



CONSOLIDATED COMMISSION ON UTILITIES
Guam Power Authority | Guam Waterworks Authority
P.O. Box 2977 Hagatna, Guam 96932 | (671)649-3002 | guamccu.org

GWA RESOLUTION NO. 49-FY2023

RELATIVE TO AUTHORIZING THE ISSUANCE AND SALE OF GUAM WATERWORKS AUTHORITY WATER AND WASTEWATER SYSTEM REVENUE REFUNDING BONDS ON A CURRENT OR FORWARD DELIVERY BASIS, APPROVING FORMS OF RELATED DOCUMENTS, AGREEMENTS AND ACTIONS, AND AUTHORIZING THE EXECUTION AND DELIVERY THEREOF

WHEREAS, under 12 G.C.A. § 14105, the Consolidated Commission on Utilities (the “Commission”) has plenary authority over financial, contractual and policy matters relative to the Guam Waterworks Authority (the “Authority”); and

WHEREAS, the Authority is a Guam Public Corporation established and existing under the laws of Guam; and

WHEREAS, Article 2, Chapter 14, Title 12 of the Guam Code Annotated (the “Act”) authorizes the Authority to issue revenue bonds to raise funds for the purpose of acquiring, constructing, improving, equipping, maintaining, repairing, renewing, replacing, reconstructing or insuring the System (as that term is defined in the Act), or any part thereof, or for the purpose of redeeming or retiring any such bonds or any other prior obligations of the Authority, or for any combination of such purposes, in accordance with and subject to the requirements and limitations set forth in the Act; and

WHEREAS, the Authority has informed this Commission that the opportunity has arisen to issue refunding bonds to refund, redeem or otherwise retire all or a portion of the outstanding Guam Waterworks Authority Water and Wastewater System Revenue Bonds previously issued under the General Indenture (defined herein), specifically, Guam Waterworks Authority Water and Wastewater System Revenue Bonds, Series 2013, Guam Waterworks Authority Water and Wastewater System Revenue Refunding Bonds, Series 2014A, Guam

1 Waterworks Authority Water and Wastewater System Revenue Bonds, Series 2016, Guam
2 Waterworks Authority Water and Wastewater System Revenue Refunding Bonds, Series 2017,
3 Guam Waterworks Authority Water and Wastewater System Revenue Bonds, Series 2020A,
4 and Guam Waterworks Authority Water and Wastewater System Revenue Refunding Bonds,
5 Series 2020B (Federally Taxable) (collectively, the “Prior Bonds”) for debt service savings,
6 which is expected to result in savings to ratepayers; and

7
8 **WHEREAS**, the Authority has determined it is necessary and desirable to issue one or
9 more series of Guam Waterworks Authority Water and Wastewater System Revenue Refunding
10 Bonds, Series 2023A (the “Series 2023A Bonds”) for the purpose, among others, of refunding,
11 redeeming or retiring all or a portion of the Prior Bonds, including the outstanding Guam
12 Waterworks Authority Water and Wastewater System Revenue Bonds, Series 2013 subject to
13 optional redemption, and all or a portion of other maturities of the Prior Bonds which may be
14 tendered for purchase and cancellation following an invitation to tender such Prior Bonds; and

15
16 **WHEREAS**, the Authority has determined it is necessary and desirable to issue one or
17 more series of Guam Waterworks Authority Water and Wastewater System Revenue Refunding
18 Bonds, Series 2024A (Forward Delivery) (the “Series 2024A Bonds” and, together with the
19 Series 2023A Bonds, the “Bonds”) for the purpose of refunding all or a portion of the Prior
20 Bonds, including the outstanding Guam Waterworks Authority Water and Wastewater System
21 Revenue Refunding Bonds, Series 2014A; and

22
23 **WHEREAS**, the Authority has previously made and entered into an Indenture dated as
24 of December 1, 2005 (as previously supplemented and amended, the “General Indenture”), by
25 and among the Authority, Bank of Guam, as trustee (the “Trustee”) and U.S. Bank Trust
26 Company, National Association, as co-trustee (the “Co-Trustee”), which authorized one or more
27 series of Guam Waterworks Authority Water and Wastewater System Revenue Bonds; and

28
29 **WHEREAS**, there has been presented to this meeting the form of a ninth supplemental
30 indenture, by and among the Authority, the Trustee and the Co-Trustee (the “Ninth
31 Supplemental Indenture”) in respect of the Series 2023A Bonds (See Exhibit A) and a form of
32 tenth supplemental Indenture in respect of the Series 2024A Bonds (See Exhibit B), by and

1 among the Authority, the Trustee and the Co-Trustee (the “Tenth Supplemental Indenture” and,
2 together with the Ninth Supplemental Indenture, the “Supplemental Indentures” and the
3 Supplemental Indentures collectively with the General Indenture, the “Indenture”), pursuant to
4 which the Authority proposes to issue the Bonds; and

5
6 **WHEREAS**, the Authority previously has executed a Master Continuing Disclosure
7 Agreement with Digital Assurance Certification, L.L.C., as dissemination agent (the
8 “Dissemination Agent”), dated as of December 1, 2005, which authorized one or more
9 supplemental continuing disclosure agreements to be entered into in connection with the
10 issuance of one or more series of bonds; and

11
12 **WHEREAS**, there has been presented to this meeting the forms of a supplemental
13 continuing disclosure agreement (together, the “Supplemental Continuing Disclosure
14 Agreement”) (See Exhibit C), by and between the Authority and the Dissemination Agent, in
15 connection with the Bonds; and

16
17 **WHEREAS**, there has been presented to this meeting the forms of bond purchase
18 agreement (See Exhibit D) and forward delivery bond purchase agreement (See Exhibit E)
19 (together, the “Bond Purchase Agreement”), between the Authority and Citigroup Global
20 Markets Inc., as representative of itself and RBC Capital Markets LLC, as underwriters (the
21 “Underwriters”), relating to the sale of the Bonds; and

22
23 **WHEREAS**, there has been presented to this meeting the form of an Escrow Agreement
24 between the Authority and the Co-Trustee (the “Escrow Agreement”) (See Exhibit F), relating
25 to the refunding of the Prior Bonds; and

26
27 **WHEREAS**, the Supplemental Indentures, the Supplemental Continuing Disclosure
28 Agreement, the Bond Purchase Agreement and the Escrow Agreement are collectively referred
29 to herein as the “Bond Documents”; and

30
31 **WHEREAS**, there has been presented to this meeting the form of preliminary official
32 statement of the Authority (the “Preliminary Official Statement”) (See Exhibit G) relating to the
Bonds; and

1 **WHEREAS**, the Authority has requested or will request the Guam Economic
2 Development Authority (“GEDA”) to approve the issuance and sale of the Bonds pursuant to
3 the Act and Section 50103(k) of Title 12, Guam Code Annotated; and
4

5 **WHEREAS**, the Authority has requested or will request that the Public Utilities
6 Commission of Guam (the “PUC”) approve the issuance of the Bonds pursuant to the Act; and
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8 **WHEREAS**, in accordance with the Act, the authorization provided by this resolution to
9 sell and issue the Bonds has been approved and provided by I Liheslaturan Guåhan (the
10 “Legislature”) pursuant to the terms and conditions set forth in Public Law No. 28-71, as
11 amended by Public Law Nos. 30-145 and 32-069 (collectively, the “Legislation”);
12

13 **NOW, THEREFORE, BE IT RESOLVED**, by the Consolidated Commission on
14 Utilities as follows:
15

16 Section 1. The foregoing recitals are true and correct.

17 Section 2. Issuance of one or more series of additional Bonds from time to time
18 pursuant to the Act and the General Indenture as supplemented by one or more Supplemental
19 Indentures is hereby authorized, to be designated as “Revenue Refunding Bonds” (or as
20 otherwise designated, including by series or subseries, as set forth in the final form of the
21 related Supplemental Indenture), which may be taxable or tax-exempt, in an aggregate principal
22 amount not to exceed an aggregate principal amount sufficient to provide funds for such
23 redemption or retirement of all or a portion of the Prior Bonds, plus related costs of issuance
24 and of such redemption or retirement, including in connection with the tender of such Prior
25 Bonds, and to fund a deposit to the debt service reserve fund, if any. Such Bonds shall be
26 issued in such series and amounts and at such times as the Chair of the Commission, the Vice-
27 Chair of the Commission or the General Manager of the Authority (the “Designated Officers”)
28 deem appropriate, provided that such bonds have a final maturity not later than the final
29 maturity of the Prior Bonds, bear interest at such rate or rates and are sold for such price or
30 prices not exceeding any limitation established by the Legislation, and are issued and sold
31 pursuant to the Indenture and otherwise in compliance with the provisions of the Act.
32

1 The Bonds shall be limited obligations of the Authority payable solely from revenues
2 and other assets of the Authority pledged for such purpose and shall not be a debt or liability of
3 the Government of Guam.

4 The Chair of the Commission and the appropriate officials of the Authority are hereby
5 authorized and directed, subject to the approval of the PUC, to execute and countersign, for and
6 on behalf and in the name of the Authority and under its seal, the Bonds, in an aggregate
7 principal amount not to exceed the amount authorized hereby, in accordance with the Indenture.

8 Section 3. The form of Preliminary Official Statement presented to this meeting is
9 hereby approved, with such additions, changes and modifications as the Designated Officers
10 may approve upon consultation with legal counsel, such approval to be conclusively evidenced
11 by the execution thereof or of a certificate deeming final the Preliminary Official Statement for
12 purposes of Rule 15c2-12 of the Securities and Exchange Commission by one or more of the
13 Designated Officers, who are each hereby authorized and directed, subject to the approval of the
14 PUC, to execute the same and to authorize the Underwriters to distribute such Preliminary
15 Official Statement to potential purchasers of the Bonds and other interested parties. The
16 Designated Officers are also hereby authorized to execute and cause to be delivered a final
17 Official Statement to purchasers of the Bonds and other interested parties, with such additions,
18 changes and modifications from the Preliminary Official Statement as the Designated Officers
19 may approve upon consultation with staff and legal counsel, such approval to be conclusively
20 evidenced by the execution and delivery of the final Official Statement by one or more of the
21 Designated Officers. The Underwriters are hereby authorized to cause the Official Statement to
22 be delivered to the purchasers of the Bonds and to be distributed in preliminary form in
23 connection with the marketing and sale of the Bonds.

24 In addition, in connection with the Series 2024A Bonds that may be issued on a forward
25 delivery basis, the preparation of an update to the Official Statement, containing updates to
26 information presented in the Official Statement as may be necessary or desirable, which may
27 include a description of such terms and conditions as are applicable to such Series 2024A Bonds
28 issued on a forward delivery basis (such document being hereinafter referred to as the "Updated
29 Disclosure Document"), is hereby approved, and each of the Designated Officers is hereby
30 authorized to execute and cause to be delivered an Updated Disclosure Document to purchasers
31 of the Series 2024A Bonds and other interested parties, with such additions, changes and
32 modifications from the final Official Statement as the Designated Officers may approve upon

1 consultation with staff and legal counsel, such approval to be conclusively evidenced by the
2 execution and delivery of the final Updated Disclosure Document by one or more of the
3 Designated Officers. The Underwriters are hereby authorized to cause the Updated Disclosure
4 Document to be delivered to the purchasers of the Series 2024A Bonds.

5 Section 4. The Bond Documents presented to this meeting are hereby approved,
6 with such additions, changes and modifications as the Designated Officers may approve upon
7 consultation with legal counsel, such approval to be conclusively evidenced by the Bond
8 Documents executed by such Designated Officers, who are each hereby severally authorized
9 and directed, subject to the approval of the PUC, to execute the same.

10 Section 5. The Designated Officers are hereby authorized to approve such bond
11 insurance or other supplemental security arrangements for the Bonds as are approved by the
12 Designated Officers, and to approve any other similar agreements deemed by the Designated
13 Officers to be necessary or appropriate in connection therewith.

14 Section 6. The appropriate officials of the Authority are hereby authorized and
15 directed to do any and all things, including without limitation, to obtain credit ratings, to
16 conduct investor outreach and related activities, to participate in marketing and sales activities,
17 and to execute and deliver any and all documents, certificates, notices, directions, consents,
18 filings, invitations, statements of information and agreements which they may deem necessary
19 or advisable in order to effectuate the purposes of this resolution, including, without limitation,
20 closing documents and certificates, including a tax certificate, any documents in furtherance of
21 one or more escrow agreements, amendments to any existing agreements and any documents or
22 agreements necessary in order to obtain credit enhancement for the Bonds or the obligations of
23 the Authority with respect thereto, or in connection with any invitation to tender the Prior Bonds
24 or any proceedings associated with such tender.

25 Section 7. All actions heretofore taken by the officers, representatives or agents of
26 the Authority in connection with the issuance and sale of the Bonds (including any actions in
27 connection with the refunding or retirement of the Prior Bonds) are hereby ratified, confirmed
28 and approved.

29 Section 8. The Bonds shall not be issued without the approval of the Guam Public
30 Utilities Commission in accordance with the Act and Chapter 12 of Title 12, Guam Code
31 Annotated, and shall be in all respects subject to such approval and to the terms and conditions
32 of the approval of GEDA, and to the terms and conditions of the Legislation.

1 Section 9. This resolution shall take effect from and after its adoption.


2
3 **RESOLVED**, that the Chairman certifies and the Board Secretary attests to the adoption
4 of this Resolution.

5
6 **DULY AND REGULARLY ADOPTED, this 27th day of September 2023.**

7
8 Certified by:

Attested by:

9
10 
11 **JOSEPH T. DUENAS**
12 Chairperson

13 
14 **PEDRO ROY MARTINEZ**
15 Secretary

16 **SECRETARY'S CERTIFICATE**

17 I, Pedro Roy Martinez, Board Secretary of the Consolidated Commission on Utilities as
18 evidenced by my signature below do hereby certify as follows:

19 The foregoing is a full, true and accurate copy of Resolution No. 49-FY2023 duly
20 adopted at a regular meeting by the members of the Guam Consolidated Commission on
21 Utilities, duly and legally held at a place properly noticed and advertised at which meeting a
22 quorum was present and the members who were present voted as follows:

23 AYES: 5
24 NAYS: 0
25 ABSENT: 0
26 ABSTAIN: 0

27 **SO CERTIFIED this 27th day of September, 2023.**




PEDRO ROY MARTINEZ
Secretary, Consolidated Commission on Utilities