

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

**Friday, July 28, 2023, 3:00 p.m.  
GIAA CONFERENCE ROOMS 1 & 2**

**1. CALL TO ORDER AND ATTENDANCE**

The July 28, 2023 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 3:08 p.m. at the GIAA Terminal Conference Rooms 1 & 2, 355 Chalan Pasaheru, Tamuning, Guam, 96913.

**Directors Present:**

Brian J. Bamba  
Gurvinder Sobti  
Donald I. Weakley  
Lucy M. Alcorn\*  
Rosie R. Tainatongo  
Jesse G. Garcia

**Offices or positions:**

Chairman  
Vice Chairman  
Board Secretary

**Directors Absent:**

Doyon A. Morato (Excused)

**GIAA Officials:**

John M. Quinata  
Artemio R. Hernandez, Ph.D.  
Jean M. Arriola  
Juan S.A. Reyes, A.C.E.  
Raymond Mantanona  
Danielle Camacho  
Ken McDonald  
Joseph Javellana  
Vanessa Pangindian  
Elfrie Koshiba  
Andrea Blas

Executive Manager  
Deputy Executive Manager  
Airport Services Manager  
Air Terminal Manager  
ARFF, Chief  
General Accounting Supervisor  
Properties & Facilities Superintendent  
GIAA Property Management Office  
GIAA Property Management Office  
GIAA Marketing  
Management Analyst

William Brennan  
Eduardo A. Calvo  
Janalynn C. Damian  
Genevieve Rapadas  
Frank R. Santos

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

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

## **2. APPROVAL OF AGENDA**

On motion duly made by Secretary Weakley, seconded by Vice Chairman Sobti, the following resolution was unanimously passed:

### **Resolution No. 23-42**

The Board hereby approves the agenda of the July 28, 2023 regular meeting, subject to corrections.

## **3. APPROVAL OF MINUTES**

- A. July 6, 2023 - Regular Meeting
- B. July 18, 2023 - Special Meeting

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

### **Resolution No. 23-43**

The Board hereby approves the minutes of the July 6, 2023 regular meeting and the July 18, 2023 special meeting, subject to corrections.

## **4. CORRESPONDENCE**

Executive Manager Quinata advised there was no Correspondence to report.

## **5. OLD BUSINESS**

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

## **6. NEW BUSINESS**

- A. Presentation of 2023 Airport Master Plan Update

The next item on the agenda was the 2023 Airport Master Plan Update. Deputy Executive Manager Hernandez introduced Mr. Elliott Lindgren of AECOM to present a brief update of GIAA's Master Plan update – related work to the Board. Mr. Lindgren announced that AECOM has met with GIAA Stakeholders to hold a series of workshops broken up into: Key Stakeholders (Airlines, TSA, CBP), Operational Stakeholders (Car rental companies) and Internal Stakeholders (GIAA). Mr. Lindgren provided a PowerPoint presentation for the Board's information that covered the following: Airport Development Plan, Facilities Implantation Plan, Environmental Overview, Sustainability and Next Steps.

\*Director Alcorn arrived at 3:17 p.m. during this discussion, quorum was already constituted.



Chairman Bamba thanked AECOM for their presentation, and asked if there were any lessons learnt as a result of the recent Typhoon Mawar. AECOM representative, Mr. Lindgren replied, nothing that would've changed the Master Plan but areas that could be improved, such as energy sources.

**B. Approval of Extension for Car Rental Concessions**

Deputy Executive Manager Hernandez presented the extension of the recommendation to extend the Non-Exclusive Car Rental Concession Agreement between Atkins Kroll, Inc., Triple J Rentals (Guam) Inc., Emerald Pacific Group Corp, and Nissan Rent A Car, Guam and A.B. Won Pat International Airport Authority, Guam (GIAA) pursuant to the authorization provided in Public Law 37-23. Deputy Executive Manager Hernandez provided background stating that GIAA issued Invitation for Bid (IFB) No. GIAA-002-FY06 soliciting bids for the operation of non-exclusive car rental concessions at the Airport. The concession agreements were awarded to the six (6) highest bidders that were determined to be responsive and responsible bidders and have met the criteria established in the IFB, which consist of Avis (formerly Premiere Alliance, Inc., currently Atkins Kroll, Inc.), Hertz, Dollar (Triple J Rentals (Guam), Inc.), Emerald Pacific Group Corp. (National Car Rental), and Nissan Rent A Car, Guam. The concession agreement was for an initial term of five (5) years, effective July 1, 2006 with one (1) option to renew for an additional five (5) years which expired on June 30, 2016. Car Rental Concessionaires have continued to operate at the Airport under a hold over provision since that time.

Pursuant to Public Law 37-23, GIAA is authorized to negotiate extensions of its concession agreements including the Non-Exclusive Car Rental Concession Agreement with Atkins Kroll, Inc. (Avis, Budget Car Rental), Triple J Rentals (Guam), Inc. (Hertz & Dollar Rent A Car), Emerald Pacific Group Corp. (National Car Rental), and Nissan Rent A Car, Guam in light of the impact and uncertainty caused by the Covid-19 Pandemic and coupled with the more recent Typhoon Mawar to GIAA operations and flight activity. As a result, the parties desire to extend the Agreements as authorized by Public Law 37-23 to reflect the following negotiated terms of the Agreement:

- **Term:** September 1, 2023 through August 31, 2024 with two (2) one (1) year options to extend not to exceed a total contract period of three (3) years.
- **Rent:**

- Minimum Annual Guarantee (MAG) fee or 10% gross sales:

Triple J Rentals (Guam), Inc. dba Hertz Rent a Car	\$23,857.86 per month
Emerald Pacific Group Corp. dba National Car Rental	\$24,333.72 per month
Atkins Kroll Inc. dba Avis Car Rental	\$14,654.22 per month
Nissan Rent A Car, Guam	\$11,382.88 per month

- Ready/Return Parking Fee: \$20.00 per month for each parking stall
- Customer Facility Charge (CFC): \$.50 for each contract day.

- Counter Rental fee: \$800.00 per month / per concessionaire
- **Terms & Conditions:** All other terms and conditions of the Agreement remain unchanged.

With this extension, concessionaires will do a refresh of their respective concession's spaces, to include: lighting, counter upgrades, new signage, painting, equipment, rugs, stall signs, etc., with the intent to increase revenues and customer satisfaction.

Pursuant to Public Law 37-23, GIAA Board approval is required for extension of concession agreements. Management recommends that the Board approve the extension of the Non-Exclusive Car Rental Concession Agreements between Atkins Kroll, Inc. (Avis Car Rental), Triple J Rentals (Guam), Inc. (Hertz & Dollar Rent A Car), Emerald Pacific Group Corp. (National Car Rental), and Nissan Rent A Car, Guam for a one (1) year period commencing on September 1, 2023 through August 31, 2024 with two (2) one (1) year options to extend not to exceed a total contract period of three (3) years.

Brief discussion followed relative to revenue over the past five (5) years, and how the importance of refreshing their counters and improving customer experience after COVID-19 and recent Typhoon Mawar.

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

**Resolution No. 23-45**

**WHEREAS**, the Antonio B. Won Pat International Airport Authority, Guam's (the "Authority") Board of Directors (the "Board") previously approved the award of the car rental concession agreements as follows:

Car Rental Concessionaire	Date of Existing Concession Agreement
1. Atkins Kroll, Inc. dba Avis Car Rental	July 1, 2006
2. Triple J Rentals (Guam), Inc. dba Hertz Rent A Car	July 1, 2006
3. Emerald Pacific Group Corp. dba National Car Rental	July 1, 2006
4. Nissan Rent A Car, Guam	July 1, 2006

**WHEREAS**, the COVID-19 pandemic significantly and negatively impacted the world-wide travel industry. Arrivals at the Antonio B. Won Pat International Airport, Guam dropped by over ninety percent since the onset of the pandemic and have still not recovered to pre pandemic levels.



**WHEREAS**, Typhoon Mawar, a Category 4 typhoon passed over Guam on May 23, 2023 causing catastrophic damage to the Airport and the visitor industry has suffered another significant setback to its recovery.

**WHEREAS**, in light of the importance of the revenues generated from the concession agreements, the Authority requested that the Legislature authorize it to negotiate extensions of its concession agreements.

**WHEREAS**, Public Law 37-23, passed by *I Mina'trentai Siette Na Liheslaturan Guåhan* on July 3, 2023, recognized the damage and uncertainty caused by the COVID-19 pandemic, Typhoon Mawar, and other circumstances.

**WHEREAS**, *I Mina'trentai Siette Na Liheslaturan Guåhan* further found that the Authority's concession agreements are in the best interest of the Authority and the Territory and an extension of such concession agreements is in the best interests of the Authority and the Territory.

**WHEREAS**, in her signing statement for P.L. 37-23, *I Maga'hågan Guåhan* recognized that "[a]s our tourism industry recovers from the impacts of both Typhoon Mawar and the COVID-19 pandemic, it is critical that we work to ensure our only public airport's financial security. Due to current circumstances, it is impracticable for GIAA to negotiate long-term concession contracts. An extension of existing contracts represents a reasonable short-term measure that will give the airport more bargaining power and enable it to enter into more favorable long-term concession agreements, ensuring its financial stability during this necessary recovery period, for the benefit of all the people of Guam."

**WHEREAS**, Public Law 37-23 authorizes the Authority to negotiate terms and conditions of the extension(s).

**WHEREAS**, based on the enactment of Public Law 37-23, and the express authority granted by *I Mina'trentai Siette Na Liheslaturan Guåhan* to negotiate the terms and conditions of the extension of concession agreements, the Airport now desires to negotiate terms and conditions beneficial to the Airport and commercially reasonable to the current concessionaires referenced hereinabove.

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

Section 1. The Board of Directors authorizes the Executive Manager to extend the car rental concession agreements referenced herein on the terms the Executive Manager determines are most advantageous to the Airport given the circumstances caused by the COVID-19 pandemic, typhoon Mawar's passage over Guam and the market conditions currently facing the Airport.



Section 2. Management is authorized to do all things necessary and proper to implement this resolution.

Section 3. This resolution shall take effect from and after its adoption.

**C. Approval of Extension of Public Parking Concession**

Deputy Executive Manager Hernandez presented the extension of the recommendation to extend the Non-Exclusive Car Rental Concession Agreement between Pac Air, Ltd. (PacAir) and A. B. Won Pat International Airport Authority, Guam (GIAA). Deputy Executive Manager Hernandez provided background, stating that GIAA issued a Request for Proposal No. GIAA-003-FY11 for the operation and management of the public and commercial parking facilities. PacAir was selected as the highest ranked and most qualified proposer, and entered into an Agreement for a term of five (5) years, commencing November 1, 2011 through October 31, 2016 with an option to extend for five (5) years that expired on October 31, 2021. PacAir has continued to operate under the holdover provision.

Pursuant to Public Law 37-23, GIAA is authorized to negotiate extensions of its concession agreements including the Public and Commercial Parking Concession Agreement with PacAir in light of the impact and uncertainty caused by Covid-19 Pandemic and coupled with the more recent Typhoon Mawar to GIAA operations and flight activity. As a result, the parties desire to extend the Agreement as authorized by Public Law 37-23 to reflect the following negotiated key terms of the Agreement:

- **Term:** November 1, 2023 through October 31, 2025 with 1 (one) year option to extend at GIAA's sole discretion and agreement by PacAir.
- **Rent:** Minimum Annual Guarantee (MAG) of \$120,000.00 per annum or 17% of gross sales, whichever is greater.
- **Security Deposit:** \$10,000.00
- **Terms and Conditions:** All other terms and conditions of the Agreement remain unchanged.
- **Minimum Capital Investment:** An estimated \$200,000.00 to improve the current parking system which shall be amortized over a period of not more than three (3) years, commencing the earlier of (a) implementation date of system upgrade or (b) May 1, 2024 on a straight-line basis with no salvage value. For the next RFP, any unamortized amount remaining shall be paid by the successful parking lot concessionaire.

Pursuant to Public Law 37-23, GIAA Board approval is required for the extension of concession agreements. Management recommends that the Board approve the Agreement for the extension of the Public & Commercial Parking Concession Agreement between GIAA and PacAir, Ltd. for a period of two (2) years commencing November 1, 2023 through October 31, 2025, with a one (1) year option to extend not to exceed three (3) years at GIAA's option and concurrence by PacAir.

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

**Resolution No. 23-46**

**WHEREAS**, the Antonio B. Won Pat International Airport Authority, Guam's (the "Authority") Board of Directors (the "Board") previously approved the award of the Public and Commercial Parking Concession Agreement with PacAir, Ltd.

**WHEREAS**, the COVID-19 pandemic significantly and negatively impacted the world-wide travel industry. Arrivals at the Antonio B. Won Pat International Airport, Guam dropped by over ninety percent since the onset of the pandemic and have still not recovered to pre pandemic levels.

**WHEREAS**, Typhoon Mawar, a Category 4 typhoon passed over Guam on May 23, 2023 causing catastrophic damage to the Airport and the visitor industry has suffered another significant setback to its recovery.

**WHEREAS**, in light of the importance of the revenues generated from the concession agreements, the Authority requested that the Legislature authorize it to negotiate extensions of its concession agreements.

**WHEREAS**, Public Law 37-23, passed by *I Mina'trentai Siette Na Liheslaturan Guåhan* on July 3, 2023, recognized the damage and uncertainty caused by the COVID-19 pandemic, Typhoon Mawar, and other circumstances.

**WHEREAS**, *I Mina'trentai Siette Na Liheslaturan Guåhan* further found that the Authority's concession agreements are in the best interest of the Authority and the Territory and an extension of such concession agreements is in the best interests of the Authority and the Territory.

**WHEREAS**, in her signing statement for P.L. 37-23, *I Maga'hågan Guåhan* recognized that "[a]s our tourism industry recovers from the impacts of both Typhoon Mawar and the COVID-19 pandemic, it is critical that we work to ensure our only public airport's financial security. Due to current circumstances, it is impracticable for GIAA to negotiate long-term concession contracts. An extension of existing contracts represents a reasonable short-term measure that will give the airport more bargaining power and enable it to enter into more favorable long-term concession agreements, ensuring its financial stability during this necessary recovery period, for the benefit of all the people of Guam."

**WHEREAS**, Public Law 37-23 authorizes the Authority to negotiate terms and conditions of the extension(s).

**WHEREAS**, based on the enactment of Public Law 37-23, and the express authority granted by *I Mina'trentai Siette Na Liheslaturan Guåhan* to negotiate the terms and conditions



of the extension of concession agreements, the Airport now desires to negotiate terms and conditions beneficial to the Airport and commercially reasonable to the current concessionaires referenced hereinabove.

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

Section 1. The Board of Directors authorizes the Executive Manager to extend the Public and Commercial Parking Concession Agreements referenced herein on the terms the Executive Manager determines are most advantageous to the Airport given the circumstances caused by the COVID-19 pandemic, typhoon Mawar's passage over Guam, the pending concession-related litigation, and the market conditions currently facing the Airport.

Section 2. Management is authorized to do all things necessary and proper to implement this resolution.

Section 3. This resolution shall take effect from and after its adoption.

**D. Approval of Extension of Food and Beverage Concessions**

Deputy Executive Manager Hernandez presented the extension of the recommendation to extend the Food & Beverage (F&B) Concession Agreements between Denny's of Guam, Inc. (Domino's Pizza, Golden Bowl and Big Nama's Bar); Micronesian Munchies, Inc. (Micronesian Munchies); JMC, Inc. (Clippers Lounge and Ramen Ya/Oasis); KGD, LLC (Airport Tentekomai); Pacific Fast Food Associates (Burger King) and Sunleader Guam Co., Ltd (Sissies Café) and A.B. Won Pat International Airport Authority, Guam (GIAA). Deputy Executive Manager Hernandez provided background, stating that GIAA issued competitive solicitations for Food & Beverage Concessions at the Airport on November 29, 2004. The Concession Agreements were awarded to the responsive and responsible F&B operators who met the criteria as follows:

- Denny's of Guam, Inc. dba Domino's Pizza
- Denny's of Guam, Inc. dba Golden Bowl
- Denny's of Guam, Inc. dba Big Nama's Bar
- Micronesian Munchies, Inc. dba Micronesian Munchies
- JMC, Inc. dba Clippers Lounge
- JMC, Inc. dba Ramen Ya/Oasis
- KGD, LLC dba Airport Tentekomai
- Pacific Fast Food Associates dba Burger King
- Sunleader Guam Co., Ltd dba Sissies Café

The concessionaires entered into Food and Beverage Concession Agreements for an initial 7-year period from December 7, 2005 to December 6, 2012 with one (1) year incremental extensions not to exceed a total contract period of ten (10) years. Sunleader Guam Co., Ltd was awarded a subsequent contract for a period of five (5) years, which expires on December 17, 2024, and F&B



concessionaires continue to operate at the Airport on a holdover provision, except Sunleader in its final contract year expiring as noted.

Pursuant to Public Law 37-23, GIAA is authorized to negotiate extensions of its F&B concession agreements in light of the impact and uncertainty caused by the COVID-19 Pandemic and coupled with more recent Typhoon Mawar to GIAA operations and flight activity. As a result, the parties desire to extend the Agreements as authorized by Public Law 37-23 to reflect the following negotiated key terms of the Agreement:

- **Term:** September 1, 2023 through August 31, 2024 with two (2) one (1) year options not to exceed a total agreement period of three (3) years. Sunleader's will be extended and commence December 17, 2024 through August 31, 2025 with one (1) one(1) year option thereafter.
- **Rent/Other Fees:**

Food & Non-Alcoholic Beverages:	15% Annual Gross Revenue (AGR)
Alcoholic Beverages:	20% of AGR
Merchandise <i>and</i> Advertising:	22.5% of AGR
- **Terms and Conditions:** All other terms and conditions of the Agreement remain unchanged.

With this extension, concessionaires will do a refresh of their respective concessions, to include: store front areas, lighting, counter upgrades, new signage, painting, equipment, etc., and adjust and/or expand product offerings that will increase revenues and customer satisfaction.

Pursuant to Public Law 37-23, GIAA Board approval is required for the extension of concession agreements. Management recommends that the GIAA Board of Directors approve the Concession Agreements to extend all Food & Beverage Concession Agreements between Denny's of Guam, Inc. (Domino's Pizza, Golden Bowl and Big Nama's Bar); Micronesian Munchies, Inc. (Micronesian Munchies); JMC, Inc. (Clippers Lounge and Ramen Ya/Oasis); KGD, LLC (Airport Tentekomai); Pacific Fast Food Associates (Burger King); with Sunleader Guam Co., Ltd (Sissies Café) for a one (1) year period commencing on September 1, 2023 to August 31, 2024, with two (2) one (1) year options to extend, not to exceed a total of three (3) years, with Sunleader Guam Co., Ltd. (Sissies Café) extension to run from December 17, 2024 to August 31, 2025, with a one (1) year option thereafter.

Discussion followed relative to new vendors and if they would have to accept the same terms. Deputy Executive Manager informed yes, they would follow the same procurement rules and regulations.

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

**Resolution No. 23-47**

**WHEREAS**, the Antonio B. Won Pat International Airport Authority, Guam's (the "Authority") Board of Directors (the "Board") previously approved the award of the food and beverage concession agreements as follows:

F&B Concessionaire	Date of Existing Concession Agreement
1. Denny's Guam, Inc. dba Dominos's Pizza	December 7, 2005
2. Denny's Guam, Inc. dba Golden Bowl	December 7, 2005
3. Denny's Guam, Inc. dba Big Nama Bar	December 7, 2005
4. Micronesian Munchies, Inc. dba Micronesian Munchies	December 7, 2005
5. JMC Guam, Inc. dba Clipper's	December 7, 2005
6. JMC Guam, Inc. dba Ramen Ya	December 7, 2005
7. KGD, LLC dba Airport Tentakomai	December 7, 2005
8. Pacific Fastfood Associates dba Burger King	December 7, 2005
9. Sunleader Guam Co. Ltd. dba Sissies Café	December 18, 2019

**WHEREAS**, the COVID-19 pandemic significantly and negatively impacted the world-wide travel industry. Arrivals at the Antonio B. Won Pat International Airport, Guam dropped by over ninety percent since the onset of the pandemic and have still not recovered to pre pandemic levels.

**WHEREAS**, Typhoon Mawar, a Category 4 typhoon passed over Guam on May 23, 2023 causing catastrophic damage to the Airport and the visitor industry has suffered another significant setback to its recovery.

**WHEREAS**, in light of the importance of the revenues generated from the concession agreements, the Authority requested that the Legislature authorize it to negotiate extensions of its concession agreements.

**WHEREAS**, Public Law 37-23, passed by *I Mina'trentai Siette Na Liheslaturan Guåhan* on July 3, 2023, recognized the damage and uncertainty caused by the COVID-19 pandemic, Typhoon Mawar, and other circumstances.

**WHEREAS**, *I Mina'trentai Siette Na Liheslaturan Guåhan* further found that the Authority's concession agreements are in the best interest of the Authority and the Territory and an extension of such concession agreements is in the best interests of the Authority and the Territory.

**WHEREAS**, in her signing statement for P.L. 37-23, *I Maga'hågan Guåhan* recognized that "[a]s our tourism industry recovers from the impacts of both Typhoon Mawar and the COVID-19 pandemic, it is critical that we work to ensure our only public airport's financial security. Due to current circumstances, it is impracticable for GIAA to negotiate long-term concession contracts.



An extension of existing contracts represents a reasonable short-term measure that will give the airport more bargaining power and enable it to enter into more favorable long-term concession agreements, ensuring its financial stability during this necessary recovery period, for the benefit of all the people of Guam.”

**WHEREAS**, Public Law 37-23 authorizes the Authority to negotiate terms and conditions of the extension(s).

**WHEREAS**, based on the enactment of Public Law 37-23, and the express authority granted by *I Mina'trentai Siette Na Liheslaturan Guåhan* to negotiate the terms and conditions of the extension of concession agreements, the Airport now desires to negotiate terms and conditions beneficial to the Airport and commercially reasonable to the current concessionaires referenced hereinabove.

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

Section 1. The Board of Directors authorizes the Executive Manager to extend the food and beverage concession agreements referenced herein on the terms the Executive Manager determines are most advantageous to the Airport given the circumstances caused by the COVID-19 pandemic, typhoon Mawar's passage over Guam and the market conditions currently facing the Airport.

Section 2. Management is authorized to do all things necessary and proper to implement this resolution.

Section 3. This resolution shall take effect from and after its adoption.

**E. Supplemental Funding for HVAC Upgrades**

The next item on the agenda was the Supplemental Funding for HVAC Upgrades. Mr. Frank Santos presented the item for the Board's consideration. Management is requesting supplemental funding for upgrades to the HVAC system. The additional amount requested is above management's authorized funding level of \$100k in the total amount of \$112,952.87. Mr. Santos provided background stating that the Board of Directors, in their regular meeting on April 27, 2023, approved \$788,440 for cooling tower (HVAC) upgrades inclusive of chiller rentals. The replacements for four (4) cooling towers have been completed as of July 24, 2023 and the use of both the 200-ton and 100-ton rental chillers was terminated after a two (2) month duration. All areas of the terminal are now cool and comfortable. The system is still in a testing phase.

Mr. Santos advised the Board that the supplemental funding is for additional work required to improve the air circulation and temperatures in the west concourse through the installation of an air supply duct from the 3<sup>rd</sup> floor International Arrivals Corridor to the concourse level, adjacent to Gate 6. Upgrades were also made to the water distribution system, spray/jet nozzles



and the inlet louver stainless steel frames for the cooling towers. Funding to be sourced from revenue and reserve accounts for the referenced funding.

Managements recommendation is that the Board approve the supplemental funding request in the amount of \$112,952.87 for the HVAC upgrades.

Discussion followed relative the Boards request at the April 27 Board meeting, that Management negotiate a lease to own option, with Mr. Santos informing the Board that this would cost the Airport approximately \$250K to \$450k a year, and ultimately recommended that the Airport not purchase chillers.

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

**Resolution No. 23-44**

The Board hereby approves the supplemental funding for upgrades to the HVAC system with Johnson Controls, Inc., in the amount of \$112,952.87, as presented.

**7. REPORT OF THE EXECUTIVE MANAGER**

Reference is made to the Executive Manager's Report included as part of the Board's packet, which was presented by Executive Manger Quinata. The report included brief updates on Airline activity, CIPs, Airport updates, Regulatory updates and other announcements.

Executive Manager Quinata announced that DOA's OPEB report was released, however GIAA is awaiting finalization.

**8. REPORT OF THE COMPTROLLER**

Ms. Danielle Camacho, General Accounting Supervisor reported on the revenues and expenses of the Authority for the for the month ending **June 30, 2023**. Revenues are below budgeted revenues by **26.4%**. Signatory revenue estimates are based on projections submitted by Signatory airlines and adopted in the annual budget. Year-to-date Total Concession Revenues are **44.2%** below budget while Passenger Facility Charges are below the budget estimate by **31.3%**. Year-to-date Total Other Revenues, inclusive of non-signatory and non-airlines revenues, are below the budget estimate by **6.9%**. Year-to-date Total Operating Revenues actual of **\$37.1M** is **27.0%** below the budget estimate of \$50.8M. Year-to-date Total Operating Expenses are below budget by **14.6%**. Components of this line item include a **15.7%** decrease in Personnel Service, a **8.8%** decrease in Contractual Services, a **53.5%** decrease in Materials & Supplies and a **77.6%** decrease in Equipment/Furnishings from budgeted amounts for these respective categories. The actual year-to-date Net Revenues from Operations of **\$4.4M** represents a **64.7%** decrease over the year-to-date budgeted amount of **\$12.8M**. Ms. Camacho reported that the year-to-date Debt Service Coverage is at **13.8** versus the requirement of **1.25**.

Chairman Bamba inquired on GIAA's expenses with regard to utilities, and asked that a comparison be provided at the next Board meeting.

## **9. EXECUTIVE SESSION**

Upon written recommendation of Counsel, on motion duly made by Vice C, seconded by Director Tainatongo, and unanimously approved, the Board recessed to convene into Executive Session at 4:36 p.m.

Due to a conflict of interest, Chairman Bamba and Director Garcia did not participate in the Executive Session.

### **A. DFS Guam L.P. related litigation to which GIAA is or may be a party.**

The Board convened into Executive Session at 4:39 p.m. to discuss DFS Guam L.P. related litigation to which GIAA is or may be a party. Attending Executive Session were Directors Sobti, Weakley, Alcorn, Tainatongo, Executive Manager Quinata, and Legal Counsels, Eduardo Calvo, Janalynn Damian, and Genevieve Rapadas. Also present was the court reporter who will prepare a transcript of the Executive Session. Executive Session ended at 5:02 p.m.

All Board members present in the conference room. Motion to return to regular session duly made by Director Weakley, seconded by Vice Chairman Sobti; motion unanimously passed. Regular Session began at 5:07 p.m.

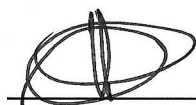
## **10. PUBLIC COMMENTS**

There were no Public Comments.

## **11. ADJOURNMENT**

Motion to adjourn duly made by Director Alcorn, seconded by Director Tainatongo; motion unanimously passed. The meeting was adjourned at 5:08 p.m.

Dated this 11th, day of September, 2023.



Brian J. Bamba  
Chairman

Attest:



Donald I. Weakley  
Board Secretary

Prepared and Submitted By:

A handwritten signature in black ink, appearing to be 'Amanda O'Brien', written over a horizontal line.

Amanda O'Brien

Corresponding Secretary



## BOARD OF DIRECTORS REGULAR MEETING

3:00 p.m., Friday, July 28, 2023

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:

The Guam Daily Post – July 20, 2023

Notice to Media – July 20, 2023

#### Second Notice:

The Guam Daily Post – July 26, 2023

Notice to Media – July 26, 2023

## AGENDA

1. Call to Order and Attendance
2. Approval of Agenda
3. Approval of Minutes
  - A. July 6, 2023 Regular Meeting
  - B. July 18, 2023 Special Meeting
4. Correspondence – None
5. Old Business - None
6. New Business
  - A. Presentation on 2023 Airport Master Plan Update
  - B. Approval of Extension of Car Rental Concessions
  - C. Approval of Extension of Public Parking Concession
  - D. Approval of Extension of Food and Beverage Concessions
  - E. Supplemental Funding for HVAC Upgrades
7. Report of Executive Manager
  - A. Airport Updates
  - B. Announcements
8. Report of Comptroller
9. Executive Session
  - A. DFS Guam L.P. related litigation to which GIAA is or may be a party.
10. Public Comments
11. Adjournment

**BOARD OF DIRECTORS REGULAR MEETING**  
**3:00 p.m., Friday, July 28, 2023**  
**GIAA Terminal Conference Rooms 1 & 2**

**SIGN-IN SHEET**

	<u>PRINT NAME</u>	<u>COMPANY/AGENCY</u>	<u>CONTACT NO./EMAIL</u>
1.	Thomas Benavente	Pacific Daily News	483-1440
2.	MUSTW GRANT	GIAA	
3.	Andrew Blas	GIAA	686-5833
4.	Jonah Benavente	Guam Daily Post	998-0474
5.	VANESSA PANGINDIAN	PMO	642-4642
6.	Ron Dela Rosa	PMO	646-0300
7.	Jan Amilo	GIAA	
8.	<del>THOMAS BENAVENTE</del>	<del>GIAA Mktg</del>	<del>686-0300</del>
9.	Raymond Mont	ANFF	482-0419
10.	Icen McDonald	PNF	642-4480
11.	JUAN RIVERA	ATM	482-3806
12.			
13.			
14.			
15.			
16.			
17.			
18.			
19.			
20.			





Joseph T. Duenas  
CCU Chairman

**GUAM POWER AUTHORITY**  
ATURIDAT ILEKTRESEDAT GUAHAN  
P.O. BOX 2977 • HAGATNA, GUAM U.S.A. 96932-2977  
Telephone Nos. 671-648-3054/55 or Facsimile 671-648-3165



## FINAL ADVERTISEMENT INVITATION FOR BID

This notice is paid for by the **GUAM POWER AUTHORITY REVENUE FUNDS**  
**Public Law 26-12**

BID NO.:	DUE DATE:	TIME:	DESCRIPTION:
GPA-048-23	07/27/2023	2:00 P.M.	Wires
GPA-056-23	07/27/2023	9:00 A.M.	Arrester, Lightning, 12 kV

Bid packages may be picked up at the GPWA Procurement Office, Room 101, 1st. Floor, Gloria B. Nelson Public Service Building, 688 Route 15, Mangilao, Guam 96913. All interested firms should register with GPA's Procurement Division to be able to participate in the bid. Please call our office at (671) 648-3054 / 3055 to register. Registration is required to ensure that all "Amendments and Special Reminders" are communicated to all bidders throughout the bid process. Procurement instructions are posted on the Authority's web site at <https://go.opengovguam.com/bids/available/gpa>.



## REGULAR MONTHLY BOARD MEETING

Friday, July 28, 2023 at 3:00 PM in Terminal  
Conference Rooms 1 & 2 and by  
Videoconference and Live Streamed via GIAA  
website: [www.guamairport.com](http://www.guamairport.com) or  
<https://www.guamairport.com/corporate/about-our-airport/board-of-directors/airport-board-meeting>

### AGENDA

1. Call to Order and Attendance
  2. Approval of Agenda
  3. Approval of Minutes
    - A. July 6, 2023 Regular Meeting
    - B. July 18, 2023 Special Meeting
  4. Correspondence – None
  5. Old Business – None
  6. New Business
    - A. Presentation on 2023 Airport Master Plan Update
    - B. Approval of Extension of Car Rental Concessions
    - C. Approval of Extension of Public Parking Concession
    - D. Approval of Extension of Food and Beverage Concessions
    - E. Supplemental Funding for HVAC Upgrades
  7. Report of Executive Manager
    - A. Airport Updates
    - B. Announcements
  8. Report of Comptroller
  9. Executive Session
    - A. DFS Guam L.P. related litigation to which GIAA is or may be a party.
  10. Public Comments
  11. Adjournment
- Parking is available in the Public Parking Lot.  
Call the Board Office at (671) 642-4717/18 for special accommodations, auxiliary aids, or services.  
This ad is paid for by GIAA.



Lourdes A. Leon Guerrero  
Governor of Guam

## GHURA

**Guam Housing and Urban Renewal Authority**  
Aturidat Ginima' Yan Rinueban Siudad Guahan  
117 Bien Venida Avenue, Sinajana, GU 96910  
Phone: (671) 477-9851 · Fax: (671) 300-7565 · TTY: (671) 472-3701  
Website: [www.ghura.org](http://www.ghura.org)



Joshua F. Tenorio  
Lieutenant Governor of Guam

## INVITATION FOR BID IFB#GHURA-23-19

### Sinajana Arts Center Concrete Sidewalks

This ad is paid with HUD funds by GHURA

Guam Housing and Urban Renewal Authority (GHURA) will receive sealed proposals to construct Sinajana Arts Center's Concrete Sidewalks in Sinajana until **2:00 PM ChST on Thursday, August 10, 2023** at GHURA's Main office in Sinajana.

Bid packets are available for view on GHURA's website: <https://www.ghura.org/doing-business-us/bidsproposalsrelease-funds/invitation-bids> beginning **Thursday, July 20, 2023**. Interested parties must register at GHURA main Office in Sinajana to receive access to a downloadable bid packet file; for a non-refundable fee of \$50.00 (exact cash amount, money order, or company check). Registration schedule is: Monday through Friday, 8:30 am – 4:00 pm ChST; with the exception of GovGu holidays. A pre-bid conference will be held on **Monday, July 24, 2023** at 2:00 PM ChST in the GHURA Main Office Conference Room in Sinajana. A site visit will be conducted by GHURA staff on **Tuesday, July 25, 2023**. Attendance at pre-bid conference is non-mandatory but highly encouraged. Any questions regarding the project or requirements must be submitted in writing or via email to Antonio C. Camacho at [accamacho@ghura.org](mailto:accamacho@ghura.org) no later than **Wednesday, August 2, 2023**. Bid closing date and time is **Thursday, August 10, 2023** at 2:00 PM ChST. All bid submittals will be opened publicly at GHURA's Main Office Conference Room, Sinajana.

Pursuant to 5GCA, Chapter 5, §5212, bid guarantees in the amount of 15% of the total base bid shall accompany each bid. Bid guarantee shall be a Bid Bond secured by a surety company authorized to do business in Guam and listed in the latest Department of Treasury Circular 570 published in the Federal Register; or as permitted by state law, a certified check, bank draft, or U.S. Government Bond at par value. All Bid Guarantees must be made payable to GHURA. **Personal checks will not be accepted.** GHURA reserves the right to waive irregularities and to reject any or all bids. Failure to submit a bid properly shall result in rejection of the bid.

For all contracts which exceed \$100,000, the successful bidder will be required to furnish and pay for satisfactory Performance and Payment bond for 100% of the contract price. GHURA will retain the bid guarantee until the performance bond is received and will release it soon thereafter. The Contractor must not discriminate on the basis of race, color, religion, sex, national origin, age, disability, or genetic information in employment or the provision of services. There is a Restriction Against Contractors Employing Convicted Sex Offenders from Working at Government of Guam Venues. (§5253 of Title 5 Guam Code Annotated).

The successful bidder will be required to accomplish the following to the best possible and greatest extent feasible:

1. A goal of awarding at least 50 percent of the dollar value of construction contracts to Minority and/or Women Business Enterprises (MBE/WBE) or General Contractors with MBE/WBE participation.
2. In accordance with Section 3 of the U.S. Department of Housing and Urban Development Act of 1968, all construction contractors, to the maximum extent feasible, shall provide training, contracting, and employment opportunities to low income residents residing in GHURA.

GHURA intends to award a contract on the basis of the lowest and most responsible bid for the work described in the bid documents. No bid shall be withdrawn for a period of sixty (60) days subsequent to the opening of bids without the prior written consent of GHURA.

GHURA is an Equal Opportunity Employer

/s/ Elizabeth Napoli  
Executive Director



## GOVERNMENT OF GUAM

HEALTH PROFESSIONAL  
LICENSING OFFICE

194 Herman Cortez Ave. #213, Hagatña, GU 96910  
PHONE: 671-735-7404-12

## EMS Commission & EMS for Children Advisory Committee Regular Board Meeting

Friday July 28, 2023, at 10:00 AM (ChST)

Join Zoom Meeting:  
<https://us06web.zoom.us/j/87024262116?pwd=T0xDeVB2aUM4V01HaWNoajhpeXl1dz09>  
Meeting ID: 870 2426 2116  
Passcode: 507989

### Meeting Agenda:

- I. Call to Order
- II. Confirmation of Publication
- III. Roll call
- IV. Approval of Agenda
- V. Administrator's Report
- VI. Legal Counsel Report
- VII. Committee Reports (1) Policies and Protocol Booklet
- VIII. Old Business
  - (a) Agency Reports (USNH, GMHA, GCC, GDOE, DPHSS, DPW, GPD, EMSC, EMD, GRMC)
- IX. New Business
  - (a) EMS-Cardiac Arrest Sub-Committee
  - (b) Bill No. 10-37 – (COR) as Amended by Committee on Health
  - (c) Non-Emergency Transport Licensure Requirements
  - (d) Certifications
  - (e) Re-Certifications
- X. Announcements
- X. Adjournment

To view the names of the applicants being considered, go to:  
<https://guamhpo.org/emsc>  
To view the LIVE Streaming link:  
<https://facebook.com/HPOGuam>

This advertisement was paid for by DPHSS/Health Professional Licensing Office-Local Funds

For more information, please contact the Board office at 735-7404/10 thru 12. Persons needing a telecommunication device for the Hearing/Speech Impaired (TDD) may contact 475-8339.





## MAYORS' COUNCIL OF GUAM

J&G Commercial Center Suite 213F  
215A Chalan Santo Papa Road, Hagåtña, Guam 96910  
Tel: (671) 472-6940 • Fax (671) 477-8777

### NOTICE OF REGULAR MEETING

**10:00 AM, WEDNESDAY, August 2, 2023**

Individuals requiring special accommodations may contact Elaine Schaff at (671) 472-6940 or email: [mcogadmin@teleguam.net](mailto:mcogadmin@teleguam.net). The public can access a live stream on the Mayors' Council of Guam YouTube channel or via zoom at: <https://us02web.zoom.us/j/89709653787?pwd=Y1F4YURmMWRlc5x0FPVnJlUjU2UT09>  
Meeting ID: 897 0965 3787 Passcode: 922549

### AGENDA

- |   |                                     |
|---|-------------------------------------|
| I. CALL TO ORDER                        | B. District ARPA Balances and Plans |
| II. ROLL CALL                           | C. USACE Cleanup Project            |
| III. NATIONAL ANTHEM/GUAM HYMN          | D. Guam Medical Mission Hosting     |
| IV. APPROVAL OF JUNE MINUTES            | E. Senior Center Operations         |
| V. APPROVAL OF TREASURER'S REPORT - MAY | IX. NEW BUSINESS                    |
| VI. EXECUTIVE DIRECTOR'S REPORT         | A. FY 2023 Budget Closeout          |
| VII. COMMITTEE REPORTS                  | B. Christmas Activities             |
| A. Boards and Commissions               | i. Employee Appreciation            |
| B. Standing Committees                  | ii. Village Contest                 |
| VIII. UNFINISHED BUSINESS               | X. ANNOUNCEMENTS                    |
| A. 79th Liberation Report               | XI. ADJOURNMENT                     |

*This ad was paid for with government funds by the Mayors' Council of Guam*

## JOB OPENING

**LEVIS/GUESS GUAM IS NOW HIRING**  
OFFICE ASSISTANT / WAREHOUSE ASSISTANT /  
ELECTRICIAN / HANDYMAN  
**CALL 671-646-0510/11**

## FOR RENT

**TAM 3BD/2BD 1BTH SEC 8 OK**  
**\$1250/\$750**  
**CALL 671-646-0510/0511**

## CAR FOR SALE

**2004 Lexus GX470**  
Good Condition - \$9,200.00  
Call 671-482-4321 for more information

## FOR RENT

**MAINA 2BD/1.5BA**  
Carport, Washer, Dryer, Gas Stove,  
Refrigerator, AC  
\$1600/Mo  
**671-777-8217**



## REGULAR MONTHLY BOARD MEETING

Friday, July 28, 2023 at 3:00 PM in Terminal  
Conference Rooms 1 & 2 and by  
Videoconference and Live Streamed via GIAA  
website: [www.guamairport.com](http://www.guamairport.com) or  
<https://www.guamairport.com/corporate/about-our-airport/board-of-directors/airport-board-meeting>

### AGENDA

1. Call to Order and Attendance
2. Approval of Agenda
3. Approval of Minutes
  - A. July 6, 2023 Regular Meeting
  - B. July 18, 2023 Special Meeting
4. Correspondence - None
5. Old Business - None
6. New Business
  - A. Presentation on 2023 Airport Master Plan Update
  - B. Approval of Extension of Car Rental Concessions
  - C. Approval of Extension of Public Parking Concession
  - D. Approval of Extension of Food and Beverage Concessions
  - E. Supplemental Funding for HVAC Upgrades
7. Report of Executive Manager
  - A. Airport Updates
  - B. Announcements
8. Report of Comptroller
9. Executive Session
  - A. DFS Guam L.P. related litigation to which GIAA is or may be a party.
10. Public Comments
11. Adjournment

Parking is available in the Public Parking Lot.  
Call the Board Office at (671) 642-4717/18 for special accommodations, auxiliary aids, or services.  
This ad is paid for by GIAA.

## AVAILABLE JOBS FOR ELIGIBLE U.S. WORKERS

### 50 - CARPENTER WITH 1 YEAR EXP.

**\$15.58 PER HR. \***

Construct, erect, install, or repair structures and fixtures made of wood such as concrete forms or chutes for pouring concrete. Study specifications in blueprints, sketches, or building plans to prepare project layout and determine dimensions and materials required. Measure and mark cutting lines on materials, using a ruler, pencil, chalk, and marking gauge. Shape or cut materials to specific measurements, using hand tools, machines, or power saws. Verify trueness of structure, using plumb bob and level.

### 40 - ELECTRICIAN WITH 2 YEARS EXP.

**\$18.41 PER HR. \***

Install, maintain, and repair electrical raceway, conduit, wiring, equipment (panel boards, switchgears and etc.), lighting fixtures and devices.

### 11 - HVAC & REFRIGERATION MECHANIC WITH 2 YEARS EXP.

**\$18.81 PER HR. \***

Install air conditioning systems and refrigeration equipment for large chiller system in commercial and industrial business. Perform new installation of ultra-low temperature commercial refrigeration equipment and accessories. Observe and test system operation using gauges and instruments. Test components and connections for leaks. Install wiring to connect components to electric power source and electronic power surge protection equipment due to variable quality of power. Cut, bend thread and connect pipe to functional components and water, power or refrigeration system. Must be skilled with pipe laying, brazing and welding of refrigeration piping. Must be able to properly handle refrigerant in line with safety regulations.

### 24 - PAINTERS WITH 1 YEAR EXP.

**\$14.87 PER HR. \***

Paint walls, equipment, buildings, bridges, and other structural surfaces, using brushes, rollers, and spray guns. May remove old paint to prepare surface prior to painting. May mix colors or oils to obtain desired color or consistency.

### 15 - PLUMBER WITH 2 YEARS EXP.

**\$17.05 PER HR. \***

Assemble, install, or repair various pipes and fittings for cold/hot water line and sewer line, plumbing fixtures (i.e., water closet, lavatory, and etc.), and plumbing equipment (i.e. water heater, pumps and etc.) according to specifications or plumbing codes.

### 50 - REINFORCING METAL WORKER WITH 1 YEAR EXP.

**\$16.73 PER HR. \***

Position and secure steel bars or mesh in concrete forms in order to reinforce concrete. Use a variety of fasteners, rod-bending machines, blowtorches, and hand tools.

### 20 - SHEET METAL WORKER WITH 1 YEAR EXP.

**\$17.66 PER HR. \***

Fabricate, assemble, install and repair sheet metal products and equipment, such as HVAC ducts, control boxes, and sheet metal roofing. Work may involve any of the following; setting up and operating fabricating machines to cut, bend and straightening sheet metal; shaping metal over anvils, blocks, or forms using hammer; operating soldering and welding equipment to join sheet metal parts; or inspecting, assembling, and smoothing seams and joints of burred surfaces. Includes sheet metal duct installers who install prefabricated sheet metal ducts used for heating, air conditioning, or other purposes.

**Benefits:** Roundtrip airfare for off-island hire; Food and lodging at \$138.46 per week; local transportation from employer's designated lodging facility to/from jobsite. Employer/employee paid commercial medical insurance provided.

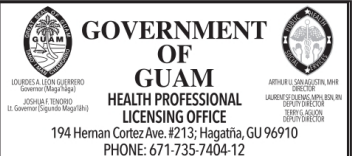
Successful applicant must be able to obtain military base access. Off-island hires must complete a health screening prior to working in Guam. Employees are required to take and pass a substance abuse test after hire.

**\*Special wage rate:** Work to be performed on projects where special rates are mandated (e.g. Davis-Bacon). Will be paid more where such special rates apply.

The job offer meets all EEO requirements, and initiates a temporary placement. The recruitment associated with this job offer is closely monitored by the Department of Labor. Qualified, available and willing U.S. workers are highly encouraged to apply. Should you qualify for the job and are not hired, you may appeal with the Department of Labor who will independently review matter.

**Apply in person at American Job Center**

**414 W. Soledad Avenue, Suite 300 GCIC Building Hagatna, Guam Or apply online at**  
**[www.hireguam.com](http://www.hireguam.com); Enter Keyword : 2023-075**



## EMS Commission & EMS for Children Advisory Committee Regular Board Meeting

**Friday July 28, 2023, at 10:00 AM (ChST)**

Join Zoom Meeting:  
<https://us06web.zoom.us/j/87024262116?pwd=T0xDeVB2aUM4V01HaWNoajhpeXl1dz09>  
Meeting ID: 870 2426 2116  
Passcode: 507989

### Meeting Agenda:

- Call to Order
- Confirmation of Publication
- Roll call
- Approval of Agenda
- Administrator's Report
- Legal Counsel Report
- Committee Reports (1) Policies and Protocol Booklet
- Old Business
  - (a) Agency Reports (USNH, GMHA, GCC, GDOE, DPHSS, DPW, GPD, EMSC, EMD, GRMC)
- New Business
  - (a) EMS-Cardiac Arrest Sub-Committee
  - (b) Bill No. 10-37 - (COR) as Amended by Committee on Health
  - (c) Non-Emergency Transport Licensure Requirements
  - (d) Certifications
  - (e) Re-Certifications
- Announcements
- Adjournment

To view the names of the applicants being considered, go to:  
<https://guamhplp.org/emsc>  
To view the LIVE Streaming link:  
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This advertisement was paid for by DPHSS/Health Professional Licensing Office-Local Funds

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

**Thursday, July 6, 2023, 3:00 p.m.**

**GIAA CONFERENCE ROOMS 1 & 2**

**1. CALL TO ORDER AND ATTENDANCE**

The July 6, 2023 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 3:03 p.m. at the GIAA Terminal Conference Rooms 1 & 2, 355 Chalan Pasaheru, Tamuning, Guam, 96913.

**Directors Present:**

Brian J. Bamba  
Gurvinder Sobti  
Donald I. Weakley  
Rosie R. Tainatongo

**Offices or positions:**

Chairman  
Vice Chairman  
Board Secretary

**Directors Absent:**

Lucy M. Alcorn (Excused)  
Doyon A. Morato (Excused)  
Jesse G. Garcia (Excused)

**GIAA Officials:**

John M. Quinata  
Artemio R. Hernandez, Ph.D.  
Jean M. Arriola  
Juan S.A. Reyes, A.C.E.  
Raymond Mantanona  
Ken McDonald

Executive Manager  
Deputy Executive Manager  
Airport Services Manager  
Air Terminal Manager  
ARFF, Chief  
Properties & Facilities Superintendent

William Brennan  
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**

Chairman Bamba announced for the record that due to personal conflict of interest relative to items 6B, 6E and 9A on the agenda, he is recusing himself from those matters, and as a result, those items will be tabled for future discussion due to a lack of quorum.

On motion duly made by Vice Chairman Sobti, seconded by Director Tainatongo, the following resolution was unanimously passed:

**Resolution No. 23-30**

The Board hereby approves the agenda of the July 6, 2023 regular meeting, subject to corrections.

**3. APPROVAL OF MINUTES**

**A. April 27, 2023 - Regular Meeting**

On motion duly made by Secretary Weakley, seconded by Vice Chairman Sobti, the following resolution was unanimously passed:

**Resolution No. 23-31**

The Board hereby approves the minutes of the April 27, 2023 regular meeting, subject to corrections.

**4. CORRESPONDENCE**

Executive Manager Quinata advised there was no Correspondence to report.

**5. OLD BUSINESS**

**A. Acceptance of FY22 Financial Audit Report**

The first matter discussed was the FY22 Financial Audit. Before introducing the Ernst & Young, LLP (E&Y) team, Deputy Executive Manager Hernandez shared some of the challenges surrounding the FY22 Audit report. The GIAA's Audit report is not fully completed at this time, pending an item that is outside of the Airports control, the Other Post Employment Benefits (OPEB) audit, which is completed by Department of Administration (DOA). As the referenced item has been tabled for discussion by the Board a number of times, Management would like to present the FY22 Financial Audit Report, pending the OPEB report. DOA has issued a notice advising the reasons for the delay being Typhoon Mawar and a change in Auditor.

The Deputy Executive Manager handed over the presentation to Mr. Rizalito Paglingyan (RG), and E&Y Team. Rizalito Paglingyan (RG), presented the financial audit results via PowerPoint and the opinion expected to be issued once the pending OPEB report is completed, for the Boards



information. E&Y thanked GIAA Accounting team for their cooperation. The Deputy Executive Manager briefly summarized GIAA leases and minor audit findings.

Chairman Bamba congratulated Mr. Paglingyan (RG) and E&Y team for their hard work and effort on the audit.

The Deputy Executive Manager announced that Managements recommendation is for the Board to accept the audit report as presented, and that Management report out the outcome of any changes during the Executive Managers Report at a future Board meeting once the OPEB audit is completed. Discussion followed regarding rent relief, concessionaire payments, period of performance for grant agreements and PFC payments.

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

**Resolution No. 23-34**

The Board hereby accepts the FY22 Financial Audit Report as presented, subject to the outcome of Department of Administrations Government of Guam wide OPEB audit, which will be reported on at a future Board meeting under the Executive Manager's Report.

**B. 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 previously offered to MAG concessionaires. As the Airport continues to recover from the Covid-19 pandemic and the recent Typhoon Mawar, at the November 28, 2022 Regular Board meeting, the Board approved concession MAG tenant relief for the period of July 1, 2022 through September 30, 2022. Management has continued to work 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)a 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 1, 2022 – July 2023

1,263,333.33

x 31.18%

393,907.33

- The rent relief period is effective October 1, 2022 through July 2023

- MAG tenants shall be current in its payments to GIAA in order to avail of this rent relief.

Managements recommendation is for the Board to extend previously approved rent relief assistance to MAG concessionaires for the period of October 2022 through July 2023. Brief discussion ensued, with Vice Chairman Sobti expressing his concern that Management ensure that concessionaires are making timely payments.

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

**Resolution No. 23-35**

The Board hereby approves the extension of Rent Relief to MAG Concessionaires for the months of October 1, 2022 through July, 2023, as presented by Management.

**6. NEW BUSINESS**

- A.** Approval of Award for GIAA Terminal Aircraft Apron and Taxiway Rehabilitation – Construction - IFB No. GIAA-C01-FY23

The next item on the agenda was the approval of the bid award for GIAA Terminal Aircraft Apron and Taxiway Rehabilitation – Construction under Invitation for Bid No. IFB-C01-FY23. Mr. Frank Santos, TMG provided background information to the Board on the referenced IFB. The project was bid in four (4) packages but will be awarded as one (1). GHD, Inc. is the designer of the record. Currently, GIAA is completing contract execution of a construction management firm (“CM”) to assist GIAA throughout all phases of construction. The contract time for the Project is 770 calendar days from receipt of the Notice to Proceed.

Mr. Santos announced that twenty-six (26) firms and/or individuals purchased or downloaded the bid package and two (2) firms submitted a bid before the submission deadline. As required by Guam Procurement Regulations, the bids were publicly opened and read aloud by GIAA procurement staff in the presence of the bidders. The results of the bid price submittals are as follows in the order they were received and opened:

<b>Bidder:</b>	<b>Total Bid Amount:</b>
CoreTech International Corporation	\$52,940,000.00
<b>Sumitomo Mitsui Construction Co., Ltd.</b>	<b>\$41,766,022.35</b>

The lowest Total Bid amount submitted was \$41,766,022.35 from Sumitomo Mitsui Construction Co., Ltd.



The two (2) bids were determined to be responsive and both bidders were deemed to have met the standards of responsibility as set forth in the Guam Procurement Law & Regulations. The government estimate for this project is \$39,510,000.00.

The Project is funded by multiple FAA grants. The FAA grant offer is based on bids and expected to be received from the FAA before contract execution. 90% FAA share, 10% sponsor (GIAA) share. The certification of funds and Notices to Proceed ("NTP") will be in two (2) parts. NTP1 will be for Fiscal Year 2023 and NTP2 will be in Fiscal Year 2024.

Management recommends award of the contract for Invitation for Bid No. GIAA-C01-FY23, GIAA Terminal Aircraft Apron and Taxiway Rehabilitation - Construction, in the amount of \$41,766,022.35 to Sumitomo Mitsui Construction Co., Ltd., who has been determined to be the lowest bidder who has met the standards of responsibility and responsiveness outlined in the Guam Procurement Law and Regulations, subject to the execution of a FAA grant offer to fund this project.

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

**Resolution No. 23-36**

The Board hereby approves the bid award for GIAA Terminal Aircraft Apron and Taxiway Rehabilitation – Construction under Invitation for Bid No. IFB-C01-FY23 to Sumitomo Mitsui Construction Co., Ltd. in the amount of \$41,766,022.35, as recommended by Management, subject to review by Legal Counsel.

The Chairman congratulated Management and Mr. Santos on obtaining the grant on such a sizeable project.

**B.** Approval of Award for Indefinite Delivery and Indefinite Quantity of Jet A-1 and Diesel Fuel Supply and Delivery – IFB No. GIAA-004-FY22 - ***TABLED***

**C.** Ratification of Board Resolution No. 23-32: Agreement for Legal Services (ALF)

The next item requiring Board action was the ratification of the extension of the Agreement for Legal Services with Arriola Law Firm (ALF). Deputy Executive Manager Hernandez presented the resolution. The extension is the second of three (3) options to extend. The additional one (1) year period will commence on June 26, 2023 and expire on June 25, 2024.

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

**Resolution No. 23-32**

WHEREAS, an Agreement for Legal Services was made on June 26, 2020, by and between the ANTONIO B. WON PAT INTERNATIONAL AIRPORT AUTHORITY, GUAM (“GIAA” or the “Authority”) and ARRIOLA LAW FIRM (“ALF”) (the “ALF Agreement”); and

WHEREAS, the ALF Agreement provides for a term of two (2) years commencing on June 26, 2020, with three (3) options to extend for a period of one (1) year each, not to exceed a total contract period of five (5) years with GIAA approval; and

WHEREAS, the Board of Directors has determined that GIAA continues to require the services of ALF and that it is in the best interests of GIAA to extend the term of the ALF Agreement for an additional one (1) year period commencing June 26, 2023, and expiring on June 25, 2024, under the same terms and conditions as set forth in the ALF Agreement.

NOW, THEREFORE, BE IT RESOLVED, that the Board of Directors of GIAA hereby extends the term of the ALF Agreement for an additional one (1) year period commencing on June 26, 2023, under the same terms and conditions as set forth in the ALF Agreement.

**D. Ratification of Board Resolution No. 23-33: Agreement for Legal Services (CFJ)**

The next item discussed was the extension of the Agreement for Legal Services with Calvo Fisher & Jacob, LLP (CFJ). Deputy Executive Manager Hernandez presented the resolution. The extension is the second of three (3) options to extend. The additional one (1) year period will commence on July 15, 2023 and expire on July 14, 2024.

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

**Resolution No. 23-33**

WHEREAS, an Agreement for Legal Services was made on July 15, 2020, by and between the ANTONIO B. WON PAT INTERNATIONAL AIRPORT AUTHORITY, GUAM (“GIAA” or the “Authority”) and CALVO FISHER & JACOB, LLP (“CFJ”) (the “CFJ Agreement”); and

WHEREAS, the CFJ Agreement provides for a term of two (2) years commencing on July 15, 2020, with three (3) options to extend for a period of one (1) year each, not to exceed a total contract period of five (5) years with GIAA approval; and

WHEREAS, the Board of Directors has determined that GIAA continues to require the services of CFJ and that it is in the best interests of GIAA to extend the term of the CFJ Agreement for an additional one (1) year period commencing July 15, 2023, and expiring on July 14, 2024, under the same terms and conditions as set forth in the CFJ Agreement.

NOW, THEREFORE, BE IT RESOLVED, that the Board of Directors of GIAA hereby extends the term of the CFJ Agreement for an additional one (1) year period commencing on July 15, 2023, under the same terms and conditions as set forth in the CFJ Agreement.

**E. Airport Concession Agreements Expiration – *TABLED***

**7. REPORT OF THE EXECUTIVE MANAGER**

Reference is made to the Executive Manager's Report included as part of the Board's packet, which was presented by Executive Manager Quinata. The report included brief updates on Airline activity, CIPs, Airport updates, Regulatory updates and other announcements.

Discussion on the flooding during Typhoon Mawar, with Deputy Executive Manager Hernandez giving kudos to Air Terminal Manager, Mr. Juan S.A. Reyes, A.C.E., and GIAA Team on getting the airport running in a day and a half for humanitarian and essential cargo flights, and the airport opened for passenger flights on day twenty-nine (29).

**8. REPORT OF THE COMPTROLLER**

Ms. Danielle Camacho, General Accounting Supervisor reported on the revenues and expenses of the Authority for the for the month ending **May 31, 2023**. Revenues are below budgeted revenues by **22.0%**. Signatory revenue estimates are based on projections submitted by Signatory Airlines and adopted in the annual budget. Year-to-date Total Concession Revenues and Passenger Facility Charges are above and below budget by **3.6%** and **24.7%**, respectively. Year-to-date Total Other Revenues, inclusive of non-signatory and non-airline revenues are below the budget estimate by **5.6%**. Year-to-date Total Operating Revenues Actual of **\$34.5M** is **10.6%** below the budget estimate of **\$38.6M**. Year-to-date Total Operating Expenses are below budget by **11.9%**. Components of this line item include a **11.1%** decrease in Personnel Services, a **7.6%** decrease in Contractual Services, a **53.3%** decrease in Materials & Supplies, and a **77.1%** decrease in Equipment/Furnishings from budgeted amounts for these respective categories. The actual year-to-date Net Revenues from Operations of **\$10.2M** reflects a decrease of **9.6%** over the year-to-date budgeted amount of **\$11.3M**. The Deputy Executive Manager reported that the year-to-date Debt Service Coverage is at **2.58** versus the requirement of **1.25**.

**9. EXECUTIVE SESSION**

**A. DFS Guam L.P. related litigation to which GIAA is or may be a party. - *TABLED***

**10. PUBLIC COMMENTS**

There were no Public Comments.

**11. ADJOURNMENT**



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

Dated this \_\_\_\_\_, day of \_\_\_\_\_, 2023.

Attest:

\_\_\_\_\_  
Brian J. Bamba  
Chairman

\_\_\_\_\_  
Donald I. Weakley  
Board Secretary

Prepared and Submitted By:

\_\_\_\_\_  
Amanda O'Brien  
Corresponding Secretary

**MINUTES OF THE SPECIAL MEETING OF THE BOARD OF DIRECTORS OF THE  
A.B. WON PAT INTERNATIONAL AIRPORT AUTHORITY, GUAM  
Tuesday, July 18, 2023, 3:00 p.m.  
GIAA CONFERENCE ROOMS 1 & 2**

**1. CALL TO ORDER AND ATTENDANCE**

The July 18, 2023 special 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 Acting Chairman Sobti at 3:04 p.m. at the GIAA Terminal Conference Rooms 1 & 2, 355 Chalan Pasaheru, Tamuning, Guam, 96913.

**Directors Present:**

Gurvinder Sobti  
Donald I. Weakley  
Lucy M. Alcorn  
Rosie R. Tainatongo  
Jesse G. Garcia

**Offices or positions:**

Vice Chairman  
Board Secretary

**Directors Absent:**

Brian J. Bamba (Excused)  
Doyon A. Morato (Excused)

Chairman

**GIAA Officials:**

John M. Quinata  
Artemio R. Hernandez, Ph.D.  
Jean M. Arriola  
Juan S.A. Reyes, A.C.E.  
Danielle E. Camacho  
Debbie Ngacta  
Vince Naputi  
Raymond Mantanona  
Rolenda Faasuamalie  
Joseph Javellana  
Audie Artero  
Jenielle Meno

Executive Manager  
Deputy Executive Manager  
Airport Services Manager  
Air Terminal Manager  
General Accounting Supervisor  
General Accounting Supervisor  
Airport Police, Chief  
ARFF, Chief  
Marketing Administrator  
Property Management Office  
Engineering Supervisor  
Procurement Office

William Brennan  
Eduardo A. Calvo  
Janalynn C. Damian  
Genevieve Rapadas  
Frank R. Santos

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

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**

Executive Manager Quinata announced that Management would like to make a recommendation to amend the agenda as follows: The proposed agenda would include the following changes: Proceed with agenda item 3A; move to item 4; return to regular session and proceed with agenda item 3B, followed by 5.

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

### **Resolution No. 23-37**

The Board hereby amends the agenda of the July 18, 2023 special meeting, to proceed with agenda item 3A; move to item 4; return to regular session and proceed with agenda item 3B, followed by 5.

## **3. NEW BUSINESS**

### **A. Approval of Award for Indefinite Delivery and Indefinite Quantity of Jet A-1 and Diesel Fuel Supply and Delivery – IFB No. GIAA-004-FY22**

The next item on the agenda was the approval of the bid award for Indefinite Delivery and Indefinite Quantity of Jet A-1 and Diesel Fuel Supply and Delivery under Invitation for Bid No. IFB-004-FY22. Ms. Jean Arriola provided background information to the Board on the referenced IFB. Eleven (11) firms and/or individuals purchased or downloaded the bid package and one (1) firm submitted a bid before the submission deadline. As required by Guam Procurement Regulations, the bid was publicly opened and read aloud by GIAA procurement staff in the presence of the bidder. The result of the bid price submittals are as follows in the order they were received and opened:

<b>Bidder's Name</b>	<b>Bid Item No. 1 - Jet A-1 Aviation Turbine Combustible Liquid Bid Amount (price per gallon)</b>	<b>Bid Item No. 2 - #12 Grade Diesel Fuel Bid Amount (price per gallon)</b>
<b>IP&amp;E Holdings, LLC dba IP&amp;E Guam</b>	<b>\$4.8848** (price advice per usg as of 9/20/22)</b>	<b>\$7.1640** (price advice per usg as of 9/20/22)</b>

**\*\*NOTE: Price per US Gallon may move upward or downward based upon market conditions\*\***

The bid was determined to be responsive and was deemed to have met the standards of responsibility as set forth in the Guam Procurement Law & Regulations.

Funding for this contract is available under the Property & Facilities Division O&M Budget.



Management recommends the award of the contract for Invitation for Bid No. GIAA-004-FY22, Indefinite Delivery and Indefinite Quantity Jet A-1 and Diesel Fuel Supply and Delivery, to IP&E Holdings, LLC dba IP&E Guam who has been determined to have met the standards of responsibility and responsiveness outlined in the Guam Procurement Law and Regulations.

Ms. Arriola noted that in September 29, 2022, Management issued an initial award under a purchase order within its authority of \$100,000.00. As Management anticipates operational requirements to exceed the amount of \$100,000.00, Management requests approval from the Board for the period not to exceed a total contract period of five (5) years.

Acting Chairman Sobti inquired on the term. Ms. Arriola replied it is for a term of five (5) years. Acting Chairman asked for the last vendor contracted. Ms. Arriola replied IP&E and maybe Mobil. Ms. Arriola noted that as of today her understanding is that Jet A fuel is only supplied by Mobil and IP&E.

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

**Resolution No. 23-38**

The Board hereby approves the bid award for Indefinite Delivery and Indefinite Quantity of Jet A-1 and Diesel Fuel Supply and Delivery under Invitation for Bid No. IFB-004-FY22 to IP&E Holdings, LLC dba IP&E Guam, as recommended by Management, subject to review by Legal Counsel.

**4. EXECUTIVE SESSION**

Upon written recommendation of Counsel, on motion duly made by Director Weakley, seconded by Director Tainatongo, and unanimously approved, the Board recessed to convene into Executive Session at 3:11 p.m.

Due to a conflict of interest, Director Garcia did not participate in the Executive Session.

**A. DFS Guam L.P. related litigation to which GIAA is or may be a party.**

The Board convened into Executive Session at 3:15 p.m. to discuss DFS Guam L.P. related litigation to which GIAA is or may be a party. Attending Executive Session were Directors Sobti, Weakley, Alcorn, and Tainatongo, Executive Manager Quinata, and GIAA Legal Counsels, Eduardo Calvo, Janalynn Damian, and Genevieve Rapadas. Also present was the court reporter who will prepare a transcript of the Executive Session. Executive Session adjourned at 3:34 p.m.

All Board members present in the conference room. Motion to return to regular session duly made by Director Weakley, seconded by Director Tainatongo; motion unanimously passed. Regular Session began at 3:40 p.m.

Based on discussions during Executive Session, there were matters requiring Board action.

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

**Resolution No. 23-39**

The Board hereby authorizes legal counsel, Calvo Fisher & Jacob to represent current and former GIAA employees and Directors in the DFS v. GIAA procurement action.

Due to a conflict of interest, Director Garcia did not participate in the vote on Board Resolution No. 23-39.

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

**Resolution No. 23-40**

**WHEREAS**, on April 12, 2013, the Antonio B. Won Pat International Airport Authority, Guam's (the "Authority") Board of Directors (the "Board") approved the award of the specialty retail concession to Lotte Duty Free Guam, LLC ("Lotte").

**WHEREAS**, in 2013, DFS Guam L.P. ("DFS") filed three protests challenging the award of the specialty retail concession to Lotte, and in 2014 filed various lawsuits appealing the Authority's denial DFS's protests (the "Protest Litigation").

**WHEREAS**, Lotte has been operating the specialty retail concession since July 2013 under a specialty retail concession agreement (the "Concession Agreement"). Under its Concession Agreement, Lotte is required to pay the Authority the greater of a Minimum Annual Guarantee ("MAG") amount of \$15.1 million (for its main space) or the sum of 30.1% of Lotte's on-site gross revenues for the main retail space and 25% of Lotte's on-site gross revenues for additional retail space. Under the Concession Agreement, when Lotte moved in on July 21, 2013, it paid annual rent of at least \$14.16 million. This amount increased to \$15.1 million in October 2014, when Lotte took over the remaining specialty retail space from DFS.

**WHEREAS**, prior to the Lotte Concession Agreement, the MAG under the prior concessionaire was \$5 million.

**WHEREAS**, the significant increase in concession revenues from the Lotte Concession Agreement supported the Authority's 2013 bond financing.

**WHEREAS**, the Lotte Concession Agreement resulted in significant capital improvements to the Airport—a complete upgrade to the retail space and refurbishment of the restrooms and food court, substantially enhancing the traveling customer's experience. Lotte has reported that its capital improvements at the Airport cost \$23 million.

**WHEREAS**, to date, the Authority has received more than \$115 million in rent payments from Lotte.

**WHEREAS**, in March 2020, the COVID-19 pandemic brought the world-wide travel industry to an abrupt and immediate halt and Guam tourism, which is our primary private industry, was devastated. Consequently, arrivals at the Antonio B. Won Pat International Airport (the “Airport”) precipitously dropped by over ninety percent (90 %). This dramatically affected the Authority’s revenues and financial stability.

**WHEREAS**, Typhoon Mawar, a Category 4 typhoon passed over Guam on May 23, 2023 causing catastrophic damage to our island. The Airport was not spared and with the damage suffered in Guam our travel and visitor industry has suffered another significant setback.

**WHEREAS**, as a result of the COVID-19 pandemic and Typhoon Mawar, Lotte’s concession sales were impacted.

**WHEREAS**, the Lotte Concession Agreement provides that it expires on July 20, 2023, and Lotte has operated the specialty retail concession continuously since that time, except for closures due to COVID-19 and Typhoon Mawar.

**WHEREAS**, in light of the importance of the revenues generated from the concession agreements, to include the Lotte Concession Agreement, the Authority requested that the Legislature authorize it to negotiate extensions of its concession agreements.

**WHEREAS**, Bill 130-37 (COR), passed by *I Mina’trentai Siette Na Liheslaturan Guåhan* on July 3, 2023, recognizes that given the damage and uncertainty caused by the COVID-19 pandemic, Typhoon Mawar, and other geopolitical issues and hardships that have arisen over the past several years, it is projected to take at least several years for the Territory’s visitor industry and for the Authority to achieve the enplanement trajectory and financial stability—through the restoration of operating reserves and capital improvement funds—expected prior to the COVID-19 pandemic.

**WHEREAS**, *I Mina’trentai Siette Na Liheslaturan Guåhan* further found that the Authority’s concession agreements are in the best interest of the Authority and the Territory and an extension of such concession agreements is in the best interests of the Authority and the Territory.

**WHEREAS**, Bill 130-37 was signed by *I Maga’hågan Guåhan* as Public Law 37-23 on July 5, 2023. *I Maga’hågan Guåhan* recognized that “[a]s our tourism industry recovers from the impacts of both Typhoon Mawar and the COVID-19 pandemic, it is critical that we work to ensure our only public airport's financial security. Due to current circumstances, it is impracticable for GIAA to negotiate long-term concession contracts. An extension of existing contracts represents a reasonable short-term measure that will give the airport more bargaining power and enable it to



enter into more favorable long-term concession agreements, ensuring its financial stability during this necessary recovery period, for the benefit of all the people of Guam.”

**WHEREAS**, pursuant to Public Law 37-23, the Board during the July 18, 2023 special meeting will consider an extension of the Lotte Concession Agreement on terms and conditions to be presented to the Board.

**WHEREAS**, it has been over ten (10) years since the 2012 specialty retail concession request for proposals resulting in the Lotte Concession Agreement, and the Protest Litigation has been ongoing for approximately ten (10) years as well.

**WHEREAS**, the Authority’s current Executive Manager and Deputy Executive Manager and all but one (1) of its current Directors were not with the Authority nor involved in the procurement or negotiations of the Lotte Concession Agreement, which occurred in 2012-2013.

**WHEREAS**, over the ten (10) year term of the Lotte Concession Agreement the Authority has defended the Agreement in the Protest Litigation and to date there has been no court ruling or other finding that the 2012 specialty retail concession request for proposals or the Lotte Concession Agreement is in violation of law nor has there been any ruling or finding that Lotte has acted fraudulently or in bad faith.

**WHEREAS**, the Executive Manager has presented his findings on the significant financial impact the Lotte Concession Agreement has had at the Airport and his determinations in accordance with § 5452 of the Procurement Law and § 9106 of the Procurement Regulations (1) that the Lotte Concession Agreement is in the best interests of the Authority and Guam and (2) to ratify the Lotte Concession Agreement and that ratification is in the best interests of the Authority and Guam. The Executive Manager’s determinations are attached hereto as Exhibit A.

**WHEREAS**, the trial in the Protest Litigation is scheduled to commence on August 2, 2023, and the Board desires to confirm the significant financial impact to and substantial financial need for the Lotte Concession Agreement and to support and affirm the Executive Manager’s determinations (1) that the Lotte Concession Agreement is in the best interests of the Authority and Guam and (2) to ratify the Lotte Concession Agreement and that ratification is in the best interests of the Authority and Guam.

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

Section 1. The Board of Directors adopts the Executive Manager’s findings and determinations relating to the Lotte Concession Agreement set forth in Exhibit A, attached hereto and incorporated herein. The Board of Directors finds that the Lotte Concession Agreement provides substantial non-airline revenue needed for the continued operation of the Airport, finds that the Lotte Concession Agreement is in the best interests of the Authority and

Guam, affirms and ratifies the Lotte Concession Agreement, and finds that ratification of the Lotte Concession Agreement is in the best interests of the Authority and Guam.

Section 2. Management is authorized to do all things necessary and proper to implement this resolution.

Section 3. This resolution shall take effect from and after its adoption.

Due to a conflict of interest, Director Garcia did not participate in the vote on Board Resolution No. 23-40.

### **3. NEW BUSINESS**

#### **B. Approval of Extension of Specialty Retail Merchandise Concession**

Deputy Executive Manager Hernandez presented the extension of the recommendation to extend the Specialty Retail Merchandise Concession Agreement between Lotte Duty Free Guam, LLC (Lotte) and A.B. Won Pat International Airport Authority, Guam (GIAA) pursuant to the authorization provided in Public Law 37-23. Background and history were provided, stating that GIAA issued RFP No. GIAA010-FY12, soliciting proposals for specialty retail concession at the Airport. Lotte was selected as the best qualified proposer and entered into a Specialty Retail Merchandise Concession Agreement with GIAA on May 18, 2013 for a period of ten (10) years. Contract commenced on July 21, 2013 and will expire on July 20, 2023. Pursuant to Public Law 37-23, GIAA is authorized to negotiate extensions of its concession agreements including the Specialty Retail Merchandise Concession Agreement with Lotte due to the impact and uncertainty caused by the COVID-19 Pandemic and recent Typhoon Mawar to GIAA operations and flight activity. As a result, the parties desire to extend the Agreement as authorized by Public Law 37-23. Deputy Executive Manager Hernandez provided a number of items that were considered when negotiating the extension with Lotte, a to include projected enplanement levels for FY2023 being at 50% of pre-pandemic levels in FY2019 (highest enplanement levels in the GIAA history); and reasonable enplanement levels and estimates for subsequent years, among other things.

Deputy Executive Manager Hernandez went over a number of negotiated key terms of the extension, to include: Term: July 21, 2023 through July 20, 2026; Rent: Annual Concession Fee: \$2,640,000.00 paid in advance on July 21/contract year; Per Enplaned Passenger Fee: Based on cumulative enplaned passenger counts during the entire Term of the extended contract among other terms further described in Resolution No. 23-41.

Pursuant to Public Law 37-23, Board approval is required for extensions of concession agreements, therefore Management recommends that the Board approve Board Resolution No 23-41 including Exhibit A, Amendment No. 3 for the extension of the Specialty Retail Merchandise Concession Agreement between Lotte Duty Free Guam, LLC and GIAA for a period of three (3) years commencing July 21, 2023 through July 20, 2026.

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

**Resolution No. 23-41**

WHEREAS, the COVID-19 pandemic brought the world-wide travel industry to an abrupt and immediate halt and Guam tourism, which is our primary private industry, was devastated. Consequently, arrivals at the Antonio B. Won Pat International Airport, Guam (the “Airport”) precipitously dropped by over ninety percent (90 %). This dramatically affected the Antonio B. Won Pat International Airport Authority, Guam’s (the “Authority”) revenues and financial stability.

WHEREAS, Typhoon Mawar, a Category 4 typhoon passed over Guam on May 23, 2023 causing catastrophic damage to our island. The Airport was not spared and with the damage suffered in Tumon our travel and visitor industry has suffered another significant setback.

WHEREAS, the Authority’s concession revenues are its main source of non-airline revenue, and its concession agreements have or will soon expire. While these concessions may continue on a month-to-month holdover basis, under certain circumstances, they also must recover and cannot be expected to make the necessary improvements and investments needed as part of the recovery unless their concession terms are extended.

WHEREAS, in light of the importance of the revenues generated from the concession agreements, to include the Lotte Concession Agreement, the Authority requested that the Legislature authorize it to negotiate extensions of its concession agreements.

WHEREAS, Bill 130-37 (COR), passed by *I Mina’trentai Siette Na Liheslaturan Guåhan* on July 3, 2023, recognizes that given the damage and uncertainty caused by the COVID-19 pandemic, Typhoon Mawar, and other geopolitical issues and hardships that have arisen over the past several years, it is projected to take at least several years for the Territory’s visitor industry and for the Authority to achieve the enplanement trajectory and financial stability—through the restoration of operating reserves and capital improvement funds—expected prior to the COVID-19 pandemic.

WHEREAS, *I Mina’trentai Siette Na Liheslaturan Guåhan* further found that the Authority’s concession agreements are in the best interest of the Authority and the Territory and an extension of such concession agreements is in the best interests of the Authority and the Territory.

WHEREAS, Bill 130-37 was signed by *I Maga’hågan Guåhan* as Public Law 37-23 on July 5, 2023. *I Maga’hågan Guåhan* recognized that “[a]s our tourism industry recovers from the impacts of both Typhoon Mawar and the COVID-19 pandemic, it is critical that we work to ensure our only public airport’s financial security. Due to current circumstances, it is impracticable for GIAA to negotiate long-term concession contracts. An extension of existing contracts represents a reasonable short-term measure that will give the airport more bargaining power and enable it to



enter into more favorable long-term concession agreements, ensuring its financial stability during this necessary recovery period, for the benefit of all the people of Guam.”

WHEREAS, Public Law 37-23 authorizes the Authority to negotiate terms and conditions of the extension(s) and provides that the terms and conditions of the extension shall be in the best interests of the Authority, subject to the approval of the Board of Directors of the Authority.

WHEREAS, at this meeting, the Authority’s Management has presented and recommended an extension of the Lotte Concession Agreement with such terms and conditions as are set forth in the amendment attached hereto as Exhibit A (“Lotte Extension”).

WHEREAS, after review and consideration of the Lotte Concession Agreement and the terms and conditions of the Lotte Extension and the information provided by Management relating thereto, the Board desires to approve the terms and conditions of the Lotte Extension.

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

Section 1. The Board of Directors finds that the Lotte Extension is in the best interests of the Authority and Guam and the Board hereby approves and authorizes an extension of the Lotte Concession Agreement based on the terms and conditions set forth in amendment attached as Exhibit A.

Section 2. Management is authorized to do all things necessary and proper to implement this resolution.

Section 3. This resolution shall take effect from and after its adoption.

Due to a conflict of interest, Director Garcia did not participate in the discussion on New Business item B.

## **5. ADJOURNMENT**

Motion to adjourn duly made by Director Weakley, seconded by Director Alcorn; motion unanimously passed. The meeting was adjourned at 3:53 p.m.

Dated this \_\_\_\_\_, day of \_\_\_\_\_, 2023.

Attest:

\_\_\_\_\_  
Gurvinder Sobti

\_\_\_\_\_  
Donald I. Weakley

Acting Chairman

Board Secretary

Prepared and Submitted By:

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Amanda O'Brien  
Corresponding Secretary



Exhibit A Resolution No. 23-40

**DATE:** July 18, 2023

**TO:** Contract File

**FROM:** John M. Quinata, Executive Manager

**NAME OF CONTRACT:** Specialty Retail Merchandise Concession Agreement with Lotte Duty Free Guam, LLC

**RE:** **Written Determination Regarding Ratification of Contract (5 GCA § 5425 and 2 GAR Div. 4 § 9106)**

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Based on the below, I make the following determinations:

- (1) The Specialty Retail Concession Agreement is in the best interests of the Antonio B. Won Pat International Airport Authority, Guam (the "Authority") and Guam, and
- (2) The Specialty Retail Concession Agreement is ratified and such ratification is in the best interests of the Authority and Guam,

**Background**

On July 19, 2012, the Authority issued Request for Proposal No. GIAA010-FY12 seeking proposals for the development, construction, operation and maintenance of a high-quality specialty retail concession at the Airport.

On April 12, 2013, the Authority's Board of Directors (the "Board") approved the award of the specialty retail concession to Lotte Duty Free Guam, LLC ("Lotte"). Thereafter, DFS Guam L.P. ("DFS") filed three protests challenging the award of the specialty retail concession to Lotte, and filed three lawsuits appealing the Authority's denial DFS's protests (the "Protest Litigation").

Lotte has been operating the specialty retail concession since July 2013 under a specialty retail concession agreement (the "Specialty Retail Concession Contract"), as amended.

It has been over ten (10) years since the 2012 specialty retail concession RFP, and the Protest Litigation has been on-going for approximately ten (10) years as well.

Over the ten (10) year term of the Specialty Retail Concession Contract the Authority has defended the Contract in the Protest Litigation and the Contract remains in effect, as amended, and there has been no ruling or finding that Lotte has acted fraudulently or in bad faith.

On July 5, 2023, Public Law 37-23 was enacted allowing the Authority to negotiate extensions of its concession agreements, including the Specialty Retail Concession Contract, for up an additional three (3) years.

On July 17, 2023, I consulted with the Attorney General of Guam, Douglas Moylan, regarding ratification of the Specialty Retail Concession Contract as being in the best interest of the Authority and Guam.

#### **GIAA – Specialty Retail Concession Contract Findings**

Pursuant to 5 GCA § 5452 and 2 GAR, Div. 4 § 9106, I make the following determinations with regard to the above-referenced contract.

There are two separate scenarios provided for under the Procurement Law and regulations in determining whether to ratify or affirm a contract: 1) where there is no finding of fraud or bad faith by the contractor; and 2) where there is a finding of fraud or bad faith by the contractor. Each situation has different factors that must be considered in determining whether to ratify or affirm the contract.

Although the Superior Court had previously determined in 2018 that the solicitation and award were in violation of law because GIAA failed to adopt necessary concession criteria, there are no final findings or determinations in the Protest Litigation that the 2012 specialty retail concession RFP or the Specialty Retail Concession Contract is in violation of law. In fact, the Specialty Retail Concession Contract remains in full force and effect. Despite the Protest Litigation, the historical and current state of the Specialty Retail Concession Contract supports a finding that ratifying and affirming the Contract is in the best interests of Guam and the Authority. In fact, the Legislature and the Governor have already found that the Authority's current concession contracts, including the Specialty Retail Concession Contract, and the extensions thereof, are in the best interest of Guam and the Authority. See Public Law ("P.L.") 37-23.

#### **A. Finding of a Violation of Law but No Finding of Fraud or Bad Faith by the Contractor**

Under this scenario, if performance has begun and the violation cannot be waived without prejudice to other offerors, a contract may only be ratified and affirmed if there is a determination in writing that doing so is in the best interest of Guam and the Authority. The factors to be considered in determining whether it is in Guam's and the Authority's best interest to ratify or affirm are:

- **The costs to the Territory's or Authority's best interest**

As the Specialty Retail Concession Contract involves the payment of money to the Authority, I find that there is absolutely no cost to Guam's or Authority's best interest for ratifying and affirming the Contract.



To the contrary, under the Specialty Retail Concession Contract, when Lotte moved in on July 21, 2013, it paid annual rent of at least \$14.16 million. This amount increased to \$15.16 million in October 2014, when Lotte took over the remaining specialty retail space from the previous concessionaire DFS. This is the Airport's largest source of non-airline revenue. When the prior concessionaire DFS occupied the same retail space at the Airport, DFS's minimum annual guaranteed rent was only \$5 million. To date, the Contract has paid more than \$115 million in rent payments and resulted in approximately \$23 million in capital improvements at the Airport.

Moreover, the Specialty Retail Concession Contract supported the \$247 million Airport bond issue in 2013, which was used to refinance debt and fund much needed capital improvements with \$109 million in new money, including, but not limited to, the new International Arrivals Corridor with Building Seismic Upgrades (an unfunded TSA mandate), the new Aircraft Rescue Fire Fighting Facility, and the relocation of the hold bag screening system.

The new Third Floor International Arrivals Corridor with Building Seismic Upgrades is the most significant of the Bond Projects. The Third Floor Project addresses long-needed seismic upgrades to the Airport terminal and the co-mingling of passengers issue that has impacted Airport operations since 9/11. The Authority initially allocated approximately \$70 million of the 2013 Bond funds for the Third Floor Project. However, due to unanticipated issues and delays, the Third Floor Project cost \$136 million and was completed in December 2021. The revenue from the Specialty Retail Concession Contract was vital to completion of this upgrade.

- **The possibility of returning supplies delivered under the contract and thus decreasing the costs of termination**

Given the nature of the Specialty Retail Concession Contract, I find that it would be impossible to return the money and benefits conferred upon the Authority without substantially interfering with the Airport's operations or doing significant harm to the Authority and the people of Guam.

- **The progress made toward performing the whole contract**

The initial 10-year term of the Specialty Retail Concession Contract is set to expire on July 20, 2023. However, pursuant to P.L. 37-23, the Legislature and the Governor have found that extending the Authority's concessions, including the current specialty retail concession, are in the best interest of the Authority and Guam, and have permitted the Authority to negotiate up to 3-year extensions for its current concession agreements, including the Specialty Retail Concession Contract. The Authority anticipates approving an extension of the current Specialty Retail Concession Contract for the full three (3) years on modified terms that take into account the impacts of the COVID-19 pandemic, Typhoon Mawar, and other geopolitical issues and hardships that have arisen since 2020. Even with this extension, the term of the Specialty Retail Concession Contract is much closer to its end than its start. GIAA considers the Specialty Retail Contract to have been substantially performed.

- **The possibility of obtaining a more advantageous contract by resoliciting**

The 2012 RFP was the first time that the Authority received any competition for the specialty retail concession with four (4) large and well-established duty-free retailers submitting proposals – DFS, Lotte, JR Duty Free and Shilla Duty Free. As set forth above, it also resulted in the Authority's most beneficial concession contract ever.

Given the impact of the COVID-19 pandemic, international conflicts and economic downturns over the past ten (10) years coupled with the recent Typhoon Mawar, the Authority does not anticipate enplanements and overall businesses to return to pre-pandemic levels until 2025.

Additionally, since the Specialty Retail Concession Contract was executed in 2013, DFS's pursuit of multiple lawsuits against both the Authority and the winning proposer Lotte has led to a likely de-valuation of the concession, making it less attractive to international duty-free retailers. The Protest Litigation which has been ongoing for ten (10) years would likely have a chilling effect on any solicitation of the specialty retail concession.

Based on all these factors, I find that it is very unlikely that a new solicitation issued under the current circumstances would result in the submission of proposals that would be remotely close to the terms of the Specialty Retail Concession Contract.

#### **B. Finding of a Violation of Law with a Finding of Fraud or Bad by the Contractor**

After ten (10) years of contentious and hard-fought litigation with unprecedented discovery there have been no findings or determination of fraud or bad faith on the part of the Authority, nor any determination or findings of fraud or bad faith by concessionaire Lotte. The 2012 RFP ending with the award of the Specialty Retail Concession Contract to Lotte, resulted in the best and most beneficial concession contract the Authority has ever secured. However, long-time incumbent DFS, who came in third in the rankings, has lodged several meritless allegations against the Authority and Lotte concerning both fraud and bad faith. As such, the Authority believes it is necessary to address the factors under this scenario as well.

For this scenario, in order to ratify and affirm a contract, in addition to the best interest determination above, the agency must also make the following determinations in writing:

- **There is a continuing need for the supplies, services, or construction under the contract**

As set forth above, the Specialty Retail Concession Contract is the largest source of the Authority's non-airline revenue. As such, the Authority's 2013 bond issue and several of the Authority's large scale improvement projects are dependent on the revenue from the Contract.

Additionally, if the Authority is deprived of the revenue from the specialty retail concession, the Authority might be forced to seek alternative sources of revenue. One alternative to replace the specialty retail concession revenue could be to increase the fees and charges that Signatory Airlines would pay to the Authority. If the Authority is required to provide to the Signatory Airlines a proposed Annual Budget that removes revenue from the Specialty Retail Concession Agreement with Lotte, and the Signatory Airlines agree to make up the revenue lost from the exclusion of Lotte from the premises, it would have negative impacts not only on the Authority but on the traveling public and Guam.

As such, I find that there is clearly a continuing need for the Specialty Retail Concession Contract for both the Authority and the people of Guam.

- **There is no time to reward the contract under emergency procedures or otherwise**

As set forth above, given the circumstances in the wake of the pandemic and other ongoing socio-economic issues, the re-issuance of a solicitation would certainly result in a contract far less beneficial for the Authority and Guam. Further, given the importance of this concession to the Authority, the Authority cannot rush the process and risk either loss of revenue or an inferior contract. Therefore, I find that resoliciting the contract under emergency procedures or otherwise would be highly detrimental to the Authority and Guam at this point.

- **The contract is being performed for less than it could be otherwise performed**

These determinations are typically meant to apply in procurements where the agency is spending money for goods or services and is therefore trying to get the lowest price possible. Since the Specialty Retail Concession Contract involves the Authority getting money from and improvements by the concessionaire, the Authority adapts this requirement to find that the Specialty Retail Concession Contract is currently being performed for more money and for a greater benefit than it could otherwise be performed.

As set forth above, I find that the current Specialty Retail Concession Contract is certainly being performed for more – in terms of money, improvements, and other benefits – than other contracts would be if a solicitation were to be reissued under the current circumstances.

**AMENDMENT NO. 3**  
**SPECIALTY RETAIL MERCHANDISE CONCESSION AGREEMENT**

This **AMENDMENT NO. 3** is made and entered into by and between the **ANTONIO B. WON PAT INTERNATIONAL AIRPORT AUTHORITY, GUAM** a public corporation and autonomous agency of the government of Guam, whose mailing address is P.O. Box 8770, Tamuning, Guam 96931 (the “Authority”), and **LOTTE DUTY FREE GUAM, LLC.**, a Guam limited liability company whose mailing address is P.O. Box 24893, Barrigada, Guam 96921 (“Concessionaire”).

**WITNESSETH:**

**WHEREAS**, on May 18, 2013, the Authority and Concessionaire entered into a Specialty Retail Merchandise Concession Agreement, as amended, (the “Agreement”); and

**WHEREAS**, the Agreement by its terms is to expire on July 20, 2023;

**WHEREAS**, Public Law 37-23, authorizes the Authority to negotiate extensions of its concession agreements, including the Agreement, given the damage and uncertainty caused by the COVID-19 pandemic, Typhoon Mawar, and other geopolitical issues and hardships that have arisen over the past several years;

**WHEREAS**, the parties desire to amend the Agreement to extend the term of the Agreement as authorized by Public Law 37-23;

**WHEREAS**, Public Law 37-23 requires that the terms and conditions of the extension shall be in the best interests of the Authority and subject to the approval of the Board of Directors of the Authority;

**WHEREAS**, the Board of Directors has reviewed this Amendment No. 3 and has found that it is in the best interests of the Authority and approved this Amendment No. 3 during the [July 18, 2023] special meeting of the Board of Directors as Resolution No. \_\_\_\_\_.

**NOW THEREFORE**, for and in consideration of the terms and conditions and other valuable consideration exchanged, the parties agree as follows:

1. **Extension of Term.** The Term of the Agreement is hereby extended for an additional term of three (3) years commencing on July 21, 2023 and expiring on 11:59 p.m. on July 20, 2026 (“Extended Term”).

2. **Rent.** During the Extended Term, Concessionaire covenants and agrees to pay the Authority, Rent in an amount equal to the Annual Concession Fee described below plus the per Enplaned Passenger Fee described below.

- a. **Annual Concession Fee.** The Annual Concession Fee shall be an amount equal to Two Million Six Hundred Forty Million U.S. Dollars (\$2,640,000).



- b. Per Enplaned Passenger Fee. The Per Enplaned Passenger Fee shall be the fee per Enplaned Passenger as provided below:

Per Enplaned Passenger Fee	Total Number of Enplaned Passengers for the period of July 21, 2023 to July 20, 2026 (on a cumulative basis)
\$4.00	Up to 1,000,000
\$4.50	1,000,001 million to 1.5 million
\$5.00	Over 1.5 million

- i. Enplaned Passenger shall mean (1) Departing Passengers and (2) in-transit passengers arriving at and departing from the Airport on the same flight, or making a connection with another flight; and shall include revenue and non-revenue passengers, including airline employees.
- ii. Departing Passenger shall mean airlines' revenue and non-revenue passengers, including airline employees, originating their journey in Guam.

3. **Payment of Rent.**

- a. The Annual Concession Fee shall be paid annually in advance on July 21 of each year of the Extended Term.
- b. The Per Enplaned Passenger Fee shall be paid in arrears on a monthly basis not later than the twentieth (20<sup>th</sup>) day following the end of the calendar month for which the Enplaned Passenger Fee relates. The Per Enplaned Passenger Fee shall be subject to an adjustment against the Enplaned Passengers data in the annual third-party audit of the Authority. If the monthly Enplaned Passenger data from the annual third-party audit differs from the monthly Enplaned Passenger data provided by the Authority to Concessionaire, then the previously paid Per Enplaned Passenger Fee shall be adjusted accordingly.

4. **Authority Held Harmless.** Pursuant to Section 14.1 of the Agreement, Concessionaire agrees that it is responsible for the Authority's attorneys' fees and costs for the Protest Litigation (Superior Court Consolidated Case Nos. CV0943-14, CV0094-15, and CV0198-15) and related litigation and Concessionaire agrees that it shall pay all the Authority's defense fees and costs invoices through July 20, 2023. Thereafter, Concessionaire's obligation to pay the Authority's defense fees and costs for the Protest Litigation (Superior Court Consolidated Case Nos. CV0943-14, CV0094-15, and CV0198-15) shall be capped at \$1,200,000 per Lease Year.

In the event the Authority's total defense fees and costs invoices for the Protest Litigation in any one Lease Year is less than the corresponding \$1,200,000 cap, the difference between the Authority's total defense fees and costs invoices for the Protest Litigation and the cap shall be paid by Concessionaire to the Authority, without offset or deduction, within five (5) business days of the end of each Lease Year. Except for the annual cap on Protest Litigation fees and costs, Concessionaire's obligations under Section 14.1 remain unchanged.

5. **Faithful Performance Guarantee.** During the Extended Term, Concessionaire's Faithful Performance Guarantee shall be no less than Eight Million U.S. Dollars (\$8,000,000). Within three (3) business days of the effective date of this Amendment, Concessionaire shall provide the Authority with the Faithful Performance Guarantee.

6. **Minimum Capital Investment.** Concessionaire covenants and guarantees that Concessionaire shall make a capital investment of no less than the amount of Two Million Five Hundred Thousand U.S. Dollars (\$2,500,000), inclusive of the expansion of the Gucci boutique ("Minimum Capital Investment"). Concessionaire's Minimum Capital Investment obligation shall comply with all terms of the Agreement, including Section 8.6, except that approximately Two Million U.S. Dollars (\$2,000,000) of the Minimum Capital Investment shall be depreciated/amortized over a period of not more than the five (5) years, beginning on the date of beneficial occupancy of the Gucci boutique or January 20, 2024, whichever occurs first, on a straight-line basis with no salvage value. For the next competitive solicitation for the Specialty Retail Concession, any unamortized amount at July 20, 2026 shall be paid by the subsequent concessionaire.

7. **Guam Made Products.** Within ninety (90) days of the effective date of this Amendment, Concessionaire shall provide the Authority with its plan for the sale and marketing of Guam made products, to include a plan according to which Concessionaire shall mentor Guam small businesses interested in retail concessions at the Airport and shall allow local small businesses to display and sell Guam made products in various locations within the Retail Space. Such plan shall be implemented within one hundred twenty (120) days of the effective date of this Amendment.

8. **Sense of Place.** Concessionaire shall maintain the Retail Space so as to provide travelers with an atmosphere embodying the uniqueness of Guam and the Marianas.

9. This Amendment No. 3 shall be binding upon and shall inure to the benefit of the parties hereto and their respective successors and assigns.

10. Except as amended herein, the provisions, terms, and conditions of the Agreement shall remain in full force and effect and all terms used herein shall have the same meanings as set forth in the Agreement.

[Signature page follows.]

**IN WITNESS WHEREOF**, the parties have executed this Amendment No. 3 to be effective as of the date this Amendment No. 3 is executed by the Authority.

**ANTONIO B. WON PAT INTERNATIONAL   LOTTE DUTY FREE GUAM, LLC**  
**AIRPORT AUTHORITY, GUAM**

By: \_\_\_\_\_  
**JOHN M. QUINATA**  
**Executive Manager**

Date: July \_\_, 2023

By: \_\_\_\_\_  
**DAE WOONG CHEN**  
**Chief Executive Officer**

Date: July \_\_, 2023

**APPROVED AS TO FORM:**  
**CALVO FISHER & JACOB LLP**

By: \_\_\_\_\_  
**JANALYNN CRUZ DAMIAN**  
GIAA Legal Counsel

Date: July \_\_, 2023

# **Antonio B. Won Pat International Airport**

GIAA Board Meeting

July 28<sup>th</sup>, 2023



# Agenda

**Airport Development Plan**

**Facilities Implementation Plan**

Cost Estimates

Financial Funding

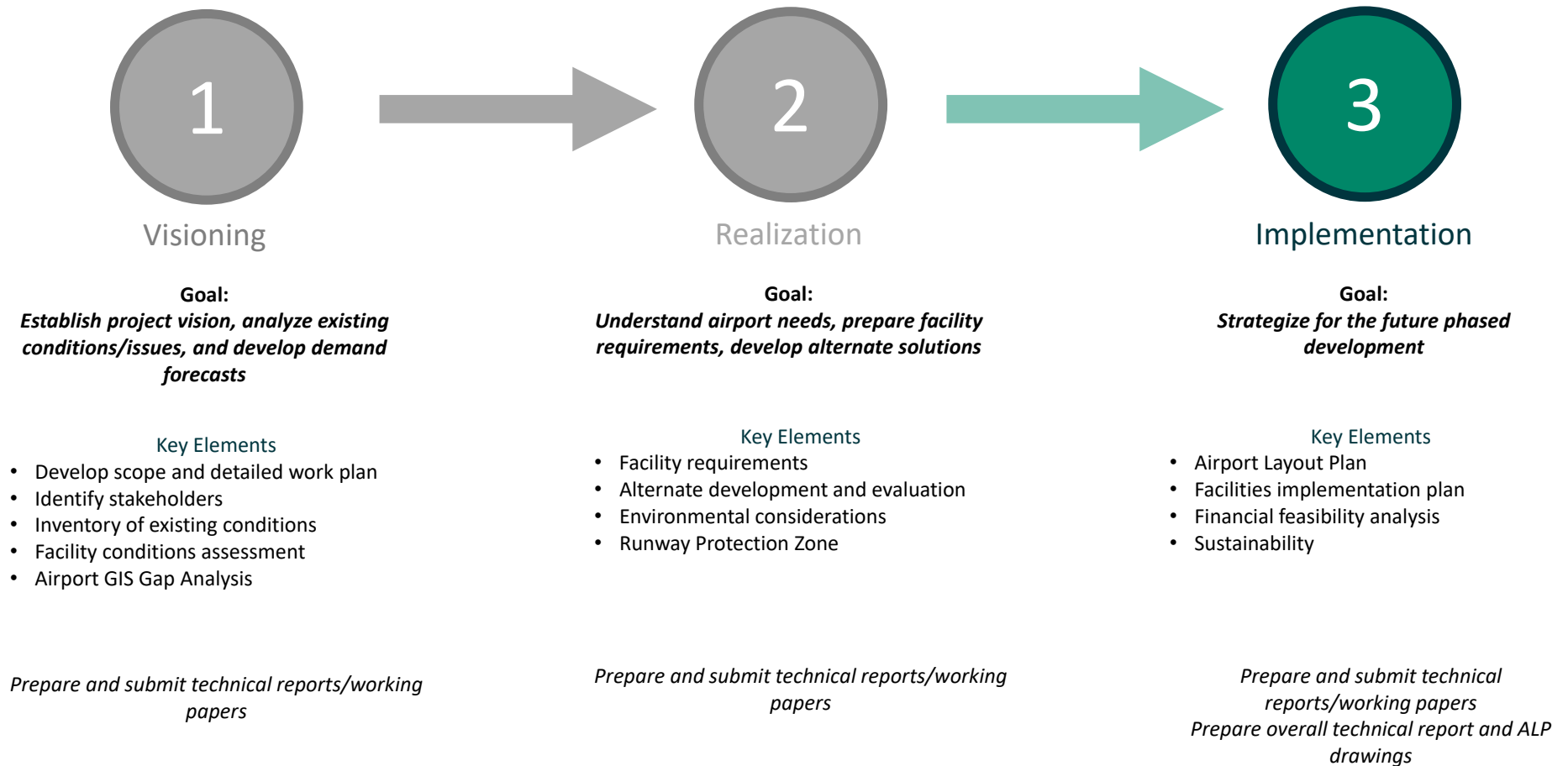
**Environmental Overview**

**Sustainability**

**Next Steps**



# Master Planning Process – The 3-Phased Project Approach




A photograph of a modern airport terminal at night, illuminated with warm lights. Several tall palm trees are visible in the foreground and background. A large white circle is superimposed over the center of the image, containing the title. The AECOM logo is in the top right corner.

AECOM

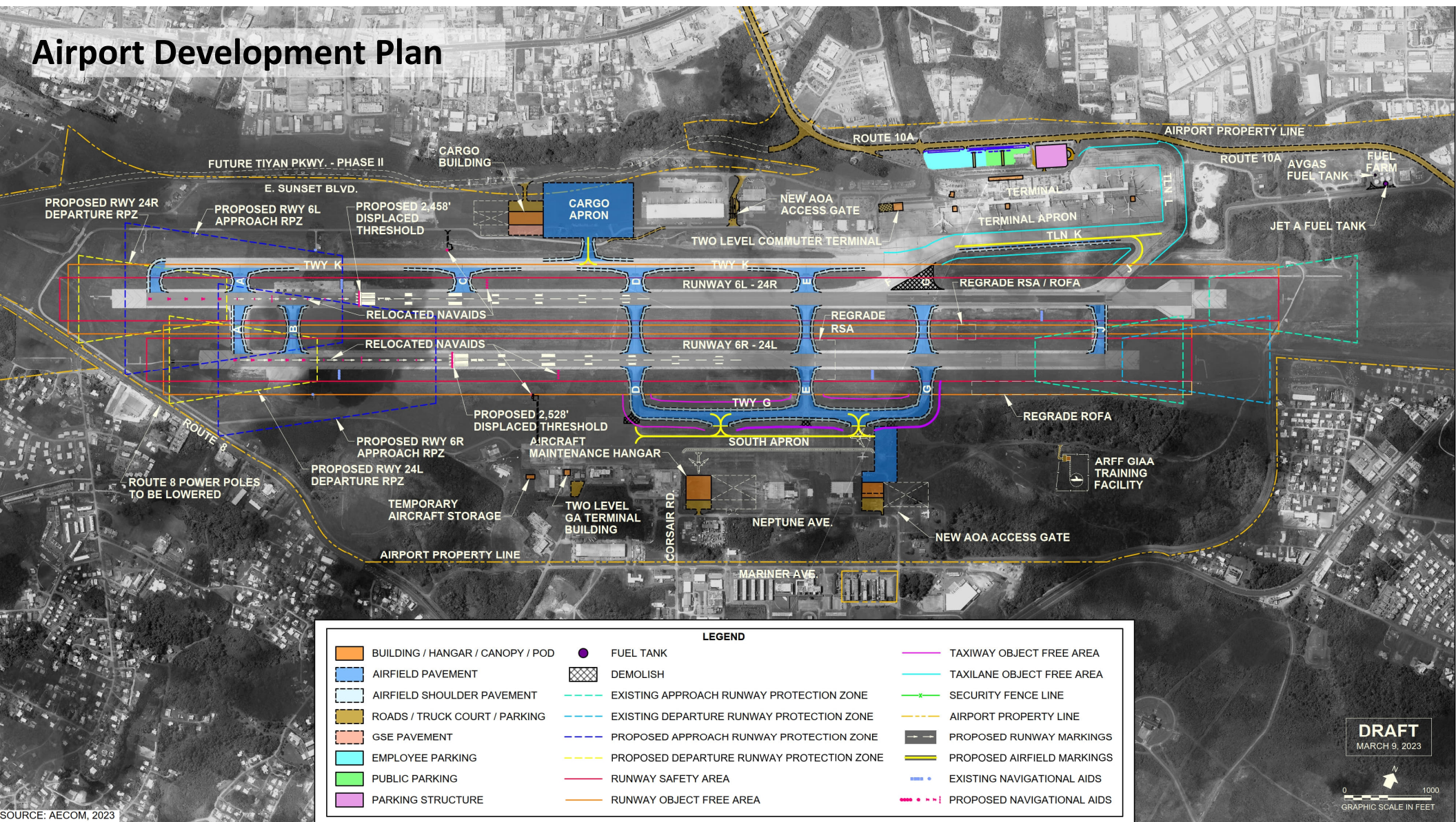
# Airport Development Plan

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# Airport Development Plan



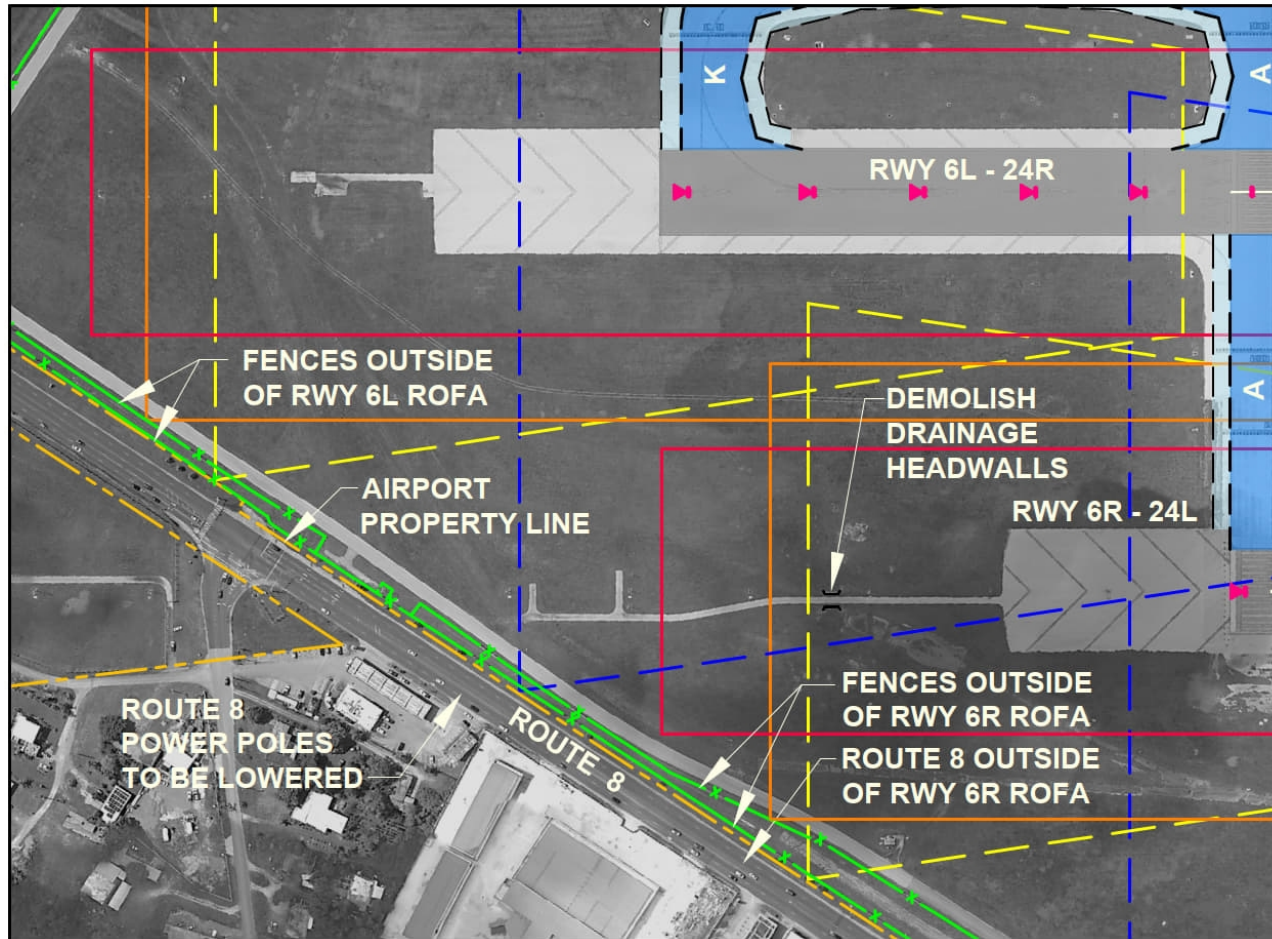
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MARCH 9, 2023

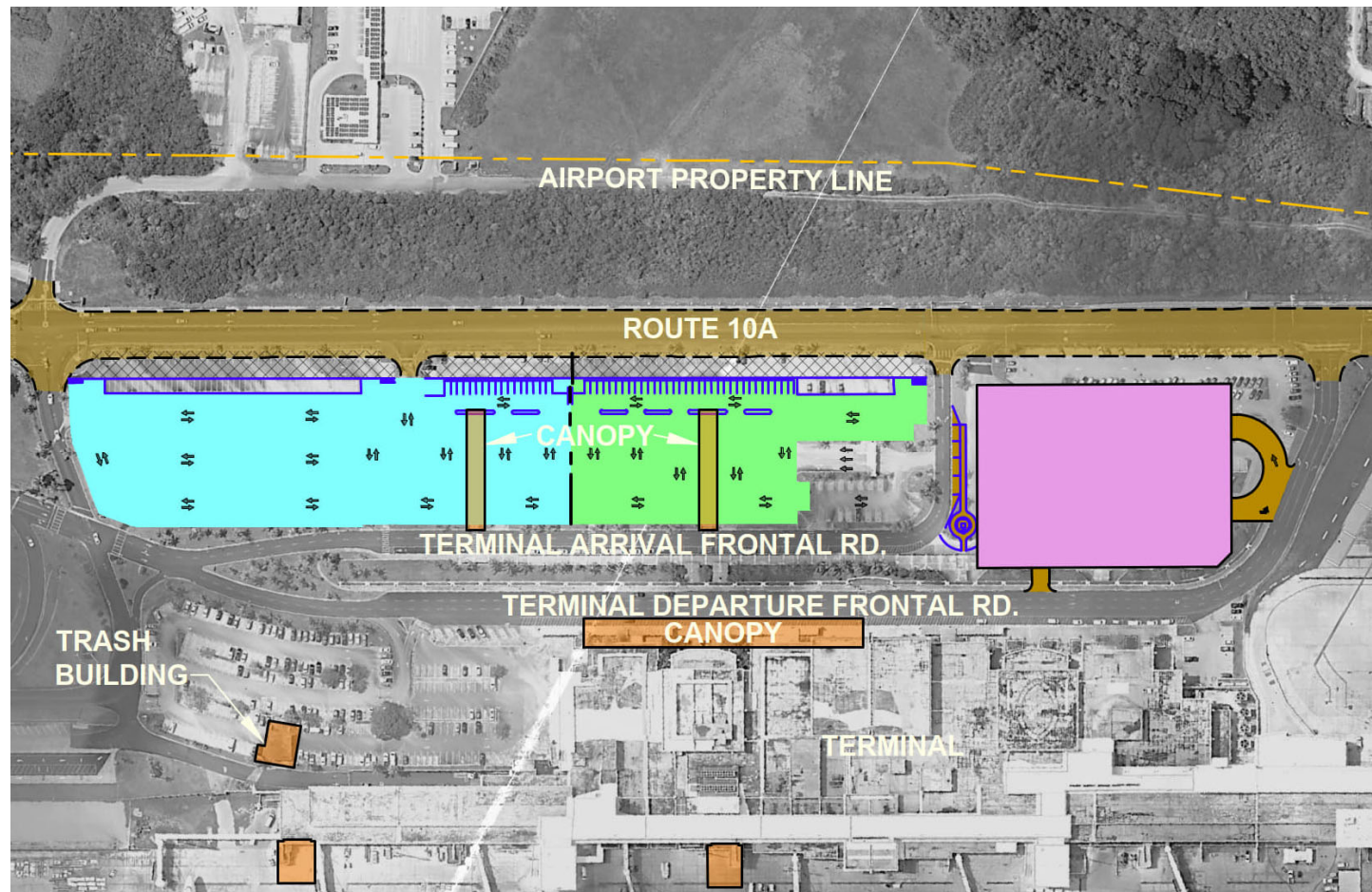
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## Airport Development Plan

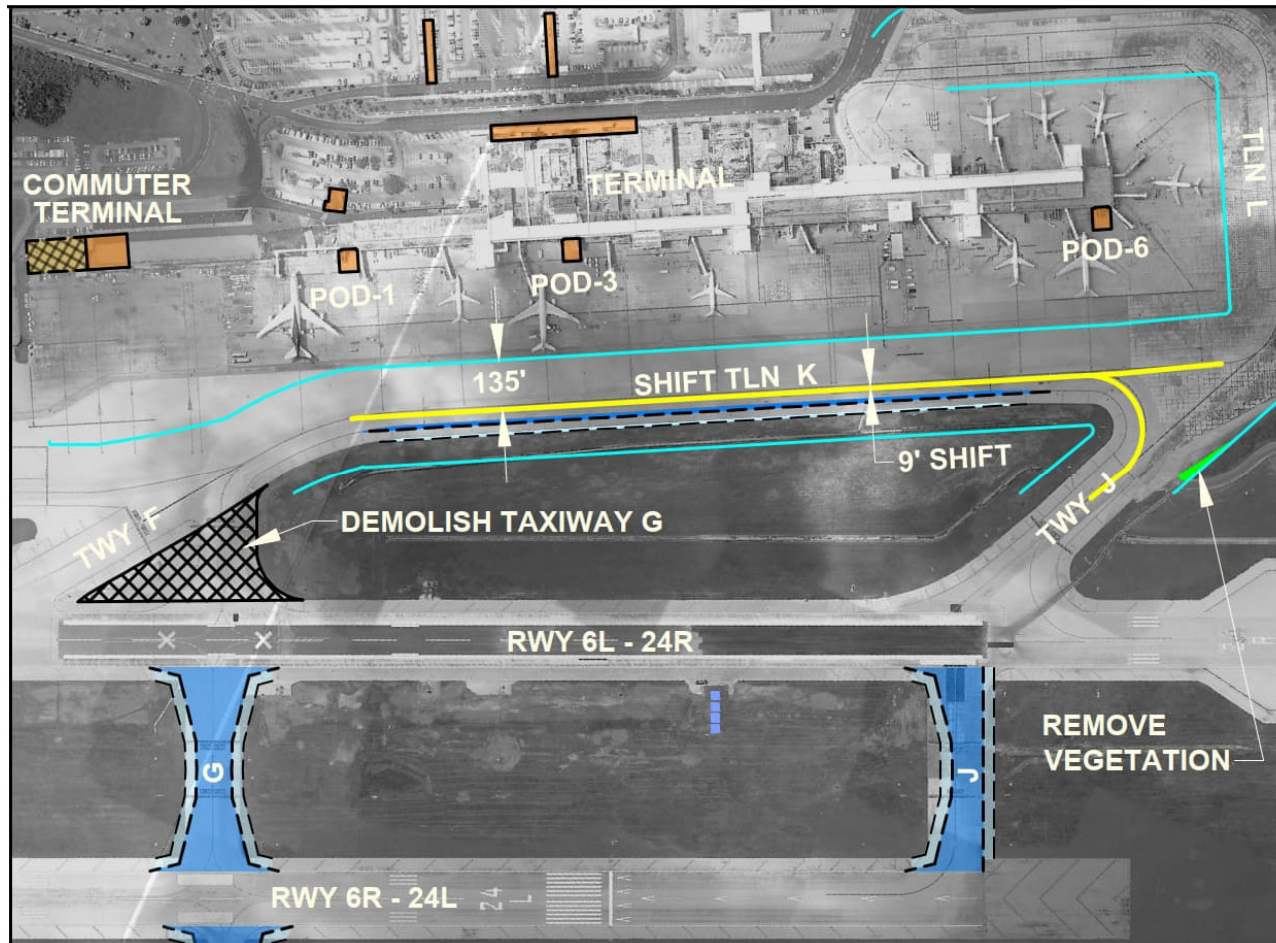


## Airport Development Plan

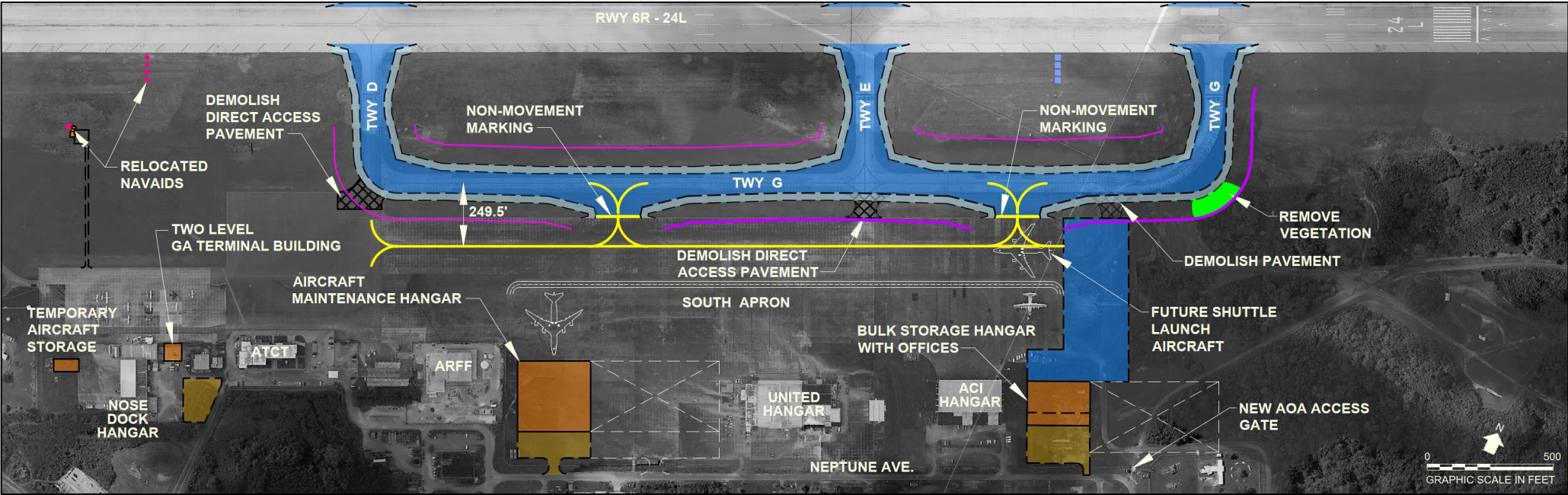




## Airport Development Plan

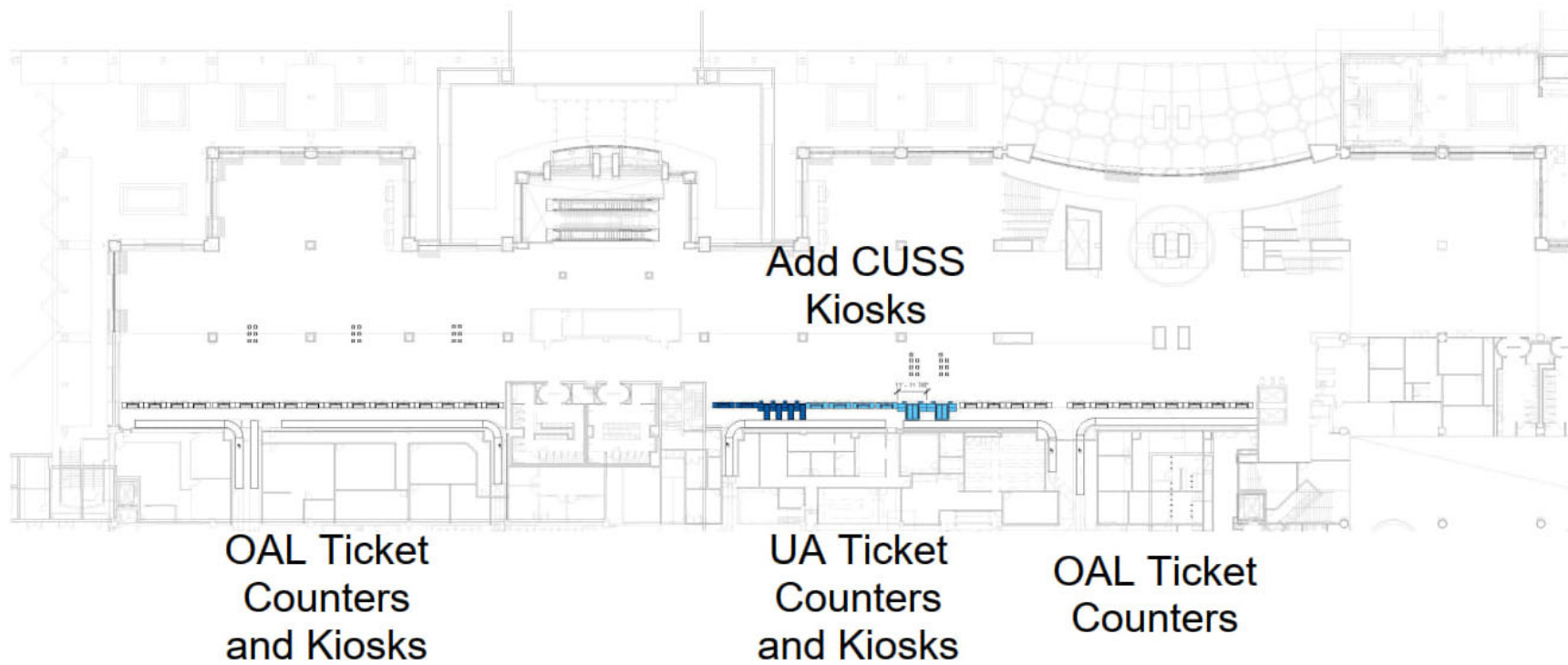


# Airport Development Plan



## Airport Development Plan

### Check-in





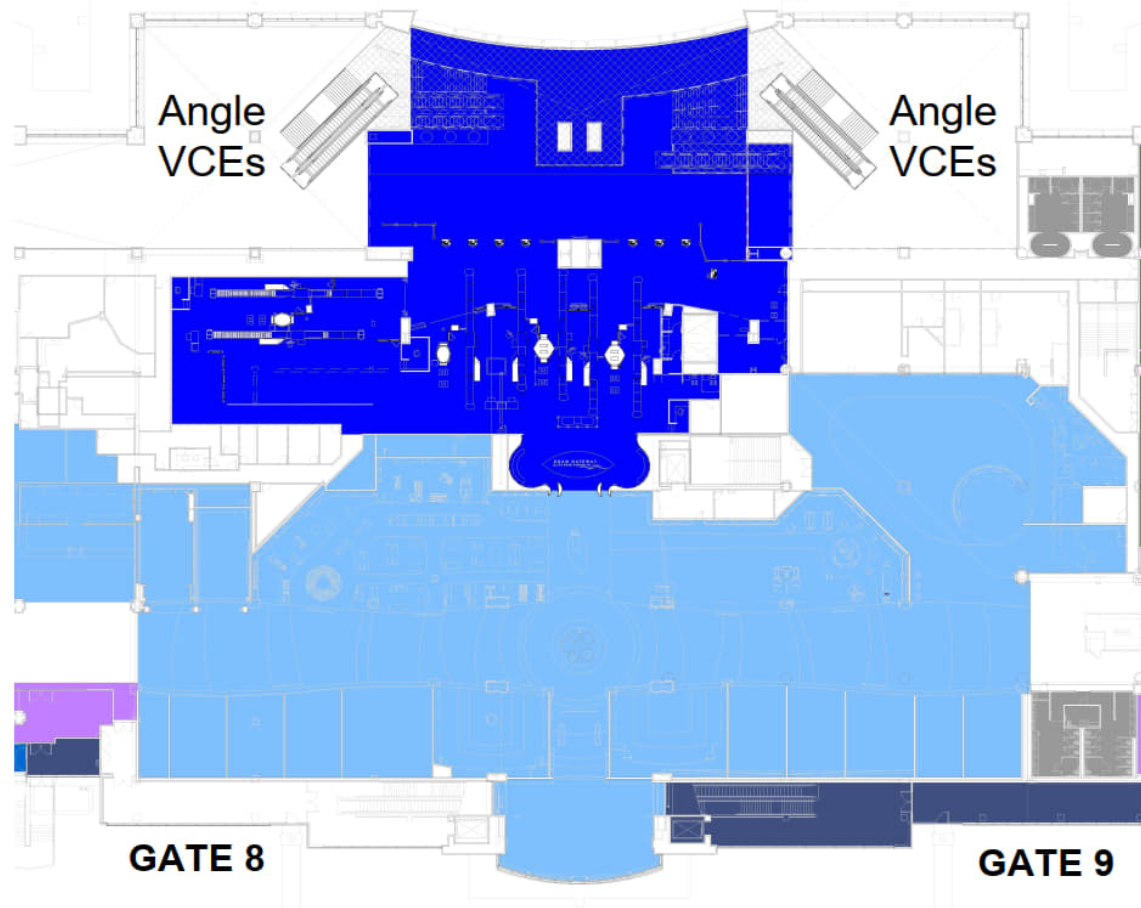
# Airport Development Plan

## SSCP

Expand Floor for  
Additional SSCP Queuing

### COLOR LEGEND

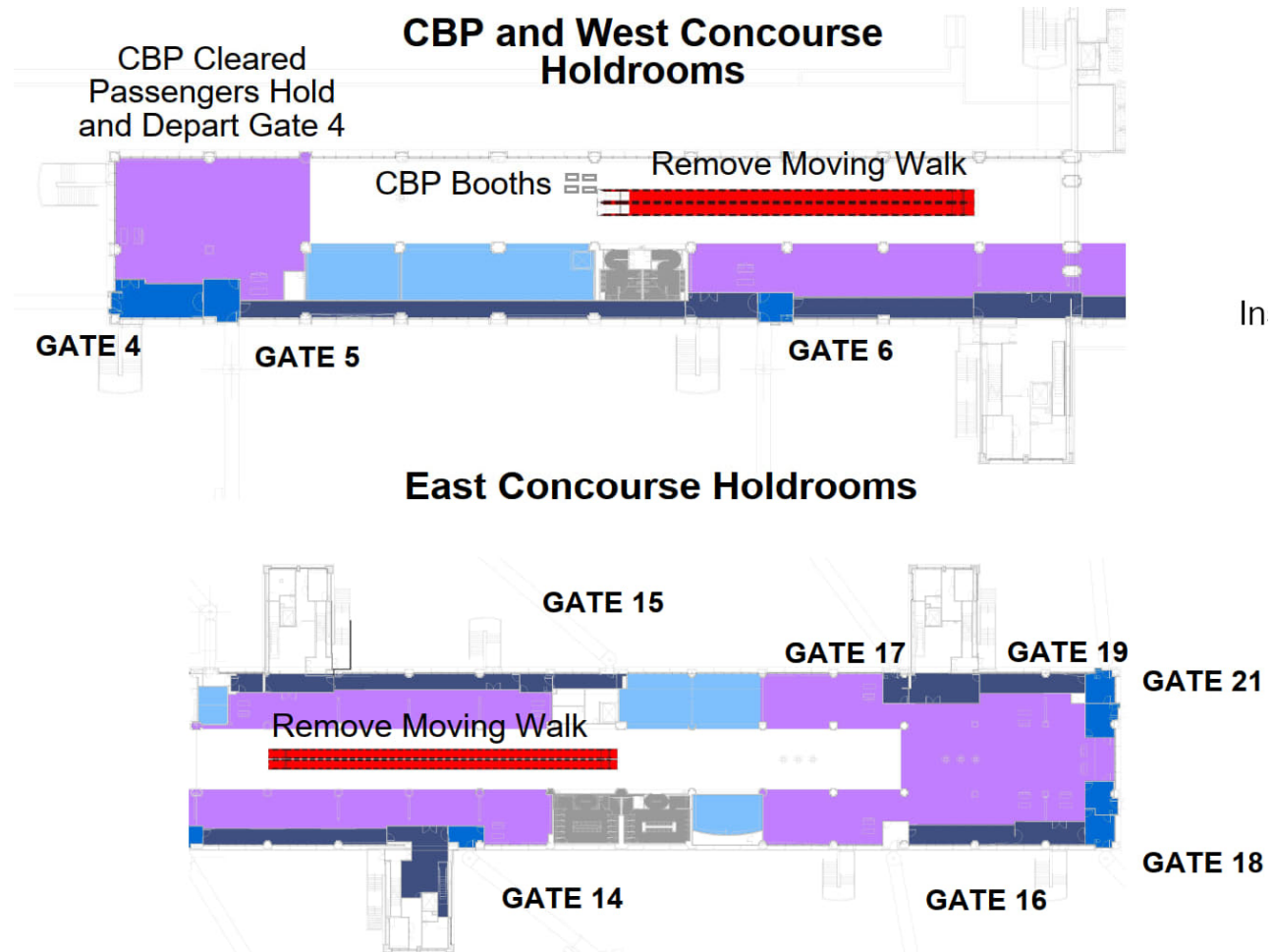
- ARRIVALS HALL
- CONCESSIONS
- CONCOURSE
- CORRIDOR
- HOLDROOM
- PBB VESTIBULE
- RESTROOMS
- SSCP
- STERILE CORRIDOR



# Airport Development Plan

## COLOR LEGEND

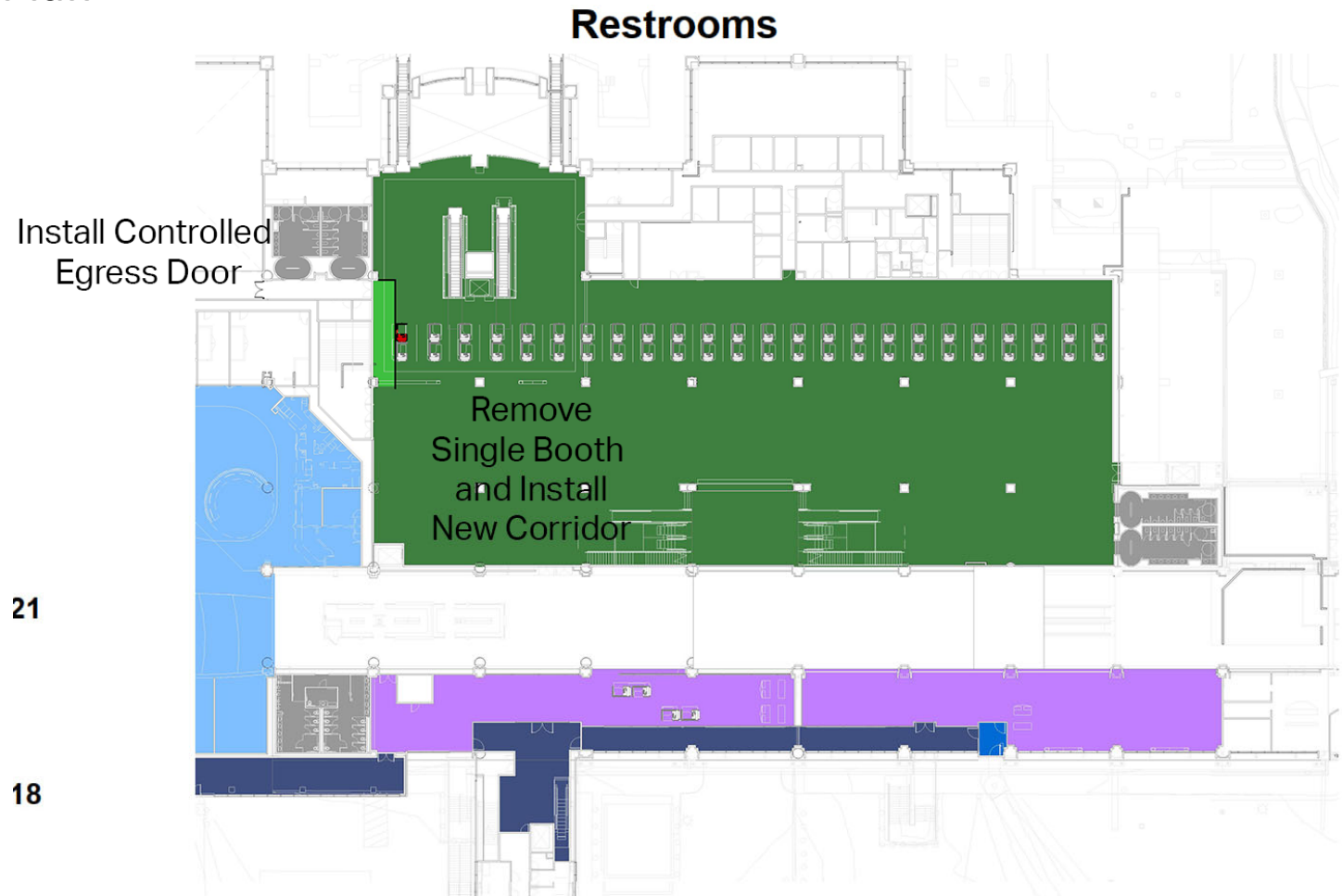
- ARRIVALS HALL
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- CONCOURSE
- CORRIDOR
- HOLDROOM
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- RESTROOMS
- SSCP
- STERILE CORRIDOR



# Airport Development Plan

## COLOR LEGEND

- ARRIVALS HALL
- CONCESSIONS
- CONCOURSE
- CORRIDOR
- HOLDROOM
- PBB VESTIBULE
- RESTROOMS
- SSCP
- STERILE CORRIDOR

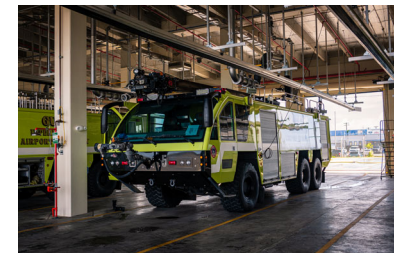
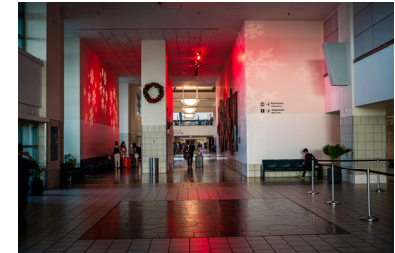




# **Facilities Implementation Plan**

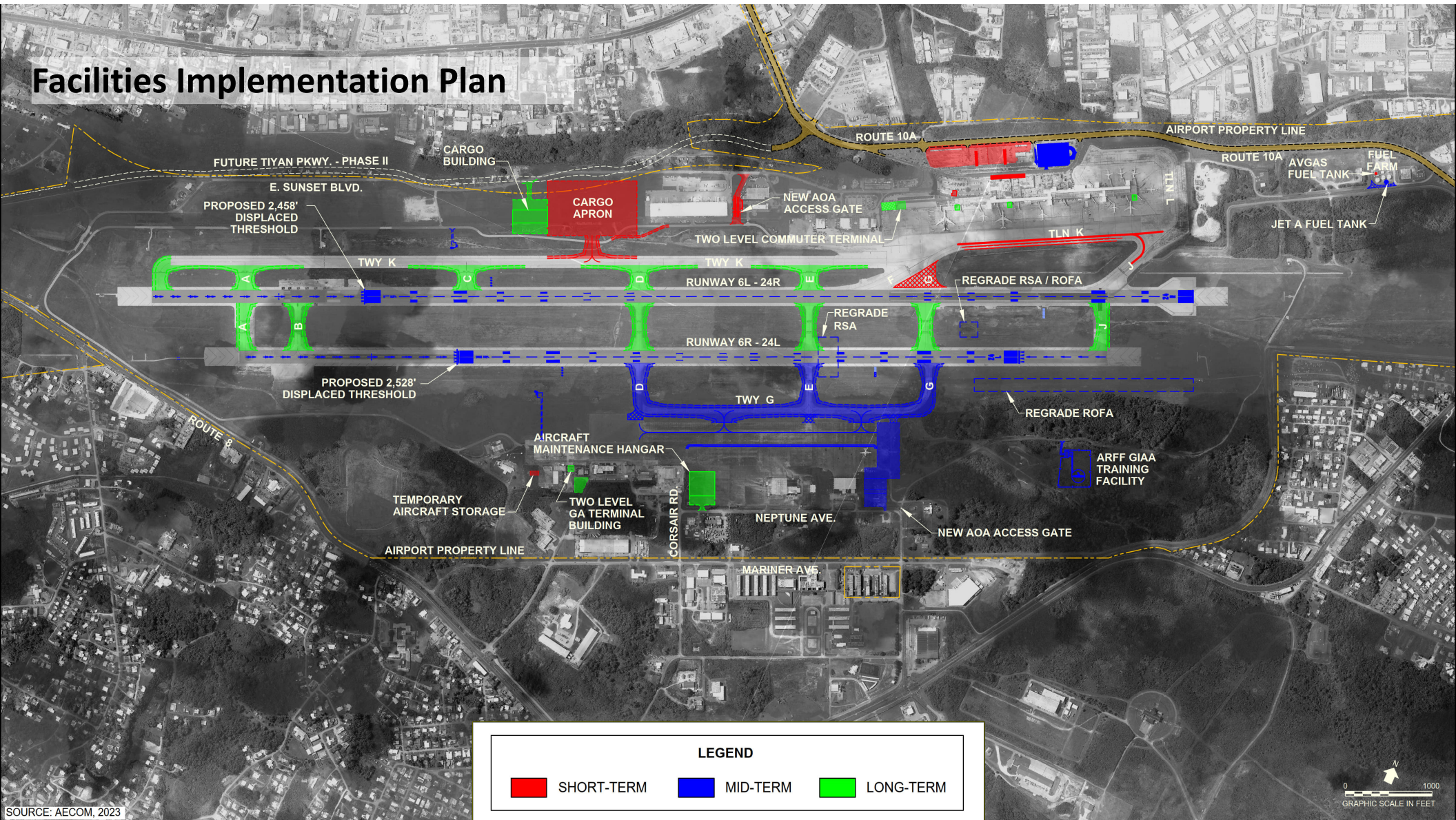
# Facilities Implementation Plan – Overview

- Documents the project phasing, timing, and cost of the projects proposed in the Airport Development Plan
- Broken out into three phases:
  - Short-Term (Years 0-5)
  - Mid-Term (Years 6-10)
  - Long-Term (Years 11-20)
- Factors that affect implementation and phasing:
  - Growth and congestion
  - Facility life cycle
  - Policy and regulation changes
  - Facility optimization and/or revenue generation





# Facilities Implementation Plan



## Facilities Implementation Plan – Cost Estimates

Facilities Implementation Plan – Cost Estimates – Summary				
Project Type	Short-Term (0-5)	Mid-Term (6-10)	Long-Term (11-20)	Total Estimated Cost
Airfield	\$1,780,400	\$54,603,000	\$69,291,000	\$125,674,400
Terminal	\$18,760,000	\$630,000	\$43,840,000	\$63,230,000
Landside	\$6,690,000	\$141,870,000	\$0	\$148,560,000
Cargo	\$41,140,000	\$0	\$77,110,000	\$118,250,000
General Aviation	\$5,660,000	\$84,310,000	\$74,620,000	\$164,590,000
Support Facilities	\$12,220,000	\$39,050,000	\$90,420,000	\$141,690,000
<b>Total</b>	<b>\$87,250,400</b>	<b>\$320,463,000</b>	<b>\$355,281,000</b>	<b>\$762,994,400</b>

## Facilities Implementation Plan – Short-Term – Funding (\$000)

Project	Estimated Cost*	FAA AIP Grants	Bonds/PPP	Airport Funds	3 <sup>rd</sup> Party	Total
<b>Airfield</b>						
Taxiway/Runway Maintenance	\$1,964	\$1,767		\$196		<b>\$1,964</b>
<b>Terminal</b>						
SSCP Expansion	\$15,740	\$14,166		\$1,574		<b>\$15,740</b>
Other Improvements	\$4,953	\$2,476		\$2,476		<b>\$4,953</b>
<b>Landside</b>						
Airport Parking Plan	\$7,379		\$6,641		\$738	<b>\$7,379</b>
<b>Cargo</b>						
Cargo Apron	\$45,378	\$40,840		\$4,538		<b>\$45,378</b>
<b>General Aviation</b>						
Temporary Storage Hangar	\$6,243				\$6,243	<b>\$6,243</b>
<b>Support</b>						
Various	\$14,582	\$10,936		\$3,645		<b>\$14,582</b>
<b>Total</b>	<b>\$96,239</b>	<b>\$70,187</b>	<b>\$6,641</b>	<b>\$12,430</b>	<b>\$6,981</b>	<b>\$96,239</b>

\*Escalated project cost



## Facilities Implementation Plan – Mid-Term – Funding (\$000)

Project	Estimated Cost*	FAA AIP Grants	Bonds/PPP	Airport Funds	3 <sup>rd</sup> Party	Total
<b>Airfield</b>						
Runway Modifications	\$8,106	\$7,295		\$811		<b>\$8,106</b>
Taxiway/Apron Connectors	\$10,906	\$9,816		\$1,091		<b>\$10,906</b>
Taxiway Upgrades	\$54,265	\$48,838		\$5,426		<b>\$54,265</b>
<b>Terminal</b>						
CBP/CQA Booths	\$845	\$845				<b>\$845</b>
<b>Landside</b>						
Rental Car Structure	\$190,388		\$171,350		\$19,039	<b>\$190,388</b>
<b>General Aviation</b>						
Storage Hangar	\$113,143	\$10,000			\$103,143	<b>\$113,143</b>
<b>Support</b>						
Jet A Fuel Tank	\$35,093		\$31,584	\$3,509		<b>\$35,093</b>
South AOA Access Gate	\$456	\$228		\$228		<b>\$456</b>
ARFF GIAA Burn Pit & Facility	\$16,855	\$15,170		\$1,686		<b>\$16,855</b>
<b>Total</b>	<b>\$430,059</b>	<b>\$92,193</b>	<b>\$202,933</b>	<b>\$12,751</b>	<b>\$122,182</b>	<b>\$430,059</b>

\*Escalated project cost



A large white circle is centered on the slide, containing the title "Environmental Overview" in a bold, black, sans-serif font. The circle is superimposed over a background image of a grassy field with a concrete drainage structure and a red utility pole. The title is the central focus of the slide.

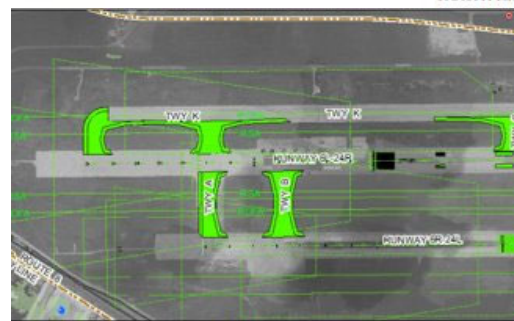
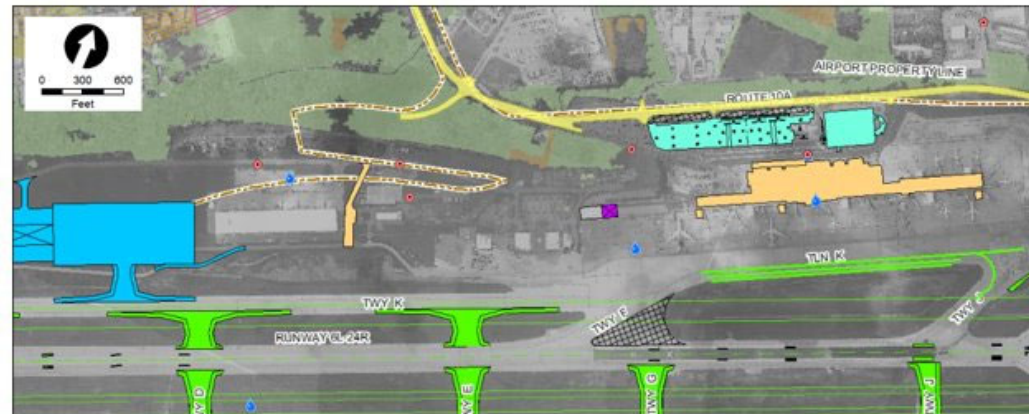
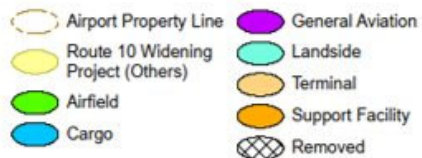
# Environmental Overview



# Environmental Resources Potentially Affected

- Air Quality
- Biological Resources
- Coastal Resources
- Hazardous Materials
- Cultural Resources/Section 4(f)
- Natural Resources and Energy Supply
- Noise and Compatible Land Use
- Socioeconomics, Environmental Justice, and Children's Health Safety Risks
- Visual Effects
- Water Resources

## IMPROVEMENTS



## ENVIRONMENTAL FEATURES



# Environmental Resource Overview



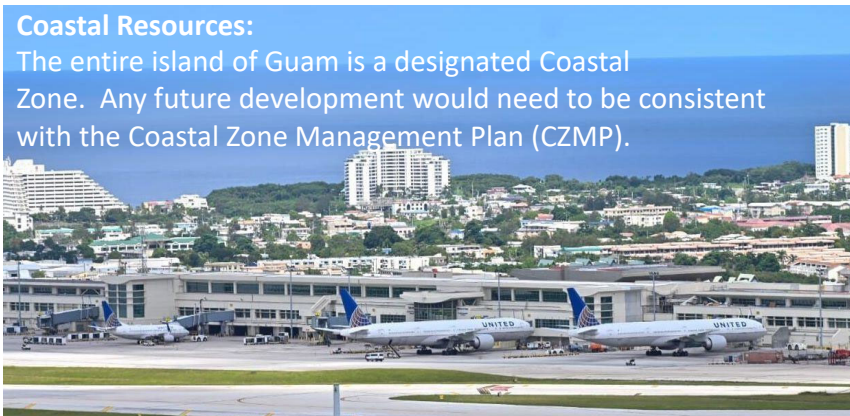
## Biological Resources:

Projects proposed in undeveloped areas would be evaluated for potential species habitat.



## Hazardous Materials:

Hazardous materials encountered during development would be handled in accordance with all applicable regulations.



## Coastal Resources:

The entire island of Guam is a designated Coastal Zone. Any future development would need to be consistent with the Coastal Zone Management Plan (CZMP).



## Natural Resources and Energy Supply:

Future projects would evaluate potential impacts on energy supplies and consumable natural resources.





**AECOM**

# Sustainability

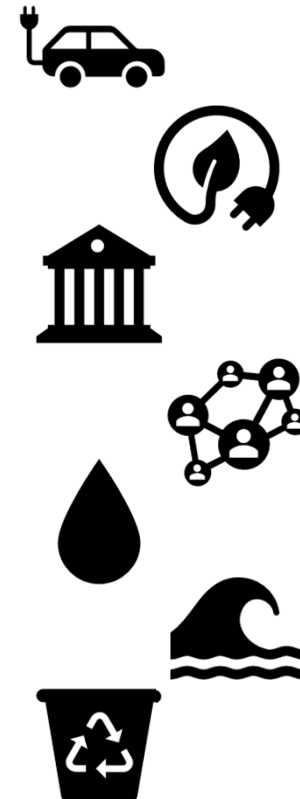
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## Sustainability Strategies

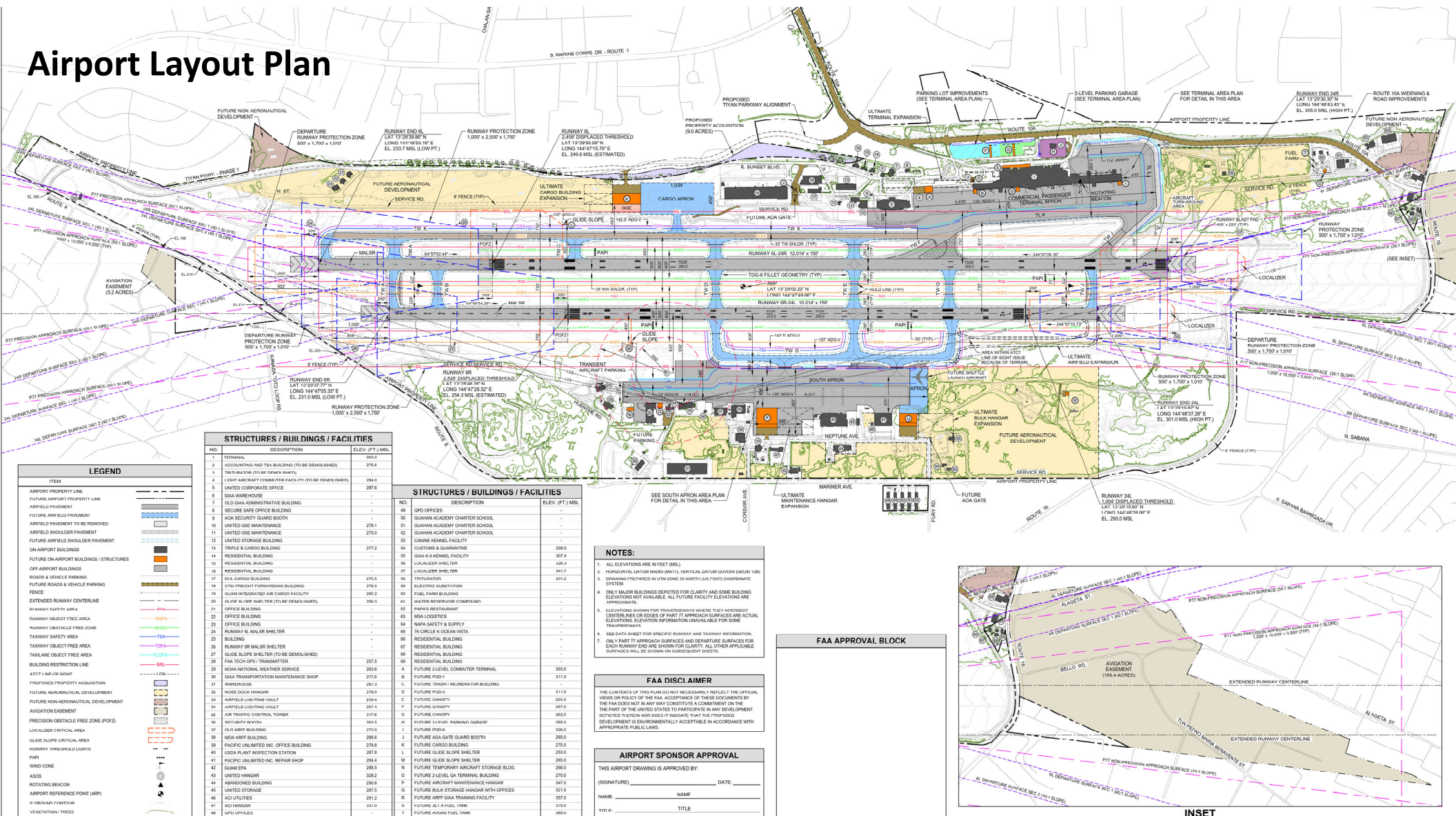
Sustainability Strategies
Energy & Fuels (Decarbonization)
Sustainable Buildings & Infrastructure
Airport Sustainability Governance
Social Sustainability
Water Conservation and Management
Climate Resilience
Waste and Material Management



# **Airport Layout Plan**



# Airport Layout Plan



STRUCTURES / BUILDINGS / FACILITIES		
NO.	DESCRIPTION	ELEV. (FT.) MSL
1	TERMINAL	263.3
2	ACCOUNTING AND TSA BUILDING (TO BE DEMOLISHED)	275.4
3	PERMITTING AND AIRWAY RIGHTS	-
4	LIGHT AIRCRAFT COMPUTER FACILITY (TO BE DEMOLISHED)	264.0
5	UNITED CORPORATE OFFICE	267.6
6	GIA WAREHOUSE	-
7	OLD GIA ADMINISTRATIVE BUILDING	-
8	SECURE SAFE OFFICE BUILDING	-
9	ACA SECURITY GUARD BOOTH	-
10	UNITED USE MAINTENANCE	276.1
11	UNITED USE MAINTENANCE	275.0
12	UNITED STORAGE BUILDING	-
13	TRIPLE E CARBO BUILDING	277.2
14	RESIDENTIAL BUILDING	-
15	RESIDENTIAL BUILDING	-
16	RESIDENTIAL BUILDING	-
17	DIA CARBO BUILDING	275.5
18	STO FREIGHT FORWARDING BUILDING	276.3
19	GUAN INTEGRATED AIR CARGO FACILITY	265.3
20	GL FOF R-FOPE SHEDS (TO BE DEMOLISHED)	266.3
21	OFFICE BUILDING	-
22	OFFICE BUILDING	-
23	OFFICE BUILDING	-
24	RUNWAY 6L MAJOR SHELTER	-
25	BUILDING	-
26	RUNWAY 6L MAJOR SHELTER	-
27	GLIDE SLOPE SHELTER (TO BE DEMOLISHED)	-
28	FAA TECH OPS TRANSMITTER	267.5
29	NONA NATIONAL WEATHER SERVICE	263.8
30	GIA TRANSPORTATION MAINTENANCE SHOP	277.6
31	WAREHOUSE	267.3
32	HOUSE DOCK HANGAR	276.3
33	AIRFIELD LIGHTING VALVE	259.4
34	AIRFIELD LIGHTING VALVE	267.4
35	AIR TRAFFIC CONTROL TOWER	277.6
36	SECURITY BUNKER	263.6
37	OLD ARMY BUILDING	272.0
38	NEW ARMY BUILDING	268.8
39	PACIFIC UNLIMITED INC. OFFICE BUILDING	276.8
40	USDA PLANT INSPECTION STATION	267.4
41	PACIFIC UNLIMITED INC. REPAIR SHOP	264.4
42	GUAN FPA	268.5
43	UNITED HANGAR	262.2
44	ABANDONED BUILDING	260.8
45	UNITED STORAGE	267.5
46	ACILITIES	261.2
47	ACI HANGAR	267.0
48	GFO OFFICES	260.0

STRUCTURES / BUILDINGS / FACILITIES		
NO.	DESCRIPTION	ELEV. (FT.) MSL
49	GPO OFFICES	-
50	GUANWANG ACADEMY CHARTER SCHOOL	-
51	GUANWANG ACADEMY CHARTER SCHOOL	-
52	GUANWANG ACADEMY CHARTER SCHOOL	-
53	CANNIE KENNEL FACILITY	-
54	CUSTOMER & GUARANTINE	266.5
55	GIA K-8 KENNEL FACILITY	307.4
56	LOCALIZER SHELTER	268.3
57	LOCALIZER SHELTER	267.7
58	TRISULFATOR	261.2
59	ELECTRIC SUBSTATION	-
60	FUEL FARM BUILDING	-
61	WATER RESERVOIR COMPOUND	-
62	PAPA'S RESTAURANT	-
63	MAA LOGISTICS	-
64	NAPA SAFETY & SUPPLY	-
65	76 CIRCLE K OCEAN VISTA	-
66	RESIDENTIAL BUILDING	-
67	RESIDENTIAL BUILDING	-
68	RESIDENTIAL BUILDING	-
69	RESIDENTIAL BUILDING	-
70	RESIDENTIAL BUILDING	-
71	RESIDENTIAL BUILDING	-
72	RESIDENTIAL BUILDING	-
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99	RESIDENTIAL BUILDING	-
100	RESIDENTIAL BUILDING	-

**NOTES:**

- ALL ELEVATIONS ARE IN FEET (MSL).
- HORIZONTAL DATUM (NAD 83) IS VERTICAL DATUM (GDA94) USED FOR DRAWING PREPARED IN UTM ZONE 55 NORTH (US FOOT) COORDINATE SYSTEM.
- ONLY MAJOR BUILDINGS DEPICTED FOR CLARITY AND SOME BUILDING ELEVATIONS NOT AVAILABLE. ALL FUTURE FACILITY ELEVATIONS ARE APPROXIMATE.
- ELEVATIONS SHOWN FOR TRAVELERS WHERE THEY INTERSECT CENTERLINE OR EDGES OF PART 77 APPROACH SURFACES ARE ACTUAL ELEVATIONS. ELEVATION INFORMATION UNAVAILABLE FOR SOME TRAVELERS.
- SEE DATA SHEET FOR SPECIFIC RUNWAY AND TAXIWAY INFORMATION.
- ONLY PART 77 APPROACH SURFACES AND DEPARTURE SURFACES FOR EACH RUNWAY END ARE SHOWN FOR CLARITY. ALL OTHER APPLICABLE SURFACES WILL BE SHOWN ON SUBSEQUENT SHEETS.

**FAA DISCLAIMER**

THE CONTENTS OF THIS PLAN DO NOT NECESSARILY REFLECT THE OFFICIAL VIEWS OR POLICY OF THE FAA. ACCEPTANCE OF THESE DOCUMENTS BY THE FAA DOES NOT IN ANY WAY CONSTITUTE A COMMITMENT ON THE PART OF THE UNITED STATES TO PARTICIPATE IN ANY DEVELOPMENT. DEVELOPMENT IS ENVIRONMENTALLY ACCEPTABLE IN ACCORDANCE WITH APPROPRIATE PUBLIC LAWS.

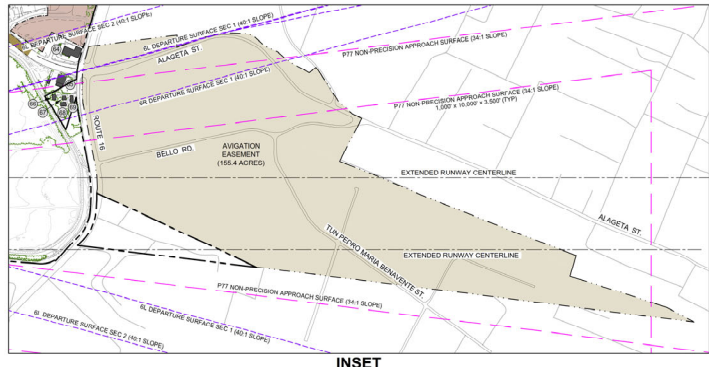
**AIRPORT SPONSOR APPROVAL**

THIS AIRPORT DRAWING IS APPROVED BY:

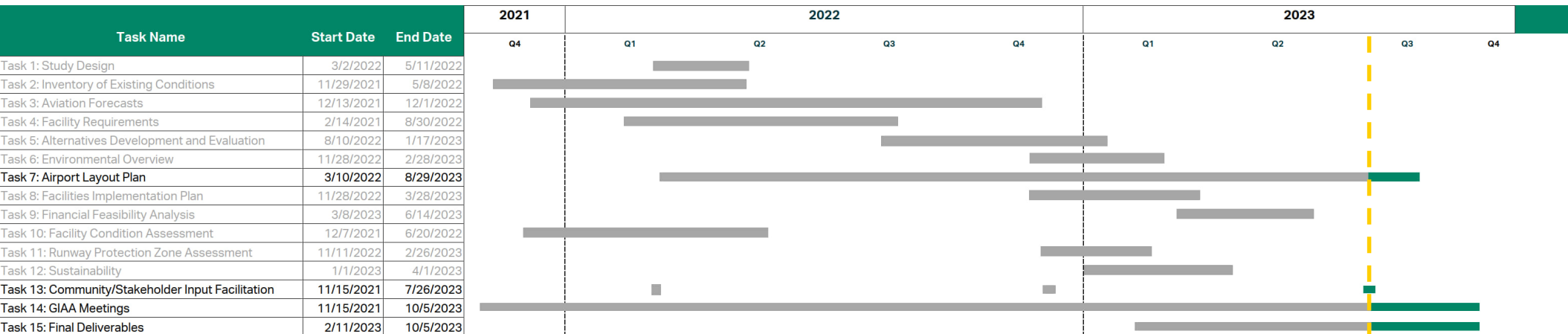
(SIGNATURE) \_\_\_\_\_ DATE: \_\_\_\_\_

NAME: \_\_\_\_\_ TITLE: \_\_\_\_\_

**FAA APPROVAL BLOCK**



# Project Schedule





## Slide 27

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**ELO**

See comment on slide 11

Lindgren, Elliott, 2023-07-18T21:45:47.897

**MGO 0**

Updated. Also updated the Project Schedule slide in the Public Workshop presentation to match this one.

Mayer, Gregory, 2023-07-19T13:47:21.316

# Next Steps



# Questions or Comments?

# Thank You!

## Contact Information

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Greg Mayer: [gregory.mayer@aecom.com](mailto:gregory.mayer@aecom.com)





**GIAA BOARD OF DIRECTORS  
REGULAR MEETING – July 28, 2023  
EXECUTIVE SUMMARY**

**EXTENSION OF NON-EXCLUSIVE CAR RENTAL CONCESSION AGREEMENTS:**

**Atkins Kroll, Inc.  
Triple J Rentals (Guam), Inc.  
Emerald Pacific Group Corp.  
Nissan Rent A Car**

**Purpose**

To approve the extension of the Non-Exclusive Car Rental Concession Agreement between Atkins Kroll, Inc., Triple J Rentals (Guam) Inc., Emerald Pacific Group Corp, and Nissan Rent A Car, Guam and A.B. Won Pat International Airport Authority, Guam (GIAA).

**Background and History**

GIAA issued an Invitation for Bid (IFB) No. GIAA-002-FY06 soliciting bids for the operation of non-exclusive car rental concessions at the Airport. The concession agreements were awarded to the 6 highest bidders that were determined to be responsive and responsible bidders and have met the criteria established in the IFB, which consist of Avis (formerly Premiere Alliance, Inc., currently Atkins Kroll, Inc.), Hertz, Dollar (Triple J Rentals (Guam), Inc.), Emerald Pacific Group Corp. (National Car Rental), and Nissan Rent A Car, Guam. The concession agreement was for an initial term of 5 years, effective July 1, 2006 with 1 option to renew for an additional 5 years which expired on June 30, 2016. Car Rental Concessionaires continue to operate at the Airport under a hold over provision.

Pursuant to Public Law 37-23, GIAA is authorized to negotiate extensions of its concession agreements including the Non-Exclusive Car Rental Concession Agreement with Atkins Kroll, Inc. (Avis, Budget Car Rental), Triple J Rentals (Guam), Inc. (Hertz & Dollar Rent A Car), Emerald Pacific Group Corp. (National Car Rental), and Nissan Rent A Car, Guam in light of the impact and uncertainty caused by the Covid-19 Pandemic and coupled with the more recent Typhoon Mawar to GIAA operations and flight activity. As a result, the parties desire to extend the Agreements as authorized by Public Law 37-23 to reflect the following negotiated terms of the Agreement:

- **Term:** September 1, 2023 through August 31, 2024 with two-1 year options to extend not to exceed a total contract period of 3 years.
- **Rent:**
  - Minimum Annual Guarantee (MAG) fee or 10% gross sales:

Triple J Rentals (Guam), Inc. dba Hertz Rent a Car	\$23,857.86 per month
Emerald Pacific Group Corp. dba National Car Rental	\$24,333.72 per month
Atkins Kroll Inc. dba Avis Car Rental	\$14,654.22 per month
Nissan Rent A Car, Guam	\$11,382.88 per month

- Ready/Return Parking Fee: \$20.00 per month for each parking stall
  - Customer Facility Charge (CFC): \$.50 for each contract day.
  - Counter Rental fee: \$800.00 per month / per concessionaire
- **Terms & Conditions:** All other terms and conditions of the Agreement remain unchanged.

With this extension, concessionaires will do a refresh of their respective concessions spaces (lighting, counter upgrades, new signage, painting, equipment, rugs, stall signs, etc.) with the intent to increase revenues and customer satisfaction.

**Legal Review:**

All documents included as part of this extension shall be subject to legal review and concurrence.

**Financial Obligation:**

Car Rental Concessionaires: Minimum Guarantee or 10% Gross Sales whichever is greater;  
Plus Ready Return parking fee, Customer Facility Charge fee, and  
Counter Rental fee.

The financial arrangements as noted above may generate on average \$1,160,000.00 per annum.

**Recommendations**

Pursuant to Public Law 37-23, GIAA Board approval is required for extension of concession agreements. Management recommends that the GIAA Board of Directors approve the extension of the Non-Exclusive Car Rental Concession Agreements between Atkins Kroll, Inc. (Avis Car Rental), Triple J Rentals (Guam), Inc. (Hertz & Dollar Rent A Car), Emerald Pacific Group Corp. (National Car Rental), and Nissan Rent A Car, Guam for a 1-year period commencing on September 1, 2023 through August 31, 2024 with two-1 year options to extend not to exceed a total contract period of 3 years.

**GIAA BOARD OF DIRECTORS  
REGULAR MEETING – July 28, 2023  
EXECUTIVE SUMMARY**

**EXTENSION OF PUBLIC & COMMERCIAL PARKING CONCESSION AGREEMENT  
PAC AIR LTD.**

**Purpose**

To approve the extension of the Public and Commercial Parking Concession Agreement between Pac Air, Ltd. (PacAir) and A. B. Won Pat International Airport Authority, Guam (GIAA).

**Background**

GIAA issued a Request for Proposal No. GIAA-003-FY11 for the operation and management of the public and commercial parking facilities. PacAir was selected as the highest ranked and most qualified proposer and entered into an Agreement for a term of five (5) years, commencing November 1, 2011 through October 31, 2016 with an option to extend for five (5) years that expired on October 31, 2021. PacAir continues to operate under the holdover provision.

Pursuant to Public Law 37-23, GIAA is authorized to negotiate extensions of its concession agreements including the Public and Commercial Parking Concession Agreement with PacAir in light of the impact and uncertainty caused by Covid-19 Pandemic and coupled with the more recent Typhoon Mawar to GIAA operations and flight activity. As a result, the parties desire to extend the Agreement as authorized by Public Law 37-23 to reflect the following negotiated key terms of the Agreement:

- **Term:** November 1, 2023 through October 31, 2025 with 1 (one) year option to extend at GIAA's sole discretion and agreement by PacAir.
- **Rent:** Minimum Annual Guarantee (MAG) of \$120,000.00 per annum or 17% of gross sales, whichever is greater.
- **Security Deposit:** \$10,000.00
- **Terms and Conditions:** All other terms and conditions of the Agreement remain unchanged.
- **Minimum Capital Investment:** An estimated \$200,000.00 to improve the current parking system which shall be amortized over a period of not more than three years, commencing the earlier of (a) implementation date of system upgrade or (b) May 1, 2024 on a straight-line basis with no salvage value. For the next RFP, any unamortized amount remaining shall be paid by the successful parking lot concessionaire.

**Legal Review**

All documents included as part of this extension shall be subject to legal review and concurrence.



### **Financial Review**

The financial arrangements as noted above may generate on average \$189.333.00 per annum.

### **Recommendation**

Pursuant to Public Law 37-23, GIAA Board approval is required for extension of concession agreements. Management recommends that the GIAA Board of Directors approve the Agreement for the extension of the Public & Commercial Parking Concession Agreement between GIAA and PacAir, Ltd. for a period of two years commencing November 1, 2023 through October 31, 2025, with a one-year option to extend not to exceed three (3) years at GIAA's option and concurrence by PacAir.



**GIAA BOARD OF DIRECTORS  
REGULAR MEETING – July 28, 2023  
EXECUTIVE SUMMARY**

**EXTENSION OF FOOD & BEVERAGE CONCESSION AGREEMENTS:**

**Denny's of Guam, Inc.  
Micronesian Munchies, Inc.  
JMC, Inc.  
KGD, LLC  
Pacific Fast Food Associates  
Sunleader Guam Co., Ltd**

**Purpose**

To approve the extension of the Food & Beverage (F&B) Concession Agreements between Denny's of Guam, Inc. (Domino's Pizza, Golden Bowl and Big Nama's Bar); Micronesian Munchies, Inc. (Micronesian Munchies); JMC, Inc. (Clippers Lounge and Ramen Ya/Oasis); KGD, LLC (Airport Tentekomai); Pacific Fast Food Associates (Burger King) and Sunleader Guam Co., Ltd (Sissies Café) and A.B. Won Pat International Airport Authority, Guam (GIAA).

**Background and History**

GIAA issued competitive solicitations for Food & Beverage Concessions at the Airport on November 29, 2004. The Concession Agreements were awarded to the responsive and responsible F&B operators who met the criteria as follows:

Denny's of Guam, Inc. dba Domino's Pizza  
Denny's of Guam, Inc. dba Golden Bowl  
Denny's of Guam, Inc. dba Big Nama's Bar  
Micronesian Munchies, Inc. dba Micronesian Munchies  
JMC, Inc. dba Clippers Lounge  
JMC, Inc. dba Ramen Ya/Oasis  
KGD, LLC dba Airport Tentekomai  
Pacific Fast Food Associates dba Burger King  
Sunleader Guam Co., Ltd dba Sissies Café

The concessionaires entered into Food and Beverage Concession Agreements for an initial 7-year period from December 7, 2005 to December 6, 2012 with 1-year incremental extensions not to exceed a total contract period of 10-years. Sunleader Guam Co., Ltd was awarded a subsequent contract for a period of 5 years, which expires on December 17, 2024 and F&B concessionaires continue to operate at the Airport on a "holdover" provision, except Sunleader in its final contract year expiring as noted.

Pursuant to Public Law 37-23, GIAA is authorized to negotiate extensions of its F&B concession agreements in light of the impact and uncertainty caused by the COVID-19 Pandemic and coupled with more recent Typhoon Mawar to GIAA operations and flight activity. As a result,

the parties desire to extend the Agreements as authorized by Public Law 37-23 to reflect the following negotiated key terms of the Agreement:

- **Term:** September 1, 2023 through August 31, 2024 with 2 (two) – 1 (one) year options not to exceed a total agreement period of 3 years. Sunleader's will be extended to commence December 17, 2024 through August 31, 2025 with 1 (one) – 1 (one) year option thereafter.
- **Rent/Other Fees:**

Food & Non-Alcoholic Beverages:	15% Annual Gross Revenue (AGR)
Alcoholic Beverages:	20% of AGR
Merchandise and Advertising:	22.5% of AGR
- **Terms and Conditions:** All other terms and conditions of the Agreement remain unchanged.

With this extension, concessionaires will do a refresh of their respective concessions store front areas (lighting, counter upgrades, new signage, painting, equipment, etc.) and adjust and/or expand product offerings that will increase revenues and customer satisfaction.

#### **Legal Review**

All documents included as part of this extension shall be subject to legal review and concurrence.

#### **Financial Obligation(s):**

The financial arrangements as noted above may generate on average of \$1,000,000.00 per annum.

#### **Recommendation:**

Pursuant to Public Law 37-23, GIAA Board approval is required for the extension of concession agreements. Management recommends that the GIAA Board of Directors approve the Concession Agreements to extend all Food & Beverage Concession Agreements between Denny's of Guam, Inc. (Domino's Pizza, Golden Bowl and Big Nama's Bar); Micronesian Munchies, Inc. (Micronesian Munchies); JMC, Inc. (Clippers Lounge and Ramen Ya/Oasis); KGD, LLC (Airport Tentekomai); Pacific Fast Food Associates (Burger King); with Sunleader Guam Co., Ltd (Sissies Café) for a 1-year period commencing on September 1, 2023 to August 31, 2024, with two–1 year options to extend not to exceed a total of 3 years, with Sunleader Guam Co., Ltd. (Sissies Café) extension to run from December 17, 2024 to August 31, 2025 with a 1 (one) year option thereafter.



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

**EXECUTIVE SUMMARY**

**SUPPLEMENTAL FUNDING for HVAC UPGRADES**

**July 28, 2023**

**Purpose**

Management requests supplemental funding for upgrades to the HVAC system. The additional amount requested is \$112,952.87 which is over management's authorized funding level.

**Background**

The Board of Directors, in their regular meeting of April 27, 2023, approved \$788,440 for cooling tower (HVAC) upgrades inclusive of chiller rentals.

We are happy to report that the replacements for 4 cooling towers have been completed as of July 24<sup>th</sup> and the use of both the 200-ton and 100-ton rental chillers was terminated after a 2-month duration. All areas of the terminal are now cool and comfortable. We are still testing the system so temperatures are presently at the low end.

The supplemental funding is for the additional work requested to improve the air circulation and temperatures in the west concourse through the installation of an air supply duct from the 3<sup>rd</sup> floor International Arrivals Corridor to the concourse level adjacent to gate 6. We also upgraded the water distribution system, spray/jet nozzles and the inlet louver stainless steel frames for the cooling towers.

**Agreement Documentation**

Work order(s) will be prepared and processed to the incumbent, Johnson Controls Inc., to formalize these contract modifications.

**Financial Review**

Capital expenditures to be sourced from revenue and reserve accounts.

**Recommendation**

Management recommends approval of our supplemental funding request in the amount of \$112,952.87 for the HVAC upgrades.



# EXECUTIVE MANAGER'S REPORT

## GIAA BOARD OF DIRECTORS MEETING

July 28, 2023

### AIRLINE UPDATES

#### July 2023 Passenger Flight Schedule

AIRLINE	ROUTE	FLIGHT NUMBER	OPERATING DAYS (Originating from Guam)
United Airlines	HNL	UA200	Daily
		UA196	Daily
		UA827	Mon, Wed, Fri
		UA873	Daily
	SPN	UA864	Daily
		UA174	Daily
		UA112	Mon & Thurs
	MNL	UA183	Daily
	KIX	UA151	Mon, Wed, Fri & Sun
		UA177	Tues, Thurs., Sat
	FUK	UA165	Tue, Thurs, Fri, Sun
		UA137	Daily
	ROR	UA157	Mon, Thurs, Sun
		UA193	Tue, Fri
TKK	UA133	Wednesday	
	UA155	Mon, Fri	
	PNI	UA176	Saturday
Yap	UA185	Tuesdays	
Japan Airlines	NRT	JL942	Tue,Thurs, Sat & Sun effective July 15
Korean Air	ICN	KE422	Daily
China Airlines	TPE		Suspended through July 2023

AIRLINE	ROUTE	FLIGHT NUMBER	OPERATING DAYS (Originating from Guam)
Jeju Airlines	ICN	7C3101	Effective July 21 -Daily
		7C3105	Daily
	PUS	7C3153	Effective July 19
	NRT	7C1181	Effective July 13 - Daily
Air Seoul	ICN	RS104	Suspended through July 2023
Air Busan	PUS	BX613	Suspended through July 2023
Jin Air	ICN	LJ644	Daily
	PUS	LJ648	Daily
Philippine Airlines	MNL	PR111	Daily
T'Way Airlines	ICN	TW302	Daily
Star Marianas	ROP	**3401	Mon, Tue, Wed, Thur, Fri
Starlux Airlines	TPE	JX8071	July 2, 6, 10, 14, 18, 22, 26 & 30

#### Air Service Changes (July vs. June)

United decreases KIX ops from 11x weekly to 7x weekly  
 United cancels its 2nd daily NGO flight  
 United decreases its FUK ops from daily to 4x weekly  
 Philippine Airlines increases MNL ops from 4x weekly to daily  
 Jeju resumes July 1 after brief hiatus daily flights to ICN  
 Jeju will resume daily Busan operations effective July 19  
 Jeju will resume NRT daily flights effective July 13  
 Jeju will resume 2nd daily ICN flight effective July 21  
 Japan Airlines resumes with 4x weekly flights effective July 15  
 Starlux to operate 8 TPE charters throughout July 2023

## EXECUTIVE MANAGER'S REPORT GIAA BOARD OF DIRECTORS MEETING July 28, 2023

### AIR SERVICE SNAPSHOT

	PRE-COVID July 2019	October 2022	November 2022	December 2022	January 2023	February 2023	March 2023	April 2023	May 2023	June 2023	July 2023	July 2023 vs. July 2019
Monthly Flights	945	506	510	542	625	525	695	846	760	430	615	65%
Monthly Seat Capacity	182,354	102,919	85,898	92,460	105,854	94,167	112,091	132,699	137,309	76,261	113,581	62%
# of Destinations Served	15	15	14	14	15	14	15	16	16	13	15	-
# of Airlines Operating	10	11	11	8	10	9	10	10	10	5	8	-
Monthly Enplaned Passengers	149,377	*50,610	*51,368	*75,435	*79,100	*73,377	*87,146	*68,801	*73,858	-	-	-

\* Unaudited - Signatory Carriers Only

### FINANCIAL UPDATES

#### **BUDGET**

GIAA met with the signatory airlines on July 19, 2023 to discuss the FY24 budget, as required by the airline agreement. The budget will be presented at the August Board meeting.

#### **AUDIT**

The Government of Guam's Other Post-Employment Benefits (OPEB) Actuarial Report was just released but is still pending finalization of the audit report on it. GIAA's audit is still pending the results of the OPEB's final audit.

### REGULATORY UPDATES

#### **PART 150 NOISE STUDY**

The PART 150 Noise Study kicked off with FAA on July 26, 2023. The basis of the study will be the activity for 2023, leading to the Noise Exposure Maps for 2024 and 2029, which will be submitted to the FAA in the first half of 2024 for acceptance.

#### **TRAINING**

FAR PART 139 12CCM required self-inspector training was completed on July 11, 2023.

#### **RUNWAY SAFETY ACTION TEAM**

The Runway Safety Action Team (RSAT) met on July 27, 2023. The purpose of the RSAT is to unite those individuals and organizations that are actively involved in air traffic operations and movement of aircraft, vehicles, and equipment on the AOA. This is an annual requirement by the FAA Office of Runway Safety in conjunction with the local Air Traffic Control.

#### **RUNWAY UPDATE**

After a long two-and-a-half year period, Runway R6L/24R and R6R/24L, to include all navigational aids, were fully operational as of July 14, 2023. Runway 6L/24R was closed for runway rehabilitation in November 2020 through April 2023. This was followed by the closure of Runway 6R/24L for the purpose of complete refreshing of all surface markings, such as threshold bars, stripes, aiming points, side stripes, touchdown zone, centerlines, lead-in and lead-off lines, etc.

### MASTER PLAN UPDATE

GIAA, along with its Master Plan Consultants, AECOM, held Master Plan Update meetings with its key stakeholders and operational stakeholders on July 25 and July 26, 2023, respectively. A Public Information Workshop was held on July 27, 2023.

## **EXECUTIVE MANAGER'S REPORT**

### **GIAA BOARD OF DIRECTORS MEETING**

**July 28, 2023**

#### **MAWAR RECOVERY**

GIAA is in consultation with its insurance carrier and FEMA. The Preliminary Damage Assessment is near completion. GIAA will work with FEMA and other federal partners with respect to funding and scheduling of repairs.

#### **PROCUREMENT UPDATES**

Effective July 26, 2023, Ms. JoyJean Arceo was appointed Acting Chief Procurement Officer. This appointment will end on September 26, 2023, unless terminated sooner.

The emergency procurement for the Baggage Handling System has been extended to August 31, 2023.

#### **ANNOUNCEMENTS**

- Senator Jesse A. Lujan, Vice Chair of the Air Transportation Committee, along with his Chief of Staff, and senior policy advisor, toured the Guam Airport facilities, on July 19, 2023. The comprehensive tour, led by Airport management, Air Terminal Manager – Juan Reyes, and Frank Santos of TMG, included TSA, the concourse, concessions, the International Arrivals Corridor, USCBP, Guam Customs & Quarantine, the Industrial Park, the main terminal apron, the proposed new cargo apron, the Tiyan by-pass road, the ARFF Facility, and the South Tiyan parcels.
- According to a press release issued by the office of Congressional Delegate James Moylan, the House Appropriations Subcommittee on Transportation approved an additional \$4M in funding for proposed requests. This funding is part of the Congressional Community Project Funding for FY24. The approval covers two projects submitted by GIAA, which include \$2M to fund a comprehensive study to identify requirements that would provide improved and expanded accessibility for individuals with disabilities at the airport. Another \$2M will be used to update and modernize GIAA's fire alarm and suppression infrastructure and to integrate all facilities under the airport's jurisdiction under one centralized command and control system. GIAA management has been working with Congressman Moylan's office on this new development. Funding for both projects is still required to go through the House of Representatives and, ultimately, to the Senate for approval.
- The 2023 Governor's Summer Youth Employment Program trainees have completed four of five weeks of the program, which will conclude on August 4, 2023. In addition to their 30-hour workweek, the trainees will participate in Tree Planting and Cleanup Initiatives. Trainees have volunteered to participate in Tree-Planting Day, which is scheduled for July 29, 2023 at the Mannell Watershed Site in Merizo. They are also scheduled to participate in a Day of Service Cleanup on August 2, 2023, which will take place in Tiyan from the Island Honey Bee to Star Marianas Air.


Their summer presentations are scheduled for August 3, 2023, from 1pm – 3pm, in Conference Rooms 1 and 2. The Board of Directors is invited to participate as evaluators, along with Airport management.

- GIAA congratulates its most recent retirees: Elizabeth Blas, Program Coordinator III, of the Property Management Office, retired with 32 years of government service. Margie Rose Pereda, a Program Coordinator II also with the Property Management Office, retired after dedicating 29 years of government service. After serving 29 years with the government, Bertha M. Crisostomo, retired as a Clerk II with the Properties & Facilities Division. We salute these employees for their impressive years of service and outstanding dedication to GIAA and to the people of Guam. We wish them the best as they enter this well-deserved and exciting chapter in their lives.

July 25, 2023

**MEMORANDUM**

**To:** Mr. Brian Bamba  
Chairman  
GIAA Board of Directors

**From:** Danielle E. Camacho   
General Accounting Supervisor

**Subject: Operating Results – Revenues and Expenses as of June 30, 2023**

Attached herewith is GIAA's Operating Results Report for the month ending June 30, 2023. This report summarizes the Budgeted versus Actual Revenues and Expenses for the month and year-to-date results ended June 30, 2023.

The key operating results for 9 month(s) of FY2023 ending June 30, 2023 – (in \$000's) are

CATEGORY	Actual FY23 Current Month	YEAR-TO-DATE			FORECAST FOR FULL YEAR- FY23	
		Budget FY23 Y-T-D	Actual FY23 Y-T-D	% Variance Budget vs. Actual	Actual	% Variance Budget vs. Actual
				Y-T-D Current Month		
Total Signatory Revenues	\$ 1,284.7	\$ 23,023.0	\$ 16,955.8	-26.4%	\$ 26,142.7	-18.8%
Total Concession Revenues	\$ 618.3	\$ 13,144.1	\$ 7,329.6	-44.2%	\$ 11,818.2	-33.0%
Total PFC's	\$ 113.7	\$ 3,344.4	\$ 2,296.6	-31.3%	\$ 3,703.0	-22.1%
Total Other Revenues	\$ 1,128.4	\$ 11,286.9	\$ 10,512.8	-6.9%	\$ 14,413.6	-5.1%
Total Operating Revenues	\$ 3,145.1	\$ 50,798.4	\$ 37,094.8	-27.0%	\$ 56,077.5	-19.6%
Total Operating Expenses	\$ 3,408.0	\$ 38,284.4	\$ 32,677.9	-14.6%	\$ 45,085.0	-11.1%
Net Revenues from Operations	\$ (262.9)	\$ 12,514.0	\$ 4,417.0	-64.7%	\$ 10,992.5	-42.4%
Non-Operating Expenses	\$ 104.3	\$ 600.0	\$ 882.0	47.0%	\$ 1,082.0	35.3%
Other Available Moneys/Other Sources of Funds	\$ 182.6	\$ 1,813.9	\$ 3,894.5	114.7%	\$ 4,499.2	86.0%
<b>Net Debt Service Coverage</b>	<b>-0.12</b>	<b>2.34</b>	<b>1.38</b>	<b>-41.3%</b>	<b>1.92</b>	<b>-27.5%</b>



Year-to-date Total Signatory Revenues for the month ending June 30, 2023 are below Budgeted revenues by **26.4%**. Signatory revenue estimates are based on projections submitted by Signatory airlines and adopted in the annual budget.

Year-to-date Total Concession Revenues are **44.2%** below budget while Passenger Facility Charges are below the budget estimate by **31.3%**.

Year-to-date Total Other Revenues, inclusive of non-signatory and non-airlines revenues, are below the budget estimate by **6.9%**.

Year-to-date Total Operating Revenues actual of **\$37.1M** is **27.0%** below the budget estimate of **\$50.8M**.

Year-to-date Total Operating Expenses are below budget by **14.6%**. Components of this line item include a **15.7%** decrease in Personnel Service, a **8.8%** decrease in Contractual Services, a **53.5%** decrease in Materials & Supplies and a **77.6%** decrease in Equipment/Furnishings from budgeted amounts for these respective categories.

The actual year-to-date Net Revenues from Operations of **\$4.4M** represents a **64.7%** decrease over the year-to-date budgeted amount of **\$12.5M**.

Finally, our year-to-date results for Debt Service Coverage is at **1.38** versus the requirement of **1.25**.

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

#### Attachments

Cc: Board of Directors  
Executive Manager  
Deputy Executive Manager  
Airport Services Manager

**GUAM INTERNATIONAL AIRPORT AUTHORITY**  
**KEY OPERATING RESULTS (\$000's)**  
as of June 30, 2023

	CURRENT MONTH				Budget Full Year	YEAR - TO - DATE				FULL YEAR FORECAST	
	Actual FY2022	Budget FY2023	Actual FY2023	%Var Bud Vs Act'l		Actual FY2022	Budget FY2023	Actual FY2023	%Var Bud Vs Act'l	Actual/Est	%Var Bud Vs Act'l
<b>I. Signatory Airline Rents &amp; Fees</b>											
Terminal Bldg Rentals	206.1	216.2	221.5	2.5%	2,594.5	1,839.8	1,945.9	1,993.6	2.5%	2,642.2	1.8%
Departure Fees	273.1	718.0	250.1	-65.2%	7,671.8	1,324.3	5,400.7	3,518.6	-34.8%	5,789.6	-24.5%
Arrival Fees	173.4	533.8	136.1	-74.5%	5,751.9	793.2	4,030.6	2,401.1	-40.4%	4,122.3	-28.3%
Immigration Inspection Fees	57.8	210.3	52.3	-75.1%	2,258.9	220.8	1,584.3	938.7	-40.7%	1,613.3	-28.6%
Common Use Ticket Counter Fees	28.3	70.2	0.0	-100.0%	741.4	69.6	519.3	203.4	-60.8%	425.5	-42.6%
Loading Bridge Use Fees	125.9	382.3	169.2	-55.7%	4,190.2	813.5	3,019.0	2,287.8	-24.2%	3,459.0	-17.5%
Apron Use Fees	210.8	102.2	54.8	-46.4%	1,137.6	1,362.3	824.4	2,159.1	161.9%	2,472.3	117.3%
Landing Fees	71.1	706.4	400.6	-43.3%	7,863.7	481.6	5,698.7	3,453.5	-39.4%	5,618.4	-28.6%
<b>Total Signatory Revenue</b>	<b>1,146.5</b>	<b>2,939.4</b>	<b>1,284.7</b>	<b>-56.3%</b>	<b>32,210.0</b>	<b>6,905.1</b>	<b>23,023.0</b>	<b>16,955.8</b>	<b>-26.4%</b>	<b>26,142.7</b>	<b>-18.8%</b>
Enplaned Signatory Pax	51,864	126,605	44,107	-65.2%	1,352,700	231,736	952,267	620,563	-34.8%	1,020,995	-24.5%
<b>Cost per Enplaned Pax</b>	<b>\$22.11</b>	<b>\$23.22</b>	<b>\$29.13</b>	<b>25.5%</b>	<b>\$23.81</b>	<b>\$29.80</b>	<b>\$24.18</b>	<b>\$27.32</b>	<b>13.0%</b>	<b>\$25.61</b>	<b>7.5%</b>
<b>Revenues from Sources other than Signatory Airlines Rents &amp; Fees</b>											
Concession Revenues											
Gen Mdse (DFS)	628.9	1,263.3	393.9	-68.8%	15,160.0	3,744.5	11,370.0	5,155.9	-54.7%	8,945.9	-41.0%
In-flight Catering	38.1	55.5	49.7	-10.5%	601.1	261.0	425.7	451.2	6.0%	626.7	4.3%
Food & Beverage	18.2	70.5	54.8	-22.3%	763.8	231.4	540.9	579.6	7.2%	802.5	5.1%
Rental Cars	85.0	56.3	102.2	81.4%	663.4	566.6	492.8	981.3	99.1%	1,151.9	73.6%
Other Concession Rev	9.6	41.1	17.8	-56.7%	444.6	90.4	314.8	161.5	-48.7%	291.2	-34.5%
<b>Total Concession Revenues</b>	<b>779.9</b>	<b>1,486.7</b>	<b>618.3</b>	<b>-58.4%</b>	<b>17,632.7</b>	<b>4,894.0</b>	<b>13,144.1</b>	<b>7,329.6</b>	<b>-44.2%</b>	<b>11,818.2</b>	<b>-33.0%</b>
Passenger Facility Charges	211.4	444.6	113.7	-74.4%	4,750.7	844.7	3,344.4	2,296.6	-31.3%	3,703.0	-22.1%
Other Revenue	925.4	1,280.1	1,128.4	-11.9%	15,187.6	22,831.9	11,286.9	10,512.8	-6.9%	14,413.6	-5.1%
<b>Total Operating Revenue</b>	<b>3,063.2</b>	<b>6,150.9</b>	<b>3,145.1</b>	<b>-48.9%</b>	<b>69,781.1</b>	<b>35,475.7</b>	<b>50,798.4</b>	<b>37,094.8</b>	<b>-27.0%</b>	<b>56,077.5</b>	<b>-19.6%</b>
<b>II. Operating Expenses:</b>											
Personnel Services	1,698.5	2,830.9	1,651.0	-41.7%	24,534.5	15,428.0	18,872.7	15,915.9	-15.7%	21,577.7	-12.1%
Contractual Services	1,761.5	2,049.8	1,684.4	-17.8%	23,906.5	13,529.8	17,598.5	16,046.0	-8.8%	22,354.0	-6.5%
Materials & Supplies	111.7	161.6	72.5	-55.1%	1,668.0	724.5	1,285.9	597.7	-53.5%	979.8	-41.3%
Equipment/Furnishings	0.0	9.9	0.0	-100.0%	582.5	0.0	527.4	118.3	-77.6%	173.4	-70.2%
<b>Total Operating Expenses</b>	<b>3,571.7</b>	<b>5,052.2</b>	<b>3,408.0</b>	<b>-32.5%</b>	<b>50,691.6</b>	<b>29,682.3</b>	<b>38,284.4</b>	<b>32,677.9</b>	<b>-14.6%</b>	<b>45,085.0</b>	<b>-11.1%</b>
<b>Net Income from Operations</b>	<b>-508.5</b>	<b>1,098.7</b>	<b>-262.9</b>	<b>-123.9%</b>	<b>19,089.5</b>	<b>5,793.4</b>	<b>12,514.0</b>	<b>4,417.0</b>	<b>-64.7%</b>	<b>10,992.5</b>	<b>-42.4%</b>


GUAM INTERNATIONAL AIRPORT AUTHORITY  
KEY OPERATING RESULTS (\$000's)  
as of June 30, 2023

	CURRENT MONTH				Budget Full Year	YEAR - TO - DATE				FULL YEAR FORECAST	
	Actual FY2022	Budget FY2023	Actual FY2023	%Var Bud Vs Act'l		Actual FY2022	Budget FY2023	Actual FY2023	%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)	68.2	66.7	104.3	56.4%	800.0	608.8	600.0	882.0	47.0%	1,082.0	35.3%
Add: Interest on Investments	<u>101.9</u>	<u>51.5</u>	<u>102.1</u>	<u>98.2%</u>	<u>618.3</u>	<u>519.7</u>	<u>463.7</u>	<u>906.8</u>	<u>95.6%</u>	<u>1,061.4</u>	<u>71.7%</u>
<b>Net Revenues</b>	-474.8	1,083.5	-265.0	-124.5%	18,907.8	5,704.4	12,377.7	4,441.7	-64.1%	10,971.8	-42.0%
Add: Other sources of Funds (Federal Reimb)	39.0	33.3	14.4	-56.8%	400.0	8,058.2	300.0	2,380.6	693.5%	2,480.6	520.2%
Add: Other available moneys	<u>214.9</u>	<u>168.2</u>	<u>168.2</u>	<u>0.0%</u>	<u>2,018.6</u>	<u>1,560.6</u>	<u>1,513.9</u>	<u>1,513.9</u>	<u>0.0%</u>	<u>2,018.6</u>	<u>0.0%</u>
<b>Net Revenues and Other Available Moneys</b>	<u><u>-220.9</u></u>	<u><u>1,285.1</u></u>	<u><u>-82.4</u></u>	<u><u>-106.4%</u></u>	<u><u>21,326.3</u></u>	<u><u>15,323.2</u></u>	<u><u>14,191.6</u></u>	<u><u>8,336.3</u></u>	<u><u>-41.3%</u></u>	<u><u>15,471.0</u></u>	<u><u>-27.5%</u></u>
Debt Service payments	<u>672.9</u>	<u>672.9</u>	<u>672.9</u>	<u>0.0%</u>	<u>8,074.2</u>	<u>6,659.6</u>	<u>6,055.7</u>	<u>6,055.7</u>	<u>0.0%</u>	<u>8,074.2</u>	<u>0.0%</u>
<b>Debt Service Coverage</b>	<u><u>-0.33</u></u>	<u><u>1.91</u></u>	<u><u>-0.12</u></u>	<u><u>-106.4%</u></u>	<u><u>2.64</u></u>	<u><u>2.30</u></u>	<u><u>2.34</u></u>	<u><u>1.38</u></u>	<u><u>-41.3%</u></u>	<u><u>1.92</u></u>	<u><u>-27.5%</u></u>
<b>Debt Service Requirement</b>	<b>1.25</b>	<b>1.25</b>	<b>1.25</b>		<b>1.25</b>	<b>1.25</b>	<b>1.25</b>	<b>1.25</b>		<b>1.25</b>	

**RECOMMENDATION OF COUNSEL**

**TO:** Board of Directors  
ANTONIO B. WON PAT INTERNATIONAL  
AIRPORT AUTHORITY, GUAM

**CC:** Mr. John M. Quinata  
Executive Manager  
ANTONIO B. WON PAT INTERNATIONAL  
AIRPORT AUTHORITY, GUAM

**FROM:** Janalynn Cruz Damian   
CALVO FISHER & JACOB LLP

**DATE:** July 19, 2023

**SUBJECT:** Executive Session

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Pursuant to 5 GCA § 8111(c)(1), I hereby recommend that the Board of Directors of GIAA conduct an Executive Session at the next regular scheduled Board meeting to discuss DFS Guam L.P. related litigation to which GIAA is or may be a party.