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Messages and Communications - GSWA Board Mtg Agenda and Minutes

1 message

Speaker Won Pat <speaker@judiwonpat.com>

Wed, Sep 4, 2013 at 3:06 PM

To: Guam Legislature Clerks Office <clerks@guamlegislature.org>

9/4/2013 9/4/2013	Guam Solid Waste Authority	Board Meeting Agenda and Minutes	32-13-746
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From: **Alicia Fejeran** <avfejeran@gmail.com>
 Date: Wed, Sep 4, 2013 at 2:13 PM
 Subject: GSWA Board Mtg Agenda and Minutes
 To: Speaker Won Pat <speaker@judiwonpat.com>

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 Speaker
 9.04.13
 Time 3:06 PM
 Received by: [Signature]

2013 SEP 24 PM 3:13

Hafa Adai,

Please find attached, our meeting agenda from our latest GSWA Board meeting held on August 22, 2013 and the approved minutes from our meetings held on June 19, 2013 and July 10, 2013.

Thank you,

Alicia Fejeran

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3 attachments

- Meeting Agenda - 8-22-2013.pdf
153K
- Approved GSWA Board Meeting Minutes - 7-10-13.pdf
131K



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

August 22, 2013

9am – 11am

Ricardo J. Bordallo Governor's Complex, Adelup
Large Conference Room

- I. Call to Order
- II. Roll Call
- III. Approval of Minutes
 - a. June SWA Meeting
 - b. July SWA Meeting
- IV. Reports
 - a. Receiver's Report
- V. Unfinished Business
 - a. Legal Counsel – RFP Status
 - b. Board Rules and Regulations – Pending Legal Counsel
- VI. New Business
 - a. Layon Landfill Presentation/Question & Answers (1.5 hours)
- VII. Open Discussion
- VIII. Public Forum
- IX. Next Meeting
- X. Adjourn



**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.



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

July 10, 2013

9am to 11am

Ricardo J. Bordallo Governor's Complex, Adelup
Small 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 9:08 a.m.

II. Roll Call

Board Members:

Joseph Duenas	Interim Chairman
Andrew Gayle	Interim Vice Chair
Elyze Iriarte	
Alexandra Taitano	

Management & Staff:

Chace Anderson	GBB Vice President/Receiver Operations Manager
David Manning	Receiver Representative (via phone)
Alicia Fejeran	Board Secretary/Customer Service Supervisor
Keilani Mesa	Customer Service

Guest:

Tom Hertslet

III. Consent Agenda

Joseph Duenas distributed a rearranged agenda for the current meeting and suggested that the board adopt the new agenda.

Alexandra Taitano motioned to adopt the rearranged agenda, and Elyze Iriarte seconded.

Joseph Duenas also suggested that moving forward, the chairman of the board solicit the agenda to the board members and to the receiver and the final agenda will be submitted to the Receiver. Andrew motioned to accept the suggestion, and Elyze Iriarte seconded. There



were no objections. Motion was passed.

a. Approval of Draft Minutes

Board members showed concerns about the draft minutes for the 6/19/2013 board meeting. They felt that the draft minutes were not accurate because it did not include specific time frames and did not capture some parts of their discussion about the RFP for legal counsel. Joseph Duenas, asked to table the approval of the minutes until the next board meeting. Elyze Iriarte motioned to table the approval of the minutes, and Alexandra Taitano seconded. There was no further discussion. Motion was passed.

IV. Reports

a. Management Report

i. Operations Report

Chace Anderson had provided the board with a tonnage report of the amount of trash received at the Hauler Only Transfer Station and the Layon Landfill in FY 2012 and 2013 was given to the board.

ii. Financial Report

Operating budget statements for FY 2012 and 2013, a report of monthly billings and cash collected from 2009 through present were presented to the board along with a Rate Model which was provided to the PUC, the Governor, and the Legislature. Board member, Alexandra Taitano, inquired with David Manning about the increase in debt service that would take effect on September 30, 2013. She inquired if this increase in debt service would cause an increase in tipping fees. Manning informed the board that he had informed the court, the Governor, the PUC, and the Legislature that there would need to be a significant increase in rates if the increase in debt service was to be fully reimbursed to the Government. Manning said that the court did not require the Receiver to make this decision and that the Government would have to make this decision, however, no action or decision by the Government has thus far been made.

Joseph Duenas thanked the Receivers for providing the reports. Manning informed the board that they can contact him anytime regarding any questions they might have about the reports.

b. Presentation by the Receiver

Chace Anderson presented a slideshow that was shown to former Governor, Felix Camacho. The presentation showed an overview of the Guam Solid Waste Management



Division when the Receivers first came into place and the problems the division possessed that brought in the Receiver.

V. Unfinished Business

a. Board of Directors' Role: Court Orders 6/28/13 and 7/1/13

The Board appreciated Judge Tydingco-Gatewood making time for the board and for answering their questions. They look forward to working with her and fulfilling the court order.

The Chair noted that according to the court's order, the Attorney General's office was to serve the board as needed until the board found outside legal counsel, and that he had emailed Assistant Attorney General, Kathy Fokas, to ask if a representative from the Attorney General's office would be in attendance. The Chair asked the Clerk to note in the minutes that there was no representative from the Attorney General's office in attendance.

Elyze Iriarte inquired with Chace Anderson on how the board would be able to identify the orders that the judge had advised them to read. Anderson informed the board that most of the orders can be found on the Receivership website along with all the status hearing reports and procurement documents. David Manning added that, if the board wanted, he could pull up all the orders and give it to them because not all orders might be on the website.

b. Receiver's Proposed Transition Schedule

Receiver Operations Manager, Chace Anderson, presented the board members with a transition timeline at the board meeting on 6/19/2013. The timeline consisted of educational activities about the agency that would take place between June 2013 through December 2015. Board members had previously inquired if the activities could be compacted into a 1-2 day retreat. Joseph Duenas inquired again if this could still be a possibility. Anderson said it would depend on people's availability to do the presentations. David Manning said they could try to be flexible and put multiple sessions together, however, he encouraged the board to utilize the time they have and try not to push too much together at one time. Elyze Iriarte voiced that she believes the board should continue to follow the proposed timeline until the board is able to put their revised timeline together as well as figuring out the presenter's availabilities.

c. Board Resources Needed for Effective Transition

i. Legal Counsel – RFP Status

Receiver Operations Manager, Chace Anderson, distributed copies of the draft RFP and Contract for legal counsel to the board and requested that they review it and send their comments to him. Anderson and the board members discussed



a timeline for receiving the comments and putting out the RFP. It was decided that Elyze Iriarte would consolidate the board's comments and send it to Anderson by 7/26/2013.

ii. Technical Advisor/Interim Transition Manager

Board members discussed the idea of hiring a transition manager. The board believes it would be a good idea and that it would make the transition from the Receiver to Gov Guam seamless, however, some board members felt that it is too early and would like to discuss it at a later time. They agreed that they would, first, focus more on adopting rules and regulations and establishing officers.

iii. Board Secretary

Alicia Fejeran will be the coordinating entity for the board and GBB. There was no further discussion.

Elyze Iriarte requested for Fejeran to send out the court filings to the board members within two business days from when they're filed. David Manning suggested that the board be sent the filings directly instead. Chace Anderson said he would inquire with the court about what they could do.

iv. Board Rules and Regulations (Pending Legal Counsel)

No discussion, but this item will stay on the agenda until it is done.

VI. New Business

a. Existing SWA Contracts

No discussion.

b. Presentation by Tom Herslet

Tom and Boris Herslet, presented a slideshow on the waste tire issue on Guam and some suggested solutions Guam might consider.

VII. Open Discussion

Andrew Gayle inquired with Chace Anderson about the suggestion made at the last court status hearing to deposit a certain amount of money in an account to be gaining interest to be used for Ordot Dump's post closure care. He asked Anderson if this is how other places would typically do it if they had never set aside money for post closure costs. He had also asked if some places have used operating revenue from other operations to cover this cost. Anderson said he could check, and also suggested that David Manning could provide more detail about what other governments normally do.

Elyze Iriarte expressed her concern that the last court hearing was requested by one board



member and not voted on by the Board as a whole. She made a motion that the Board should make any further communications with the court only after a majority vote, and that such a request represent the Board's wishes and not an individual Board member's. Alexandra Taitano seconded. Joseph Duenas opened the discussion. Motion was passed unanimously.

VIII. Public Forum

None.

IX. Next Meeting

The next board meeting will be held on Thursday, 8/22/2013 at 9:00am in the small conference room in Adelup.

X. Adjourn

Elyze Iriarte motioned to adjourn meeting, Alexandra Taitano seconded. There were no objections. Motion was passed, and meeting was adjourned at 11:00 a.m.