



Special Board Meeting
CCU Conference Room, Gloria B. Nelson Public Service Building
10:00 a.m., June 18, 2021

MINUTES

1. CALL TO ORDER

The CCU Acting Chairman Francis Santos called the June 18, 2021 CCU Special Meeting to order at 10:07 a.m. He said four [4] Commissioners were present for a quorum; Comm. Duenas was off-island and excused. Others in attendance included:

Commissioners:

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| Francis E. Santos | CCU Vice Chairman |
| Michael T. Limtiaco | CCU Secretary |
| Peter Roy Martinez | Commissioner |
| Simon Sanchez | Commissioner |

Management & Staff:

- | | |
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| Zina Pangelinan-Charfauros | Personnel Admin. / GWA HR |
| Vlad Navarca | IT Support / GPA |
| John Dixon | IT Support / GWA |
| B. Lou Sablan | Board Secretary / CCU |

He said this meeting is for the sole purpose of interviewing and selecting a Staff Attorney for Guam Waterworks Authority and the first order of business is to ask GWA Administrator for Human Resources, Zina Charfauros, to please provide the Commission with EEO guidelines before proceeding.

Ms. Charfauros said her role here is to inform the Commission that consistency is required when questioning the candidate and that they be non-discriminatory in nature with regard to age, sex, color, national origin etc. She said she will also brief the candidate of the same information and if the candidate feels that any of the questions asked of her are discriminatory in nature that she need not provide a response. Follow-up question are allowable again provided they not discriminatory in nature.

Comm. Sanchez motioned to move the meeting to executive session, second by Comm. Martinez.

The candidate was then asked to join the meeting and Executive Session commenced. The time was 10:20 a.m.

2. NEW BUSINESS

2.1 EXECUTIVE SESSION

2.1.1 Personnel Matter: GWA Staff Attorney Interview

At approximately 11:15 a.m., the meeting was moved back to Regular Session.

Comm. Sanchez motioned to recess the meeting until 9 a.m. June 25, 2021, second by Comm. Limtiaco.

Special Board Meeting
CCU Conference Room, Gloria B. Nelson Public Service Building
10:00 a.m., June 18, 2021
Continued at 9 a.m., on June 25, 2021

1. CALL TO ORDER

The CCU Acting Chairman Francis Santos called the June 25, 2021 CCU Special Meeting to order at 9:06 a.m. He said this is a special meeting that began on June 18th that was recessed for continuation today. He said four [4] Commissioners were present for a quorum, Comm. Duenas was still off-island and excused. Others in attendance included:

Commissioners:

Francis E. Santos	CCU Vice Chairman
Michael T. Limtiaco	CCU Secretary
Peter Roy Martinez	Commissioner
Simon Sanchez	Commissioner

Management & Staff:

Vien Wong	IT Support / GPA
B. Lou Sablan	Board Secretary / CCU

The acting Chairman called for a motion to move the meeting to executive session and Comm. Sanchez so moved, second by Comm. Limtiaco. The time was 9:24 a.m.

2. NEW BUSINESS

2.1 EXECUTIVE SESSION

2.1.1 Personnel Matter: GWA Staff Attorney Interview

At approximately 9:24 a.m., Comm. Sanchez motioned to recess this meeting until 9 a.m., July 2nd, Comm. Limtiaco seconded.

Special Board Meeting
CCU Conference Room, Gloria B. Nelson Public Service Building
10:00 a.m., June 18, 2021
Continued at 9 a.m., on July 1, 2021

1. CALL TO ORDER

The CCU Acting Chairman Francis Santos called the July 1, 2021 CCU Special Meeting to order at 9:10 a.m. He said this is a special meeting that began on June 18th that was recessed for continuation on June 25th and recessed again for continuation today. He said four [4] Commissioners were present for a quorum. Comm. Duenas was excused; he is off-island. Others in attendance include:

Commissioners:

Francis E. Santos	CCU Vice Chairman
Michael T. Limtiaco	CCU Secretary
Peter Roy Martinez	Commissioner
Simon Sanchez	Commissioner

Management & Staff:

John Dixon	IT Support / GWA
Antoinette Acfalle	Legal Secretary / GWA

2. NEW BUSINESS

2.1 EXECUTIVE SESSION

2.1.1 Personnel Matter: GWA Staff Attorney Interview

Special Board Meeting

CCU Conference Room, Gloria B. Nelson Public Service Building

10:00 a.m., June 18, 2021

Continued at 9 a.m., on July 8, 2021

1. CALL TO ORDER

CCU Acting Chairman Francis Santos called the July 8, 2021 CCU Special Meeting to order at 9:07 a.m. He said this is a special meeting that began on June 18th that was last recessed on July 1st for continuation today. Three [3] Commissioners were present for a quorum, Comm. Duenas and Comm. Limtiaco were off-island and excused. Others in attendance include:

Commissioners:

Francis E. Santos	CCU Vice Chairman
Peter Roy Martinez	Commissioner
Simon Sanchez	Commissioner

Management & Staff:

John Dixon	IT Support / GWA
Ann Borja	Management Analyst /GWA GM Office

The Acting Chair asked for a motion to move the meeting to Executive Session, Comm. Sanchez so moved second by Comm. Martinez.

2. NEW BUSINESS

2.1 EXECUTIVE SESSION

2.1.1 Personnel Matter: GWA Staff Attorney Interview

In open session, Comm. Sanchez motioned to recess this meeting until 9 a.m., July 15th, second by Comm. Martinez.

The time was 9:59 a.m.

Special Board Meeting
CCU Conference Room, Gloria B. Nelson Public Service Building
10:00 a.m., June 18, 2021
Continued at 9 a.m., on July 15, 2021

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1. CALL TO ORDER

The CCU Acting Chairman Santos called the July 15, 2021 CCU Special Meeting to order at 9:02 a.m. He said this is a special meeting that began on June 18th that was last recessed on July 8th for continuation today. He said three [4] Commissioners were in attendance, 3 physically present and Comm. Sanchez attended remotely. Comm. Limtiaco was absent and excused. Others in attendance include:

Commissioners:

Joseph T. Duenas	CCU Chairman
Francis E. Santos	CCU Vice Chairman
Peter Roy Martinez	Commissioner
Simon Sanchez	Commissioner [Online]

Management & Staff:

John Dixon	IT Support / GWA
B. Lou Sablan	Board Secretary / CCU

2. NEW BUSINESS

2.1 EXECUTIVE SESSION

2.1.1 Personnel Matter: GWA Staff Attorney Interview

The Acting chairman called for a motion; Comm. Sanchez motioned to recess this meeting until 4 p.m. on July 20th, second by Comm. Martinez.

The time was 9:06 a.m.

Special Board Meeting
CCU Conference Room, Gloria B. Nelson Public Service Building
10:00 a.m., June 18, 2021
Continued at 4 p.m., on July 20, 2021

1. CALL TO ORDER

The CCU Acting Chairman Francis Santos called the July 20, 2021 CCU Special Meeting to order at 4:15 p.m. He said this is a special meeting that began on June 18th that was last recessed on July 15th for continuation today. He said three [3] Commissioners were present for a quorum, Comm. Limtiaco and Duenas were excused. Others in attendance include:

Commissioners:

Francis E. Santos	CCU Vice Chairman
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Peter Roy Martinez Commissioner
Simon Sanchez Commissioner

Management & Staff:

Miguel Bordallo GM / GWA
Ann Borja-Gallardes Management Analyst / GWA
John Dixon IT Support / GWA
B. Lou Sablan Board Secretary / CCU

The Acting Chairman announced that the prospect candidate was offered the position but declined the offer. He asked for a motion.

- 2. **NEW BUSINESS**
 - 2.1 **EXECUTIVE SESSION**
 - 2.1.1 Personnel Matter: GWA Staff Attorney Interview

Comm. Sanchez motioned to recess this meeting until 4 p.m. on July 22nd, second by Comm. Martinez.

The time was 4:22 p.m.

Special Board Meeting
CCU Conference Room, Gloria B. Nelson Public Service Building
10:00 a.m., June 18, 2021
Continued at 4 p.m., on July 22, 2021

1. **CALL TO ORDER**

The CCU Chairman Joseph Duenas called the July 22, 2021 CCU Special Meeting to order at 4:05 p.m. He said this meeting is a continuation of the Special Meeting of June 18th that was last recessed on July 20th for continuation today. He said three [3] Commissioners were present for a quorum. Comm. Limtiaco and Sanchez were excused. Others in attendance include:

Commissioners:

Joseph T. Duenas CCU Chairman
Francis E. Santos CCU Vice Chairman
Peter Roy Martinez Commissioner

Management & Staff:

Vlad Novasca IT Support / GPA
B. Lou Sablan Board Secretary / CCU

- 2 **NEW BUSINESS**
 - 2.1 **EXECUTIVE SESSION**
 - 2.1.1 Personnel Matter: GWA Staff Attorney Interview

Comm. Santos motioned to recess this meeting for continuation at 9:00 a.m., second by Comm. Martinez.

The time was 4:08 p.m.

Special Board Meeting
CCU Conference Room, Gloria B. Nelson Public Service Building
10:00 a.m., June 18, 2021
Continued at 9 a.m., on August 4, 2021

1. CALL TO ORDER

The CCU Acting Chairman Francis Santos called the August 4, 2021 CCU Special Regular Meeting to order at 9:03 a.m. He said this is a continuation of a meeting that started on June 18th, was continued on July 22nd and recessed for continuation today; the purpose of the meeting was for continued selection of a GWA staff attorney. He said for the record all five [5] Commissioners were present for a quorum. Others in attendance include:

Commissioners:

Joseph T. Duenas	CCU Chairman
Francis E. Santos	CCU Vice Chairman
Michael T. Limtiaco	CCU Secretary
Peter Roy Martinez	Commissioner
Simon Sanchez	Commissioner

Management & Staff:

Miguel Bordallo	General Manager / GWA
John Dixon	IT Support / GWA
B. Lou Sablan	Board Secretary / CCU

Comm. Sanchez motioned to move the meeting to Executive Session, second by Comm. Santos.

The Chairman confirmed that the meeting would go into executive session after a 5-minute break

2. NEW BUSINESS

2.1 EXECUTIVE SESSION

2.1.1 Personnel Matter: GWA Staff Attorney Interview

The meeting was called back to regular session.

The Chairman said we are back in open session and said to commissioners we have an agreement and have selected a candidate - Candidate A. We now will discuss salary and will need delegation to make an offer to the candidate and upon acceptance will come back to the Commissioners with an update.

Comm. Sanchez said that we have been migrating all employees' pay over time to gradually move them up to the highest percentile of what we can balance between what they deserve and what ratepayers can afford. We do regular wage surveys to see where we are for the entire employee base and the current goal is 20 percentile.

Based on the recent survey I would like to make a motion that we offer Candidate A pay at the 20th percentile giving the candidate time to prove themselves and grow to the 25th percentile. The amount at the 20th percentile, that is the average pay for 20% of the attorney's working for similar size water utilities, is \$125,620.

Comm. Sanchez motioned to offer Candidate A the base pay of \$125,620 and all other standard benefits that accrue for a government employee that flows from this base pay; second by Comm. Santos.

Comm. Duenas said he agrees with the motion; he said the job is worth something and we are migrating to the 50% percentile and this job is worth this amount of money.

Relative to reviews there was discussion if there should be a clause included in the contract relative to reviews and whether that annual review would be made public. Comm. Duenas said he liked the language contained in the CCU Rules & Regulations. Comm. Limtiaco said based on the interview responses to questions and based on the review, if the candidate responded affirmatively to having her review done in open session he would like this incorporated into the employment agreement. Comm. Santos reiterated what Comm. Limtiaco is trying to say – that if the candidate has agreed to disclosing the annual review publicly then we put this in the contract. If the candidate says no then; it will not be disclosed publicly. He said of the 7 employees that CCU hires, only the

GM Bordallo is the ask of making the review public is a condition of employment stating his concern that it may be a deterrent. The Commission said that it will not be a condition but will only pose the option.

Comm. Sanchez MOTIONED TO OFFER CANDIDATE "A" A SALARY AT THE 20TH PERCENTILE OR \$125,620 AND ALL OTHER STANDARD GOVT. EMPLOYEE BENEFITS AND TO INQUIRE IF THE CANDIDATE CAN START SEPT. 1, 2021, second by Comm. Santos

Comm. Limtiaco MOTIONED TO INCLUDE IN CANDIDATE "A"'s CONTRACT THAT ANNUAL REVIEWS WOULD BE HELD IN OPEN SESSION, second by Comm. Martinez

Comm. Sanchez MOTIONED TO RECESS THIS SPECIAL MEETING TIL 3:30 ON AUGUST 17TH, second by Comm. Limtiaco.

Special Board Meeting
CCU Conference Room, Gloria B. Nelson Public Service Building
10:00 a.m., June 18, 2021
Continued at 3:30 p.m., on August 17, 2021

1. CALL TO ORDER

The CCU Acting Chairman Francis Santos called the August 17, 2021 CCU Special Meeting to order at 4:06 p.m. He said all five [5] Commissioners were present for a quorum. This meeting is a continuation of a meeting that started on June 18, 2021 and recessed and continued again on August 4th, recessed and continued again today; it is regarding the selection of GWA's Staff Attorney. Others in attendance include:

Commissioners:

Joseph T. Duenas	CCU Chairman
Francis E. Santos	CCU Vice Chairman
Michael T. Limtiaco	CCU Secretary
Peter Roy Martinez	Commissioner
Simon Sanchez	Commissioner

Management & Staff:

John Dixon
Lou Sablan

IT Support / GWA
Board Secretary / CCU

2. NEW BUSINESS

2.1 EXECUTIVE SESSION

2.1.1 Personnel Matter: GWA Staff Attorney Interview

The Chairman provided original agreement copy and candidate's counter offer. In addition the Chairman made available a combined redlined copy of the original agreement v. candidate's counter offer [in track changes] so the Commission can easily see where the changes were made.

Comm. Sanchez stated that at the last meeting during open session on August 4, 2021 it was motioned and seconded to offer the candidate a salary of 125,620.00. He asked if the candidate accept the salary as offered. Comm. Duenas confirmed yes, the salary as specified was accepted by the candidate.

Comm. Limtiaco said there were changes that the candidate edited so she didn't accept the original language so the Commission needs to address that. Comm. Limtiaco said it is important that the Commission understand what was submitted originally and what changes were made by the candidate. Comm. Santos recommended to review the agreement one section at a time and vote on each change made; all agreed.

Section 1 – Comm. Sanchez said the candidate proposed a start date of September 13, 2021. All agreed it was acceptable.

Section 2 – Candidate used word "their" effort – there was no objection. Comm. Martinez questioned the social activities clause and asked for clarification. Comm. Sanchez clarified that outside of work the candidate can do as she pleases except to participate with activities that conflict with duties as that of an attorney. Comm. Limtiaco as example said she could not practice law but if she wants to open a convenience store she could do so. All agreed this was acceptable.

Comm. Martinez asked clarification on this section relative to 2.05 – during the term of the agreement "shall receive direction from GM and report to the GM"; he then mentioned the performance eval on 4.04 requires that CCU do a performance evaluation, he asked if management also should do a performance eval since the candidate will be reporting to them. Comm. Limtiaco said key metrics will be identified and discussed between the candidate and the GM in advance and their evaluation will be based on these specifics upon evaluation; the Commission also will base their evaluation on how well the candidate performed against these same key metrics.

Comm. Martinez relative to benefits asked if the candidate would be considered a classified or contract employee. Comm. Sanchez said that the candidate would be eligible for all standard GovGuam benefits.

It was discussed that the current flow of the agreement was skewed and needed to be revisited because it does not flow well. After some discussion it was decided to amend the sections to reflect the following: Section 3 Compensation, Section 4 Benefits, Section 5 Evaluation, Section 6 Termination / Dismissal.

Next steps were discussed – the Chairman will rewrite the agreement per changes made today, circulate it to the Commission who will verify for correctness and adopt the changes as CCU's counter offer to the candidates counter offer.

Chairman asked of a motion to authorize the chair to present the CCU counter offer to candidate.

Comm. Sanchez motion to adopt the changes made to the GWA Staff Attorney Counter Offer Agreement, at the CCU Special Meeting of August 17, 2021, as the CCU Counter Offer to the GWA Staff Attorney Candidate; and to authorize the Chairman to present the CCU Counter Offer Agreement to the Candidate; and if the candidate accepts, the process of selecting a GWA Staff Attorney would be complete. The motion was seconded by Comm. Santos. The vote was unanimous, 5 ayes, and the motion carried.

Relative to the Salary segment – it was discussed to strike the language “shall be kept competitive” and to stay with the original language “based on annual performance evaluations as prescribed by CCU policy”; all agreed. It was also mentioned to add employee will be paid on regular GWA paydays.

Relative to personal leave it was mentioned that personal leave needs to be defined. It was decided to keep the original language of 30 days leave.

Relative to the segment regarding Section 15 “ no party would be deemed as drafting this agreement” clause the Commission wanted legal opinion regarding this clause and its importance for inclusion.

Relative to Evaluation Option A and Option B as drafted by candidate, it was mentioned to make sure that candidate understands that Option A is choice of the Commission.

It was mentioned that if the candidate declines the revised agreement / counter then the selection process will continuation.

Comm. Sanchez motioned to recessed this meeting until 5 p.m. 8/24, 2021, second by Comm. Santos. The motion passed unanimously.

The meeting ended at 5:10 p.m.

Special Board Meeting
CCU Conference Room, Gloria B. Nelson Public Service Building
10:00 a.m., June 18, 2021
Continued at 5:00 p.m., on August 24, 2021

1. CALL TO ORDER

Chairman Joseph Duenas called the August 24, 2021 CCU Special Meeting to order at 5:00 p.m. He said all five [5] Commissioners were present for a quorum. This meeting is a continuation of a meeting that started on June 18, 2021 and continued and recessed numerous times. The meeting is relative to selection of GWA’s staff attorney. Others in attendance include:

Commissioners:

Joseph T. Duenas	CCU Chairman
Francis E. Santos	CCU Vice Chairman
Michael T. Limtiaco	CCU Secretary
Peter Roy Martinez	Commissioner
Simon Sanchez	Commissioner

Management & Staff:

Miguel Bordallo	GM / GWA
Therese Rojas	Staff Attorney Candidate / GWA

John Dixon
Ann Borja-Gallardes
Lou Sablan

IT Support / GWA
Management Analyst / GWA Ex. Office
Board Secretary

2. NEW BUSINESS

2.1 EXECUTIVE SESSION

2.1.1 Personnel Matter: GWA Staff Attorney Interview

The Chairman announced that a contract was signed by our new GWA staff attorney who is here with us today effective September 13th. Her name is Theresa Rojas. The Commission congratulated and welcomed her. Theresa Rojas thanked the commission for the opportunity.

Comm. Santos motioned to adjourn the meeting, second by Comm. Limtiaco.

3. ADJOURNMENT

There being no other business to bring before the Commission the meeting adjourned at 5:13 p.m.

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Attested



JOSEPH T. DUENAS, Chairman



MICHAEL T. LIMTIACO, Secretary