Ignacio C. Aguigui, Esq.

THE LAW OFFICES OF

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- 3. I am the overall project coordinator and primary point of contact for this procurement on behalf on GEFF. I have extensive experience in development and construction. I reside on Guam. One of my recent projects that I successfully oversaw was the Okkodo High School Expansion in Dededo, Guam, which was completed ahead of schedule, and which was awarded the 2014 Excellence in Construction Award, Institutional Category, by the Guam Contractors' Association.
- 4. GEFF is a special purpose entity whose members financed, designed, built, and maintain four schools on Guam, namely Liguan Elementary, Adacao Elementary, Astumbo Middle School, and Okkodo High School, including the 64,000 square foot expansion for Okkodo. One of the GEFF team members in this instant procurement is Hensel Phelps, who constructed the Okkodo expansion and has built more than \$1.4 billion of K-12 schools on the U.S. mainland, Hawaii, and Guam. Hensel Phelps will serve as the Prime Contractor for the new Simon Sanchez High School project.
- 5. GEFF submitted its proposal in response to the RFP on November 20, 2015. Attached hereto as **Exhibit 1** is a true and correct copy of the cover sheet and table of contents of GEFF's proposal. Because the award of the subject procurement has not been made, the contents of GEFF's proposal are not subject to public disclosure; however, it may be made available to the Public Auditor for *in camera* review should the Public Auditor determine it necessary in conjunction with resolving the instant appeal.
- 6. During the first phase of this procurement, GEFF was selected as the most qualified offeror in response to the RFP. Core Tech and Pernix Guam LLC were ranked second and third, respectively. According to the evaluation sheets contained in the Procurement Record, GEFF received a total evaluation score of 463. Core Tech received a score of 434. Pernix received a score of 400. Attached hereto as **Exhibit 2** is a true a correct copy of pages taken from the Procurement Record submitted in this case.
- 7. After GEFF was selected as the most qualified offeror, GEFF and the government entered the second phase of the procurement contract negotiations. During this phase, the parties negotiated contract details including price and scope of work. It was my understanding

that the primary purpose of the RFP was to select the most qualified offeror to assist the government of Guam in finding the best approach to building a new school, at the best value for the government. Consistent with this approach and intent, GEFF utilized its expertise in school design and construction in working with the government's Negotiating Committee to develop the best plan of construction for the new school.

- 8. The so-called "new proposals" that Core Tech accuses GEFF of submitting were actually, in substance, alternative cost and pricing estimates for various construction scenarios of the new Simon Sanchez High School. The pricing estimates were based on GEFF's work with the government's Negotiating Committee during contract negotiations to arrive at the "best value" for the construction of the new high school.
- 9. The RFP had provided an outline list of "Considerations" for the construction of the new Simon Sanchez High School which was contained in Exhibit A of Addendum No. 6. This included items such as student capacity, number of classrooms, and construction of various spaces. It was GEFF's understanding that Exhibit A provided flexible general guidelines and parameters for construction of the new school GEFF's intent was to help the government of Guam achieve the "best value" for Guam and GDOE, thus resulting in an efficiently-designed and well-conceptualized school. Based on our team's expertise and opinions, this ultimately required modifications to the general "Considerations" contained in Exhibit A, which I believed was consistent with GDOE's intent and objective.
- 10. GEFF believes that if all of the "Considerations" in Exhibit A were mandatory, requiring that every single item in that document be incorporated in the construction of a new Simon Sanchez High School, this would have resulted in an undesirable outcome. In GEFF's opinion, the school would be oversized and would cost a considerably larger amount to operate and maintain.
- 11. An example of how GEFF's expertise translated into a "best value" result for the Government during the contract negotiations is how GEFF and the Negotiating Committee right-sized the number of classrooms and other spaces for the new school. Exhibit A originally specified twenty-two (22) English classrooms. However, after taking into account a maximum

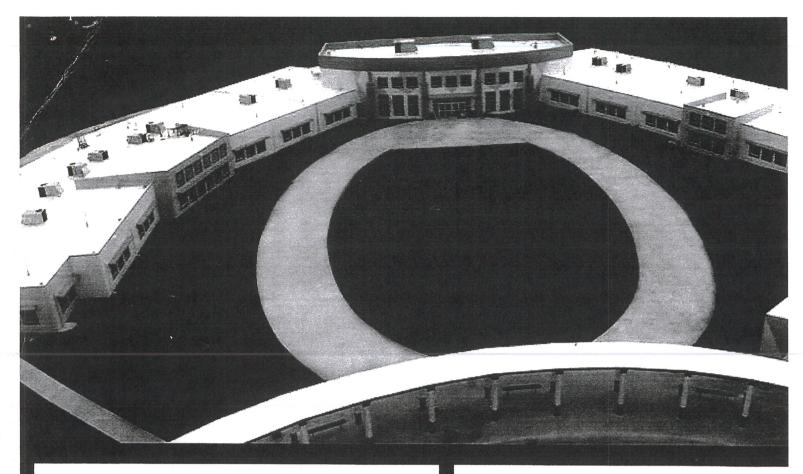
design capacity of 2,300 students and classroom loading of 28-30 students outlined in Exhibit A, GDOE in conjunction with GEFF determined that 22 classrooms were excessive and that 18 classrooms met and even exceeded GDOE's requirements. Attached hereto as **Exhibit 3** is a table outlining GEFF's sample calculations showing that 18 classrooms, at a 85% utilization rate, comfortably met and exceeded the maximum design capacity of 2,300, within a reasonably comfortable range.

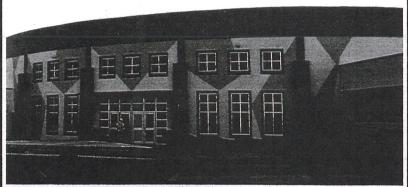
- 12. GEFF's prime contractor in connection with this procurement is Hensel Phelps. Hensel Phelps is one the largest general contractors in the United Sates. GEFF's November 20, 2015 proposal provides a letter from Travelers Insurance, Hensel Phelps' surety, that Hensel Phelps' bonding capacity is approximately \$1 billion well in excess of the bonding requirements of the RFP.
- 13. Attached hereto as **Exhibit 4** is a July 21, 2016 letter from Stifel Nicolaus & Company, Inc., to Richard B. Inman of GEFF. The letter explains the need for expeditious resolution of this procurement appeal and any protests regarding this project so as to proceed with the award of the contract to GEFF and thus allow the government and GEFF to take advantage of favorable financing rates in the market.

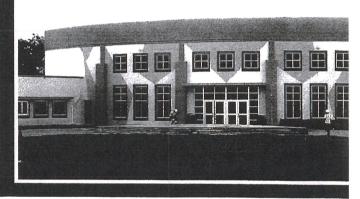
I declare under penalty of perjury under the laws of Guam that the foregoing is true and correct to the best of my knowledge and belief.

Executed this 22^{nd} day of July in Tamuning, Guam.

Sean K. Easter







GUAM
Educational Facilities
Foundation

ANNING HOWEY

CHITECTURE | ENGINEERING

SETIADI ARCHITECTURE

HENSEL PHELPS
Plan. Build. Manage.

PROPOSAL FOR

LEASE FINANCING FOR DESIGN, RENOVATIO REHABILITATION, CONSTRUCTION AND MAINTENANCE OF PUBLIC SCHOOLS

(BEGINNING WITH SIMON SANCHEZ HIGH SCHOOL)

RFP#: 730-5-1055-L-YIG

November 20, 2015 @ 4:00 p.m. (Chamorro Standard Time)



LEASE FINANCING FOR DESIGN, RENOVATION, REHABILITATION, CONSTRUCTION AND MAINTENANCE OF PUBLIC SCHOOLS (BEGINNING WITH SIMON SANCHEZ HIGH SCHOOL)

PROJECT NO.: NO. 730-5-1055-L-YIG

RFP Issue Date: June 15, 2015

Number of Pages: 106

Proposal Date and Time: November 20, 2015

4:00 p.m. Chamorro Standard Time

ISSUING AGENCY INFORMATION

Department of Public Works
Glenn Leon Guerrero, Director, Acting
542 North Marine Corps Drive
Upper Tumon, Guam 96913
glenn.leonguerrero@dpw.guarn.gov
Phone: (671) 646-3131

DPW-CIP Engineer-Point of Contacts: John F. Calanayan, Engineer Supervisor

John.calanayan@dpw.guam.gov Phone: (671) 646-3189

INSTRUCTION TO OFFERORS

Return Proposal to:

John F. Calanayan
Department of Public Works
542 North Marine Corps Drive
Upper Turnon, Guam 96913
John.calanayan@dpw.guam.gov
Phone: (671) 646-3189

Mark Face Envelope/Package:

RFP No.: 730-5-1055-L-YIG RFP Title: Lease Financing for Design, Renovation Rehabilitation, Construction and Maintenance of Public Schools

(Beginning with Simon Sanchez High School)

Proposal Date: November 20, 2015 @ 4:00 p.m. (Chamorro Standard Time)

Offeror Name / Point of Contact/Address:
Mr. Sean K. Easter, Vice President
Guam Educational Facilities Foundation, Inc.
3060 Peachtree Road, NW. Suite 1705, Atlanta, GA 30305

Offeror Phone Number:
671.686.0144

Offeror Federal I.D. Number 66-0845372

Offeror e-mail address: sean@ironwoodguam.com

OFFERORS MUST RETURN THIS COVER SHEET WITH THEIR PROPOSALS

6.1. INTRODUCTION a. Cover Letter
6.2. COMPANY OVERVIEW a. Type of firm
6.3. EXPERIENCE OF OFFEROR a. Primary point of contact – Sean Easter
6.4. FINANCING, CONSTRUCTION, MAINTENANCE AND MANAGEMENT PLANS a. Capabilities
Overview. 82-86 SSHS. 87-113 CCIP. 114-118 Maintenance and Insurance. 119-120 d. Finance plan. 121-143 4b Business plan. 144-148 f. Insurance. 150
6.5. CONFLICTS OF INTEREST 151-152
6.6 QUALIFICATION TO DO BUSINESS 153-154
6.7. AFFIRMATIVE ACTION 155-156
6.8. REQUIRED DOCUMENTATION 157-164



SUMMARY EVALUATION FORM:

OFFERDORIC	Points					
OFFEROR'S	A	В	С	D	E	Total Points
PERNIX GUAM LLC	79	80	92	75	74	400
CORE TECH INTERNATIONAL	85	89	91	85	84	434
GUAM EDUCATIONAL FACILITIES FOUNDATION	86	91	96	100	90	463

GUAM EDUCATIONAL FACILITIES FOUNDATION	86	91	96	100	90	463
EVALUATOR "A"			EV	ALUA	TOR	"B"
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12/21/15 DATE			***************************************	12/2 DA	ATÉ	<u>S</u>
EVALUATOR "C"			EV	ALUA	TOR	" D "
MANASILVATAIJERON			FEL			VENTE
MAME/SIGNATURE 12/21/15			NA	ME/S	SIGNA 2 / //	TURE

EVALUATOR "E"

ERIC PALACIOS

NAME / SIGNATURE

/2/2///

INDIVIDUAL EVALUATION FORM:

PERNIX GUAM LLC

Points	Remarks
25	Tellial N3
25	
15	
14	
70	
	25 25 15 14 79

CORE TECH INTERNATIONAL

Evaluation Criteria	Points	Remarks
Financing Capability	28	
Project Expertise and Experience	26	
Project Approach and Innovation	15	
Comprehensive Capital Improvement Plan	16	
Total	85	

GUAM EDUCATIONAL FACILITES FOUNDATION

Evaluation Criteria	Points	Remarks
Financing Capability	27	
Project Expertise and Experience	26	
Project Approach and Innovation	16	
Comprehensive Capital Improvement Plan	17	
Total	86	

EVALUATOR "A"

JON FERNANDEZ

2/2//15 DATE

INDIVIDUAL EVALUATION FORM:

PERNIX GUAM LLC

Evaluation Criteria	Points	Remarks
Financing Capability	29	2 4 4 4 4 4 4 4 4 4 4 4 4 4 4 4 4 4 4 4
Project Expertise and Experience	21	
Project Approach and Innovation	19	
Comprehensive Capital Improvement Plan	17	
Total	52	

CORE TECH INTERNATIONAL

Evaluation Criteria	Points	Remarks
Financing Capability	30	
Project Expertise and Experience	25	
Project Approach and Innovation	18	
Comprehensive Capital Improvement Plan	18	
Total	0/	
	91	

GUAM EDUCATIONAL FACILITES FOUNDATION

Evaluation Criteria	Points	Remarks
Financing Capability	30	
Project Expertise and Experience	30	
Project Approach and Innovation	18	
Comprehensive Capital Improvement Plan	18	
Total	96	

MANA SILVA TAIJERON

12/21/16

DATE

INDIVIDUAL EVALUATION FORM:

PERNIX GUAM LLC

Evaluation Criteria	Points	Remarks
Financing Capability	30	
Project Expertise and Experience	15	
Project Approach and Innovation	15-	
Comprehensive Capital Improvement Plan	10-	
Total	75	

CORE TECH INTERNATIONAL

Evaluation Criteria	Points	Remarks
Financing Capability	30	
Project Expertise and Experience	20	
Project Approach and Innovation	15-	
Comprehensive Capital Improvement Plan	20	
Total	85	

GUAM EDUCATIONAL FACILITES FOUNDATION

Evaluation Criteria	Points	Remarks
Financing Capability	30	
Project Expertise and Experience	30	
Project Approach and Innovation	20	
Comprehensive Capital Improvement Plan	20	
Total	100	

EVALUATOR "D"

FELIX C. BENAVENTE

DATE

INDIVIDUAL EVALUATION FORM:

PERNIX GUAM LLC

Evaluation Criteria	Points	Remarks
Financing Capability	74	
Project Expertise and Experience	27	
Project Approach and Innovation	14	
Comprehensive Capital Improvement Plan	15	
Total	80	

CORE TECH INTERNATIONAL

Evaluation Criteria	Points	Remarks
Financing Capability	28	
Project Expertise and Experience	27	
Project Approach and Innovation	1 10	
Comprehensive Capital Improvement Plan	18	
Total	89	

GUAM EDUCATIONAL FACILITES FOUNDATION

Evaluation Criteria	Points	Remarks
Financing Capability	27	
Project Expertise and Experience	28	
Project Approach and Innovation	19	
Comprehensive Capital Improvement Plan	17	
Total	91	

EVALUATOR "B"

MICHAEL BORJA

Z1/13

INDIVIDUAL EVALUATION FORM:

PERNIX GUAM LLC

Evaluation Criteria	Points	Remarks
Financing Capability	23	Acmarks
Project Expertise and Experience	7.0	
Project Approach and Innovation	13	
Comprehensive Capital Improvement Plan	13	
Total	7//	

CORE TECH INTERNATIONAL

Evaluation Criteria	Points	Remarks
Financing Capability	77	ixemat K5
Project Expertise and Experience	75	
Project Approach and Innovation	17	
Comprehensive Capital Improvement Plan	15	
Total	84	

GUAM EDUCATIONAL FACILITES FOUNDATION

Evaluation Criteria	Points	Remarks
Financing Capability	27	THE INTERIOR OF THE INTERIOR O
Project Expertise and Experience	27	
Project Approach and Innovation	19	
Comprehensive Capital Improvement Plan	17	
Total	90	

EVALUATOR "E"

ERIC PALACIOS

/2/2///
DATE

Winning bidder should Not use any of these funds to do any work on schools they are already getting paid to appelept maintain.

Classroom Capacity Calculation
capacity of 2300 students and a class room loading of by

	NFF Stated a maximum design
AXBXC	gn capacity of 2300 s
85%	pacity of 2300 students and a class room loading of between 28 and 30 students

12	13	14	15	16	17	18	19	20	21	22	ŀ	12	13	14	15		17	18	19	20	21	22	Number of Rooms	
6	6	6	6	6	6	6	6	6	6	6	c	ກ	6	6	6	6	6	6	6	6	6	6	Periods	
28	28	28	28	28	28	28	28	28	28	28	Ç	30	30	30	30	30	30	30	30	30	30	30	Student Load	
2016	2184	2352	2520	2688	2856	3024	3192	3360	3528	3696	0017	2160	2340	2520	2700	2880	3060	3240	3420	3600	3780	3960	Max Capacity	AXBXC
1713.6	1856.4	1999.2	2142	2284.8	2427.6	2570.4	2713.2	2856	2998.8	3141.6	1830	1836	1989	2142	2295	2448	2601	2754	2907	3060	3213	3366	Utilization	85%
													Meets Max Capacity +40 students is undersized at normal		Exceeds 2300 Capacity by 18% at Max and0001 % at normal			Exceeds 2300 Capacity by 41% at Max and 20% at normal				Exceeds 2300 Capacity by 72% at Max and 46% at normal	Notes	

July 21, 2016

Mr. Richard B. Inman Chairman Guam Education Facilities Foundation 3060 Peachtree Road Suite 1705 Atlanta, Georgia 30305

Re: Financing Plan for Rebuilding Simon Sanchez High School ("SSHS")

Dear Mr. Inman:

Guam Education Facilities Foundation ("GEFF") has asked Stifel as investment banker to address how the GEFF Plan of Finance for SSHS creates "best value" for Guam and if allowed to promptly proceed will result in approximately \$38,879,000 of interest cost savings over the term of the lease agreement between GEFF and GDOE.

GEFF Plan of Finance

The GEFF Plan of Finance uses a creative combination of a direct USDA Community Facility Loan ("USDA CFL"), tax-exempt certificates of participation and project equity. The "hybrid" plan of finance is designed to take full advantage of the historically low 2.75% interest rate now available with a direct loan from the USDA CFL program supplemented with conventional tax exempt financing. In total approximately 57.2% of the funding is provided through the USDA, 31.6% through tax exempt certificates and 11.2% through equity. Collectively, this plan will result in a cost of capital of 3.86% a rate that is 1.38% lower than 5.24%, which is the rate if Guam or a competing developer were to finance the project 100% with traditional tax-exempt bonds. As shown on the detailed analysis the annual savings to the Government and people of Guam is approximately \$1,190, 000 per year or \$38,435,908 over the thirty-year lease term. The present value of these savings (in today's dollars) is \$21,973,510 or 28% of the proposed SSHS budget.

As a point of clarification, the lowest interest cost for interim construction financing is available by using a Bond Anticipation Note (BAN) for the USDA portion of the project cost. The USDA customarily provides permanent loans for completed facilities and prefers not to provide construction financing for projects such as SSHS. Stifel has completed many similar transactions and is highly confident that short term construction notes can be issued at attractive interest rates in the current market.

Time is of Essence

Time is of essence in order to take advantage of this USDA program and the currently favorable bond market. The deadline for applying for FYE 2017 funding through the USDA CF program is August 31, 2016. The availability of funding for the USDA CFL program is subject to change with any new administration so we believe it is in the best interest of Guam to take the necessary steps to enable GEFF to capitalize on this opportunity now while funding is available in the Federal budget and interest rates are low.

Mr. Richard B. Inman Chairman Guam Education Facilities Foundation July 21, 2016

Additionally, Stifel recently marketed lease certificates for the refinancing of the four GEFF schools (Okkodo, Astumbo, Liguan and Adacoa) and while the bond sale was successful there is increased anxiety among investors in the aftermath of Puerto Rico's default and the passage of PROMESA and the recent downgrade of Guam debt by Fitch. These factors could lead investors to demand a higher risk premium for Guam obligations and result in higher interest rates for the tax-exempt certificates and increased savings using the USDA CFL program.

The GEFF plan of finance utilizing the USDA CFL program is an innovative solution that will provide the lowest cost funding for the SSHS project. Realizing the \$38 million savings will allow Guam to meet other critical public needs, including the renovation of GDOE's remaining schools. However, these savings are likely to evaporate unless GEFF is authorized to move quickly to complete its final application with the USDA while funding is available and interest rates are low. I encourage GEFF and the Government of Guam to take the necessary steps to capture these savings for the people of Guam.

Sincerely,

Stifel Nicolaus & Company, Inc.

James R. Wilson Managing Director

Enclosure: Savings Analysis

Guam Education Facilities Foundation

Financial Savings From Hybrid USDA / Tax Exempt Financing

Combination of USDA CF Loan and Tax Exempt Lease Certificates of Participation v. 100% Tax Exempt Lease Certificates of Participation

22222	
1,442,200	1,442,200 1,418,700 1,397,950 1,376,200 1,329,200 1,329,200 1,277,700 1,250,200 1,221,200 1,128,200 1,128,200 1,124,700 1,124,700
10001 21	10/1/2024 10/1/2025 10/1/2026 10/1/2027 10/1/2029 10/1/2030 10/1/2031 10/1/2031

Average Interest Rate	
Hybrid USDA / Tax Exempt Certificates	3.86%
Tax Exempt Certificates Only	5.24%