

MINUTES OF A REGULAR MEETING OF THE BOARD OF DIRECTORS OF THE
GUAM ECONOMIC DEVELOPMENT AUTHORITY

July 31, 2015
(Reconvened from July 28, 2015)

Call to Order

§1. The regular meeting of the Board of Directors of the **Guam Economic Development Authority** (referred to as “GEDA” or the “Authority”) was held on July 28, 2015 and reconvened on July 31, 2015 at the hour of 12:00 p.m. at the Guam Economic Development Authority conference room, Fifth Floor Suite 511, ITC Building, Tamuning, Guam. The meeting was called to order by Chairman Edward J. Calvo to consider several items on the agenda.

Attendance and Quorum

§2. Roll Call. As determined by the roll call, the following directors were present:

Directors:

Edward J. Calvo

Vera Wu

Monte Mesa

Ernesto V. Eslpaldon, Jr.

Absent and excused was:

David J. John

George Chiu

Offices or Positions:

Chairman

Secretary

Director

Director

Vice Chairman

Director

Also present were:

GEDA Officials:

John A. Rios	GEDA Administrator
Thomas Fisher	GEDA Legal Counsel
Christina Garcia	Public Finance Manager
Claire Cruz	Loans & Compliance Manager
Diego Mendiola	Real Property Assistant Manager
Mike Cruz	Project Director
Dong Choe	Program Coordinator
Therese Santos	Executive Assistant
Matt Sgro	Industry Development Specialist
Jha'Aunie Leon Guerrero	Program Coordinator
Mark Mendiola	Special Assistant Inter-Agency Support
Antoinette Leon Guerrero	Public Finance Officer
Natalia Faculo	Commerce & Economic Supervisor
Thomas Paulino	Administrative Services Asst. Manager
Sydney Leon Guerrero	Finance Analyst
Janalynn Damian	Calvo Fisher/GRRP
Ignacio Aguigui	Law Office of Ignacio Aguigui/GRRP
Sandra Miller	Office of the Governor
John Camacho	GRRP

Communications

§3. The first item considered was Communications.

Chairman Calvo informed the Board that they will be looking into taking option on the resolution approving an agreement between the Government of Guam, GEDA and the Guam Resource Recovery Partners (GRRP) and authorizing execution thereof as a result of the Executive Session on Tuesday, July 28, 2015.

Attorney Tom Fisher informed the Board that in their possession is an agreement which is signed by Governor Calvo and GRRP on behalf of the Government of

Guam, as well as a resolution accompanied with an agreement presented by GRRP with the signatures of Mr. Wagdy Guirguis for GRRP and the Governor on behalf of the Government of Guam. This agreement is attached hereto and incorporated into these minutes by reference.

The parties have agreed to settle the action, inter alia, on the following terms:

1. The parties agree to negotiate the terms and conditions of the redlined Solid Waste Construction Services Agreement (SWCSA) provided by GRRP to GEDA and the Government of Guam in good faith, and in compliance with the Guam Supreme Court's decisions.
2. The parties will draft and execute a stipulation to dismiss the Action with prejudice, each party to bear its own costs and fees, including attorney's fees which they further agree shall be filed on the earlier of 20 days after introduction of a bill to be agreed upon by the parties to approve the new SWCSA negotiated by the parties under paragraph 1.1, or a legislative vote in third reading of said bill.
3. The parties agree that the mediator shall retain jurisdiction to resolve any disputes that may arise out of the settlement herein, including the drafting of the SWCSA.
4. The parties agree that the promises and conditions set forth herein shall be more fully described and finalized in a subsequent settlement agreement and release of claims (Settlement Agreement) to be signed by the parties, subject to GEDA Board and Office of the Governor approval. In the event that no Settlement Agreement is ever signed by the parties, this MOU is intended to be and shall serve as a valid and enforceable agreement to the extent that the parties have agreed.
5. The parties agree that the terms and conditions of this MOU and any Settlement Agreement shall be confidential.

II. The parties have not agreed upon the following issues but will agree to negotiate and discuss further the following:

1. Who will introduce and in what manner it will be introduced, the bill referenced in paragraph 1.2, above.
2. A provision regarding GRRP's non-waiver of rights or remedies regarding obtaining licenses, permits or approvals from any Government of Guam agencies and circumstances under which GRRP may or may not sue any agency or branch of the Government of Guam.

RESOLUTION NO. 15-002

RESOLUTION APPROVING THE 2015 AGREEMENT BETWEEN THE GOVERNMENT OF GUAM, GUAM ECONOMIC DEVELOPMENT AUTHORITY AND GUAM RESOURCE RECOVERY PARTNERS, L.P. AND AUTHORIZING THE EXECUTION THEREOF

WHEREAS, on November 6, 2009, Guam Resource Recovery Partners, L.P. ("GRRP") filed a government claim seeking \$20,000,000.00 in damages for the Government of Guam and the Guam Economic Development Authority's ("GEDA") alleged breach of certain Licenses granted to GRRP for the development of a waste-to-energy facility on Guam, which claim was denied by the Government; and

WHEREAS, GRRP filed an action in the Superior Court of Guam based on its government claim against the Government and GEDA, designated as Superior Court of Guam Civil Case No. CV1680-11 (the "Action"); and

WHEREAS, the Government, GEDA and GRRP entered into court-ordered mediation Action; and the Government, GEDA & and GRRP, signed a memorandum of understanding (MOU) on November 12, 2013, see attachment 1, ("November 12, 2013 MOU"); and

WHEREAS, the parties intend to enter into a subsequent agreement, which has been executed by the Government of Guam, see attachment 2, (the "2015 Agreement"); and

WHEREAS, the parties have negotiated a new Solid Waste Construction Service Agreement (SWCSA) according to Section I-1, of the November 12 MOU, see attachment 3, ("SWCSA"); and

WHEREAS, pursuant to Section 50103(k) of Division 2 of Title 12, Guam Code Annotated, GEDA is the central financial planner for the Government.

NOW, THEREFORE, IT IS HEREBY:

RESOLVED, that the 2015 Agreement executed by the Governor of Guam and all of its attachments, are hereby approved by the Board for execution and delivery by GEDA; and be it further

RESOLVED, that the Administrator and Chairman of the Board are hereby authorized to and shall execute any and all documents necessary to carry out the approvals granted in this Resolution.

This resolution shall take effect from and after its adoption.

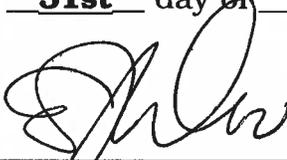
After further discussion and confirmation that Sandra Miller, Governor's Legal Counsel and Janalynn Cruz Damian, GRRP Legal Counsel had no objections, a motion duly made by Director Mesa and seconded by Director Wu to approve changes being made on the proposed resolution as noted on the first Whereas paragraph and the first Thereof paragraph, The motion was unanimously approved.

Chairman Calvo then informed the Board that he will sign the resolution, and Administrator John Rios will sign the agreement.

Adjournment

§4. Having no further items to discuss, on motion to adjourn duly made by Director Mesa and seconded by Director Espaldon, at 12:20 p.m., the meeting was adjourned.

Dated this 31st day of July, 2015



Edward J. Calvo
Chairman

ATTEST:



Vera Wu
Secretary