, Engineer III
4. Emily M. Tongson, Engineer I

The committee completed their evaluation, and the scores were tabulated as reflected on the attached summary worksheet. As a result of our tabulation, the firm selected in the order of their ranking is as follows:

1. Offeror B
2. Offeror A
3. Offeror C

Evaluation & Recommendation

RFP No. RFP-002-FY22, Project No. GIAA-FY22-02-1, AIP No. 3-66-0001-TBD,
Architectural/Engineering Services for Terminal Building Roof Replacement Design

Page 2 of 2

Recommendation

Offeror B is deemed to have met the standards of responsibility and responsiveness outlined in the Guam Procurement Law & Regulations. Therefore, it is recommended to approve the ranking results and the contract award to the best qualified offeror, **Offeror B** for the *Architectural/Engineering Services for Terminal Building Roof Replacement Design*, subject to negotiation of fair and reasonable fees. The term of this Agreement shall be for a period of five (5) years, subject to the availability of funding.


If GIAA is unable to negotiate a contract with the highest ranked offeror, the Executive Manager or designee, may enter into negotiations with next most qualified offeror, consistent with the Guam Procurement Law & Regulations and the RFP.

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



Henry M. Cruz

APPROVED:


JOHN M. QUINATA
Executive Manager

Attachments

cc: Evaluation Committee
Procurement File



Antonio B. Won Pat International Airport Authority, Guam

Evaluation Score Tally Sheet

RFP NO. RFP-002-FY22

PROJECT NO. GIAA-FY22-02-1

AIP NO. 3-66-0001-TBD

ARCHITECTURAL/ENGINEERING SERVICES FOR TERMINAL BUILDING ROOF REPLACEMENT DESIGN

OFFEROR DESIGNATION	Evaluator 1		Evaluator 2		Evaluator 3		Evaluator 4		Final Ranking
	Score	Rank	Score	Rank	Score	Rank	Score	Rank	
OFFEROR A	75	2	87	3	92	1	88	1	2
OFFEROR B	86	1	90	1	87	2	78	2	1
OFFEROR C	70	3	88	2	87	3	74	3	3

Evaluators:

No. 1: Juan S.A. Reyes, Jr., Airport Terminal Manager

No. 2: Victor J. Cruz, Engineering Supervisor

No. 3: Elpidio C. Antenor, Engineer III

No. 4: Emily M. Tongson, Engineer I

EXECUTIVE MANAGER'S REPORT

GIAA BOARD OF DIRECTORS MEETING

August 30, 2022

REGULATORY UPDATES

FAA Visit Overview

FAA Officials Shannetta Griffin, Associate Administrator for Airports, Mark McClardy, Airports Division, Western Pacific Region, Arlene Draper, Manager, Planning & Programming, Western Pacific Region, Ronson Fox, Civil Engineer, Honolulu Airports District Office visited GIAA between August 10-12 to discuss various regulatory issues, CIP status updates and tours, participated in the ribbon cutting of the new \$27M Aircraft Fire Fighting Facility, and met with Governor Leon Guerrero and staff. Their visit was very beneficial to the Airport as Guam's unique issues are now in perspective. Overall, visiting officials review of projects, operations and management of the Airport was very favorable.

FAA Grants

Grant # GUM-WPG-3-66-0001-116-2022 to CONDUCT PART 150 NOISE COMPATIBILITY STUDY Management, with legal endorsement, completed the online acceptance of a FAA Grant. The grant amounts to \$2M at 90% FAA share, and will be presented for Board ratification at the next regularly scheduled meeting.

FINANCE

Forward Delivery – GIAA General Revenue Bonds, 2023 Series A

GIAA Board and Management representatives, together with the GEDA finance team, successfully closed the sale of General Revenue Bonds, 2023 Series A (AMT) (Forward Delivery) at a par amount of \$47 million during the week of August 22- 25, 2022 in NYC. This will reduce debt service payments over the next few years with a net present value saving of \$2.28M with All In True Cost (TIC) of 5.24%.

PROCUREMENT

Invitation for Bid (IFB) No. GIAA-004-FY22 Indefinite Delivery & Indefinite Quantity Jet A-1 and Diesel Fuel Supply and Delivery

Announced: Thursday, August 18, 2022

Bid Submission Deadline: September 2, 2022 @ 2pm

ANNOUNCEMENTS:

- Congratulations (early) on the upcoming retirements of
 - Linette M. Perez, Program Coordinator IV, retiring September 9, 2022 with 30 years of government services at the Superior Court of Guam and the Guam International Airport. Best wishes to Linette as she moves forward on her next endeavor.
 - Victor J. Cruz, Engineer Supervisor, who has served the Government of Guam and the Guam International Airport Authority for 35 years! We wish him the best on his future endeavors, upon his official retirement of September 23, 2022.
 - John Ballesta, Fire Captain with the ARFF Unit, who has served the Government of Guam and GIAA for 33 years. We also wish him the best on his next phase of life upon his official retirement date of September 24, 2022.
- Protocol services were extended to visiting dignitaries:
 - Japan Ministry of Defense transit on August 6, 2022
 - Guam Consulate of Korea support for the arrival of various Korean Congress members and their Consulate General of Hawaii on August 15, 2022
- Military Operations occurred, with support and participation from GIAA:

EXECUTIVE MANAGER'S REPORT

GIAA BOARD OF DIRECTORS MEETING

August 30, 2022

- Guam National Guard UH-72 Lakota Helicopter emergency “Divert” exercise held August 11th 1900-2200. GUANG expressed their gratitude allowing for the joint exercise with GIAA and are better prepared to execute in a real-world scenario.
- 4 Star General INDOPACOM arrived at GUM facilities. Protocols extended
- An Un Dangku Na Si Yu’us Ma’ase to the Air Terminal Manager Reyes, Properties and Facilities Superintendent McDonald, Operations Superintendent Quintanilla, and the Airport Police and ARFF representatives who represented the Airport at the 25th anniversary of KAL801. Your presence and daily work efforts for the safety and security of the airport and operations are very much appreciated.
- GIAA’s off grid plan during the Guam Power Authority’s power saving/load shedding from August 12-20, 2022, went extremely well, with no disruption to airport operations. Kudos to the team that ensured our power was stable to support our services!
- Labor Day is around the corner! Please join us in celebrating the hard work of all our employees at the Annual Labor Day Picnic at Ypao Beach on Sunday, September 4, 2022 from 10am to 5pm. We look forward to recognizing and celebrating our employees and their hard work and commitment at this event!



*The Board of Directors and Management of the
A.B. Won Pat International Airport Authority, Guam (GIAA)
invites all employees and tenants of the Airport
along with their families to the annual LABOR DAY PICNIC!*

August 29, 2022

MEMORANDUM

To: Mr. Brian Bamba
Chairman
GIAA Board of Directors

From: Antoniette L. Bautista
Acting Comptroller

Subject: Operating Results – Revenues and Expenses as of July 31, 2022

Attached herewith is GIAA's Operating Results Report for the month ending July 31, 2022. This report summarizes the Budgeted versus Actual Revenues and Expenses for the month and year-to-date results ended July 31, 2022.

The key operating results for 10 month(s) of FY2022 ending July 31, 2022 – (in \$000's) are

CATEGORY	Actual FY22 Current Month	YEAR-TO-DATE			FORECAST FOR FULL YEAR- FY22	
		Budget FY22 Y-T-D	Actual FY22 Y-T-D	% Variance Budget vs. Actual	Actual/Est	% Variance Budget vs. Actual
				Y-T-D Current Month		
Total Signatory Revenues	\$ 1,313.0	\$ 20,209.6	\$ 8,217.1	-59.3%	\$ 12,806.1	-48.4%
Total Concession Revenues	\$ 1,475.1	\$ 14,410.6	\$ 6,369.1	-55.8%	\$ 9,323.6	-46.3%
Total PFC's	\$ 266.3	\$ 3,376.1	\$ 1,110.9	-67.1%	\$ 1,920.7	-54.1%
Total Other Revenues	\$ 973.2	\$ 12,036.4	\$ 23,805.1	97.8%	\$ 26,303.4	81.0%
Total Operating Revenues	\$ 4,027.5	\$ 50,032.7	\$ 39,502.2	-21.0%	\$ 50,353.7	-17.3%
Total Operating Expenses	\$ 3,380.3	\$ 39,990.1	\$ 33,059.8	-17.3%	\$ 40,393.3	-14.6%
Net Revenues from Operations	\$ 647.3	\$ 10,042.6	\$ 6,442.4	-35.8%	\$ 9,960.4	-26.5%
Non-Operating Expenses	\$ 68.2	\$ 800.0	\$ 677.0	-15.4%	\$ 677.0	-15.4%
Other Available Moneys/Other Sources of Funds	\$ 193.3	\$ 9,778.7	\$ 9,812.1	2.6%	\$ 10,215.3	2.1%
Net Debt Service Coverage	1.24	2.91	2.40	17.4%	2.50	-14.4%

Year-to-date Total Signatory Revenues for the month ending July 31, 2022 are below Budgeted revenues by **59.3%**. Signatory revenue estimates are based on projections submitted by Signatory airlines and adopted in the annual budget.

Year-to-date Total Concession Revenues are **55.8%** below budget while Passenger Facility Charges are below the budget estimate by **67.1%**.

Year-to-date Total Other Revenues, inclusive of non-signatory and non-airlines revenues, are above the budget estimate by **97.8%**.

Year-to-date Total Operating Revenues actual of **\$39.5M** is **21.0%** below the budget estimate of **\$50.0M**.

Year-to-date Total Operating Expenses are below budget by **17.3%**. Components of this line item include a **9.0%** decrease in Personnel Service, a **20.5%** decrease in Contractual Services, a **49.7%** 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 **\$6.4M** represents a **35.8%** decrease over the year-to-date budgeted amount of **\$10M**.

Finally, our year-to-date results for Debt Service Coverage is at **2.50** 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 July 31, 2022

	CURRENT MONTH				Budget Full Year	YEAR - TO - DATE				FULL YEAR FORECAST	
	Actual FY2021	Budget FY2022	Actual FY2022	%Var Bud Vs Act'l		Actual FY2021	Budget FY2022	Actual FY2022	%Var Bud Vs Act'l	Actual/Est	%Var Bud Vs Act'l
I. Signatory Airline Rents & Fees											
Terminal Bldg Rentals	232.9	204.7	205.0	0.1%	2,456.8	2,329.5	2,047.4	2,043.7	-0.2%	2,453.2	-0.1%
Departure Fees	102.4	672.1	327.0	-51.4%	7,099.4	542.3	5,726.1	1,651.2	-71.2%	3,024.5	-57.4%
Arrival Fees	83.0	500.4	242.3	-51.6%	5,322.8	348.5	4,287.4	1,035.5	-75.8%	2,070.9	-61.1%
Immigration Inspection Fees	12.0	195.9	86.4	-55.9%	2,090.4	64.7	1,679.8	307.3	-81.7%	717.8	-65.7%
Common Use Ticket Counter Fees	0.9	63.1	39.8	-36.8%	704.3	5.6	579.7	109.5	-81.1%	234.0	-66.8%
Loading Bridge Use Fees	86.0	275.7	156.1	-43.4%	3,112.5	974.9	2,568.9	969.6	-62.3%	1,513.2	-51.4%
Apron Use Fees	13.0	254.5	179.6	-29.4%	2,907.3	190.0	2,405.8	1,541.9	-35.9%	2,043.4	-29.7%
Landing Fees	47.4	96.7	76.8	-20.7%	1,105.1	629.5	914.5	558.4	-38.9%	749.0	-32.2%
Total Signatory Revenue	577.6	2,263.2	1,313.0	-42.0%	24,798.7	5,084.9	20,209.6	8,217.1	-59.3%	12,806.1	-48.4%
Enplaned Signatory Pax	17,947	112,838	63,370	-43.8%	1,191,858	94,356	961,303	295,106	-69.3%	525,661	-55.9%
Cost per Enplaned Pax	\$32.18	\$20.06	\$20.72	3.3%	\$20.81	\$53.89	\$21.02	\$27.84	32.4%	\$24.36	17.1%
Revenues from Sources other than Signatory Airlines Rents & Fees											
Concession Revenues											
Gen Mdse	368.4	1,237.9	1,263.3	2.1%	14,854.3	3,684.3	12,378.6	5,007.9	-59.5%	7,483.6	-49.6%
In-flight Catering	26.2	53.3	41.8	-21.6%	563.0	205.3	454.1	302.8	-33.3%	411.7	-26.9%
Food & Beverage	15.9	64.9	59.7	-8.0%	685.3	83.2	552.7	291.1	-47.3%	423.6	-38.2%
Rental Cars	39.6	75.1	100.6	34.0%	869.7	240.3	719.6	667.2	-7.3%	817.3	-6.0%
Other Concession Rev	0.0	42.6	9.7	-77.2%	392.7	104.7	305.6	100.1	-67.2%	187.3	-52.3%
Total Concession Revenues	450.2	1,473.7	1,475.1	0.1%	17,365.0	4,317.8	14,410.6	6,369.1	-55.8%	9,323.6	-46.3%
Passenger Facility Charges	51.5	396.3	266.3	-32.8%	4,185.8	167.8	3,376.1	1,110.9	-67.1%	1,920.7	-54.1%
Other Revenue	981.0	1,237.9	973.2	-21.4%	14,534.7	9,908.9	12,036.4	23,805.1	97.8%	26,303.4	81.0%
Total Operating Revenue	2,060.3	5,371.1	4,027.5	-25.0%	60,884.2	19,479.4	50,032.7	39,502.2	-21.0%	50,353.7	-17.3%
II. Operating Expenses:											
Personnel Services	1,727.5	1,712.9	1,719.8	0.4%	22,267.3	18,751.4	18,841.6	17,147.8	-9.0%	20,573.5	-7.6%
Contractual Services	1,328.7	1,872.6	1,573.4	-16.0%	22,669.5	12,235.1	18,985.2	15,100.4	-20.5%	18,784.7	-17.1%
Materials & Supplies	76.4	136.0	87.1	-35.9%	1,804.3	523.8	1,614.2	811.6	-49.7%	1,001.7	-44.5%
Equipment/Furnishings	0.0	23.2	0.0	0.0%	582.5	0.0	549.1	0.0	-100.0%	33.4	-94.3%
Total Operating Expenses	3,132.6	3,744.6	3,380.3	-9.7%	47,323.5	31,510.4	39,990.1	33,059.8	-17.3%	40,393.3	-14.6%
Net income from Operations	-1,072.3	1,626.5	647.3	-60.2%	13,560.7	-12,031.0	10,042.6	6,442.4	-35.8%	9,960.4	-26.5%

GUAM INTERNATIONAL AIRPORT AUTHORITY
KEY OPERATING RESULTS (\$000's)
as of July 31, 2022

	CURRENT MONTH				Budget Full Year	YEAR - TO - DATE				FULL YEAR FORECAST	
	Actual FY2021	Budget FY2022	Actual FY2022	%Var Bud Vs Act'l		Actual FY2021	Budget FY2022	Actual FY2022	%Var Bud Vs Act'l	Actual/Est	%Var Bud Vs Act'l
III. Other Revenues and Expenses											
Less: Non-operating /Non-recurring Expense (Post Employment/Emergency)	62.3	0.0	68.2	0.0%	800.0	738.2	800.0	677.0	-15.4%	677.0	-15.4%
Add: Interest on Investments	42.8	54.0	60.6	12.1%	648.3	519.0	540.3	580.3	7.4%	688.4	6.2%
Net Revenues	-1,091.7	1,680.5	639.6	-61.9%	13,409.0	-12,250.2	9,782.9	6,345.7	-35.1%	9,971.8	-25.6%
Add: Other sources of Funds (Federal Reimb)	43.5	33.3	25.1	-24.7%	8,163.3	11,945.7	8,096.6	8,083.3	-0.2%	8,150.0	-0.2%
Add: Other available moneys	286.5	168.2	168.2	0.0%	2,018.6	2,865.5	1,682.1	1,728.8	2.8%	2,065.3	2.3%
Net Revenues and Other Available Moneys	-761.6	1,882.0	832.9	-55.7%	23,590.8	2,561.0	19,561.6	16,157.8	-17.4%	20,187.0	-14.4%
Debt Service payments	1,146.2	672.9	672.9	0.0%	8,074.2	11,284.1	6,728.5	6,728.5	0.0%	8,074.2	0.0%
Debt Service Coverage	-0.66	2.80	1.24	-55.7%	2.92	0.23	2.91	2.40	-17.4%	2.50	-14.4%
Debt Service Requirement	1.25	1.25	1.25		1.25	1.25	1.25	1.25		1.25	