

I Mina'Trentai Dos Na Liheslaturan Guahan
Bill Log Sheet

BILL NO.	SPONSOR	TITLE	DATE INTRODUCED	DATE REFERRED	CMTE REFERRED	PUBLIC HEARING DATE	DATE COMMITTEE REPORT FILED	FISCAL NOTES
194-32 (COR) - VETOED	Michael F. Q. San Nicolas	AN ACT TOADD A NEW CHAPTER 55 TO DIVISION 2, TITLE 12, GUAM CODE ANNOTATED AND A NEW SUBSECTION (i) TO §103104 OF CHAPTER 10, TITLE 11, GUAM CODE ANNOTATED, RELATIVE TO THE ESTABLISHMENT OF A GUAM INTRASTATE SECURITIES EXCHANGE UNDER THE INTRASTATE OFFERING EXEMPTION OF THE SECURITIES ACT OF 1933.	09/24/13 11:47 a.m.	09/24/13	Committee on Aviation, Ground Transportation, Regulatory Concerns, and Future Generations	10/11/13, 2:00pm	10/29/13 4:58 p.m.	Fiscal Note Requested 10/01/13 Fiscal Note Received 11/22/13
	DATE PASSED	TITLE	TRANSMITTED		DUE DATE	DATE SIGNED BY I MAGA'LAHEN GUAHAN	PUBLIC LAW NO.	NOTES
	11/12/2013	AN ACT TO ADD A NEW CHAPTER 55 TO DIVISION 2, TITLE 12, GUAM CODE ANNOTATED; AND A NEW SUBSECTION (i) TO § 103104 OF CHAPTER 103, TITLE 11, GUAM CODE ANNOTATED, RELATIVE TO THE ESTABLISHMENT OF A GUAM INTRASTATE SECURITIES EXCHANGE UNDER THE INTRASTATE OFFERING EXEMPTION OF THE FEDERAL SECURITIES ACT OF 1933.	11/15/13	11:28 a.m.	11/27/2013			11/27/13 - VETOED

EDDIE BAZA CALVO
Governor



RAY TENORIO
Lieutenant Governor

Office of the Governor of Guam

32-13-1012
Office of the Speaker
Judith T. Won Pat, Ed. D.

Date: 11.27.13
Time: 5:10 pm
Received by: [Signature]

NOV 27 2013

Honorable Judith T. Won Pat, Ed.D
Speaker
I Mina'trentai Dos Na Liheslaturan Guåhan
155 Hesler Street
Hagåtña, Guam 96910

2013 NOV 29 AM 8:29
[Signature]

Dear Madame Speaker:

Attached is Bill No. 194-32 (COR), entitled, ***“AN ACT TO ADD A NEW CHAPTER 55 TO DIVISION 2, TITLE 12, GUAM CODE ANNOTATED; AND A NEW SUBSECTION (i) TO § 103104 OF CHAPTER 103, TITLE 11, GUAM CODE ANNOTATED, RELATIVE TO THE ESTABLISHMENT OF A GUAM INTRASTATE SECURITIES EXCHANGE UNDER THE INTRASTATE OFFERING EXEMPTION OF THE FEDERAL SECURITIES ACT OF 1933”*** which I have **vetoed**.

It is troubling that the bill requires the Guam Economic Development Agency (GEDA) to establish a program for the issuance and exchange of securities, including a requirement that GEDA promulgate rules, regulations and procedures for the administration of the program, yet GEDA had little to no input into the drafting of the bill. Further, because the bill implicates the application of the federal Securities Act of 1933 to the proposed program, it would be necessary to retain licensed securities professionals, which is an area of expertise that GEDA does not have. To this extent, the bill therefore represents an unfunded mandate, as well as an impermissible charge of GEDA as a regulatory agency in violation of its statutory purposes.

Senseramente,

[Signature]
EDDIE BAZA CALVO
Governor of Guam

1012

I MINA'TRENTAI DOS NA LIHESLATURAN GUÅHAN
2013 (FIRST) Regular Session

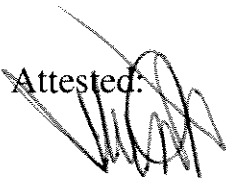
CERTIFICATION OF PASSAGE OF AN ACT TO I MAGA'LAHEN GUÅHAN

This is to certify that **Bill No. 194-32 (COR)**, "AN ACT TO ADD A NEW CHAPTER 55 TO DIVISION 2, TITLE 12, GUAM CODE ANNOTATED; AND A NEW SUBSECTION (i) TO § 103104 OF CHAPTER 103, TITLE 11, GUAM CODE ANNOTATED, RELATIVE TO THE ESTABLISHMENT OF A GUAM INTRASTATE SECURITIES EXCHANGE UNDER THE INTRASTATE OFFERING EXEMPTION OF THE FEDERAL SECURITIES ACT OF 1933", was on the 12th day of November 2013, duly and regularly passed.



Judith T. Won Pat, Ed.D.
Speaker

Attested:



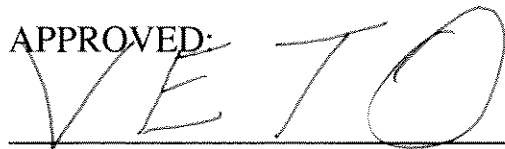
Tina Rose Muña Barnes
Legislative Secretary

This Act was received by *I Maga'lahen Guåhan* this 15th day of Nov.,
2013, at 11:28 o'clock A.M.



Assistant Staff Officer
Maga'lahi's Office

APPROVED:



EDWARD J.B. CALVO
I Maga'lahen Guåhan

Date: NOV 27 2013

Public Law No. _____

I MINA'TRENTAI DOS NA LIHESLATURAN GUÅHAN
2013 (FIRST) Regular Session

Bill No. 194-32 (COR)

Introduced by:

Michael F. O. San Nicolas
T. C. Ada
V. Anthony Ada
FRANK B. AGUON, JR.
B. J.F. Cruz
Chris M. Dueñas
Michael T. Limtiaco
Brant T. McCreddie
Tommy Morrison
T. R. Muña Barnes
Vicente (ben) C. Pangelinan
R. J. Respicio
Dennis G. Rodriguez, Jr.
Aline A. Yamashita, Ph.D.
Judith T. Won Pat, Ed.D.

AN ACT TO ADD A NEW CHAPTER 55 TO DIVISION 2, TITLE 12, GUAM CODE ANNOTATED; AND A NEW SUBSECTION (i) TO § 103104 OF CHAPTER 103, TITLE 11, GUAM CODE ANNOTATED, RELATIVE TO THE ESTABLISHMENT OF A GUAM INTRASTATE SECURITIES EXCHANGE UNDER THE INTRASTATE OFFERING EXEMPTION OF THE FEDERAL SECURITIES ACT OF 1933.

1 **BE IT ENACTED BY THE PEOPLE OF GUAM:**

2 **Section 1. Short Title.** This Act *shall* be cited as the “Guam Intrastate
3 Securities Exchange Act.”

4 **Section 2. Legislative Intent.** *I Liheslaturan Guåhan* finds that many
5 local businesses would benefit greatly by expanded access to additional funding

1 mechanisms for new or expanded operations. Under the Securities Act of 1933,
2 federal law provides that intrastate offerings of securities are exempt from
3 regulation by the Securities and Exchange Commission.

4 *I Liheslaturan Guåhan* finds that, although the exemption allows for
5 intrastate offerings, there is *no* local mechanism established to facilitate the
6 offering and sale of intrastate securities by local businesses to local investors.
7 Without such a mechanism, the economic potential of this exemption within the
8 federal securities law is not yet realized.

9 *I Liheslaturan Guåhan* further finds that access to capital is a key
10 component of growth, and that current capital access is generally limited to owner
11 infusions and borrowing.

12 *I Liheslaturan Guåhan* finds that Public Law 26-76, which dissolved the
13 Department of Commerce, *added* the following language to the purposes of the
14 Guam Economic Development Authority (GEDA): “The Authority *shall* promote
15 and encourage the expansion and development of markets for products of Guam.
16 The Authority *shall* promote and encourage location and development of new
17 businesses on Guam, as well as the retention and expansion of existing
18 businesses.” GEDA further provides direct loans to local businesses through
19 several programs. It is, thus, a natural extension of the mandate of GEDA to allow
20 it to facilitate in the provision of capital to local businesses through an intrastate
21 securities program.

22 Therefore, it is the intent of *I Liheslaturan Guåhan* that the Guam Economic
23 Development Authority establish a Guam Intrastate Securities Exchange program,
24 in compliance with federal and local laws and regulations, to facilitate the offering
25 and sale of intrastate securities by local companies to local investors by *adding* a
26 new Chapter 55 to Division 2, Title 22, Guam Code Annotated.

1 **Section 3. Guam Intrastate Securities Exchange.** A new Chapter 55 is
2 hereby *added* to Division 2 of Title 12, Guam Code Annotated, to read:

3 **“CHAPTER 55**

4 **GUAM INTRASTATE SECURITIES EXCHANGE**

5 Article 1. General Provisions.

6 Article 2. Guam Intrastate Securities Exchange Program.

7 **ARTICLE 1**

8 **GENERAL PROVISIONS**

9 §55101. Short Title.

10 §55102. Definitions.

11 **§ 55101. Short Title.** This Chapter *shall* be cited as the “Guam
12 Intrastate Securities Exchange Act.”

13 **§ 55102. Definitions.** As used in this Chapter, *unless* the context
14 in which they are used requires a different meaning, or *unless* a different
15 definition is prescribed for a particular chapter, article or provision:

16 (a) *Security* has the same meaning as provided in Section
17 2(a)(1) of the Securities Act of 1933.

18 (b) *Sale* or *sell* have the same meanings as provided in
19 Section 2(a)(3) of the Securities Act of 1933.

20 (c) *Intrastate offering exemption shall* mean the exemption
21 from United States securities regulations offered by Section 3,
22 Subsection (a)(11) of the Securities Act of 1933, and regulations
23 governing such exemption, including the Code of Federal Regulations
24 Title 11 Chapter II §230.147.

25 (d) *Issuer* has the same meaning as provided in Section
26 2(a)(4) of the Securities Act of 1933.

27 **ARTICLE 2**

1 **GUAM INTRASTATE SECURITIES EXCHANGE PROGRAM**

2 §55201. Creation.

3 §55202. Purpose.

4 §55203. Authority to Promulgate Rules and Regulations.

5 §55204. Maintenance of Records.

6 **§ 55201. Creation.** There is created, within the Guam Economic
7 Development Authority, a Guam Intrastate Securities Exchange Program.

8 **§ 55202. Purpose.** The purpose of the Guam Intrastate Securities
9 Exchange Program *shall* be to facilitate the issuance and exchange of
10 intrastate offerings by businesses established within the island of Guam and
11 the government of Guam, inclusive of autonomous, semi-autonomous, and
12 other agencies and instrumentalities of the government Guam, pursuant to
13 the intrastate offerings exemption of the Securities Act of 1933. The
14 Program *shall* help to match issuers which desire to offer securities to invest
15 in new or expanded local operations with qualified local investors who are
16 able to provide capital to make these plans achievable. The Program *shall*
17 ensure that all offerings, offerors and investors comply with the provisions
18 of the Intrastate Offering exemption and other federal and local laws and
19 regulations.

20 **§ 55203. Authority to Promulgate Rules and Regulations.** The
21 Board of Directors of the Guam Economic Development Authority is hereby
22 authorized to promulgate all necessary rules, procedures and regulations for
23 the administration of this Act, and to accomplish the purposes for which the
24 Guam Intrastate Securities Exchange Program are established, pursuant to
25 the federal Securities Act of 1933 and the Guam Administrative
26 Adjudication Law. The Program *shall* comply with all aspects of federal and
27 local securities and exchange laws and regulations relative to intrastate

1 offerings. Within one hundred eighty (180) days from the enactment of this
2 Act, the Board of Directors *shall* promulgate initial rules and regulations
3 governing the program, including a schedule of fees to operate the program,
4 all in consultation with the Banking and Insurance Commissioner for the
5 purposes of regulatory compliance.

6 **§ 55204. Maintenance of Records.** Records of each transaction
7 pursuant to the Program established by this Chapter *shall* be maintained by
8 the Guam Intrastate Securities Exchange Program within GEDA for a
9 minimum of five (5) years following the completion of such transaction, or
10 as further necessary to satisfy any action brought by the Banking and
11 Insurance Commissioner, or the Securities and Exchange Commission,
12 against any party until such transaction has reached final resolution. It *shall*
13 be the responsibility of each investor to maintain all necessary transaction
14 records in excess of five (5) years, and to report and pay all applicable taxes
15 to the government of Guam.”

16 **Section 4. Regulation of the Intrastate Security Exchange.** A new
17 Subsection (i) is hereby *added* to §103104 of Chapter 103, Title 11, Guam Code
18 Annotated, to read:

19 “(i) The Banking and Insurance Commissioner *shall* promulgate
20 necessary rules and regulations, pursuant to the Guam Administrative
21 Adjudication Law in compliance with the federal Securities Act of 1933, to
22 monitor and enforce compliance of the Guam Intrastate Securities Exchange
23 Program of the Guam Economic Development Authority. Participating
24 issuers and investors *shall* be regulated in accordance with applicable federal
25 securities laws and regulations, and applicable local laws and regulations.
26 The Regulatory Division of the Department of Revenue and Taxation *shall*
27 have jurisdiction for enforcement of the provisions of such rules and

1 regulations. The Commissioner *shall* promulgate initial rules and regulations
2 under this Section within one hundred eighty (180) days of the enactment of
3 this Act, all in consultation with the Guam Economic Development
4 Authority Board of Directors to ensure regulatory compliance.”



COMMITTEE ON RULES

I Mina'trentai Dos na Liheslaturan Guåhan • The 32nd Guam Legislature
155 Hesler Place, Hagåtña, Guam 96910 • www.guamlegislature.com
E-mail: roryforguam@gmail.com • Tel: (671)472-7679 • Fax: (671)472-3547

Senator
Rory J. Respicio
CHAIRPERSON
MAJORITY LEADER

Senator
Thomas C. Ada
VICE CHAIRPERSON
ASSISTANT MAJORITY LEADER

Senator
Vicente (Ben) C. Pangelinan
Member

Speaker
Judith T.P. Won Pat, Ed.D.
Member

Senator
Dennis G. Rodriguez, Jr.
Member

Vice-Speaker
Benjamin J.F. Cruz
Member

Legislative Secretary
Tina Rose Muña Barnes
Member

Senator
Frank Blas Aguon, Jr.
Member

Senator
Michael F.Q. San Nicolas
Member

Senator
V. Anthony Ada
Member
MINORITY LEADER

Senator
Aline Yamashita
Member

November 22, 2013

MEMORANDUM

To: **Rennae Meno**
Clerk of the Legislature

From: **Senator Rory J. Respicio**

Subject: **Fiscal Notes & Waivers**

Hafa Adai!

Transmitted herewith are fiscal notes received from BBMR on the following Bill Nos: 91-32(COR), 98-32(LS), 116-32(COR), 153-32(COR), 176-32(COR), 181-32(COR), 194-32(COR), 195-32(COR), 202-32(COR), 209-32(COR), 211-32(COR) and Fiscal Note Waivers on the following Bill Nos. 94-32(COR), 165-32(COR), 170-32(COR), 189-32(COR), 193-32(COR), 210-32(COR).

Please include fiscal notes and waivers with their respective Committee Reports.

Please make the appropriate indication in your records; and forward to MIS for posting on our website. I also request that the same be forwarded to all Senators of *I Mina'trentai Dos na Liheslaturan Guåhan*.

Si Yu'os Ma'ase'!

2013 NOV 22 PM 10:46

**BUREAU OF BUDGET & MANAGEMENT RESEARCH**

OFFICE OF THE GOVERNOR
Post Office Box 2950, Hagåtña Guam 96932

EDDIE BAZA CALVO
GOVERNOR

JOHN A. RIOS
DIRECTOR

RAY TENORIO
LIEUTENANT GOVERNOR

OCT 30 2013

Senator Rory J. Respicio
Chairperson, Committee on Rules
I Mina'trentai Unu na Liheslaturan Guåhan
The 31st Guam Legislature
155 Hesler Place
Hagåtña, Guam 96932

Hafa Adai Senator Respicio:

Transmitted herewith is Fiscal Note on the following Bill Nos.: 194-32(COR), and
Fiscal Note Waiver on the following Bill Nos.: ~~XXXXXXXXXX~~

If you have any question(s), please do not hesitate to call the office at 475-9412/9106.


JOHN A. RIOS
Director

Enclosures
cc: Senator Vicente (ben) Pangelinan

**Bureau of Budget & Management Research
Fiscal Note of Bill No. 194-32 (COR)**

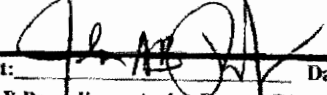
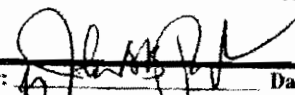
AN ACT TO ADD A NEW CHAPTER 55 TO DIVISION 2, TITLE 12, GUAM CODE ANNOTATED AND A NEW SUBSECTION (i) TO §103104 OF CHAPTER 10, TITLE II, GUAM CODE ANNOTATED, RELATIVE TO THE ESTABLISHMENT OF A GUAM INTRASTATE SECURITIES EXCHANGE UNDER THE INTRASTATE OFFERING EXEMPTION OF THE SECURITIES ACT OF 1933

Department/Agency Appropriation Information	
Dept./Agency Affected: Revenue & Taxation	Dept./Agency Head: John Camacho, Director
Department's General Fund (GF) appropriation(s) to date:	8,196,472
Department's Other Fund (Specify) appropriation(s) to date: Tax Collection Enhancement Fund and Better Public Services	2,441,903
Total Department/Agency Appropriation(s) to date:	\$10,638,375

Fund Source Information of Proposed Appropriation			
	General Fund:	(Specify Special Fund):	Total:
FY 2012 Unreserved Fund Balance ¹		\$0	\$0
FY 2014 Adopted Revenues	\$0	\$0	\$0
FY 2014 Appro. (Bill No. 1(4-S))	\$0	\$0	\$0
Sub-total:	\$0	\$0	\$0
Less appropriation in Bill	\$0	\$0	\$0
Total:	\$0	\$0	\$0

Estimated Fiscal Impact of Bill						
	One Full Fiscal Year	For Remainder of FY 2013 (if applicable)	FY 2014	FY 2015	FY 2016	FY 2017
General Fund	\$0	\$0	\$0	\$0	\$0	\$0
(Specify Special Fund)	\$0	\$0	\$0	\$0	\$0	\$0
Total	\$0	\$0	\$0	\$0	\$0	\$0

- Does the bill contain "revenue generating" provisions? // Yes /x/ No
If Yes, see attachment
- Is amount appropriated adequate to fund the intent of the appropriation? /x/ N/A // Yes // No
If no, what is the additional amount required? \$ _____ /x/ N/A
- Does the Bill establish a new program/agency? /x/ Yes // No
If yes, will the program duplicate existing programs/agencies? // N/A // Yes /x/ No
Is there a federal mandate to establish the program/agency? // Yes /x/ No
- Will the enactment of this Bill require new physical facilities? /x/ Yes // No
- Was Fiscal Note coordinated with the affected dept/agency? If no, indicate reason: // Yes // No
// Requested agency comments not received by due date /x / Other: Short deadline

Analyst: 	Date: 10/27/13	Director: 	Date: OCT 30 2013
John AB Pangelinan, Acting Deputy Director		John A. Rios, Director	

Footnotes:
Please see attached comment sheet.

Comments on Bill No. 194-32

This proposed legislation is seeking to establish the Guam Intrastate Securities Exchange program in compliance with federal and local laws. In order to develop this program in Guam, a new Chapter 55 to Division 2, Title 22 Guam Code Annotated (GCA) is added to regulate the sale of intrastate securities. This new section authorizes the Guam Economic Development Authority (GEDA) to promulgate administrative rules and regulations necessary to establish the Intrastate Securities Exchange within 180 days from the enactment date of this Act. Recordation of all data specific to the Intrastate Securities Exchange must be kept by GEDA for a minimum of 5 years as mandated under this proposed legislation.

The Banking and Insurance Commissioner under the Department of Revenue & Taxation (DRT) shall also promulgate necessary rules and regulations in compliance with the Securities Act of 1933 and pursuant to the Administrative Adjudication Act. Such administrative rules and regulations will be the basis for DRT to monitor and enforce compliance of the Guam Intrastate Securities Exchange program.

This proposed legislation does not provide the funding necessary to cover the cost of establishing the program. Both GEDA and DRT would need to fund such programs using their existing funding. Because of this unfunded mandate, GEDA and DRT would face the potential of incurring deficits each fiscal until as such time funding is appropriated accordingly or until fees are established to help offset administrative and operational costs. Such potential deficit is due to the need for additional facility upgrade, equipment purchase, staff training and additional staff requirement for this proposed program. Until a plan is developed, identifying the resources needed, this potential deficit cannot be determined as this time.



FILE COPY

I MINA'TRENTAI DOS NA LIHESLATURAN GUÅHAN
THIRTY-SECOND GUAM LEGISLATURE
155 Hesler Place, Hagåtña, Guam 96910

November 13, 2013

The Honorable Edward J.B. Calvo
I Maga'lahaen Guåhan
Ufisinan I Maga'lahi
Hagåtña, Guam 96910

OFFICE OF THE GOVERNOR
CENTRAL FILES

J. Delo Rosa
RECEIVED BY
TIME 11:28 AM DATE 11/15/13

Dear *Maga'lahi* Calvo:

Transmitted herewith are Bill and Substitute Bill Nos. 35-32(COR), 74-32(LS), 75-32(LS), 91-32(COR), 94-32(COR), 98-32(LS), 99-32(LS), 108-32(COR), 112-32(COR), 116-32(COR), 133-32(COR), 134-32(COR), 140-32(COR), 141-32(COR), 143-32(COR), 145-32(LS), 150-32(COR), 153-32(COR), 154-32(COR), 156-32(COR), 157-32(COR), 158-32(COR), 160-32(COR), 161-32(COR), 162-32(LS), 165-32(COR), 170-32(LS), 176-32(COR), 189-32(COR), 193-32(COR), 194-32(COR), 195-32(COR), 196-32(COR), 200-32(COR), 205-32(COR), 210-32(COR), 211-32(COR) and 217-32(LS) which were passed by *I Mina'Trentai Dos Na Liheslaturan Guåhan* on November 12, 2013.

Sincerely,

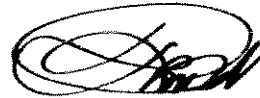
Tina Rose Muña Barnes
Legislative Secretary

Enclosures (38)

I MINA TRENDAI DOS NA LIHESLATURAN GUÅHAN
2013 (FIRST) Regular Session

CERTIFICATION OF PASSAGE OF AN ACT TO I MAGA'LAHEN GUÅHAN

This is to certify that **Bill No. 194-32 (COR)**, "AN ACT TO ADD A NEW CHAPTER 55 TO DIVISION 2, TITLE 12, GUAM CODE ANNOTATED; AND A NEW SUBSECTION (i) TO § 103104 OF CHAPTER 103, TITLE 11, GUAM CODE ANNOTATED, RELATIVE TO THE ESTABLISHMENT OF A GUAM INTRASTATE SECURITIES EXCHANGE UNDER THE INTRASTATE OFFERING EXEMPTION OF THE FEDERAL SECURITIES ACT OF 1933", was on the 12th day of November 2013, duly and regularly passed.



Judith T. Won Pat, Ed.D.
Speaker

Attested:



Tina Rose Muña Barnes
Legislative Secretary

This Act was received by *I Maga'lahen Guåhan* this 15th day of Nov., 2013, at 11:28 o'clock A.M.



Assistant Staff Officer
Maga'lahi's Office

APPROVED:

EDWARD J.B. CALVO
I Maga'lahen Guåhan

Date: _____

Public Law No. _____

I MINA'TRENTAI DOS NA LIHESLATURAN GUÅHAN
2013 (FIRST) Regular Session

Bill No. 194-32 (COR)

Introduced by:

Michael F. Q. San Nicolas
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7 **ARTICLE 1**

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27 **ARTICLE 2**

1 **GUAM INTRASTATE SECURITIES EXCHANGE PROGRAM**

2 §55201. Creation.

3 §55202. Purpose.

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5 §55204. Maintenance of Records.

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14 Program *shall* help to match issuers which desire to offer securities to invest
15 in new or expanded local operations with qualified local investors who are
16 able to provide capital to make these plans achievable. The Program *shall*
17 ensure that all offerings, offerors and investors comply with the provisions
18 of the Intrastate Offering exemption and other federal and local laws and
19 regulations.

20 **§ 55203. Authority to Promulgate Rules and Regulations.** The
21 Board of Directors of the Guam Economic Development Authority is hereby
22 authorized to promulgate all necessary rules, procedures and regulations for
23 the administration of this Act, and to accomplish the purposes for which the
24 Guam Intrastate Securities Exchange Program are established, pursuant to
25 the federal Securities Act of 1933 and the Guam Administrative
26 Adjudication Law. The Program *shall* comply with all aspects of federal and
27 local securities and exchange laws and regulations relative to intrastate

offerings. Within one hundred eighty (180) days from the enactment of this Act, the Board of Directors *shall* promulgate initial rules and regulations governing the program, including a schedule of fees to operate the program, all in consultation with the Banking and Insurance Commissioner for the purposes of regulatory compliance.

§ 55204. Maintenance of Records. Records of each transaction pursuant to the Program established by this Chapter *shall* be maintained by the Guam Intrastate Securities Exchange Program within GEDA for a minimum of five (5) years following the completion of such transaction, or as further necessary to satisfy any action brought by the Banking and Insurance Commissioner, or the Securities and Exchange Commission, against any party until such transaction has reached final resolution. It *shall* be the responsibility of each investor to maintain all necessary transaction records in excess of five (5) years, and to report and pay all applicable taxes to the government of Guam.”

Section 4. Regulation of the Intrastate Security Exchange. A new Subsection (i) is hereby *added* to §103104 of Chapter 103, Title 11, Guam Code Annotated, to read:

“(i) The Banking and Insurance Commissioner *shall* promulgate necessary rules and regulations, pursuant to the Guam Administrative Adjudication Law in compliance with the federal Securities Act of 1933, to monitor and enforce compliance of the Guam Intrastate Securities Exchange Program of the Guam Economic Development Authority. Participating issuers and investors *shall* be regulated in accordance with applicable federal securities laws and regulations, and applicable local laws and regulations. The Regulatory Division of the Department of Revenue and Taxation *shall* have jurisdiction for enforcement of the provisions of such rules and

1 regulations. The Commissioner *shall* promulgate initial rules and regulations
2 under this Section within one hundred eighty (180) days of the enactment of
3 this Act, all in consultation with the Guam Economic Development
4 Authority Board of Directors to ensure regulatory compliance.”

LEGISLATIVE SESSION

I MINA'TRENTAI DOS NA LIHESLATURAN

2013 (FIRST) Regular Session

Voting Sheet

Bill No. 194-32 (COR)

Speaker Antonio R. Unipingco Legislative Session Hall
November 12, 2013

NAME	Yea	Nay	Not Voting/ Abstained	Out During Roll Call	Absent
Senator Thomas "Tom" C. ADA	✓				
Senator V. Anthony "Tony" ADA		✓			
Senator Frank Blas AGUON Jr.	✓				
Vice-Speaker Benjamin J.F. CRUZ	✓				
Senator Christopher M. DUENAS		✓			
Senator Michael LIMTIACO		✓			
Senator Brant McCREADIE		✓			
Senator Thomas "Tommy" MORRISON	✓				
Senator Tina Rose MUÑA BARNES	✓				
Senator Vicente (ben) Cabrera PANGELINAN	✓				
Senator Rory J. RESPICIO	✓				
Senator Dennis G. RODRIGUEZ, Jr.	✓				
Senator Michael F. Q.SAN NICOLAS	✓				
Speaker Judith T. WON PAT, Ed.D.	✓				
Senator Aline A. YAMASHITA, Ph.D.		✓			

TOTAL

10

5

Yea

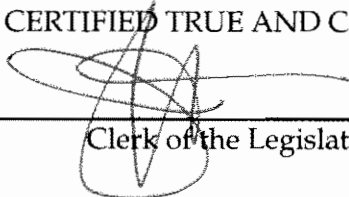
Nay

Not Voting/
Abstained

Out During
Roll Call

Absent

CERTIFIED TRUE AND CORRECT:



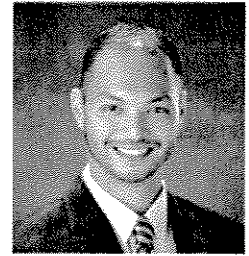
Clerk of the Legislature

I = Pass




Senator Michael F.Q. San Nicolas


Chairman - Committee on Aviation, Ground Transportation,
Regulatory Concerns and Future Generations
I Mina'trentai Dos Na Liheslaturan Guåhan | 32nd Guam Legislature



OCT 29 2013

The Honorable Judith T. Won Pat, Ed.D.
Speaker
I Mina'trentai Dos na Liheslaturan Guåhan
155 Hesler Place
Hagatna, Guam 96910

VIA: The Honorable Rory J. Respicio 
Chairman
Committee on Rules, Federal, Foreign & Micronesian Affairs,
Human & Natural Resources, and Election Reform

2013 OCT 29 PM 4: 58


RE: Committee Report on Bill No. 194-32 (COR)

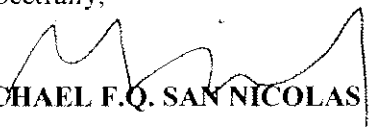
Dear Speaker Won Pat,

Håfa adai! Transmitted herewith is the Committee Report on Bill No. 194-32 (COR) – “AN ACT TO ADD A NEW CHAPTER 55 TO DIVISION 2, TITLE 12, GUAM CODE ANNOTATED AND A NEW SUBSECTION (i) TO §103104 OF CHAPTER 10, TITLE 11, GUAM CODE ANNOTATED, RELATIVE TO THE ESTABLISHMENT OF A GUAM INTRASTATE SECURITIES EXCHANGE UNDER THE INTRASTATE OFFERING EXEMPTION OF THE SECURITIES ACT OF 1933.”

Committee votes are as follows:

- 5 TO DO PASS
- _____ TO NOT PASS
- 2 TO REPORT OUT ONLY
- _____ TO ABSTAIN
- _____ TO PLACE IN INACTIVE FILE

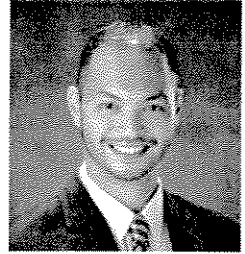
Respectfully,


MICHAEL F.Q. SAN NICOLAS



Senator Michael F.Q. San Nicolas

Chairman - Committee on Aviation, Ground Transportation,
Regulatory Concerns and Future Generations
I Mina'trentai Dos Na Liheslaturan Guåhan | 32nd Guam Legislature



COMMITTEE REPORT

Bill No. 194-32 (COR)

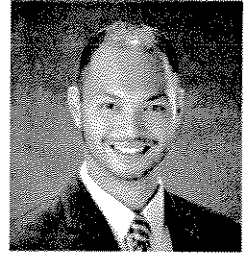
Introduced by M.F.Q. San Nicolas

“AN ACT TO ADD A NEW CHAPTER 55 TO DIVISION 2, TITLE 12, GUAM CODE ANNOTATED AND A NEW SUBSECTION (i) TO §103104 OF CHAPTER 10, TITLE 11, GUAM CODE ANNOTATED, RELATIVE TO THE ESTABLISHMENT OF A GUAM INTRASTATE SECURITIES EXCHANGE UNDER THE INTRASTATE OFFERING EXEMPTION OF THE SECURITIES ACT OF 1933.”



Senator Michael F.Q. San Nicolas

Chairman - Committee on Aviation, Ground Transportation,
Regulatory Concerns and Future Generations
I Mina'trentai Dos Na Liheslaturan Guåhan | 32nd Guam Legislature



OCT 29 2013

MEMORANDUM

TO: All Members
Committee on Aviation, Ground Transportation,
Regulatory Concerns and Future Generations

RE: **Committee Report on Bill No. 194-32 (COR)**

Håfa adai! Transmitted herewith for your consideration is the Committee Report on Bill No. 194-32 (COR) -- "AN ACT TO ADD A NEW CHAPTER 55 TO DIVISION 2, TITLE 12, GUAM CODE ANNOTATED AND A NEW SUBSECTION (i) TO §103104 OF CHAPTER 10, TITLE 11, GUAM CODE ANNOTATED, RELATIVE TO THE ESTABLISHMENT OF A GUAM INTRASTATE SECURITIES EXCHANGE UNDER THE INTRASTATE OFFERING EXEMPTION OF THE SECURITIES ACT OF 1933."

This report includes the following:

- Committee Voting Sheet
- Report Digest
- Copy of Bill No. 194-32 (COR)
- Public Hearing Sign-in Sheet
- Fiscal Note
- Copy of COR Referral of Bill No. 194-32 (COR)
- Notices of Public Hearing
- Copy of the Public Hearing Agenda

Please take the appropriate action on the attached voting sheet. Your attention to this matter is greatly appreciated. Should you have any questions or concerns, please do not hesitate to contact my office.

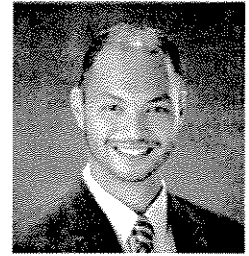
Respectfully,


MICHAEL F.Q. SAN NICOLAS



Senator Michael F.Q. San Nicolas

Chairman - Committee on Aviation, Ground Transportation,
Regulatory Concerns and Future Generations
I Mina'trentai Dos Na Liheslaturan Guåhan | 32nd Guam Legislature



COMMITTEE VOTING SHEET

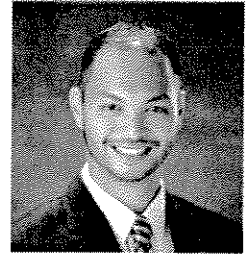
Bill No. 194-32 (COR) – “AN ACT TO ADD A NEW CHAPTER 55 TO DIVISION 2, TITLE 12, GUAM CODE ANNOTATED AND A NEW SUBSECTION (i) TO §103104 OF CHAPTER 10, TITLE 11, GUAM CODE ANNOTATED, RELATIVE TO THE ESTABLISHMENT OF A GUAM INTRASTATE SECURITIES EXCHANGE UNDER THE INTRASTATE OFFERING EXEMPTION OF THE SECURITIES ACT OF 1933.”

	SIGNATURE	TO DO PASS	TO NOT PASS	TO REPORT OUT ONLY	TO ABSTAIN	TO PLACE IN INACTIVE FILE
Senator Michael F.Q. San Nicolas Chairman	<i>10/29/13</i> 	<input checked="" type="checkbox"/>				
Senator Thomas C. Ada Vice Chairman		<input checked="" type="checkbox"/>				
Speaker Judith T. Won Pat, Ed.D. Member						
Vice Speaker Benjamin J.F. Cruz Member		<input checked="" type="checkbox"/>				
Senator Tina Rose Muña Barnes Member		<input checked="" type="checkbox"/>				
Senator Vicente C. Pangelinan Member		<input checked="" type="checkbox"/>				
Senator Rory J. Respicio Member						
Senator V. Anthony Ada Member				<i>10/28</i> <input checked="" type="checkbox"/>		
Senator Aline A. Yamashita, Ph.D. Member				<input checked="" type="checkbox"/>		



Senator Michael F.Q. San Nicolas

Chairman - Committee on Aviation, Ground Transportation,
Regulatory Concerns and Future Generations
I Mina'trentai Dos Na Liheslaturan Guåhan | 32nd Guam Legislature



COMMITTEE REPORT DIGEST

I. OVERVIEW

Bill No. 194-32 (COR) was introduced on September 24, 2013 by Senator Michael F.Q. San Nicolas. The bill was subsequently referred by the Committee on Rules to the Committee on Aviation, Ground Transportation, Regulatory Concerns and Future Generations on September 24, 2013.

The Committee on Aviation, Ground Transportation, Regulatory Concerns and Future Generations convened a public hearing on October 11, 2013 at 2:00 p.m. in *I Liheslatura's* Public Hearing Room. Among the items on the hearing agenda was Bill 194-32 (COR). The hearing was adjourned at 2:30 p.m.

Public Notice Requirements

Public Hearing notices were disseminated via electronic mail to all senators and all main media broadcasting outlets on October 4, 2013, and again on October 9, 2013.

Senators Present

Senator Michael F.Q. San Nicolas, Chairman
Vice Speaker Benjamin J.F. Cruz, Committee Member
Senator Michael T. Limtiaco

II. TESTIMONY & DISCUSSION

Chairman Michael San Nicolas: We will now move on to the public hearing for Bill 194-32. As the author of the legislation, I'd like to go ahead and begin my opening statement. I was informed via email that the Guam Economic Development Authority will be unable to make it to today's hearing but they will be submitting written testimony in the days that follow. The purpose of this legislation is to take advantage of a very special exemption within the Federal Securities Act of 1933 that regulates the formation of securities exchanges in the United States. That very special exemption is one in which you are allowed to engage in the offering of securities intrastate, meaning within the borders of the state, between offerors and investors within the state. That exemption opens the door for us to establish our own exchange that will facilitate to the offering of stocks or even bonds of companies to local investors from local companies. We want to take the maturation of our capital markets to the next level. We have a very mature banking industry right now and typically for business to grow, you need access to capital. Right now, the access the existing capitol for the businesses on island is limited to capital from the owner, capital from friends, or capital from a loan that you get at a bank. Another important element to the access to capital is the access to investors. If you have a business idea or an existing business, if you want to find investors for your business you have to go out there and look for them on your own. There is no systematic way of being able to review the financials of the investment that you are going to be making. There is no systematic way for you to go out and actually offer your investments to the public. This bill is a very basic beginning of establishing an intrastate securities exchange here because all it does is it authorizes the Guam Economic Development Authority and the Insurance and Banking Commission to simultaneously promulgate rules and regulations to establish an exchange. That is always the first step to getting

the actual operation up and running is to first set up rules and regulations in which that operation is going to function. By having GEDA establish these rules and regulations on the operational side, and the Insurance and Banking Commission promulgating the rules and regulations on the regulatory side, we will be able to simultaneously begin building the regulatory and operating environment within which an exchange can then be created. The creation of this exchange is not being spelled out in this law for a specific reason and that is that we want to give as much flexibility as possible for the Guam Economic Development Authority and the Insurance and Banking Commission to look at what would be the most feasible operating and regulatory framework given the size of our market, the potential for investment, and the participation of interested companies both established and brand new. This bill will authorize GEDA and IBC to get the rules and regulations going and from there we can do that in an environment that is going to be very inclusive of interested parties, both businesses, investors as well as our investment professionals who would also have lots of interesting perspectives to bring to the table. This bill will get that process going and I am looking forward to the testimony that GEDA is interested in submitting within the days that follow as well as the valued input of any of my colleagues. That sums up what Bill 194-32 is intended to achieve. I do not have any interested parties signed up to testify. I would like to offer my colleagues the opportunity to make any statements for the record. With no testimony currently offered, we will await the testimony of the Guam Economic Development Authority and also something from the Insurance and Banking Commission with the Department of Revenue and Taxation. That will conclude the hearing for Bill 194-32.

III. FINDINGS AND RECOMMENDATIONS

The Committee on Aviation, Ground Transportation, Regulatory Concerns and Future Generations hereby reports out Bill No. 194-32 (COR) with the recommendation

TO DO PASS .

I MINA'TRENTAI DOS NA LIHESLATURAN GUAHĀN
2013 (First) Regular Session

Bill No. 194-32(COP)
Introduced by:

Michael F.Q. San Nicolas

2013 SEP 24 AM 11:47

[Handwritten signature]

AN ACT TO ADD A NEW CHAPTER 55 TO DIVISION
2, TITLE 12, GUAM CODE ANNOTATED AND A
NEW SUBSECTION (i) TO §103104 OF CHAPTER 10,
TITLE 11, GUAM CODE ANNOTATED, RELATIVE
TO THE ESTABLISHMENT OF A GUAM
INTRASTATE SECURITIES EXCHANGE UNDER THE
INTRASTATE OFFERING EXEMPTION OF THE
SECURITIES ACT OF 1933.

1 BE IT ENACTED BY THE PEOPLE OF GUAM:

2 **Section 1. Short Title.** This Act shall be cited as the “Guam
3 Intrastate Securities Exchange Act”.

4 **Section 2. Legislative Intent.** *I Liheslaturan Guahån* finds that many
5 local businesses would benefit greatly by expanded access to additional
6 funding mechanisms for new or expanded operations. Under the Securities
7 Act of 1933, federal law provides that intrastate offerings of securities are
8 exempt from regulation by the Securities and Exchange Commission.

9 *I Liheslaturan Guahån* finds that, although the exemption allows for
10 intrastate offerings, there is no local mechanism established to facilitate the
11 offering and sale of intrastate securities by local businesses to local

1 investors. Without such a mechanism, the economic potential of this
2 exemption within the federal securities law is not yet realized.

3 *I Liheslaturan Guåhan* further finds that access to capital is a key
4 component of growth, and that current capital access is generally limited to
5 owner infusions and borrowing.

6 *I Liheslaturan Guåhan* finds that Public Law 26-76, which dissolved the
7 Department of Commerce, added the following language to the purposes
8 of the Guam Economic Development Authority (GEDA): “The Authority
9 *shall* promote and encourage the expansion and development of markets
10 for products of Guam. [...] The Authority *shall* promote and encourage
11 location and development of new businesses on Guam, as well as the
12 retention and expansion of existing businesses”. GEDA further, provides
13 direct loans through several programs to local businesses. It is, thus, a
14 natural extension of the mandate of GEDA to allow it to facilitate in the
15 provision of capital to local businesses through an intrastate securities
16 program.

17 Therefore, it is the intent of *I Liheslaturan Guahån* that the Guam
18 Economic Development Authority establish a Guam Intrastate Securities
19 Exchange program in compliance with federal and local laws and
20 regulations to facilitate the offering and sale of intrastate securities by local
21 companies to local investors by adding a new Chapter 55 to Division 2,
22 Title 22, Guam Code Annotated.

1 (a) 'Security' has the same meaning as provided in Section 2(a)(1) of
2 the Securities Act of 1933.

3 (b) 'Sale' or 'sell' have the same meanings as provided in Section
4 2(a)(3) of the Securities Act of 1933.

5 (c) 'Intrastate offering exemption' shall mean the exemption from
6 United States securities regulations offered by Section 3 Subsection (a)(11)
7 of the Securities Act of 1933 and regulations governing such exemption,
8 including Code of Federal Regulations Title 11 Chapter II §230.147.

9 (d) 'Issuer' has the same meaning as provided in Section 2(a)(4) of the
10 Securities Act of 1933.

11

12 ARTICLE 2

13 GUAM INTRASTATE SECURITIES EXCHANGE PROGRAM

14

15 § 55201. Creation.

16 § 55202. Purpose.

17 § 55203. Authority to Promulgate Rules and Regulations.

18 § 55204. Maintenance of Records

19

20 **§55201. Creation.**

21 There is created, within the Guam Economic Development Authority,
22 a Guam Intrastate Securities Exchange Program.

23 **§55202. Purpose.**

1 The purpose of the Guam Intrastate Securities Exchange Program
2 *shall* be to facilitate the issuance and exchange of intrastate offerings by
3 businesses established within the Territory of Guam and the government of
4 Guam inclusive of autonomous, semi-autonomous and other agencies and
5 instrumentalities of the government Guam, pursuant to the intrastate
6 offerings exemption of the Securities Act of 1933. The program *shall* help to
7 match issuers which desire to offer securities to invest in new or expanded
8 local operations with qualified local investors who are able to provide
9 capital to make these plans achievable. The program *shall* ensure that all
10 offerings, offerors and investors comply with the provisions of the
11 Intrastate Offering exemption and other federal and local laws and
12 regulations.

13 **§55203. Authority to Promulgate Rules and Regulations.**

14 The Board of Directors of the Guam Economic Development
15 Authority is hereby authorized to promulgate all necessary rules,
16 procedures and regulations for the administration of this Act and to
17 accomplish the purposes for which the Intrastate Securities Exchange
18 Program are established, pursuant to the Securities Act of 1933 and the
19 Administrative Adjudication Law. The program *shall* comply with all
20 aspects of federal and local securities and exchange laws and regulations
21 relative to intrastate offerings. Within one hundred eighty (180) days from
22 the enactment of this Act, the Board of Directors *shall* promulgate initial
23 rules and regulations governing the program, including a schedule of fees

1 to operate the program, all in consultation with the Banking and Insurance
2 Commissioner for the purposes of regulatory compliance.

3 **§ 55204. Maintenance of Records.**

4 Records of each transaction pursuant to the program established by
5 this Chapter *shall* be maintained by the Intrastate Securities Exchange
6 Program within GEDA for a minimum of five (5) years following the
7 completion of such transaction, or as further necessary to satisfy any action
8 brought by the Banking and Insurance Commissioner or the Securities and
9 Exchange Commission against any party until such transaction has reached
10 final resolution. It shall be the responsibility of each investor to maintain
11 all necessary transaction records in excess of five (5) years, and to report
12 and pay all applicable taxes to the government of Guam.”

13 **Section 4. Regulation of the Intrastate Security Exchange.** A new
14 Subsection (i) is hereby added to §103104 of Chapter 10, Title 11, Guam
15 Code Annotated, to read:

16 “(i) The Banking and Insurance Commissioner *shall* promulgate
17 necessary rules and regulations, pursuant to the Administrative
18 Adjudication Law in compliance with the Securities Act of 1933, to monitor
19 and enforce compliance of the Guam Intrastate Securities Exchange
20 Program of the Guam Economic Development Authority. Participating
21 issuers and investors *shall* be regulated in accordance with applicable
22 federal securities laws and regulations and applicable local laws and
23 regulations. The Regulatory Division of the Department of Revenue and

1 Taxation *shall* have jurisdiction for enforcement of the provisions of such
2 rules and regulations. The Commissioner *shall* promulgate initial rules and
3 regulations under this section within one hundred eighty (180) days of the
4 enactment of this Act, all in consultation with the Guam Economic
5 Development Authority Board of Directors to ensure regulatory
6 compliance.”



COMMITTEE ON RULES

I Mina'trentai Dos na Liheslaturan Guåhan • The 32nd Guam Legislature

155 Hesler Place, Hagåtña, Guam 96910 • www.guamlegislature.com

E-mail: roryforguam@gmail.com • Tel: (671)472-7679 • Fax: (671)472-3547

Senator
Rory J. Respicio
CHAIRPERSON
MAJORITY LEADER

Senator
Thomas C. Ada
VICE CHAIRPERSON
ASSISTANT MAJORITY LEADER

Senator
Vicente (Ben) C. Pangelinan
Member

Speaker
Judith T.P. Won Pat, Ed.D.
Member

Senator
Dennis G. Rodriguez, Jr.
Member

Vice-Speaker
Benjamin J.F. Cruz
Member

Legislative Secretary
Tina Rose Muña Barnes
Member

Senator
Frank Blas Aguon, Jr.
Member

Senator
Michael F.Q. San Nicolas
Member

Senator
V. Anthony Ada
Member
MINORITY LEADER

Senator
Aline Yamashita
Member

Certification of Waiver of Fiscal Note Requirement

This is to certify that the Committee on Rules submitted to the Bureau of Budget and Management Research (BBMR) a request for a fiscal note, or applicable waiver, on **BILL NO. 194-32 (COR) – “AN ACT TO ADD A NEW CHAPTER 55 TO DIVISION 2, TITLE 12, GUAM CODE ANNOTATED AND A NEW SUBSECTION (i) TO §103104 OF CHAPTER 10, TITLE 11, GUAM CODE ANNOTATED, RELATIVE TO THE ESTABLISHMENT OF A GUAM INTRASTATE SECURITIES EXCHANGE UNDER THE INTRASTATE OFFERING EXEMPTION OF THE SECURITIES ACT OF 1933.”** – on October 29, 2013. COR hereby certifies that BBMR confirmed receipt of this request on October 1, 2013 at 4:27 A.M.

COR further certifies that a response to this request was not received. **Therefore, pursuant to 2 GCA §9105, the requirement for a fiscal note, or waiver thereof, on Bill No. 194-32 (COR) to be included in the committee report on said bill, is hereby waived.**

Certified by:

Senator Rory J. Respicio
Chairperson, Committee on Rules

10/29/13

Date



COMMITTEE ON RULES

I Mina'trentai Dos na Liheslaturan Guåhan • The 32nd Guam Legislature
155 Hesler Place, Hagåtña, Guam 96910 • www.guamlegislature.com
E-mail: roryforguam@gmail.com • Tel: (671)472-7679 • Fax: (671)472-3547

Senator
Rory J. Respicio
CHAIRPERSON
MAJORITY LEADER

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Senator
Michael F.Q. San Nicolas
Member

Senator
V. Anthony Ada
Member
MINORITY LEADER

Senator
Aline Yamashita
Member

September 24, 2013

MEMORANDUM

To: **Rennae Meno**
Clerk of the Legislature

Attorney Therese M. Terlaje
Legislative Legal Counsel

From: **Senator Rory J. Respicio**
Majority Leader & Rules Chair

Subject: **Referral of Bill No. 194-32(COR)**

As the Chairperson of the Committee on Rules, I am forwarding my referral of **Bill No. 194-32(COR)**.

Please ensure that the subject bill is referred, in my name, to the respective committee, as shown on the attachment. I also request that the same be forwarded to all members of *I Mina'trentai Dos na Liheslaturan Guåhan*.

Should you have any questions, please feel free to contact our office at 472-7679.

Si Yu'os Ma'åse!

Attachment

I Mina' Trentai Dos Na Liheslauran Guahan
Bill Log Sheet

BILL NO.	SPONSOR	TITLE	DATE INTRODUCED	DATE REFERRED	CMTE REFERRED	PUBLIC HEARING DATE	DATE COMMITTEE REPORT FILED	FISCAL NOTES
194-32 (COR)	Michael F. Q. San Nicolas	AN ACT TOADD A NEW CHAPTER 55 TO DIVISION 2, TITLE 12, GUAM CODE ANNOTATED AND A NEW SUBSECTION (i) TO §103104 OF CHAPTER 10, TITLE 11, GUAM CODE ANNOTATED, RELATIVE TO THE ESTABLISHMENT OF A GUAM INTRASTATE SECURITIES EXCHANGE UNDER THE INTRASTATE OFFERING EXEMPTION OF THE SECURITIES ACT OF 1933.	9/24/13 11:47 a.m.	09/24/13	Committee on Aviation, Ground Transportation, Regulatory Concerns, and Future Generations			



First Notice - October 11, 2013 Public/Confirmation Hearings

Senator Michael San Nicolas <senatorsannicolas@gmail.com>

Fri, Oct 4, 2013 at 2:27 PM

To: Senator Michael San Nicolas <senatorsannicolas@gmail.com>

Bcc: aperez@gpagwa.com, Duane George <dmgeorge@guampdn.com>, Ed Davis <edavis@k57.com>, Jon Anderson <editor@mvguam.com>, Gerry Partido <gerry@mvguam.com>, gmmsinc@guam.net, Jason Salas <jason@kuam.com>, John Davis <john@kuam.com>, Kelly Cho <kcn.kelly@gmail.com>, Korean News <koreannews@guam.net>, KPRG <kprg@guam.net>, PDN Lifestyle <life@guampdn.com>, mabuhaynews@yahoo.com, Mindy Aguon <mindy@kuam.com>, Masako Watanabe <mwatanabe@guampdn.com>, K57 <news@k57.com>, Patti Arroyo <parroyo@k57.com>, radioprod@kuam.com, Ray Gibson <rgibson@k57.com>, Sabrina Salas Matanane <sabrina@kuam.com>, Steve Limtiaco <slimtiaco@guampdn.com>, sports@mvguam.com, tcoffman@k57.com, dcristost@guam.gannett.com, weavert@pstripes.osd.mil, Pacific Daily News <news@guampdn.com>, jtyquiengco@spbgua.com, Kevin Kerrigan <kevin@spbgua.com>, hill.bruce@abc.net.au, Bruce Hill <pacificjournalist@gmail.com>, parroyo@spbgua.com, editor@saipantribune.com, Clynt Ridgell <clynt@spbgua.com>, mcpherson.kathryn@abc.net.au, cimiculka@guampdn.com, arcordoba@guampdn.com, communications@guam.gov, Troy Torres <troy.torres@guam.gov>, phnotice@guamlegislature.org, "jalerta1 ." <alerta.jermaine@gmail.com>, Matthew Baza <baza.matthew@gmail.com>, Delisa Kloppenburg <delisakloppenburg@gmail.com>, Louella Losinio <louella@mvguam.com>, david@mvguam.com, John Paul Manuel <jpmanuel@gmail.com>, josh@spbgua.com, Speaker Judi Won Pat <speaker@judiwonpat.com>, Vice Speaker Benjamin Cruz <senadotbjcruz@aol.com>, Senator Tina Muña Barnes <senator@tinamunabarnes.com>, Senator Rory Respicio <rorryforguam@gmail.com>, "Dennis Rodriguez, Jr." <senatordrodriguez@gmail.com>, Senator Ben Pangelinan <senbenp@guam.net>, Senator Tom Ada <office@senatorada.org>, Senator Aline Yamashita <aline4families@gmail.com>, Senator Tony Ada <tony@tonyada.com>, Senator Chris Duenas <duenasenator@gmail.com>, Brant McCreadie <brantforguam@gmail.com>, Senator Brant McCreadie <senatorbrantmccreadie@gmail.com>, "Senator Frank Aguon, Jr." <aguon4guam@gmail.com>, Senator Mike Limtiaco <mike@mikelimtiaco.com>, Senator Tommy Morrison <tommy@senatormorrison.com>, mayormcdonald@hotmail.com, agatmayorsoffice@hotmail.com, asanmainamayorsoffice@yahoo.com, bmomayor@teleguam.net, bmovmayor@teleguam.net, Jessy Gogue <ocp.mayor@gmail.com>, MELISSA SAVARES <melissa.savares@gmail.com>, peter_daigo@hotmail.com, hagatnamayor@hotmail.com, Doris Lujan <mayordorisfloreslujan@gmail.com>, nblas_mangilaomayor@yahoo.com, vicemayor_allan.ungacta@yahoo.com, mayorernestc@yahoo.com, mtm_mayors_office@yahoo.com, pitimayor@yahoo.com, Robert Hofmann <guammayor@gmail.com>, rudyiriarte@gmail.com, talofomayor@gmail.com, "Mayor Louise C. Rivera" <mayorlcrivera.tatuha@gmail.com>, "Vice Mayor Ken C. Santos" <vicemayorksantos.tatuha@gmail.com>, Umatac Mayor <umatacmo@gmail.com>, kones.r@gmail.com, arleen81@gmail.com, kenjoeadada@yahoo.com, anghet@hotmail.com, Ken Quintanilla <kenq@kuam.com>, raymond.gibson@guam.gov, Dale Alvarez <daleealvarez@gmail.com>, Responsible Guam <responsibleguam@gmail.com>, christopherchenay@gmail.com, floterlaje@gmail.com, Regine Biscoe Lee <regineb.lee@gmail.com>, chuck.ada@guamairport.net, peterroy@guamairport.net, lorilee.crisostomo@bsp.guam.gov, doagridir@yahoo.com, carl.dominguez@dpw.guam.gov, eduardo.ordonez@clb.guam.gov, cgarcia@investguam.com, eric.palacios@epa.guam.gov, felixberto.dungca@grta.guam.gov, kpangelinan@visitguam.org, ndenight@visitguam.org, jbrown@portguam.com, monte.mafnas@dln.guam.gov, david.camacho@galc.guam.gov, Michael Duenas <mjduenas@ghura.org>, fcamacho@ghura.org, martin.benavente@ghc.guam.gov, alfredo.antolin@dol.guam.gov, joseph.cameron@hrra.guam.gov, cgogue@pbsguam.org, adonis.mendiola@dya.guam.gov, jose.sanagustin@doc.guam.gov, pedro.leonguerrero@cqa.guam.gov, joey.sannicolas@gfd.guam.gov, fred.bordallo@gpd.guam.gov, chief@gpd.guam.gov, jim.mcdonald@ghs.guam.gov, benito.servino@disid.guam.gov, james.gillan@dphss.guam.gov, leo.casil@dphss.guam.gov, joseph.verga@gmha.org, john.rios@bbmr.guam.gov, benita.manglona@doa.guam.gov, anthony.blaz@doa.guam.gov, John Camacho <jpcamacho@revtax.gov.gu>, Marie Benito <mmbenito@revtax.gov.gu>, benny.m.paulino@us.army.mil, john.unpingco@gvao.guam.gov, jonfernandez@gdoe.net, mary.okada@guamcc.edu, raunderwood@uguam.uog.edu, jlflores@gpagwa.com, AG Law <law@guamag.org>, rey.vega@mail.dmhsa.guam.gov, henry.taitano@guam.gov, Julian Janssen

<julian.c.janssen@gmail.com>, Gerry Partido <gerrypartido@gmail.com>, eddiecalvo@yahoo.com, Ray Tenorio <ray.tenorio@guam.gov>, mstajeron <mstajeron@investguam.com>, tsantos <tsantos@investguam.com>, manny.cruz@dol.guam.gov, frank <frank@mvguam.com>, dkaoki@guampdn.com, jpsablan@guampdn.com

CORRECTION TO PREVIOUS EMAIL

Hafa adai all,

Please be advised that Bill No. 194-32 (COR) was introduced by Senator Michael F.Q. San Nicolas. I apologize for the incorrect information contained in the previous email. Thank you for your understanding.

Regards,

Jermaine Alerta

Committee Director
Committee on Aviation, Ground Transportation,
Regulatory Concerns and Future Generations
Office of Senator Michael F.Q. San Nicolas
I Mina' Trental Dos na Liheslaturan Guahan
32nd Guam Legislature
Tel: (671) 472-6453

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----- Forwarded message -----

From: **Senator Michael San Nicolas** <senatorsannicolas@gmail.com>
Date: Fri, Oct 4, 2013 at 2:08 PM
Subject: First Notice - October 11, 2013 Public/Confirmation Hearings
To: Senator Michael San Nicolas <senatorsannicolas@gmail.com>

FIRST PUBLIC NOTICE

FOR IMMEDIATE RELEASE

October 4, 2013

In accordance with the Open Government Law, relative to notice for public meetings, please be advised that the Committee on Aviation, Ground Transportation, Regulatory Concerns and Future Generations will be conducting a public hearing on **Friday, October 11, 2013, 2:00 p.m.** at *I Liheslaturan Guahan's* Public Hearing Room for the following items:

Public Hearing

Bill No. 194-32 (COR), introduced by T.R. Muña-Barnes and B.T. McCreddie: AN ACT TO ADD A NEW CHAPTER 55 TO DIVISION 2, TITLE 12, GUAM CODE ANNOTATED AND A NEW SUBSECTION (i) TO §103104 OF CHAPTER 10, TITLE 11, GUAM CODE ANNOTATED, RELATIVE TO THE ESTABLISHMENT OF A GUAM INTRASTATE SECURITIES EXCHANGE UNDER THE INTRASTATE OFFERING EXEMPTION OF THE SECURITIES ACT OF 1933.

Confirmation Hearing


Appointment of Gurvinder Sobti, Member, Guam International Airport Authority Board of Directors


Length of term: The remainder of Francisco G. Santos's unexpired term from September 21, 2013 to February 21, 2014

If written testimonies are to be presented at the hearings, copies should be delivered prior to the hearing date. Testimonies should be addressed to Senator Michael F.Q. San Nicolas and will be accepted via hand delivery to our office; our mailbox at the Main Legislature Building at 155 Hesler Place, Hagatna, Guam 96910; or via email to senatorsannicolas@gmail.com. In compliance with the Americans with Disabilities Act, individuals requiring special accommodations or services should contact the Office of Senator Michael F.Q. San Nicolas at 472-6453.

###

2 attachments

 **Bill No. 194-32 (COR).pdf**
119K

 **GSobti appt.pdf**
646K



Second Notice - October 11, 2013 Public/Confirmation Hearings

Senator Michael San Nicolas <senatorsannicolas@gmail.com>

Wed, Oct 9, 2013 at 8:25 AM

To: Senator Michael San Nicolas <senatorsannicolas@gmail.com>

Bcc: aperez@gpagwa.com, Duane George <dmgeorge@guampdn.com>, Ed Davis <edavis@k57.com>, Jon Anderson <editor@mvguam.com>, Gerry Partido <gerry@mvguam.com>, gmmsinc@guam.net, Jason Salas <jason@kuam.com>, John Davis <john@kuam.com>, Kelly Cho <kcn.kelly@gmail.com>, Korean News <koreannews@guam.net>, KPRG <kprg@guam.net>, PDN Lifestyle <life@guampdn.com>, mabuhaynews@yahoo.com, Mindy Aguon <mindy@kuam.com>, Masako Watanabe <mwatanabe@guampdn.com>, K57 <news@k57.com>, Patti Arroyo <parroyo@k57.com>, radioprod@kuam.com, Ray Gibson <rgibson@k57.com>, Sabrina Salas Matanane <sabrina@kuam.com>, Steve Limtiaco <slimtiaco@guampdn.com>, sports@mvguam.com, tcoffman@k57.com, dcrisost@guam.gannett.com, weavert@pstripes.osd.mil, Pacific Daily News <news@guampdn.com>, jtyquiengco@spbgum.com, Kevin Kerrigan <kevin@spbgum.com>, hill.bruce@abc.net.au, Bruce Hill <pacificjournalist@gmail.com>, parroyo@spbgum.com, editor@saipantribune.com, Clynt Ridgell <clynt@spbgum.com>, mcpherson.kathryn@abc.net.au, cimiculka@guampdn.com, arcordoba@guampdn.com, communications@guam.gov, Troy Torres <troy.torres@guam.gov>, phnotice@guamlegislature.org, "jalerta1 ." <alerta.jermaine@gmail.com>, Matthew Baza <baza.matthew@gmail.com>, Delisa Kloppenburg <delisakloppenburg@gmail.com>, Louella Losinio <louella@mvguam.com>, david@mvguam.com, John Paul Manuel <jpmanuel@gmail.com>, josh@spbgum.com, Speaker Judi Won Pat <speaker@judiwonpat.com>, Vice Speaker Benjamin Cruz <senadotbjcruz@aol.com>, Senator Tina Muña Barnes <senator@tinamunabarnes.com>, Senator Rory Respicio <roryforguam@gmail.com>, "Dennis Rodriguez, Jr." <senatordrodriguez@gmail.com>, Senator Ben Pangelinan <senbenp@guam.net>, Senator Tom Ada <office@senatorada.org>, Senator Aline Yamashita <aline4families@gmail.com>, Senator Tony Ada <tony@tonyada.com>, Senator Chris Duenas <duenasenator@gmail.com>, Brant McCreadie <brantforguam@gmail.com>, Senator Brant McCreadie <senatorbrantmccreadie@gmail.com>, "Senator Frank Aguon, Jr." <aguon4guam@gmail.com>, Senator Mike Limtiaco <mike@mikelimtiaco.com>, Senator Tommy Morrison <tommy@senatormorrison.com>, mayormcdonald@hotmail.com, agatmayorsoffice@hotmail.com, asanmainamayorsoffice@yahoo.com, bmomayor@teleguam.net, bmovmayor@teleguam.net, Jessy Gogue <ocp.mayor@gmail.com>, MELISSA SAVARES <melissa.savares@gmail.com>, peter_daigo@hotmail.com, hagatnamayor@hotmail.com, Doris Lujan <mayordorisfloreslujan@gmail.com>, nblas_mangilaomayor@yahoo.com, vicemayor_allan.ungacta@yahoo.com, mayorenerstc@yahoo.com, mtm_mayors_office@yahoo.com, pitimayor@yahoo.com, Robert Hofmann <guammayor@gmail.com>, rudyiriarte@gmail.com, talofofomayor@gmail.com, "Mayor Louise C. Rivera" <mayorlcrivera.tatuha@gmail.com>, "Vice Mayor Ken C. Santos" <vicemayorksantos.tatuha@gmail.com>, Umatac Mayor <umatacmo@gmail.com>, koner.r@gmail.com, arleen81@gmail.com, kenjoead@yahoo.com, anghet@hotmail.com, Ken Quintanilla <kenq@kuam.com>, raymond.gibson@guam.gov, Dale Alvarez <daleealvarez@gmail.com>, Responsible Guam <responsibleguam@gmail.com>, christopherchenay@gmail.com, floterlaje@gmail.com, Regine Biscoe Lee <regineb.lee@gmail.com>, chuck.ada@guamairport.net, peterroy@guamairport.net, lorilee.crisostomo@bsp.guam.gov, doagridir@yahoo.com, carl.dominguez@dpw.guam.gov, eduardo.ordonez@clb.guam.gov, cgarcia@investguam.com, eric.palacios@epa.guam.gov, felixberto.dungca@grta.guam.gov, kpangelinan@visitguam.org, ndenight@visitguam.org, jbrown@portguam.com, monte.mafnas@dlim.guam.gov, david.camacho@galc.guam.gov, Michael Duenas <mjduenas@ghura.org>, fcamacho@ghura.org, martin.benavente@ghc.guam.gov, alfredo.antolin@dol.guam.gov, joseph.cameron@hrra.guam.gov, cgogue@pbsguam.org, adonis.mendiola@dya.guam.gov, jose.sanagustin@doc.guam.gov, pedro.leonguerrero@cqa.guam.gov, joey.sannicolas@gfd.guam.gov, fred.bordallo@gpd.guam.gov, chief@gpd.guam.gov, jim.mcdonald@ghs.guam.gov, benito.servino@disid.guam.gov, james.gillan@dphss.guam.gov, leo.casil@dphss.guam.gov, joseph.verga@gmha.org, john.rios@bbmr.guam.gov, benita.manglona@doa.guam.gov, anthony.blaz@doa.guam.gov, John Camacho <jpcamacho@revtax.gov.gu>, Marie Benito <mmbenito@revtax.gov.gu>, benny.m.paulino@us.army.mil, john.unpingco@gvao.guam.gov, jonfernandez@gdoe.net, mary.okada@guamcc.edu, raunderwood@uguam.uog.edu, jflores@gpagwa.com, AG Law <law@guamag.org>, rey.vega@mail.dmhsa.guam.gov, henry.taitano@guam.gov, Julian Janssen

<julian.c.janssen@gmail.com>, Gerry Partido <gerrypartido@gmail.com>, eddiecalvo@yahoo.com, Ray Tenorio <ray.tenorio@guam.gov>, mstaijeron <mstaijeron@investguam.com>, tsantos <tsantos@investguam.com>, manny.cruz@dol.guam.gov, frank <frank@mvguam.com>, dkaoki@guampdn.com, jpsablan@guampdn.com, Bic Sobti <bicsobti@gmail.com>

SECOND PUBLIC NOTICE

FOR IMMEDIATE RELEASE

October 9, 2013

In accordance with the Open Government Law, relative to notice for public meetings, please be advised that the Committee on Aviation, Ground Transportation, Regulatory Concerns and Future Generations will be conducting a public hearing on **Friday, October 11, 2013, 2:00 p.m.** at *I Liheslaturan Guåhan's* Public Hearing Room for the following items:

Public Hearing

Bill No. 194-32 (COR), introduced by Michael F.Q. San Nicolas: AN ACT TO ADD A NEW CHAPTER 55 TO DIVISION 2, TITLE 12, GUAM CODE ANNOTATED AND A NEW SUBSECTION (i) TO §103104 OF CHAPTER 10, TITLE 11, GUAM CODE ANNOTATED, RELATIVE TO THE ESTABLISHMENT OF A GUAM INTRASTATE SECURITIES EXCHANGE UNDER THE INTRASTATE OFFERING EXEMPTION OF THE SECURITIES ACT OF 1933.

Confirmation Hearing


Appointment of Gurvinder Sobti, Member, Guam International Airport Authority Board of Directors

Length of term: The remainder of Francisco G. Santos's unexpired term from September 21, 2013 to February 21, 2014

If written testimonies are to be presented at the hearings, copies should be delivered prior to the hearing date. Testimonies should be addressed to Senator Michael F.Q. San Nicolas and will be accepted via hand delivery to our office; our mailbox at the Main Legislature Building at 155 Hesler Place, Hagatna, Guam 96910; or via email to senatorsannicolas@gmail.com. In compliance with the Americans with Disabilities Act, individuals requiring special accommodations or services should contact the Office of Senator Michael F.Q. San Nicolas at 472-6453.

###

2 attachments

 **Bill No. 194-32 (COR).pdf**
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aalladi@guampdn.com
action@weareguahan.com
admin@frankaguonjr.com
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admin@leapguam.com
admin@weareguahan.com
aguon4guam@gmail.com
ahernandez@guamlegislature.org
ajuan@kijifm104.com
alerta.jermaine@gmail.com
aline4families@gmail.com
am800guam@gmail.com
amanda@toduguam.com
amier@mvguam.com
ang.duenas@gmail.com
angela.lgrios@gmail.com
aokada@guamlegislature.org
ataligba@gmail.com
av@guamlegislature.org
avillaverde@guamlegislature.org
avon.guam@gmail.com
baza.matthew@gmail.com
bbautista@spbguam.com
bdydasco@yahoo.com
berthaduenas@guamlegislature.org
betsy@spbguam.com
bmkelman@guampdn.com
brantforguam@gmail.com
breanna.lai@mail.house.gov
bruce.lloyd.media@gmail.com
carlos.pangelinan@senatorbjcruz.com
carlsonc@pstripes.osd.mil
ccastro@guamchamber.com.gu
ccharfauros@guamag.org
charissa.tenorio@senatorbjcruz.com
chechsantos@gmail.com
cheerfulcatunao@yahoo.com
cherbert.senatordrodriguez@gmail.com
chris.budasi@guamlegislature.org
cipo@guamlegislature.org
clerks@guamlegislature.org
clifton@toduguam.com
clynt@spbguam.com
colleenw@guamlegislature.org
committee@frankaguonjr.com
communications@guam.gov
conedera@mikelimtiaco.com
cor@guamlegislature.org
coy@senatorada.org
cyrus@senatorada.org
dcrisost@guam.gannett.com
desori623@hotmail.com
dleddy@guamchamber.com.gu
dmgeorge@guampdn.com

dtamondong@guampdn.com
duenasenator@gmail.com
ed@tonyada.com
edelynn1130@hotmail.com
editor@mvguam.com
editor@saipantribune.com
edpocaigue@judiwonpat.com
elaine@tinamunabarnes.com
emqcho@gmail.com
ewinstoni@yahoo.com
eo@guamrealtors.com
etajalle@guamlegislature.org
evelyn4families@gmail.com
fbtorres@judiwonpat.com
floterlaje@gmail.com
frank@judiwonpat.com
frank@mvguam.com
gdumat-ol@guampdn.com
gerry@mvguam.com
gerrypartido@gmail.com
gina@mvguam.com
gktv23@hotmail.com
guam@pstripes.osd.mil
guamnativesun@yahoo.com
hana@guam-shinbun.com
hill.bruce@abc.net.au
hottips@kuam.com
info@chinesetimesguam.com
janela@mvguam.com
jason@judiwonpat.com
jason@kuam.com
jblas@tinamunabarnes.com
jean@tinamunabarnes.com
jennifer.lj.dulla@gmail.com
jennifer@mvguam.com
jimespaldon@yahoo.com
jmesngon.senatordrodriguez@gmail.com
joan@kuam.com
joe@toduguam.com
john.calvo@noaa.gov
john@kuam.com
jpmanuel@gmail.com
jtenorio@guamcourts.org
jtyquiengco@spbguam.com
julian.c.janssen@gmail.com
juliette@senatorada.org
kai@spbguam.com
kcn.kelly@gmail.com
kelly.toves@mail.house.gov
kenq@kuam.com
kevin@spbguam.com
khmg@hbcguam.net
koreannews@guam.net
koreatv@kuentos.guam.net

kstokish@gmail.com
kstonews@ite.net
law@guamag.org
life@guampdn.com
llmatthews@guampdn.com
lou4families@gmail.com
louella@mvguam.com
louise@tonyada.com
m.salaila@yahoo.com
mabuhaynews@yahoo.com
mahoquinene@guam.net
malainse@gmail.com
maria.pangelinan@gec.guam.gov
maryfejeran@gmail.com
mary@roryforguam.com
mcarlson@guamlegislature.org
mcperson.kathryn@abc.net.au
menchu@toduguam.com
mike.lidia@senatorbjcruz.com
mike@mikelimtiaco.com
mindy@kuam.com
mis@guamlegislature.org
miseke@mvcguam.com
mlwheeler2000@yahoo.com
mmafnas@guamlegislature.org
monty.mcdowell@amiguam.com
mspeps4873@gmail.com
mvariety@pticom.com
mwatanabe@guampdn.com
news@guampdn.com
news@spbguam.com
nick@kuam.com
norman.aguilar@guamcc.edu
nsantos@guamlegislature.org
odngirairikl@guampdn.com
office@senatorada.org
oliviampalacios@gmail.com
onlyonguam@acubedink.com
pacificjournalist@gmail.com
parroyo@k57.com
pdkprg@gmail.com
pete@tonyada.com
phillipsguam@gmail.com
publisher@glimpsesofguam.com
gduenas_8@yahoo.com
rennae@guamlegislature.org
responsibleguam@gmail.com
rfteeahan@yahoo.com
rgibson@k57.com

richdevera@gmail.com
ricknauta@hitradio100.com
rlimtiaco@guampdn.com
rob@judiwonpat.com
rolly@ktkb.com
roryforguam@gmail.com
ryanjames@senatormorrison.com
santos.duenas@gmail.com
senator@senatorbjcruz.com
senatorbrantmccreadie@gmail.com
senator@tinamunabarnes.com
senatordrodriguez@gmail.com
senatorsannicolas@gmail.com
senatortonyada@guamlegislature.org
senbenp@guam.net
sgfiores@tinamunabarnes.com
sgtarms@guamlegislature.org
sitarose2@yahoo.com
slimtiaco@guampdn.com
sonedera-salas@guamlegislature.org
speaker@judiwonpat.com
tanya4families@gmail.com
tasigirl@gmail.com
tcastro@guam.net
telo.taitague@guam.gov
tessa@senatorbjcruz.com
thebigshow@guamcell.net
thebigshow@k57.com
therese.hart.writer@gmail.com
therese@judiwonpat.com
tinamunabarnes@gmail.com
tjtaitano@cs.com
tom@senatorada.org
tommy@senatormorrison.com
tony@tonyada.com
tritent@pstripes.osd.mil
tterlaje@guam.net
val@tonyada.com
vincent@tinamunabarnes.com
wil@judiwonpat.com
will@senatorada.org
xiosormd@gmail.com
xiosormd@yahoo.com
ylee2@guam.gannett.com
zita@mvguam.com
zpalomo@guamag.org



Senator Michael F.Q. San Nicolas

Chairman - Committee on Aviation, Ground Transportation,
Regulatory Concerns and Future Generations
I Mina'trentai Dos Na Liheslaturan Guåhan | 32nd Guam Legislature



PUBLIC HEARING

October 11, 2013

2:00 p.m.

Public Hearing Room
I Liheslaturan Guåhan

AGENDA

I. Call to Order

II. Opening Remarks/Announcements

III. Items for Public Consideration

Bill No. 194-32 (COR), introduced by Michael F.Q. San Nicolas: AN ACT TO ADD A NEW CHAPTER 55 TO DIVISION 2, TITLE 12, GUAM CODE ANNOTATED AND A NEW SUBSECTION (i) TO §103104 OF CHAPTER 10, TITLE 11, GUAM CODE ANNOTATED, RELATIVE TO THE ESTABLISHMENT OF A GUAM INTRASTATE SECURITIES EXCHANGE UNDER THE INTRASTATE OFFERING EXEMPTION OF THE SECURITIES ACT OF 1933.

Appointment of Gurvinder Sobti

Member, Guam International Airport Authority Board of Directors

Length of term: The remainder of Francisco G. Santos's unexpired term from September 21, 2013 to February 21, 2014

IV. Closing Remarks

V. Adjournment



COMMITTEE ON RULES

I Mina'trentai Dos na Liheslaturan Guåhan • The 32nd Guam Legislature
155 Hesler Place, Hagåtña, Guam 96910 • www.guamlegislature.com
E-mail: roryforguam@gmail.com • Tel: (671)472-7679 • Fax: (671)472-3547

Senator
Rory J. Respicio
CHAIRPERSON
MAJORITY LEADER

Senator
Thomas C. Ada
VICE CHAIRPERSON
ASSISTANT MAJORITY LEADER

Senator
Vicente (Ben) C. Pangelinan
Member

Speaker
Judith T.P. Won Pat, Ed.D.
Member

Senator
Dennis G. Rodriguez, Jr.
Member

Vice-Speaker
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Member

Senator
Michael F.Q. San Nicolas
Member

Senator
V. Anthony Ada
Member
MINORITY LEADER

Senator
Aline Yamashita
Member

October 1, 2013

VIA E-MAIL
john.rios@bbmr.guam.gov

John A. Rios
Director
Bureau of Budget & Management Research
P.O. Box 2950
Hagåtña, Guam 96910

RE: Request for Fiscal Notes– Bill Nos. 194-32(COR) through 201-32(COR)

Hafa Adai Mr. Rios:

Transmitted herewith is a listing of *I Mina'trentai Dos na Liheslaturan Guåhan's* most recently introduced bills. Pursuant to 2 GCA §9103, I respectfully request the preparation of fiscal notes for the referenced bills.

Si Yu'os ma'åse' for your attention to this matter.

Very Truly Yours,

Senator Rory J. Respicio
Chairperson, Committee on Rules

Attachments (1)

Cc: Clerk of the Legislature

2013 OCT - 1 PM 4: 26

Bill Nos.	Sponsor	Title
194-32 (COR)	Michael F.Q. San Nicolas	AN ACT TO ADD A NEW CHAPTER 55 TO DIVISION 2, TITLE 12, GUAM CODE ANNOTATED AND A NEW SUBSECTION (i) TO §103104 OF CHAPTER 10, TITLE 11, GUAM CODE ANNOTATED, RELATIVE TO THE ESTABLISHMENT OF A GUAM INTRASTATE SECURITIES EXCHANGE UNDER THE INTRASTATE OFFERING EXEMPTION OF THE SECURITIES ACT OF 1933.
195-32 (COR)	Frank B. Aguon, Jr.	AN ACT RELATIVE TO PROTECTING INFANTS WHO ARE BORN ALIVE AS A RESULT OF AN ABORTION, THROUGH THE ESTABLISHMENT OF THE "INFANT CHILD'S RIGHT TO LIFE ACT"; THROUGH ADDING A NEW CHAPTER 91 TO TITLE 9, GUAM CODE ANNOTATED.
196-32 (COR)	T.C. Ada R.J. Respicio	AN ACT TO AMEND SECTIONS 51301(c) AND 53105 OF CHAPTER 53, TITLE 5, GUAM CODE ANNOTATED, RELATIVE TO ENSURING THE ADEQUATE REPAIR AND RESTORATION OF GUAM'S PUBLIC ROADWAYS BY CONTRACTORS WHO OPEN AND EXCAVATE THESE ROADS.
197-32 (COR)	Judith T. Won Pat, Ed.D., T. R. Muña Barnes	AN ACT TO ADD A NEW §3223 TO CHAPTER 3 OF TITLE 17 GUAM CODE ANNOTATED, RELATIVE TO HONORARY HIGH SCHOOL DIPLOMAS FOR CERTAIN SENIOR CITIZENS.
198-32 (COR)	Judith T. Won Pat, Ed.D., T. R. Muña Barnes	AN ACT TO ADD A NEW §5013 TO TITLE 5, CHAPTER 5 OF TITLE 5 GUAM CODE ANNOTATED, RELATIVE TO GOVERNMENT PROCUREMENT POLICY IN FAVOR OF WOMEN OWNED BUSINESSES.
199-32 (COR)	Judith T. Won Pat, Ed.D., T.C. Ada	AN ACT TO AMEND §22425(q)(4) AND (q)(5) OF TITLE 5 GUAM CODE ANNOTATED, RELATIVE TO FUNDING THE FACILITIES AND MAINTENANCE DIVISION OF THE GUAM DEPARTMENT OF EDUCATION.
200-32 (COR)	R.J. Respicio, T.C. Ada, B.J.F. Cruz	AN ACT TO AMEND TITLE 10 GUAM CODE ANNOTATED §77135 RELATIVE TO POLICE CLEARANCES, TO BE KNOWN AS THE "POLICE CLEARANCE CLARITY ACT OF 2013."
201-32 (COR)	B.J.F. Cruz	AN ACT TO ADD A NEW §5141 TO CHAPTER 5 OF TITLE 5 OF THE GUAM CODE ANNOTATED; RELATIVE TO ESTABLISHING SYSTEM OF TRAINING, CONTINUING EDUCATION, AND CERTIFICATION FOR GOVERNMENT OF GUAM PROCUREMENT PERSONNEL.



COMMITTEE ON RULES

I Mina'trentai Dos na Liheslaturan Guåhan • The 32nd Guam Legislature
155 Hesler Place, Hagåtña, Guam 96910 • www.guamlegislature.com
E-mail: roryforguam@gmail.com • Tel: (671)472-7679 • Fax: (671)472-3547

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Rory J. Respicio
CHAIRPERSON
MAJORITY LEADER

Senator
Thomas C. Ada
VICE CHAIRPERSON
ASSISTANT MAJORITY LEADER

Senator
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Member

Senator
Michael F.Q. San Nicolas
Member

Senator
V. Anthony Ada
Member
MINORITY LEADER

Senator
Aline Yamashita
Member

September 24, 2013

MEMORANDUM

To: Rennae Meno
Clerk of the Legislature

Attorney Therese M. Terlaje
Legislative Legal Counsel

From: Senator Rory J. Respicio
Majority Leader & Rules Chair

Subject: Referral of Bill No. 194-32(COR)

As the Chairperson of the Committee on Rules, I am forwarding my referral of **Bill No. 194-32(COR)**.

Please ensure that the subject bill is referred, in my name, to the respective committee, as shown on the attachment. I also request that the same be forwarded to all members of *I Mina'trentai Dos na Liheslaturan Guåhan*.

Should you have any questions, please feel free to contact our office at 472-7679.

Si Yu'os Ma'åse!

Attachment

I MINA'TRENTAI DOS NA LIHESLATURAN GUAHÂN
2013 (First) Regular Session

Bill No. 194-32 (cop)
Introduced by:

Michael F.Q. San Nicolas

(Signature)
2013 SEP 24 AM 11:47
Final

AN ACT TO ADD A NEW CHAPTER 55 TO DIVISION 2, TITLE 12, GUAM CODE ANNOTATED AND A NEW SUBSECTION (i) TO §103104 OF CHAPTER 10, TITLE 11, GUAM CODE ANNOTATED, RELATIVE TO THE ESTABLISHMENT OF A GUAM INTRASTATE SECURITIES EXCHANGE UNDER THE INTRASTATE OFFERING EXEMPTION OF THE SECURITIES ACT OF 1933.

1 BE IT ENACTED BY THE PEOPLE OF GUAM:

2 Section 1. Short Title. This Act shall be cited as the “Guam
3 Intrastate Securities Exchange Act”.

4 Section 2. Legislative Intent. *I Liheslaturan Guahân* finds that many
5 local businesses would benefit greatly by expanded access to additional
6 funding mechanisms for new or expanded operations. Under the Securities
7 Act of 1933, federal law provides that intrastate offerings of securities are
8 exempt from regulation by the Securities and Exchange Commission.

9 *I Liheslaturan Guahân* finds that, although the exemption allows for
10 intrastate offerings, there is no local mechanism established to facilitate the
11 offering and sale of intrastate securities by local businesses to local

1 investors. Without such a mechanism, the economic potential of this
2 exemption within the federal securities law is not yet realized.

3 *I Liheslaturan Guåhan* further finds that access to capital is a key
4 component of growth, and that current capital access is generally limited to
5 owner infusions and borrowing.

6 *I Liheslaturan Guåhan* finds that Public Law 26-76, which dissolved the
7 Department of Commerce, added the following language to the purposes
8 of the Guam Economic Development Authority (GEDA): “The Authority
9 shall promote and encourage the expansion and development of markets
10 for products of Guam. [...] The Authority shall promote and encourage
11 location and development of new businesses on Guam, as well as the
12 retention and expansion of existing businesses”. GEDA further, provides
13 direct loans through several programs to local businesses. It is, thus, a
14 natural extension of the mandate of GEDA to allow it to facilitate in the
15 provision of capital to local businesses through an intrastate securities
16 program.

17 Therefore, it is the intent of *I Liheslaturan Guahån* that the Guam
18 Economic Development Authority establish a Guam Intrastate Securities
19 Exchange program in compliance with federal and local laws and
20 regulations to facilitate the offering and sale of intrastate securities by local
21 companies to local investors by adding a new Chapter 55 to Division 2,
22 Title 22, Guam Code Annotated.

1 (a) 'Security' has the same meaning as provided in Section 2(a)(1) of
2 the Securities Act of 1933.

3 (b) 'Sale' or 'sell' have the same meanings as provided in Section
4 2(a)(3) of the Securities Act of 1933.

5 (c) 'Intrastate offering exemption' shall mean the exemption from
6 United States securities regulations offered by Section 3 Subsection (a)(11)
7 of the Securities Act of 1933 and regulations governing such exemption,
8 including Code of Federal Regulations Title 11 Chapter II §230.147.

9 (d) 'Issuer' has the same meaning as provided in Section 2(a)(4) of the
10 Securities Act of 1933.

11

12 **ARTICLE 2**

13 **GUAM INTRASTATE SECURITIES EXCHANGE PROGRAM**

14

15 § 55201. Creation.

16 § 55202. Purpose.

17 § 55203. Authority to Promulgate Rules and Regulations.

18 § 55204. Maintenance of Records

19

20 **§55201. Creation.**

21 There is created, within the Guam Economic Development Authority,
22 a Guam Intrastate Securities Exchange Program.

23 **§55202. Purpose.**

1 The purpose of the Guam Intrastate Securities Exchange Program
2 *shall* be to facilitate the issuance and exchange of intrastate offerings by
3 businesses established within the Territory of Guam and the government of
4 Guam inclusive of autonomous, semi-autonomous and other agencies and
5 instrumentalities of the government Guam, pursuant to the intrastate
6 offerings exemption of the Securities Act of 1933. The program *shall* help to
7 match issuers which desire to offer securities to invest in new or expanded
8 local operations with qualified local investors who are able to provide
9 capital to make these plans achievable. The program *shall* ensure that all
10 offerings, offerors and investors comply with the provisions of the
11 Intrastate Offering exemption and other federal and local laws and
12 regulations.

13 **§55203. Authority to Promulgate Rules and Regulations.**

14 The Board of Directors of the Guam Economic Development
15 Authority is hereby authorized to promulgate all necessary rules,
16 procedures and regulations for the administration of this Act and to
17 accomplish the purposes for which the Intrastate Securities Exchange
18 Program are established, pursuant to the Securities Act of 1933 and the
19 Administrative Adjudication Law. The program *shall* comply with all
20 aspects of federal and local securities and exchange laws and regulations
21 relative to intrastate offerings. Within one hundred eighty (180) days from
22 the enactment of this Act, the Board of Directors *shall* promulgate initial
23 rules and regulations governing the program, including a schedule of fees

1 to operate the program, all in consultation with the Banking and Insurance
2 Commissioner for the purposes of regulatory compliance.

3 **§ 55204. Maintenance of Records.**

4 Records of each transaction pursuant to the program established by
5 this Chapter *shall* be maintained by the Intrastate Securities Exchange
6 Program within GEDA for a minimum of five (5) years following the
7 completion of such transaction, or as further necessary to satisfy any action
8 brought by the Banking and Insurance Commissioner or the Securities and
9 Exchange Commission against any party until such transaction has reached
10 final resolution. It shall be the responsibility of each investor to maintain
11 all necessary transaction records in excess of five (5) years, and to report
12 and pay all applicable taxes to the government of Guam.”

13 **Section 4. Regulation of the Intrastate Security Exchange.** A new
14 Subsection (i) is hereby added to §103104 of Chapter 10, Title 11, Guam
15 Code Annotated, to read:

16 “(i) The Banking and Insurance Commissioner *shall* promulgate
17 necessary rules and regulations, pursuant to the Administrative
18 Adjudication Law in compliance with the Securities Act of 1933, to monitor
19 and enforce compliance of the Guam Intrastate Securities Exchange
20 Program of the Guam Economic Development Authority. Participating
21 issuers and investors *shall* be regulated in accordance with applicable
22 federal securities laws and regulations and applicable local laws and
23 regulations. The Regulatory Division of the Department of Revenue and

1 Taxation *shall* have jurisdiction for enforcement of the provisions of such
2 rules and regulations. The Commissioner *shall* promulgate initial rules and
3 regulations under this section within one hundred eighty (180) days of the
4 enactment of this Act, all in consultation with the Guam Economic
5 Development Authority Board of Directors to ensure regulatory
6 compliance.”