

REGULAR BOARD OF DIRECTORS MEETING Thursday, October 10, 2019 – 3:30pm Guam Visitors Bureau Main Conference Room

BOARD OF DIRECTORS PRESENT:

Chairman Sonny Ada Vice Chairman Milton Morinaga Director Flori-Ann Dela Cruz Director Robert Hofmann Director Stephen Gatewood Director Shun Matsumoto Director Therese Arriola Director Samuel Shinohara Director Brad Kloppenburg Director Satoru Murata Director JoAnn Camacho

BOARD OF DIRECTORS TELECON/SKYPE:

Director Paul Shimizu (telecom)

BOARD OF DIRECTORS ABSENT:

Director Derrick Muna-Quinata

GVB MANAGEMENT & STAFF PRESENT:

Bobby Alvarez Brian Borja Pilar Laguaña Nicole Benavente Chris Lizama Karida Brennan AJ Rosario Colleen Cabedo Valerie Sablan Gabryel Franquez JoshuaTyquiengco Breeanna Garrido Doris Ada Mark Manglona Regina Nedlic Dee Hernandez Russell Ocampo Nakisha Garrido

Mai Perez Jamielyn Pinaula Sydney Leon Guerrero Leann Cruz Ilene Kraig Camacho

GUESTS:

Linda Alegarbes

Ore Davis

Elaine Pangelinan

CALL TO ORDER

Chairman Ada called the meeting to order at 3:30 p.m.

II. MINUTES OF THE PREVIOUS MEETING

Exhibit A

Motion made by Director Kloppenburg seconded by Director Shinohara to approve the minutes of the previous Board of Directors meeting dated September 26, 2019. Motion approved subject to minor edits.

III. CHAIRMAN'S REPORT



Visitor Safety Concerns

- Chairman Ada reported visitor safety concerns expressed by both Japanese and Korean Counsel Generals.
 - The cross walk located near T Galleria and the Outrigger; blinking lights lead to confusion
 with both tourists and locals. Parsons & DPW Director are currently working to address and
 correct the issue.
 - Walkway pavers are filled; during rainfall the pavement dissipates exposing rebars, causing a safety concern. DPW suggested that the pavers be removed.

Dengue Virus

- According to President & CEO Laguaña, dengue is monitored on a daily basis. Inquiries have been made by visitors and online users; GVB continues to share the government advisory generated by the Department of Public Health.
- News and talk of the virus are not hitting any new markets at this time.

Japan & Korea Tensions

 Japan and Korea tensions are currently monitored by GVB through social media and GVB's overseas office. GVB has not received any cancelations as a direct result of the ongoing tensions between the two countries. Good news abounds with added seat capacities in the markets.

Tourism 2020 survey

• Chairman Ada encouraged all those present to participate in the online survey and requested we continue to share the Tourism 2020 survey with membership and industry folks.

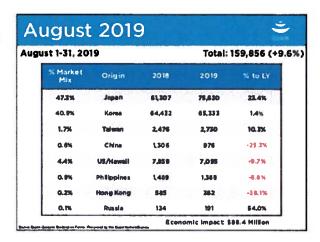
Announcement

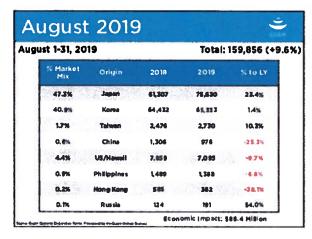
 Mr. Ada announced his decision to step down as chairman for the Japan Marketing Committee (JMC) and reported that Director Murata will fill the role as chairman for the JMC.

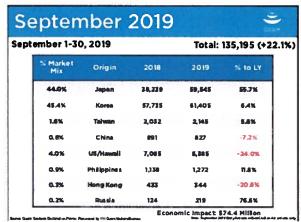
IV. PRESIDENT & CEO'S REPORT

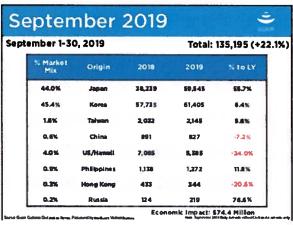


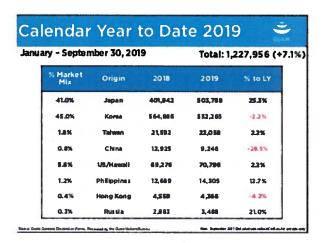


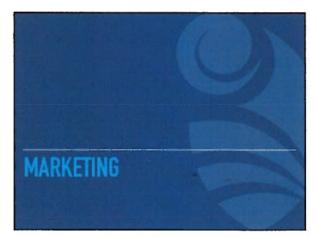




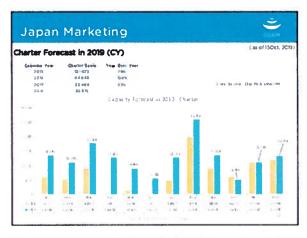


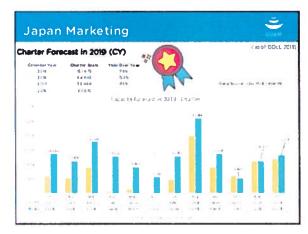


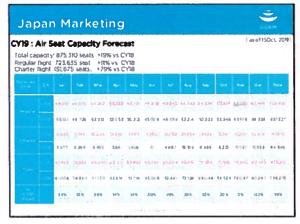












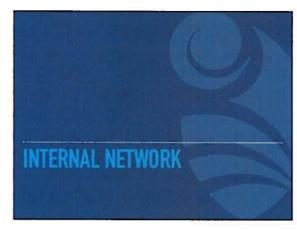


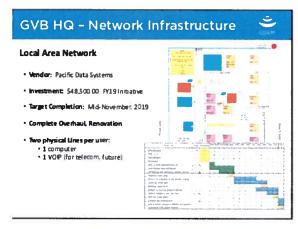


















Personnel



President/CEO's Selection:

Ms. Josephine G. Villanueva, MBA, CPA, CGMA, CGFM< CSAF, SHRM-CP

Maximizing return on financial assets by establishing financial policies, procedures, controls, reporting systems and promoting synergy across departments.



Network Infrastructure Project

- The main purpose for the network infrastructure project is security. Pacific Data Systems in conjunction with AJ Rosario will be working to complete the project inclusive of telecom voice over IP setup for future teleconferencing abilities.
- GVB will gain certifications, maintenance, security and two exterior points will be equipped for wireless access for events and the supply of wi-fii, allowing GVB leverage when dealing with providers.

President's Personnel Report

Director of Finance

- A wide search was conducted for a certified CPA or equivalent to assist in building the financial leadership of GVB.
- A panel was created to assist in the interviews with the coordination of GVB's HR consultant, Allied Business Consultant. Interviews were conducted in late September 2019 and Ms. Josephine Villanueva, a certified CPA full of credentials and certifications was selected. President & CEO, Laguaña requested the board's support to allow for "above step" salary of \$85,000.00, as negotiated with Ms. Villanueva.

A motion was made by Director Shinohara, seconded by Director Kloppenburg to approve the President & CEO to hire the Director of Finance at a salary and benefits package of eighty-five thousand dollars. Motion approved. (2 abstained, 1 opposed)

- The Director of Finance pay range is \$63,000.00 \$92,000.00. The Director of Finance is a classified position. Incremental raises would be allowed, should Ms. Villanueva perform to satisfaction.
- o Ms. Villanueva is a certified government financial accountant without government work experience.
- Director Camacho questioned if the HR position GVB advertised is part of the current approved budget and given Ms. Villanueva has an HR background, will that void the request for the HR hire? President & CEO Laguaña requested she be given the allowance to go through the process and determine where the bureau's needs are with the assistance of the Director of Finance, once on board.

V. TREASURER'S REPORT

There is no cash position report for the first meeting of the month.

Motion made by Director Shinohara, seconded by Director Kloppenburg to allow management the flexibility to execute on various business initiatives set out in the GVB's approved budget. As such, the board hereby delegates approval authority to the president of GVB to expend up to twenty-four thousand nine hundred ninety-nine without additional board approval provided. These expenses are in connection with supporting the budget line items approved by the board. Management is expected to represent the best interests of the bureau to secure the best return on investment and will report to the board on all expenses made by including a listing of all disbursements as part of each board package for any transactions of twenty-five thousand dollars or more. Management shall secure the approval of the board prior to expending or committing. Motion approved.

- Both Director Camacho and Arriola questioned the ceiling amount and the inefficiency for increase. According to Director Shinohara, the auditor has concerns about significant amounts and desired to start with the threshold which allows the President & CEO to execute on more than 90% of items.
- When the budget was approved, it did not give the President & CEO the latitude to run due to the limiting amount of \$1,000.00 by law.
- The process of the approval is the enabling legislation that the General Manager is authorized to approve up to a thousand dollars. GVB's Treasure, Director Shinohara motioned to allow the President & CEO flexibility to expend of up to \$24,999.00 without additional board approval over the \$1,000.00 limit as cited by law.
- Director Arriola questioned whether the \$1,000.00 was for the President & CEO's discretionary fund and also inquired whether the \$25,000.00 proposed is operational movement for business to be transacted. President & CEO, Laguaña, stated that the \$1,000.00 must be fixed with GVB's oversight. Director Shinohara reported that the auditor never indicated whether it was discretionary or operational.
- Director Arriola is concerned about "double approving." She stated that budgets were already approved and having to approve chunks of \$25,000.00 is inefficient operation.
- Chairman Ada suggested for the board to have a working session to concentrate on how the board desires to operate.
- Director Gatewood inquired if there was a conflict between the enabling legislation of \$1,000.00 limit and the motion to approve the President & CEO authority to expend up to \$25,000 without additional board approval. According to Director Shinohara, it is written in the language that Guam Visitors Bureau sets up polices and procedures.

VI. REPORT OF THE BOARD COMMITTEES

A. EXECUTIVE COMMITTEE

Motion made by Vice Chairman Morinaga, seconded by Director Gatewood to ratify approval of transfer of funds approved by the Board on September 16, 2019 from the office of the Governor in support of the Chief Advisor on Economic Development, National and International Affairs (EDNIA) to the Guam Economic Development Authority. Motion approved.

Background: The GVB Board approved the transfer of \$80,000 to the Office of the Governor as requested in writing by the EDNIA Chief Advisor. GVB received further instructions to establish a Memorandum of Understanding (MOU) between GVB and GEDA relative to mutual support of EDNIA. As such, this MOU has been completed and fulfills the requirements to support the transfer of funds from GVB to GEDA for EDNIA. EXCOMM reviewed and approved the request to amend the transfer to GEDA.

Issue: Board approval required.

- Motion is to approve the transfer of approved funds by GVB's board to GEDA.
- There is a MOU between GVB and GEDA.

B. ADMINISTRATION & GOVERNMENT RELATIONS

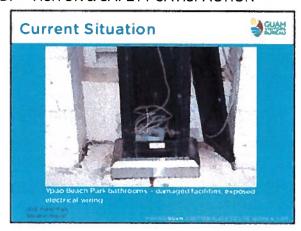
NPOs & Pass Thrus

- Director Camacho reported that based on our budget law and approval, a standardized letter was vetted through legal counsel citing public law 35-36, relative to section 5 and 6, regarding Pass Thrus appropriation, the receipt process and redistribution of requests.
- GVB's expectations regarding NPOs & Pass Thrus will be processed by staff, reviewed by the Government Committee, the Government Committee will then provide a recommendation to management to award and distribute. Reporting and accountability requirements will be followed according to Public Law 35-36, CH 13, Sec. 6.

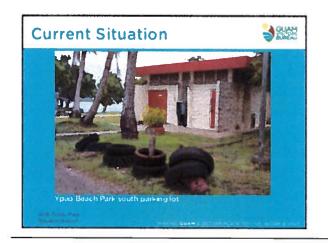
C. DESTINATION MANAGEMENT

- Between January and September 2019, the Korean Counsel issued about 170 temporary passports. Eighty-seven of those resulted in a crime, while 50% of those is a result of theft; when visitors left their belongings on the beach, shopping centers, or in a vehicle, or strong-armed robbery. GPD's chief of Police brought this up at his command meeting which consisted of prescient heads island-wide. Kisha and the VSO team are closely working with Tumon prescient on ways to place better safeguards for our visitors through messaging and communication.
- The process for a tourist to report a crime committed against them would be to provide the Council's office with a case number, two passport photos and pay a fee for temporary passport issue.

D. VISITOR & SAFETY SATISFACTION

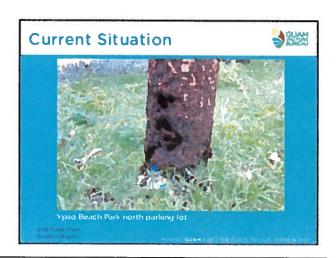














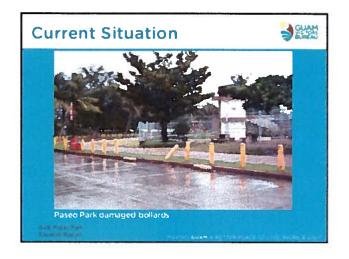






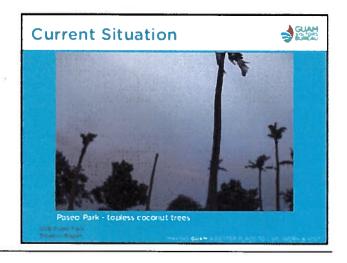




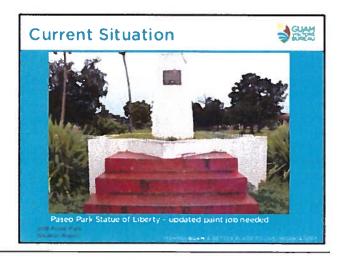


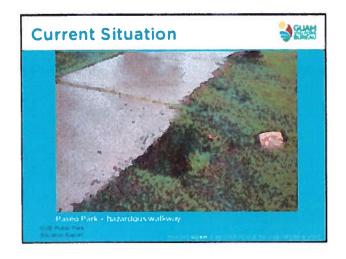






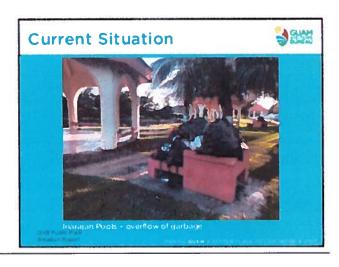


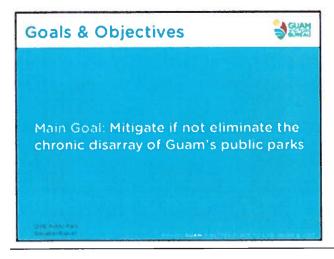


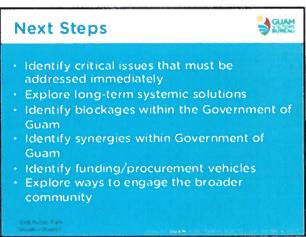












Director Shinohara proposed to cease the allowance of others from taking money from the Tourist Attraction Fund (TAF) to fund things that are not germinating in the tourist industry. He advocates to establish and present a convincing case to lawmakers stating that GVB should obtain, if not 100% of the Tourist attraction fund, then at least the line share of funds to care for our destination and the dilapidating issues that surround us. He stated that the last read of the

Tourist Attraction Fund (TAF) was over 45 million dollars; GVB shares 22 million dollars of that. He continued to state that if we could use the balance of the TAF and obtain the funds, we can reinvest in the destination and care for flooding issues that is a perennial problem for us.

- Director Arriola proposed tagging the photos of issues we face in a letter to our lawmakers and requesting for X amount of dollars to support an island wide liter campaign. She noted that GVB spends about 22 million dollars in overseas marketing and we should ensure that what we're spending to attract our visitors, should also be spent on delivering our promise to a great destination experience. Director Shinohara added that we should be pushing the sustainability message.
- Vice President Alvarez shared a resource that is available to GVB and to non-profit organizations.
 For every 10 hours of work, \$1,000.00 is given. If we could create a program that requires volunteer work in order to receive funds, we should utilize these non-profit organizations. We have about nineteen groups that may be available to support this.
- Director Shinohara expressed his desire to further develop the next steps to create an execution
 plan which will include engagement with lawmakers, other agencies and to embark on the
 process of gaining control of the issues presented. He aspires to deliver what was promised to
 everyone; our visitors and people who call Guam their home.

E. CULTURAL & HERITAGE

- There is no report for Cultural and Heritage.
- Director Arriola inquired about the grants, its approval process and roles of the committee. Chairman Ada acknowledged that President & CEO, Laguaña is working with legal counsel to tighten up the roles of the committees. Discussion about grants and the approval process will be discussed at the next board meeting.

Sponsorships

 As of October 10, 2019, several time sensitive sponsorships and grants that have gone through the Cultural & Heritage Committee is approved with the decision the board made to allow the President & CEO to expend up to \$25,000.00; each grant is treated separately.

PIFA

- In San Diego, PIFA was well attended by our GVB representative Ms. Dee Hernandez together with Master Frank and a few others. Over 80,000 people attended PIFA 2019. In the last 5 years, Guam has taken precedence over Polynesia at PIFA.
- Relationships have been nurtured and more people know about Guam through events like PIFA.

Chamorro Dance Academy across America

- Dance academy workshops continued in San Diego as the group moved to Las Vegas
 where nightly workshops took place within a week, boasting over 100 attendees.
 Director Arriola stated that our stateside Chamorros are ambassadors of our culture
 promoting our customs, culture and heritage and assisting us in marketing our island.
 Our culture is definitely alive abroad!
- The efforts of the Dance Academy are alive and well. When communities are notified of GVB's presence in the area, a great show of attendants embrace the cultural events.
- According to President & CEO, Laguaña, numerous requests from around the country have come in requesting to use the Guam GVB brand logo for their stateside liberation celebration.

F. RESEARCH / MEMBERSHIP & COMMUNITY OUTREACH

 Director Gatewood reminded those who did not take the Tourism 2020 Assessment Survey to please take the time to do so. As of meeting time, there has only been 44 respondents. He encouraged everyone to send it out and also for it to be sent to our Industry members.

G. SPORTS & EVENTS

Motion made by Director Camacho seconded by Director Hofmann to approve sponsorship funding support for the 2020 New Year's Eve Fireworks event organized by the Guam Museum Foundation. Sports & Events Account THE-001 (Sponsorship cost: \$100,000.00). Motion Approved.

(2) 9:00PM SHOWS- (1) 5-minute Tumon Bay show & (1) 5-minute Hagåtña show. Specifications and details for the (2) 9:00PM shows:

Aerial shell count: 128 pcs.

Quantity by size: 60 pcs. 3", 50 pcs. 4", 18 pcs.

Multi-shot devices: 10 pcs. (Diameter Sizes 1/2" through 2") Breakdown: 1 pc. 182-Shot, 2

pcs. 150-Shot, 4 pcs. 100 Shot 4pcs. 50 Shot Fan Cakes

Total display shots: 1,210 Shots x2

(2) MIDNIGHT SHOWS- (1) 12-minute Tumon Bay show & (1) 12-minute Hagåtña show Specifications and details for the (2) 12:00AM/MIDNGIHT shows:

Aerial shell count: 684 pcs.

Quantity by size: 120pcs 2.5", 100 pcs. 3", 300 pcs. 4", 100 pcs. 5", 40 pcs. 6", and 4 pcs.

8"

Multi-shot devices: 20 pcs. (Diameter Sizes ½" through 2") Breakdown: 2 pcs. 182-Shot,

4 pcs. 150-Shot, 6 pcs. 100 Shot, 8pcs. 50 Shot Fan Cakes

Total display shots: 2,628 Shots x2

Background: The Guam Museum Foundation together with local fireworks company Jamz Media request the support and sponsorship from the Guam Visitors Bureau as they look to enhance this year's fireworks show by providing (2) five-minute fireworks shows to be featured in Hagåtña and Tumon Bay at 9:00pm. The early fireworks display will allow for families who would like to enjoy an earlier show with their young children. Following the 9:00PM shows, another 2 – (12) minute fireworks shows will again take place in both Tumon and Hagåtña at midnight as we countdown the new year.

Issue: Board approval required.

H. AIR SERVICE DEVELOPMENT

- Vice Chairman Morinaga had nothing to report on Air Service
- As an FYI: on October 5th, Department of Transportation denies antitrust immunity to Japan Airlines as a joint venture with Hawaiian Airlines. They have two weeks to challenge the decision. They could have co-shares but not joint ventures if they lose the appeal.
- The Malaysian Government desires to sell Malaysian Airlines because they are not doing too well. Japan Airlines is one of the interested airlines so they could develop the Southeast Asian Market.

I. JAPAN

Committee Meeting Minutes - October 2, 2019

Exhibit C

Motion made by Director Murata seconded by Director Gatewood to approve travel for a delegation of five (5) listed below to attend the Karatsu Kunchi Festival from November 2-4, 2019. Estimated cost of travel \$11,767.00 from Account # JA-SMD008. Motion approved.

Airfare:	\$1,200 x 5 pax						\$6,000.00	
Per Diem:	Fukuoka	Lodging	Night s		M & I	Days		
	GVB Chairman of the Board / Designee	\$242.50	2	\$22 .00		3	\$1,145.00	
	GVB Cultural & Heritage Committe e Chair / Designee	\$242.50	2	\$220 .00		3	\$1,145.00	
	GVB President & CEO / Designee	\$242.50	2	\$22 .00		3	\$1,145.00	
	GVB Marketing Staff / Designee s (2 pax)	\$194.00	2	\$176. 00		3	\$1,832.00	
Miscellaneous Expenses: Excess baggage fees and business communication						\$500.00		
Marketing Total:						\$11,767.00		

Background: Eleven (11) delegates from Guam, including the Governor, did a courtesy visit at the Saga Prefectural office and Karatsu Mayor's office to sign a friendship city agreement on July 24, 2013. The following year, Karatsu city held a booth at the Guam Micronesia Island Fair, introducing their special projects. In 2015, the exchange between Karatsu city and Guam have declined due to various factors. To rekindle our relationship with Karatsu city, Governor Lou Leon Guerrero, the Guam Environmental Protection Agency (GEPA), and GVB invited a delegation from Karatsu to attend the Pacific Islands Environment Conference (PIEC) from June 23-28, 2019. During their visit to Guam, the Karatsu delegation had a courtesy meeting with Governor Leon Guerrero on June 27, 2019. At the meeting both parties agreed to promote mutual understanding through exchanges between their citizens in a wide range of realms including, but not limited to, education, culture, sports, and tourism.

In return, Karatsu city invited the Guam delegation to the Karatsu Kunchi Festival. The festival has more than 350 years history and well known for its hospitality for all guests. This 3-day festival welcomes more than 500,000 guests from all over the world. The Karatsu Kunchi festival was registered on the UNESCO World Heritage List in 2015. In 1979, the festival was invited by France Visitors Bureau for an overseas performance and participation in the Nice Para.

To deepen our relationship, Karatsu city proposed to have an agreement and signing ceremony of a Language Exchange program between Karatsu City and Guam during this mission.

Issue: Board approval required for all travel.

Motion made by Director Murata seconded by Director Gatewood to approve travel for the GVB Japan Country Manager to travel to Guam from October 16-19, November 14-16, and November 20-24, 2019 to participate in respective strategic travel trade sales meetings and FAM tours. Cost is \$5,250.00; Account # JA-SMD004. Motion approved.

Airfare:	e: \$1,000 per trip x 3 trips x 1 pax			\$3,000.00	
	Guam	M&IE	Days		
Per Diem:	GVB Japan Country Manager (1 st trip: 4 days; 2 nd trip: 3 days; 3 rd trip: 5 days)	\$62.50	12	\$750.00	
Japan Transportation:	To and from airport (for 3 trips)	\$100.00	3	\$300.00	
Guam Transportation:	Rental Car (1 car per trip x 3 trips)			\$1,200.00	
			Total:	\$5,250.00	

Background: There will be a series of strategic sales meetings and Guam FAM tours with Guam's largest sales partner, JTB and supporter, the Japan Association of Travel Agents (JATA). GVB Japan would like to participate in these meetings for cohesive communication and effective execution with local industry stakeholders to include GVB's Board of Directors and senior management. Below is a list of upcoming events to be held in Guam requiring the participation of GVB's Japan Country Manager.

- Trip 1: JTB Travel Trade FAM Tour | October 16-19, 2019: 43 pax from JTB's sales department and tour planning division along with Japan Guam Tourism Council Chairman Kajihara-san will visit Guam for inspections and meetings.
- Trip 2: JTB Group Sales Meeting in Guam | November 14-16, 2019: JTB's group sales executives will participate in a FAM trip and conduct inspections to develop travel packages for the next season.
- Trip 3: "My First Overseas Travel Experience at 20" JATA Project | November 20-24, 2019: Hosting of 40 first-time overseas travelers in their early 20's to Guam. Program is an initiative developed by JATA and the Japan Tourism Agency to encourage Japan outbound travel.

JTB Top Management Meeting | November 22-24, 2019: Top executives from JTB will visit Guam for the sole purpose of meeting with GVB to continue strategic planning for Guam sales and discuss the competitive market environment.

Note: The JATA Project FAM Tour and JTB Top Management Meeting overlap. Therefore, GVB's Japan Country Manager will take one trip to participate in both events.

Issue: Board approval required for travel.

- Director Murata reported Special JMC Meeting was held on September 27, 2019.
 New GVB Japan were introduced; the Country Manager of Japan was in attendance as well as five members from AVIA.
- GVB Fam tours will be held from October 16 19, 2019.
- The Japan Travel Expo will be held in Osaka from October 23-27, 2019.

J. GREATER CHINA

- Director Camacho reported that Guam hosted a Mid-Autumn Festival Trade & Media Appreciation Fam Tour in Taiwan from September 21-24 and the Taipei Rainbow Festival from October 25-27.
- GVB China office participated with Korean Air in a B2B seminar in Shenzhen on September 20, 2019. The AT China Forum & Marketing Strategic Meeting occurred from October 23-29 with two reps from GVB (1 staff member and 1 Board of Director). GVB had a marketing strategic with the GVB China team while in Beijing and also coordinated a trade and media event in Guangzhou.
- The UA Hong Kong-Guam service will end on October 14, 2019 instead of October 27th. Flights were cancelled on September 21, 25 and October 11, 2019.
- GVB Hong Kong has been meeting with Air Asia and Cathay Pacific to discuss possible service to Guam. They have also been working with travel agents to develop Guam travel packages via Philippine Air and China Airlines.
- Due to ongoing Hong Kong Anti-Extradition Protests, inbound and outbound Hong Kong flights were cancelled in August. Retail sales and visitor arrivals have decreased to double digits. GVB Hong Kong expects the protests to last until the end of the year.

K. NORTH AMERICA & PACIFIC MARKETSCommittee Meeting Minutes - October 2, 2019

Exhibit D

L. NEW MARKET DEVELOPMENT

- Director Shinohara reported ITB Asia event is October 16-18, 2019 and will be attended by Regina and Karida.
- Next NMD meeting is on November 5th.
- Director Gatewood mentioned that he will be conducting research on Vietjet to Palau, as a new visitor arrival market. He will conduct research on arrivals and their target market.

M. KOREA

Korea Roadshow 2019

- November 18-22, 2019
- In Seoul, the invitation went out to the US ambassador in South Korea and we await confirmation. Governor Leon Guerrero will speak at the luncheon. Ten membership companies have signed up to join us at the roadshow; with hopes of twenty to join. Deadline has been set to October 25, 2019 due to increased interest.
- Next KMC meeting will be October 15, 2019.

VII. OLD BUSINESS

VIII. NEW BUSINESS

- Director Shinohara reported our recent contractual relationship cancellation with Korean concierge's vendor and asked that Management provide an update on the next steps and what to expect.
- Vice President Alvarez updated the board stating that the Korean concierge vendor contract's life span expired on October 1, 2019. By public law, it is until funds are expended or up to three years.
- The intention is to create a program and produce an RFP that will address all demographics to include the military market and local people.
- It will not be modeled after the previous RFP. It will be more in depth with reporting requirements, accurate translation for each demographic in person.

- IX. EXECUTIVE SESSION
- X. ANNOUNCEMENTS
 - As a reminder, please make time to take GVB's ongoing Tourism 2020 Plan survey.

For mobile users, please use QR code below:



Upcoming Board Meetings:

- Thursday, October 24, 2019 at 3:30pm, GVB Main Conference Room
- Thursday, November 14, 2019 at 3:30pm, GVB Main Conference Room
- Thursday, December 12, 2019 at 3:30pm, GVB Main Conference Room

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XI. ADJOURNMENT

Motion made by Director Arriola seconded by Director Kloppenburg to adjourn the board meeting at 5:26 p.m.

Mrs. Theresa C. Arrigle Segretary of the Board of Directors

Board Minutes respectively submitted by Valerie Sablan, Executive Secretary

Action Items:

- Management is expected to represent the best interests of the bureau to secure the best return
 on investment and will report to the board on all expenses made by including a listing of all
 disbursements as part of each board package for any transactions of twenty-five thousand dollars
 or more.
- 2. Senior Management to tighten up the roles of the committees with Legal Counsel. Discussion about grants and the approval process to be discussed at the next board meeting.

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