



**GUAM SOLID WASTE AUTHORITY  
BOARD OF DIRECTORS' MEETING**

June 19, 2013

9am – 11am

Department of Public Works, Tamuning  
Construction Quality Control Conference Room

**MINUTES**

**I. Call to Order**

The Guam Solid Waste Authority Board of Directors' meeting was called to order by Chairman, Joseph Duenas, at 9:05am.

**II. Roll Call**

**Board Members:**

Joseph Duenas	Interim Chairman
Jonathan Denight	
Elyze Iriarte	
Alexandra LG Taitano	

**Management & Staff:**

Chace Anderson	GBB Vice President/Receiver Operations Manager
Alicia Fejeran	Board Secretary/Customer Service Supervisor
Tony Carbullido	GSWA Operations Supervisor
Keilani Mesa	GSWA Customer Service Representative
Jesse Murakami	GSWA Employee
Frank Babauta	GSWA Operations Employee

**III. Consent Agenda**

**i. Approval of Draft Minutes**

Board member, Jonathan Denight, motioned to approve minutes from the Board Meeting held on 5/21/2013. Board member, Alexandra Taitano, seconded. There was no objection and no further discussion. Motion was passed.

**IV. Reports**

None.

**V. Unfinished Business**

**a. Legal Counsel**

**i. Procurement for Legal Counsel for the Board**

Board members and Receiver Operations Manager, Chace Anderson, discussed the options for hiring legal counsel. They discussed the pros and cons of hiring an in



house attorney versus a firm. An outline of the RFP, which the Board had voted to pursue at its May 21, 2013 meeting, is in draft form and was provided to the Board for its review by Anderson.

Board members emphasized that they would like the procurement of legal counsel to be a priority, and requested that the receiver/GSWA provide an RFP by the next scheduled Board meeting. Elyze Iriarte was appointed by the Board to collect and consolidate the Board's input and send it to Chace Anderson by 6/26/2013. The Board agreed that once they are comfortable with the scope of work and criteria for selection, it would be sent to David Manning for review. The Board hopes to view resumes and proposals by their August Board meeting.

**b. GSWA Land Ownership**

A list of all real property was distributed to the Board members by Mr. Anderson. All of GSWA's Residential Transfer Stations are under lease from the Chamorro Land Trust, however, there are no funds being transferred to the Chamorro Land Trust. There were no further discussions.

**c. Transition Consultant**

*Jonathan Denight requested to move to New Business and discuss this item at a later time.*

Joseph Duenas suggested that hiring someone to do the work of the Board would expedite the transition from the Receiver to the Board. Jonathan Denight said he would like to the operations of GSWA to be transitioned to the Board in phases instead of all at once at the end of the transition period.

The Board discussed what questions they would present to the court at the court hearing scheduled for Wednesday, 6/26/2013, regarding what the judge would like to see in place and what objectives she has for the Board to be comfortable with handing the Authority over to them.

**d. Transition/Board Employees (i.e. Board Secretary)**

No discussion.

**VI. New Business**

**a. GSWA Reports**

Chace Anderson distributed a management report to the Board members summarizing the type of collection work done by GSWA staff, the monthly costs of GSWA's major contractors, the amount billed to GSWA customers, and the amount of cash received from those customers on a monthly basis. Mr. Anderson explained to the Board that the Department of Administration still handles payments for certain expenses such as personnel, benefits, fuel, and fleet repairs. Cash is transferred from GSWA to DOA for these estimated monthly expenses. Other expenses are handled by David Manning and are paid out of the Receivership's Citi Bank account.



The Board requested that the receiver/GSWA provide them with Profit and Loss reports, balance sheets, expenses in percentage to a whole, and historical information that were already presented to the court so they would be able to analyze the data. Chace Anderson said he would confer with David Manning because some information would have to be presented to the court first, however, historical information that was already presented to the court could be provided.

**VII. Open Discussion**

**a. Samples of Bylaws**

To help the Board organize how they might want to put their bylaws together, Mr. Anderson handed out bylaws from other Solid Waste Authorities in the United States as well as an Example of Possible Language for Bylaws.

**b. Receiver's Proposed Transition Timeline**

Mr. Anderson prepared and distributed a timeline of activities leading to the transition of authority from the Receiver to the Board between June 2013 through December 2015. The proposed timeline consists of educational activities for the Board such as reviewing GSWA contracts, bond issues, billing system, the Board working with staff to go over policies and developing budgets, and holding informal night meetings each December with GSWA employees.

Joseph Duenas raised a concern that the proposed timeline did not allow the GM enough time with the Receiver before the Receiver transitions out. He believes that getting a GM on Board and participating in the educational activities while the receiver is still in place would make the transition seamless. Elyze Iriarte mentioned that the Board has the option to either hire a GM or contract a company and suggested that the receiver take into consideration that should the Board decide to contract with a company, it may be a lengthier and longer process.

Alexandra Taitano expressed concern about the timing of discussing the bonds. She explained that rates, at the moment, are favorable, and would like to discuss refinancing the bonds and analyzing financials.

The Board stated they would like to redo a timeline to include the Board's thoughts, and to compact the activities into a one or two day retreat as oppose to doing it in phases throughout two and half years.

**c. Court Oder 6/18/2013 – GSWA Board of Directors Court Hearing**

Board members were provided a copy of the court order dated June 18, 2013 regarding a meeting with the GSWA Board. The hearing is scheduled for Wednesday, June 26, 2013 at 7:30 a.m. at the District Court of Guam. Chace Anderson informed the Board that the court would like to know what the Board would like to discuss at the meeting. A list of questions and concerns will be provided to Chace Anderson at a later time. He will relay the list to the court.



*The Board returned to IV. Unfinished Business, a. Legal Counsel*

**VIII. Public Forum**

Tom Herslet from Guam Tire Importers said he would like to present the Board with a presentation on the waste tire issue. He and the Board agreed that he would do a presentation at the next scheduled Board meeting.

**IX. Next Meeting**

The Board members agreed to hold the next Board meeting on July 10, 2013 at 9:00 a.m. The location will be established via email prior to the next meeting.

**X. Adjourn**

Elyze Iriarte motioned to adjourn meeting. Alexandra Taitano seconded. There were no objections. Motion was passed, and meeting was adjourned at 10:38 a.m.