

REGULAR BOARD OF DIRECTORS MEETING MINUTES Thursday, May 14, 2020, at 1:30 pm.
TELECONFERENCE - GoToMeeting
(https://global.gotomeeting.com/join/635287029)

- I. CALL TO ORDER
- II. ROLL CALL

III. MINUTES OF THE PREVIOUS MEETING

EXHIBIT A

Director Arriola made a motion, seconded by Director Camacho, to approve the minutes of the previous Board of Directors meeting dated April 30, 2020. Motion approved.

IV. CHAIRMAN'S REPORT

Chairman Ada reported that there is mounting activity and cautious optimism for our tourism industry as the airport, hotels, restaurants, and retailers are establishing new operating procedures of safety to minimize the exposure of COVID-19. Should all go well, Guam could see PCOR 3, and be ready for the gradual start of welcoming visitors to the island, once again. The quarantine requirements for returning travelers to our source markets of Japan, Korea, and Taiwan, are also major deciding factors when tourism on Guam could open once again. Guam must continue to reduce the risk of the Coronavirus spread for the safety of our local community and visitors to the island.

He thanked the staff & management, country managers, and the Board of Directors for their ongoing work. He encouraged the continuance of adaptation and seeking opportunities. He asked the team to create a safe work environment and to support each other, as the Bureau does its part to support the island.

Chairman Ada took a brief moment to express a huge thank you, si yu'os ma' åse' to President & CEO, Pilar Laguaña, for her 40 years of commitment and professional service to the Bureau and the people of Guam.

V. NEW BUSINESS

On May 4, 2020, President & CEO, Pilar Laguaña, submitted a letter of retirement effective May 30, 2020, to Chairman Ada.

Chairman Ada assembled a presidential search committee. It comprised of himself, Director Shinohara, Director Arriola, Director Quinata, and Director Shimizu. With the committee looking to rebuild the industry during this COVID-19 season, it was decided they should not rush into making one of the most important.

The committee determined to address the Bureau's needs with a temporary leader while giving the committee and the Board time in its presidential. After consultation with Governor Lou Leon Guerrero, the search committee agreed with her recommendation to have former Governor Carl Gutierrez as an interim president for up to 90 days, until a new and permanent president can be vetted, selected, and approved.

- 1. Director Shimizu made a motion, seconded by Director Gatewood, to accept the retirement of President and CEO Pilar Laguana as of May 30, 2020. Motion Approved.
- 2. Director Hoffman made a motion, seconded by Director Shimizu, to appoint Carl T.C. Gutierrez to serve as interim President in accordance with the Term Sheet presented for Board action. Motion Approved.
- 3. Director Camacho made a motion, seconded by Director Shimizu, to approve the job description for the position of President and CEO as it shall exist after the term of the interim President and CEO expires.



President Pilar Laguaña's Retirement Notice

Executive Employment Term Sheet

GVB President Job Description

EXHIBIT E

EXHIBIT F EXHIBIT G

Chairman Ada sought the Board's perspective on how wide they'd like to cast the search for a presidential replacement. He mentioned that they would not limit themselves to just selecting someone locally.

Director Arriola believes it is vital that every opportunity is given to eligible individuals. She proposed that the announcement be presented to the public by way of major trade publications, national newspapers, and related publications.

Vice-Chairman Morinaga proposed to hire an executive search company that will screen and narrow the search to the best-qualified applicants. He added that Guam would need someone who has experience in the Pacific region. Director Kloppenburg agreed with Vice Chairman Morinaga and added that a qualified individual with extensive experience, particularly in the Korea and Japan Markets, would be great.

VI. PRESIDENT & CEO'S REPORT





Research Satellite Office Relocation

mt location: at the Guam international Amport , arrivals/baggage claim floor near the Customs and Quarantine office adjacent to the restroom

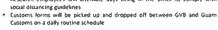
Concerns: employees' safety and well being, due to the office current location with direct contact with all incoming passengers to Guam

Solution (temporary): relocating employees and all equipment (including scanners) to the GVB Tumon office

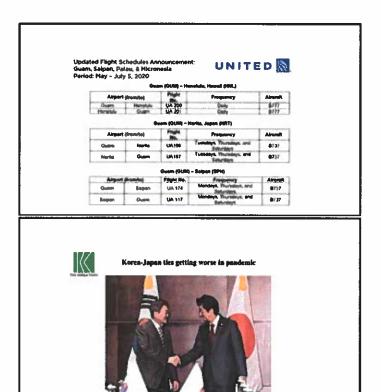
- Research division will be moving the equipment and supplies needed out of the aliport office to the Tumon office in order to carry out their regular operations

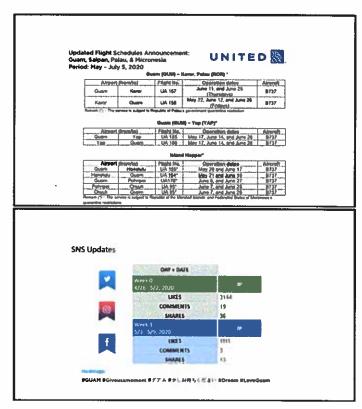
 * Minu conference room will be retrofitted to accommodate scanners and the
- computer equipment

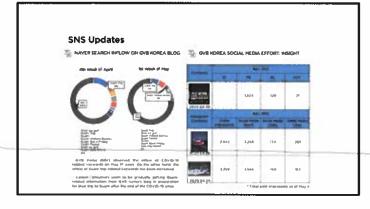
 * Research employees will afternate days being in the office to comply with

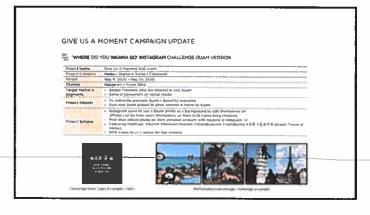


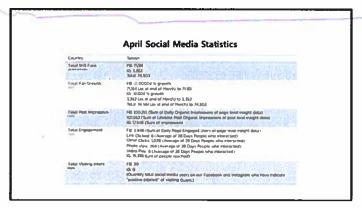






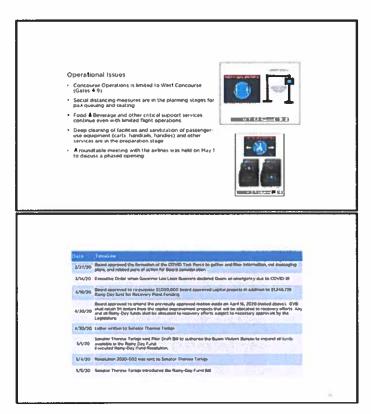












At the end of her report, President & CEO, Pilar Laguana, reported many businesses are excited as they begin to gradually reopen their businesses with social distancing and all of their guidelines and protocols in place.

She shared her thoughts on the announcement of Former Governor Carl Gutierrez assuming the GVB President & CEO role as she retires at the end of May and looked forward to working with him during the transition. She added that the Bureau would be in capable hands as he will be able to carry out the programs forward and introduce a lot of new ideas in re-establishing our visitor economy.

She thanked the Board for their support and her competent staff members while recognizing their exceptional expertise and contributions.

Laguaña expressed her pride in the progress made by the Bureau over the years. She gave credit to the many dedicated Board of directors and staff members that have served the Bureau since its inceptions in the late 60s. The Bureau has a solid foundation, strengthened by its legacy and experience on which it will build its future.

She shared her passion and brought light to tourism history. The bureau started as a tourist commission in 1963 under Governor Manual F.L. Guerrero. At that time, the initial budget was \$15,000.

The Commission was then converted to Guam Visitors Bureau in July of 1970. It was established as a non-profit corporation, and in 1983, the bureau was reorganized as a public, non-profit membership organization.

Over the years, in her research, she found some significant tourism history that she wanted to record. Tourism started on Guam on May 29, 1967, when Pan Americans World Airways made their first flight to Guam with a Boeing 707, which left Haneda, Japan, at 9:30 p.m.

That first flight arrived on Guam May 30th at 1:30 a.m., 1967. Keep in mind that this was before Narita was developed. Tourism started on Guam with this flight.

The passengers consisted mostly of travel agents, and travel media, including Pan Am's Japan advertising group, namely J.Walter Thomas. Also, the group was led by Mr. Malcom McDonald, Managing Director of Pan American World Airway of Japan. Also, the Marketing Director of Pan American for Asia/Pacific was abroad. His name was Mr. Davy Jones.

Mr. Paul Sauder, Director of the Department of Commerce, representing the Government of Guam, was also on board this historic flight.

At this point, it was necessary to mention that Mr. Rex Wills, who was a tourism consultant for the Government of Guam, played an important role in recommending that the Japan market be investigated as a source of tourism for Guam. Rex was from Hawaii and worked on Guam for several years.

In those days, there were very few hotels, and the guests who were on that flight were split up upon arrival. Some stayed at the Cliff Motel (later became the Cliff Hotel), others stayed at Tony's Lodge that was a Quonset hut in Hagatna, and some remained at Wally's Airtel that was located on the bay along Camp Watkins Road. Also, some stayed at the Guam America Motel.

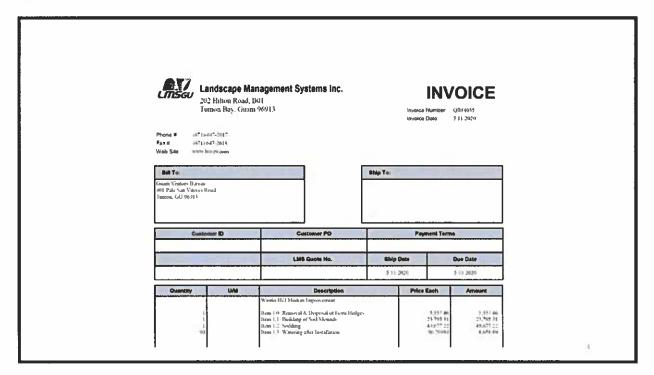
She mentioned those facts because she believed it was essential to share the actual date when tourism began.

Laguaña challenged each of the GVB directors and staff members to look beyond the norm and embrace today's changes with enthusiasm, optimism, and confidence. She has solid faith and belief that Guam will recover from this pandemic with great success because of the drive, skills, and capability that resides in each of the directors and staff members.

In closing, Laguaña said, "It's been my great pleasure to serve in the bureau in the past many years, and I wish everyone good health, happiness, and great success with your future endeavors."

VII. TREASURER'S REPORT

- Director Shinohara thanked Pilar for her many years of dedicated service to GVB and the island of Guam.
- Reported that DOA indicated they would release approximately 840K in April allotments to GVB.
- GVB will continue to work on aggregating the resources that are needed to rebuild and rebound the travel industry. Our current resources will not be enough to sustain and restore the market.
- Our auditors, Deloitte and Touche, have reported no significant findings during their audit. A final report will be issued in the next few weeks as the process nears its completion.



The Board approved a project that was funded by a QC grant from GEDA to remove the Dead and Dying Landscape on the Western Hill and is completed. Director Shinohara presented an invoice from LMS for payment approval by the Board.

- 4. Director Shinohara made a motion, seconded by Director Gatewood, to approve payment to LMS in the amount of 87,688 dollars and 88 cents. Motion Approved.
- The project was approved, but the invoice payment requires board approval for the actual facilitation of the check. Initial pay will come from GVB and then be 100% reimbursed by GEDA because it comes from a QC grant.
- This requires board approval because it is above the President's authority spending of 24,999. The project is completed
- Warranty of work: LMS will water the new installation and keep it viable for the next four months
 throughout the dry and rainy season. After four months, GVB will assume the role of maintaining the
 median. GVB does have a contractor who will be keeping it.

No. of Hours Required to be Rendered \$1,000 received - 10 hours required

?erms and Condit

- 1. The organization must occupt the terms and conditions of this letter and submit the 1. The organization must accept the terms and conditions of this letter and submit to following prior to the disburscent of famile:

 a. Form W-9 Request for Tapayer Identification Number and Certification,
 b. Current Business License,
 c. Organization Contact Information Sheet, and
 d. Facial Year Budget Report.

 2. Duburscenent is subject to ma-fabricy of funds for Fr2020 pursuant to P.J. 35-36.
- Emolium terretric is suggict to real-version for terms for T-2000 persons of the S-200.
 Funds mind be used in scondence with the provided budgetarly breakdown.
 The organization shall strictly comply with the mandatory reporting requirements noted below used P-1. I. S-10. Chapter XIII, Section B. Non-compliance with these importing requirements shrill subject the non-profit organization to a three personal [255] reduction.
- of its appropriation.

 In the event the organization ceases operating, all smissed funds shall be returned to GVB.

 All required reports shall be submitted to GVB using the attached temptates.
- The organization agrees to provide les simonals outsiding the support they received from GVB. GVB reserves the right to use test monals for public referse if needed or as GVB sees let for any and all media sources.

 After any and all media sources.
- sees fit for any and all media sources.

 9. The organization agrees to indemnity and hold harminss GYII age and any and all claims actions, losses and shalklist on halterer than disting out of or related to this program.

 10. The organization agrees to abode by all applicable federal and local laws.

All non grafic organizations that receive funds pursuant to this Act shall maintain financial receives that accurately account for and funds and shall provide a budgetary to eak down by webset caregory to the department or agency that ever ness the appropriations. The non-profit organization shall be provided a copy of this Section by the department or opening overheeing such appropriations but failure of the department or agency we held this olivy shall not prevent any non-profit organization from careful good in responsibilities under this Section. The non-profit organization shall also drug shall not prevent any non-profit organization. The non-profit organization shall also preved to severe the section of the department.

- a quarterly report describing its activities during the reporting period and the results it achieved no lefer then twenty (20) days after the order each quarter;
- (b) notice of all procure most of equipment and services of Ferenty-five Thousand Dollars
- (c) access by the developing departments or agency's duly authorized representation and generowed of Guera auditors to appropriate records for the purpose of audit and expression of Buehr, documents, papers, and records of funds expended or
- (d) a desailed inventiory firsting of each year's purchases, as certified by its contiging officer; and
- a final report containing a full declarate of all expendences of funds appro-by this Act no Arter than November 15, 2020, the overseeing department of by this Act no leter than November 15, 2020, the overseeing department or agen-shall submit 1945 report to / Lifeslatures Gunhan and post the same on its website

- Director Shinohara brought to the Board's attention a few issues with the requirements imposed on GVB's non-profit grant recipients.
- As part of the grant funding requirements from GVB, for every thousand dollars, the non-profit is to contribute 10 hours of community service to GVB. Due to the current COVID-19 situation, it's unlikely that these non-profits will be able to fulfill this requirement. Rather than waving this requirement for the current year, director Shinohara made a motion for board approval.
 - Director Shinohara made a motion, seconded by Director Arriola, to defer this requirement until the next fiscal year should the non-profit be able to fulfill during the current year. Motion Approved.

VIII.REPORT OF THE BOARD COMMITTEES

A. EXECUTIVE COMMITTEE

Director Camacho made a motion, seconded by Director Gatewood, to ratify the approval to use the Rainy-Day Fund pursuant to 12 GCA §9303 to increase marketing activities to combat the effects of COVID-19. Motion Approved.

Background: GVB maintains a "Rainy Day Fund" under 12 GCA \$9301 et seq., which may be used to support identified activities to meet unforeseen or unanticipated challenges resulting from either a natural or human-made disaster that has occurred on Guam, or from external economic conditions that have severely affected Guam's ability to attract visitors because of the pandemic-related disruptions; in addition to that, pursuant to 12 GCA § 9304 GVB will immediately access up to 50% of the Rainy Day Fund to carry out GVB's express statutory purposes and exercise its statutory powers to mitigate potential harm to, and help the visitor industry recover; furthermore, GVB will immediately seek approval from Liheslaturan Guåhan to expend up to the remaining fifty percent (50%) of the Rainy Day Fund to support pandemic recovery efforts, rebuild air seat capacity, support travel agents, and local tourismrelated businesses.

Issue: Board approval required.

- Rainy-Day Fund, Resolution No. 2020-002
- Rainy Day Fund Bill for Introduction & Draft Testimony for Bill 353-35

EXHIBIT B

EXHIBIT C

- 7. Director Arriola made a motion, seconded by Director Gatewood, to approve and accept the draft testimony for Bill 353-35, as presented in Exhibit C. Motion Approved.
 - Pilar thanked Senator Therese Terlaje for moving swiftly to assist GVB with the Rainy-Day fund bill. Chairman Ada expressed his gratitude to the Senator for her support of the Bureau.

B. ADMINISTRATION & GOVERNMENT RELATIONS

Nothing to report

C. DESTINATION MANAGEMENT

- Director Shinohara expressed his appreciation to Vice President Bobby Alvarez and Destination Management Specialist, Ilene Quitigua, and those that have been working on completing the culvert cleaning and, most notably, the ongoing work with the Fujita funding base. GVB must ensure that we have a maintenance plan to conduct cleaning often.
- Vice-Chairman Morinaga reported his concerns. 1. Storm drains are covered with green waste and sandbags from construction work. The sandbags are breaking and flowing into the storm drains. 2.
 Currently, public beaches are closed, yet people continue to frequent Ypao and park on both lanes at the Ypao gate overflowing into the Hilton Driveway.

ACTION: Management to contact Parks Manager regarding parking hazards and the monitoring of parking.

D. VISITOR & SAFETY SATISFACTION

No updates

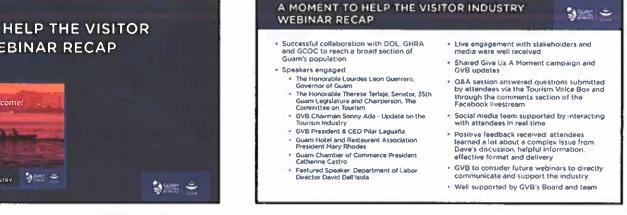
E. CULTURAL & HERITAGE

- No report.
- Director Arriola expressed her deepest appreciation to President & CEO, Pilar Laguaña, for her many
 years of service to the Bureau and our island. She stated that Pilar is not just a President, but a
 wonderful Chamorita ambassador who will continue to promote our Chamorro culture as she did for
 the past 40 years.
- Pilar thanked Director Arriola for her kind words and mentioned that it was a real honor and privilege to represent the island.
- Chairman Ada questioned whether different dance groups continue to practice their craft. According
 to Director Arriola, modified efforts have been made as some groups have had lessons on Zoom or
 whatsapp with their saina.

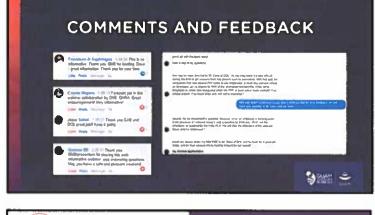
F. RESEARCH / MEMBERSHIP & COMMUNITY OUTREACH

- Director Gatewood reported in addition to the satellite office relocation for the Research Department to GVB, the Research department is gathering information and working with the Bureau of Statistics and Planning for potential grant opportunities to fund in Country Research for our top source markets.
- Director Gatewood thanked the Research department and team for their work on the Membership Outreach Movement (MOM) project, a total of 610 combined members through GVB, GHRA, and Guam Chamber. Eighty businesses have been reached via phone and e-mail on the Guam Chamber's latest report.













Director Gatewood thanked the GVB staff for coordinating the successful inter-agency webinar with the Department of Labor, Guam Chamber of Commerce. A recording of the webinar is posted on the Guam Visitors Bureau website and the YouTube channel.

G. SPORTS & EVENTS

- No report.
- Director Shimizu thanked Pilar and expressed his appreciation for everything that she has done for the Bureau.

H. AIR SERVICE DEVELOPMENT

The Air Service Development is combined with the COVID-19 Task Force. Due to the COVID-19 season, there is not much to report with air service development. New flight schedules for all air services will be covered in the COVID-19 Task Force presentation.

I. JAPAN

- Director Murata had nothing to report from the Japan Marketing Committee.
- Video messages from Tourism Bureau Directors and ministers of tourism from various countries such
 as Hawaii, CNMI, Hong Kong, etc., and travel agency intending to resume tourism after COVID- 19
 have become popular with Japanese consumers. Director Murata reported that they are in the
 process of conducting the 'Give Us A Moment campaign on SNS. He believes the Governor or GVB
 Chairman should send a message to the Japanese market on behalf of Guam.
- The next JMC meeting was scheduled for May 19, 2020.
- Chairman Ada sent letters to various tourism partners by way of Hiroshi-san in Japan updating them
 of Guam's status to PCOR 2. He reassured our partners that we are currently building toward making
 Guam safe for our gradual opening.
- Hiroshi-san sent an update noting that the Japanese government plans to end the State of Emergency in all 39 prefectures outside the 13 prefectures on special alert and will continue until the end of the month. They are ready to sell Guam products.

J. KOREA

- Director Kloppenburg did not have any new information to report except for the cluster outbreak
 cases in Korea, linked to an individual that had visited nightclubs in the Taiwan area. Korea was able
 to determine that there were roughly about 11K people in the area through cell phone signal records.
 Efforts have been made to test all 11K people to prevent any further outbreaks.
- Korea has no updates to retract the 14-day guarantine for returning travelers.

K. GREATER CHINA

 Director Camacho reported a 14-day quarantine protocol is still in effect for Taiwan. Networking with the industry is still ongoing. The Give Us A Moment campaign is very active, and we're getting a very good response. The Taiwan Government did contribute 200,000 surgical masks to the Guam Government.

L. NORTH AMERICA & PACIFIC MARKETS

- Director Hoffman had nothing to report. North America & Pacific Markets are open to any suggestions and ideas.
- The Roosevelt is still on Guam and will ship out soon.

M. NEW MARKETS

- Director Shinohara had nothing to report.
- Director Arriola questioned how New Markets looks in the light of the Board truly defining GVB's concentration in our core markets of Japan, Korea, and Taiwan. Will the board place New Markets on hold, or will New Markets be pursued? According to Chairman Ada, New Markets will be kept, and we'll keep an eye out for any possibilities.

IX. CORONA VIRUS TASK FORCE

COVID-19 Task Force Meeting - March 10, 2020

EXHIBIT D

INBOUND PROTOCOLS

JAPAN

- · 14 day quarantine for all inbound (regardless of nationality) at government facility
- · Japanese nationals subjected to PCR testing

SOUTH KOREA

- 14 day quarantine for all inbound from the U.S. and Europe
- · Everyone entering South Korea must participate in the Special Entry Procedure
 - · Fill out health declaration & travel record form during the flight
 - With Symptoms:

Diagnostic test at the airport

Without Symptoms:

From US/Europe:

Self-quarantine for 14days and diagnostic test within 3 days of entering

TAIWAN

· 14-day quarantine for level 3 areas for all arrivals (includes USA)

- Vice-Chairman Morinaga reported Japan, Korea, and Taiwan have a 14-day quarantine in place. Japan continues to quarantine all visitors for the 14 days.
- Japan implemented a new testing method for COVID-19 called antigen. The testing is done by sampling the saliva, and results appear in 10-15 minutes.
- Japan does not have an inbound or outbound protocol.
- Korea and Taiwan have inbound protocols. However, they have yet to implement outbound protocols.



JAPAN		
Airline	Suspended Period	Note
Japan Airlines	05/31/2020	
JEJU Air	05/31/2020	
T'way	05/31/2020	
United	06/04/2020	Excepted UA196/UA197 (Hay 2, 5, 7, 8, 12, 14, 16, 19, 21, 23, 26, 26, 30)
SOUTH KOREA	Suspended Period	Note
Air Seoul	-Until the end of May 2020 -Until the end of May 2020 -Until the end of May 2020	Started ICN>GUM Sales for June on Website & App
Jin Air		
Jin Air JEJU Air	-Until the end of May 2020	Website & App
	-Until the end of May 2020 -Until the end of May 2020	Website & App
JEJU Air	-Until the end of May 2020	Website & App
JEJU Air Korean Air	-Until the end of May 2020	Website & App Note

X. OLD BUSINESS

XI. EXECUTIVE SESSION

No executive Session

XII. ANNOUNCEMENTS

Upcoming Board Meetings:

- May 28, 2020
- June 11, 2020
- There were comments or questions from attendees.

XIII. ADJOURNMENT - 3:03 pm

Director Hoffman made a motion, seconded by Director Camacho, to adjourn the Board of directors meeting at 3:03 pm Motion Approved.

Mrs. Theresa C. Arriola, Secretary of the Board of Directors

Meanin

Board Minutes respectively submitted by Valerie Sablan, Executive Secretary