



**GUAM SOLID WASTE AUTHORITY  
BOARD OF DIRECTORS' MEETING MINUTES  
Wednesday, June 19, 2019  
11:00am-12:00pm  
Guam Solid Waste Authority Conference Room**

**I. Call to Order**

The Guam Solid Waste Authority Board of Directors' meeting was called to order by Board Secretary, Minakshi Hemlani, at 11:12 a.m.

**II. Roll Call**

**Board Members:**

Minakshi Hemlani	Board Secretary
Peggy Denney	Board Member
James Oehlerking	Board Member

**Management & Staff:**

Katherine Kakigi	Comptroller
Alicia Fejeran	Chief of Administration
Keilani Mesa	Administrative Assistant
Roman Perez	Operations
Barbara Manibusan	Operations

**Guests:**

Charlene Flores	Senator Perez's Office
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**III. Recess**

Because the Board Chairman and General Manager were not present to discuss pending documents related to the pending general obligation bond, the meeting was recessed at 11:15 a.m. and scheduled to reconvene on Tuesday, June 25, 2019 at 11 a.m. Written notices with information about the continued meeting date and time were posted to the GSWA main entrance and conference room door.

**CONTINUED MEETING MINUTES  
Tuesday, June 25, 2019  
11:00am-12:00pm  
Guam Solid Waste Authority Conference Room**

**IV. Call to Order**

The Guam Solid Waste Authority Board of Directors' meeting was called to order by Chairman, Andrew Gayle, at 11:04 a.m.

**V. Roll Call**

**Board Members:**

Andrew Gayle	Board Chairman
Minakshi Hemlani	Board Secretary
Dana Gutierrez	Board Member (via telephone)
Peggy Denney	Board Member
James Oehlerking	Board Member

**Management & Staff:**

Larry J. Gast	General Manager
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Alicia Fejeran  
Keilani Mesa  
Roman Perez

Chief of Administration  
Administrative Assistant  
Operations

**Guests:**

Rick Salas

Guam Legislature

**VI. Approval of Minutes**

The Board reviewed draft minutes for the May 23, 2019 Board meeting. Board Secretary Minakshi Hemlani moved to approve the minutes. The motion was seconded by Board Member James Oehlerking and passed unanimously.

**VII. Reports**

**a. Committee Reports**

**i. Legal Counsel**

Chief of Administration, Alicia Fejeran, reported that Board Member Dana Gutierrez sent the draft RFP for legal services. Board Member Gutierrez reported that she did an initial review and sent back some comments and she hasn't had a chance to review the attachments. She recommended the Office of the Attorney General review the RFP.

**VIII. Unfinished Business**

**a. Cell 3 Financing**

**i. GSWA/GG Agreement for the 2019 Series Bond**

Board Chairman Gayle reported that GEDA had gone through the rating process and bond counseling. He explained that the bond will be a general obligation bond and would be backed by the Government of Guam rating. The agreement stipulates that GSWA will be responsible for paying the bond back and GSWA will adopt the continuing covenant. General Manager Larry Gast informed the Board that in another eight years, GSWA should be in a better position financially because GSWA will no longer have to pay for the Ordot Landfill and that funding could be applied to new cells. General Manager Gast also informed the Board that one of his priorities is to set aside the first payment by July 2019. Board Members discussed the language in the Series Bond Agreement, reviewed the revisions previously suggested, and discussed their concerns. Chairman Gayle advised that it was important for the Board to approve the Resolution for GEDA to move forward.

**ii. GSWA Board Resolution**

A motion to approve the Board Resolution was made by Board Member Oehlerking and seconded by Board Member Peggy Denney. The motion was passed unanimously.

**b. Reserved Powers for the Board**

Tabled.

**c. Public Utilities Commission Audit – Mandated by Statute**

**i. Management Audit**

General Manager Gast reported that he spoke directly with the PUC's contractor about their proposal for services and they agreed to adjust their costs to their proposed audit. General Manager Gast said he provided them with information about GSWA that would lower the proposed cost of the audit significantly. He expects an updated rate within two weeks.

**ii. Contract Review Protocol**

Tabled.

**d. Election of Officers**

Board Secretary Hemlani nominated Andrew Gayle to continue in his position as Board Chairman and the nomination was seconded by Board Member Oehlerking. Chairman Gayle accepted the nomination. Board



Member Gutierrez nominated Minakshi Hemlani as the Vice Chairwoman and she accepted the nomination. Secretary Hemlani nominated Dana Gutierrez as Board Secretary and she accepted the nomination. The Board unanimously voted for the following officers: Andrew Gayle as Board Chairman, Minakshi Hemlani as Vice Chairwoman, and Dana Gutierrez as Board Secretary.

**e. Contract Assignments**

Vice Chairwoman Hemlani moved to ratify any remaining contract assignments from the Receiver to GSWA. The motion was seconded by Board Member Denney and passed unanimously.

**IX. New Business**

It was announced that there would be a hearing in the District Court at the end of July. It was discussed that the appointment of a Trustee for Ordot would determine whether or not GSWA would be completely transitioned out of Receivership. The Board requesting information on the construction of Cell Three at Layon. General Manager Gast reported that negotiations for Cell Three construction were conducted by the Receivership, but information about the cell construction had been provided to him for review. It was reported that CoreTech was the only bidder and their bid was considerably high. Chairman Gayle stated that Black Construction informed him that they did not have the manpower to be able to bid. General Manager Gast provided his thoughts on the proposed cell construction.

Comptroller Kakigi reported that she had prepared a preliminary GSWA budget and would present a draft at the next Board meeting. General Manager Gast reported that Management was working towards true cost accounting to have a better idea of what each program costs the GSWA.

General Manager Gast and the Board discussed the revolving recycling fund and the possibility of funding being returned to GSWA. Chairman Gayle suggested Board Member Denney head the movement because of her recycling experience. It was discussed that funding could be used to educate the public about the right way to recycle. General Manager Gast reported that approximately seventy percent of collected recyclables were contaminated. Board member Denney stated that she would speak with Senator Sabina Perez about the revolving recycling fund.

**X. Open Discussion**

None.

**XI. Public Forum**

None.

**XII. Next Meeting**

The next Board meeting was scheduled for Wednesday July 24, 2019 at the GSWA Conference room at 11:00 a.m.

**XIII. Adjournment**

Board Member Denney moved to adjourn meeting at 12:45 p.m. The motion was seconded by Board Member Oehlerking and passed unanimously.

GUAM SOLID WASTE AUTHORITY  
BOARD OF DIRECTORS

RESOLUTION NO. 2019-01

RESOLUTION AUTHORIZING THE ISSUANCE OF GOVERNMENT OF GUAM GENERAL OBLIGATION BONDS, SERIES 2019, AND APPROVING AND AUTHORIZING RELATED DOCUMENTS, AGREEMENTS AND ACTIONS.

WHEREAS, a Consent Decree between the Government and the United States Environmental Protection Agency, approved by the United States District Court of Guam (the “District Court”) in 2004, provides timelines for the Government to plan, finance and execute the construction of a new landfill (the “Layon Landfill”) and the closure of the Ordot Dump (collectively, the “Consent Decree Projects”);

WHEREAS, in March 2008, the District Court determined that efforts made by the Government to identify a source of financing for the Consent Decree Projects did not meet the milestones required under the Consent Decree and appointed Gershman, Brickner & Bratton, Inc., a solid waste management consultant firm, as receiver (the “Receiver”) of the Solid Waste Management Division of the DPW, as succeeded by the Guam Solid Waste Authority (the “Authority”);

WHEREAS, the Receiver provided a special report, dated September 27, 2018, to the District Court, outlining the need for the construction of a new cell for the Layon Landfill and related costs to increase the capacity of such landfill (the “Series 2019 Project”);

WHEREAS, the Government recognizes that the Series 2019 Project is necessary in order to serve the health, safety and welfare of residents of Guam;

WHEREAS, pursuant to Section 1512.4 of Title 5 of the Guam Code Annotated (the “Act”), the Legislature of Guam (the “Legislature”) has authorized the Governor of Guam

(the “Governor”) to issue one or more series of general obligation bonds for the purpose of financing the Series 2019 Project; and

WHEREAS, the Legislature of Guam has, by P.L. No. 35-21 (the “Legislation”), approved the terms and conditions of the issuance of Government of Guam General Obligation Bonds, Series 2019 (the “Bonds”), the proceeds of which are to be used for such purposes, in an aggregate principal amount not to exceed thirty million dollars (\$30,000,000) for the purpose of financing the Series 2019 Project, as well as to fund necessary reserves and pay expenses incurred in connection with the issuance of such bonds, all as more particularly described in said Legislation;

WHEREAS, it may be necessary or desirable for the Authority to make a contribution of its legally available funds at or around the time of issuance of the Bonds for the payment of all or a portion of the costs of issuance thereof, or for related purposes;

WHEREAS, there has been presented to this meeting the form of a Continuing Covenant Agreement between the Government of Guam and the Guam Solid Waste Authority regarding the Government of Guam General Obligation Bonds Series 2019 (the “Continuing Covenant Agreement”), by and between the Authority and the Government, in connection with the Bonds;

WHEREAS, the Board of the Authority (the “Board”) desires to authorize the appropriate officers and employees of the Authority to take certain actions and execute and deliver documents and agreements related to the Bonds; and

WHEREAS, the issuance and sale of the Bonds shall be subject to the approval of the Guam Economic Development Authority (“GEDA”) pursuant to the Act and Section 50103(k) of Title 12, Guam Code Annotated;

NOW, THEREFORE, BE IT RESOLVED, by the Guam Solid Waste Authority Board of Directors as follows:

Section 1. The foregoing recitals are true and correct.

Section 2. The issuance of one or more series of the Bonds from time to time pursuant to the Act is hereby approved.

Section 3. The Continuing Covenant Agreement presented to this meeting is hereby approved, with such additions, changes and modifications as the Chair of the Board, the Vice-Chair of the Board or the General Manager of the Authority (each, whether acting individually or in concert, a "Designated Officer") may approve upon consultation with legal counsel, such approval to be conclusively evidenced by the Continuing Covenant Agreement executed by one or more of such Designated Officers, who are each hereby severally authorized and directed to execute the same.

Section 4. The Designated Officers and such other appropriate officials of the Authority are hereby authorized and directed to do any and all things and the Designated Officers are authorized to execute and deliver any and all documents, certificates, notices, directions, consents and agreements which they may deem necessary or advisable in order to effectuate the purposes of this resolution, including, without limitation, closing documents and certificates, including a tax certificate, amendments to any existing agreements and any documents or agreements necessary in order to obtain credit enhancement for the Bonds or any obligations of the Authority with respect to any of the foregoing.

Section 5. The Board hereby authorizes the Designated Officers of the Authority to make or cause to be made a contribution of the Authority's legally available funds at or around the time of issuance of the Bonds for the payment of all or a portion of the costs of

issuance thereof, or for such other purposes related to the Bonds as shall be acceptable to such Designated Officers.

Section 6. All actions heretofore taken by the officers, representatives or agents of the Authority in connection with the issuance and sale of the Bonds are hereby ratified, confirmed and approved.

Section 7. The Bonds shall be in all respects subject to the terms and conditions of the approval of the Governor and GEDA, and to the terms and conditions of the Legislation.

Section 8. This resolution shall take effect from and after its adoption.

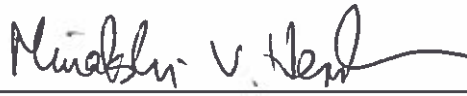
RESOLVED, that the Chair certifies and the Secretary attests to the adoption of this Resolution.

DULY AND REGULARLY ADOPTED AND APPROVED this 25th day of June 2019.

Certified by:

Attested by:

  
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Andrew Gayle, GSWA Board Chairman

  
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Minakshi Hemlani, GSWA Secretary

## SECRETARY'S CERTIFICATE

I, Minakshi Hemlani, Secretary for the Guam Solid Waste Authority Board of Directors do hereby certify as follows:

The foregoing is a full, true and correct copy of a resolution duly adopted at a [regular/special] meeting of the members of the Guam Solid Waste Authority Board of Directors duly and legally held at the regular meeting place thereof on June 25, 2019, of which meeting all of said members had due notice and at least a majority thereof were present.

At said meeting said resolution was adopted by a majority of all the members of said Board by the following vote:

Ayes: 5

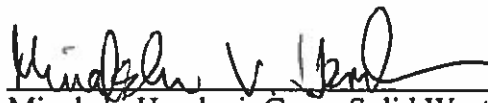
Nays: 0

Absent: 0

Abstained: 0

Said original resolution has not been amended, modified or rescinded since the date of its adoption, and the same is now in full force and effect.

SO CERTIFIED this 25<sup>th</sup> day of June 2019.

  
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Minakshi Hemlani, Guam Solid Waste  
Authority Board of Directors Secretary