

I Mina'Trentai Dos Na Liheslaturan Received
Bill Log Sheet

BILL NO.	SPONSOR	TITLE	DATE INTRODUCED	DATE REFERRED	CMTE REFERRED	PUBLIC HEARING DATE	DATE COMMITTEE REPORT FILED	FISCAL NOTES
227-32 (COR), P.L. 32-153	T.C. Ada R.J. Respicio	AN ACT TO AUTHORIZE THE CREATION OF THE GUAM STREETLIGHT AUTHORITY TO ISSUE BONDS TO FINANCE THE PURCHASE AND INSTALLATION OF NEW LED STREETLIGHTS.	11/22/13 5:04 p.m.	11/25/13	Committee on General Governmental Operations and Cultural Affairs	12/13/13 2:00 p.m.	4/4/14 2:46 P.M.	Fiscal Note Requested 11/25/13 Fiscal Notes Received 12/17/13
	DATE PASSED	TITLE	TRANSMITTED		DUE DATE	<small>DATE SIGNED BY I MAGA'LAHEN GUAHAN</small>	PUBLIC LAW NO.	NOTES
	5/9/2014	AN ACT TO ADD A NEW CHAPTER 82 TO TITLE 12, GUAM CODE ANNOTATED, RELATIVE TO AUTHORIZING THE CREATION OF THE GUAM STREETLIGHT AUTHORITY TO ISSUE BONDS TO FINANCE THE PURCHASE AND INSTALLATION OF NEW LED STREETLIGHTS.	5/12/14	2:43 p.m.	5/22/2014	5/21/2014	32-153	As substituted by the Committee on General Government Operations and Cultural Affairs; and amended on the Floor.



EDDIE BAZA CALVO
Governor

RAY TENORIO
Lieutenant Governor

Office of the Governor of Guam.

MAY 23 2014

32-14-1673

Honorable Judith T. Won Pat, Ed.D.
Speaker
I Mina'trentai Dos Na Liheslaturan Guåhan
155 Hesler Street
Hagåtña, Guam 96910

5-23-14
4:46 PM
JTB

2014 MAY 27 AM 8:35
JTB

Dear Madame Speaker:

Transmitted herewith is Bill No. 227-32 (COR) "AN ACT TO ADD A NEW CHAPTER 82 TO TITLE 12, GUAM CODE ANNOTATED, RELATIVE TO AUTHORIZING THE CREATION OF THE GUAM STREETLIGHT AUTHORITY TO ISSUE BONDS TO FINANCE THE PURCHASE AND INSTALLATION OF NEW LED STREETLIGHTS" which I signed into law on May 21, 2014 as Public Law 32-153.

Senseramente,

RAYMOND S. TENORIO

I Maga'låhen Guåhan, para pa'go
Acting Governor of Guam

1673

I MINA'TRENTAI DOS NA LIHESLATURAN GUÅHAN
2013 (FIRST) Regular Session

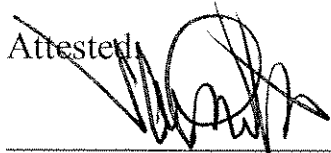
CERTIFICATION OF PASSAGE OF AN ACT TO *I MAGA'LAHEN GUÅHAN*

This is to certify that Substitute Bill No. 227-32 (COR), "AN ACT TO ADD A NEW CHAPTER 82 TO TITLE 12, GUAM CODE ANNOTATED, RELATIVE TO AUTHORIZING THE CREATION OF THE GUAM STREETLIGHT AUTHORITY TO ISSUE BONDS TO FINANCE THE PURCHASE AND INSTALLATION OF NEW LED STREETLIGHTS," was on the 9th day of May, 2014, duly and regularly passed.



Judith T. Won Pat, Ed.D.
Speaker

Attested:



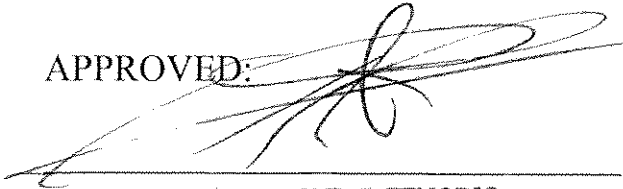
Tina Rose Muña Barnes
Legislative Secretary

This Act was received by *I Maga'lahen Guåhan* this 12th day of May,
2014, at 2:43 o'clock P.M.



Assistant Staff Officer
Maga'lahi's Office

APPROVED:



RAYMOND S. TENORIO
Acting Governor of Guam

Date: MAY 21 2014

Public Law No. 32-153

I MINA'TRENTAI DOS NA LIHESLATURAN GUÅHAN
2013 (FIRST) Regular Session

Bill No. 227-32 (COR)

As substituted by the Committee on General Government Operations
and Cultural Affairs; and amended on the Floor.

Introduced by:

T. C. Ada
T. R. Muña Barnes
R. J. Respicio
V. Anthony Ada
FRANK B. AGUON, JR.
B. J.F. Cruz
Chris M. Dueñas
Michael T. Limtiaco
Brant T. McCreddie
Tommy Morrison
Vicente (ben) C. Pangelinan
Dennis G. Rodriguez, Jr.
Aline A. Yamashita, Ph.D.
Judith T. Won Pat, Ed.D.

**AN ACT TO *ADD* A NEW CHAPTER 82 TO TITLE 12,
GUAM CODE ANNOTATED, RELATIVE TO
AUTHORIZING THE CREATION OF THE GUAM
STREETLIGHT AUTHORITY TO ISSUE BONDS TO
FINANCE THE PURCHASE AND INSTALLATION OF
NEW LED STREETLIGHTS.**

BE IT ENACTED BY THE PEOPLE OF GUAM:

Section 1. Legislative Findings and Intent. *I Liheslaturan Guåhan* finds
that the Guam Department of Public Works (DPW) is responsible for providing
streetlights on Guam's public streets and highways, and the Guam Power
Authority (GPA) installs and provides electricity to these streetlights.

I Liheslatura further finds that based on recommendations from an energy efficiency study undertaken on behalf of GPA, the Consolidated Commission on Utilities (CCU), as the governing board of GPA, and DPW have determined that it is in the best interests of GPA, DPW, and Guam's taxpayers and electric ratepayers to replace Guam's streetlights with energy-efficient LED streetlights.

I Liheslatura further finds that replacing the approximately 15,000 existing streetlights on Guam will require a significant investment for the initial replacement and conversion. It has been determined that the issuance of revenue bonds by GPA to finance the streetlights would result in an undue burden on GPA's ratepayers, but the creation of a new special-purpose governmental entity to be known as the "Guam Streetlight Authority" to issue bonds to finance the purchase and installation of the new LED streetlights would be the solution to achieving the desired objectives.

I Liheslatura further finds that more streetlights are needed in the villages, and therefore, it *shall* be the objective of the Authority to provide 1,000 additional streetlights to the Department of Public Works, who in turn *shall* coordinate with the Mayors Council of Guam (MCOG) with respect to the deployment of these additional streetlights.

I Liheslaturan Guåhan therefore intends to approve the creation of the Guam Streetlight Authority.

Section 2. A new Chapter 82 is hereby *added* to Title 12, Guam Code Annotated, to read as follows:

“CHAPTER 82

GUAM STREETLIGHT AUTHORITY

Article 1. General Provisions.

Article 2. Guam Streetlight Authority Revenue Bonds.

ARTICLE 1

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1 financing, procuring, and installing new LED streetlights for Guam's public
2 streets and highways.

3 **§ 82105. Powers of the Authority.**

4 The Authority *shall* have and exercise each and all of the following
5 powers, but only to the extent necessary or desirable in furtherance of its
6 corporate purpose:

7 (a) To issue, sell or dispose of revenue bonds and other
8 obligations from time to time under such terms and conditions as *I*
9 *Liheslaturan Guåhan* (the Guam Legislature), by appropriate
10 legislation, may prescribe. The proceeds of such bonds and
11 obligations *shall* be used solely to finance the acquisition and
12 installation of LED streetlights for Guam's public thoroughfares.

13 (b) To have perpetual succession, unless sooner terminated
14 by law.

15 (c) To adopt, alter and use a corporate seal.

16 (d) To establish its internal organization and management
17 and adopt, amend and repeal bylaws and other resolutions and
18 directives governing the conduct of its business, and the performance
19 of the powers and duties granted to or imposed upon it by law.

20 (e) To enter into contracts and execute all instruments
21 necessary or convenient in the exercise of its powers and sue and be
22 sued in its corporate name.

23 (f) To determine the character of and the necessity for its
24 obligations and expenditures and the manner in which they shall be
25 incurred, allowed and paid.

(g) To settle and adjust claims held by it against other persons or parties and by other persons or parties against the Authority.

(h) To acquire in accordance with Chapter 5 of Title 5 of the Government Code Annotated, any tangible personal property and to hold, maintain, use and operate the same; and to sell, lease, encumber or otherwise dispose of the same, whenever any of the foregoing transactions are deemed necessary or appropriate to the conduct of the activities authorized by this Chapter, and on such terms as may be prescribed by the Authority.

(i) To acquire, in any lawful manner, any intangible personal property, and to hold, maintain, use and operate the same; and to sell, encumber or otherwise dispose of the same, whenever any of the foregoing transactions are deemed necessary or appropriate to the conduct of the activities authorized by this Chapter, and on such terms as may be prescribed by the Authority.

(j) To receive and accept from any source, loans, contributions or grants, in either money, property, labor or other things of value, for, or in aid of, the financing or refinancing of LED streetlights, or for the payment of principal of and interest on bonds issued by the Authority.

(k) To take such action and carry on any other operations and do all that may be necessary or appropriate to carry out the powers and duties herein or hereafter specifically granted to or imposed upon it.

§ 82106. Governance of Authority.

1 (a) All functions and powers of the Authority *shall* be vested
2 in and be exercised by and under the direction of a Board of Directors
3 composed of three (3) members, appointed by the Consolidated
4 Commission on Utilities from among its members. Members of the
5 Board *shall* serve for a term of four (4) years or the balance of their
6 terms on the CCU. Members of the Board *shall* elect a member of the
7 Board to serve as Chairperson.

8 (b) The Board *shall* be responsible for the management,
9 administration, policies and direction of the Authority and *shall*
10 exercise supervision through the Administrator.

11 (c) The Board *shall* meet in regular session *at least* once
12 each month, and in special session as often as it may deem necessary.

13 (d) A majority of the Board *shall* constitute a quorum for the
14 transaction of business. The Board *shall* act by the vote of *at least* two
15 (2) of its members.

16 (e) The Directors *shall* receive no salary for their services on
17 the Board.

18 **§ 82107. Officers of the Authority.**

19 The General Manager of the Guam Power Authority *shall* serve *ex*
20 *officio* as the General Manager of the Authority, and *shall* be the Chief
21 Executive Officer of the Authority. The General Manager of the Authority
22 *shall* be responsible for the day-to-day operations of the Authority.

23 The Chief Financial Officer of the Guam Power Authority *shall* serve
24 *ex officio* as the Chief Financial Officer of the Authority. The Chief
25 Financial Officer of the Authority *shall* have full charge and control of the
26 fiscal, business and accounting operations of the Authority, subject to the
27 supervision of the Board.

1 The Secretary of the Guam Power Authority *shall* serve *ex officio* as
2 the Secretary of the Authority, and be appointed by the Board. The Secretary
3 *shall* have charge of all records and minutes of the Board.

4 The Chief Financial Officer of the Guam Power Authority *shall* serve
5 *ex officio* as the Treasurer of the Authority. The Treasurer *shall* have custody
6 of all moneys of the Authority and *shall* pay out such money only in
7 accordance with the direction of the Board or as provided in connection with
8 any indebtedness incurred pursuant to Article 2 of this Chapter.

9 The attorney of the Guam Power Authority *shall* serve *ex officio* as
10 the attorney of the Authority. The attorney *shall* advise the Board and the
11 General Manager on all legal matters to which the Authority is a party or in
12 which the Authority is legally interested, and may represent the Authority in
13 connection with legal matters before *I Liheslatura* (the Legislature), boards,
14 and other agencies of the government of Guam. The Attorney General *shall*
15 represent the Authority in litigation concerning the affairs of the Authority,
16 *provided*, that he may delegate this duty to the attorney of the Authority,
17 with respect to such litigation.

18 **§ 82108. Chapter to be Liberally Construed.**

19 This Chapter *shall* be construed liberally so far as may be necessary
20 for the purpose of effecting its general intent. The declaration of invalidity or
21 nullity of any provision of this Chapter by a competent court *shall not* affect
22 the force and validity of the remaining provisions.

23 **ARTICLE 2**

24 **GUAM STREETLIGHT AUTHORITY REVENUE BONDS**

25 § 82201. Additional Definitions.

26 § 82202. Bonds; Power to Issue; Purposes.

1	§ 82203.	Bonds; Issuance; Authorization by Resolution; Indenture
2		Providing Terms and Conditions of Bonds.
3	§ 82204.	Bonds; Negotiability.
4	§ 82205.	Covenants with Bondholders.
5	§ 82206.	Pledge of Revenues; Lien.
6	§82207.	Nonliability of Members of the Authority or of the
7		Government of Guam.
8	§ 82208.	Tax Exemptions; Payments in Lieu of Taxes.
9	§ 82209.	Bonds as Legal Investments and as Security for
10		Performance of any Act.
11	§ 82210.	Applicability of Other Laws.
12	§ 82211.	Property of Authority; Exemption from Execution or
13		Other Judicial Process.
14	§ 82212.	Pledge by the Government of Guam.
15	§ 82213.	Disposition of Funds and Projects.
16	§ 82214.	Trustee for Authority and Holders of Bonds.
17	§ 82215.	Duties and Powers of Trustee.
18	§ 82216.	Issuance and Interchange of Coupon and Registered
19		Bonds.
20	§ 82217.	Redemption of Bonds Prior to Maturity.
21	§ 82218.	Places of Payment.
22	§ 82219.	Execution and Authentication of Bonds.
23	§ 82220.	Dates and Maturities of Bonds.
24	§ 82221.	Sale of Bonds.
25	§ 82222.	Validity of Authorization and Issuance of Bonds.
26	§ 82223.	Tax Exemptions.
27	§ 82224.	Guam Streetlight Authority Revenue Fund.

1 § 82225. Investment of Money in Funds.

2 § 82226. Appropriation of Money in Funds.

3 § 82227. Credit Enhancement.

4 **§ 82201. Additional Definitions.** As used in this Chapter or in
5 any indenture entered into pursuant thereto, unless a different meaning
6 clearly appears from the context:

7 (a) *Authority* means the Guam Streetlight Authority.

8 (b) *Board* means the governing board of the Authority.

9 (c) *Bond* means bonds, notes or other evidences of
10 indebtedness of the Authority, issued by the Authority pursuant to this
11 Chapter.

12 (d) *Bondholder* or *holder of bonds*, or any similar term,
13 means any person who *shall* be:

14 (1) the bearer of any outstanding bond or bond
15 registered to bearer or not registered; or

16 (2) the registered owner of any such outstanding bond
17 or bond which *shall* at the time be registered other than to
18 bearer.

19 (e) *Cost* means:

20 (1) the cost of acquisition, construction,
21 reconstruction, installation, repair, alteration or improvement of
22 a project;

23 (2) the cost of lands, rights-in-lands, easements,
24 privileges, agreements, franchises, utility extensions, disposal
25 facilities, access roads, and site development deemed by the
26 Authority to be necessary or useful and convenient for any
27 project or in connection therewith;

1 (3) discount on bonds, costs of issuance of bonds,
2 engineering and inspection costs, costs of financial, legal,
3 professional and other estimates and advice;

4 (4) organization, administrative, insurance, guarantee,
5 operating and other expenses of the Authority or any person
6 prior to and during any acquisition or construction, and all such
7 expenses of the Authority or any person prior to and during any
8 acquisition or construction, and all such expenses as may be
9 necessary or incident to the financing, acquisition, construction
10 or completion of any project or part thereof; and

11 (5) such provision for payment or security of principal
12 of or interest on bonds (including reserve for such purposes)
13 during or after such acquisition or construction as the Authority
14 may determine.

15 (f) *Credit provider* means any municipal bond insurance
16 company, bank or other financial institution or organization that is
17 performing in all material respects its obligations under any credit
18 support arrangements for some or all of the bonds.

19 (g) *Credit provider reimbursement agreement* means any
20 agreement providing for the Authority to repay, from revenues,
21 amounts advanced by a credit provider as credit support for bonds.

22 (h) *Credit support* means a policy of insurance, a letter of
23 credit, a stand-by purchase agreement, revolving credit agreement or
24 other credit arrangement pursuant to which a credit provider provides
25 credit or liquidity support with respect to the payment of interest,
26 principal or the purchase price of any bonds.

1 (i) *Indenture* means an agreement pursuant to which bonds
2 are issued, regardless of whether such agreement is expressed in the
3 form of a resolution of the Board or by other instrument.

4 (j) *Organic Act* means the Organic Act of Guam, as
5 amended, and in effect on the effective date of this Article (Title 48,
6 §1421 et seq. of the United States Code.).

7 (k) *Person* includes any individual, firm, corporation,
8 association, partnership, trust, business trust or receiver or trustee or
9 conservator for any thereof, and also includes the United States,
10 Guam, or any public corporation, political subdivision, city, county or
11 district or any agency or instrumentality of the United States or of
12 Guam.

13 (l) *Project* means the acquisition, construction, installation,
14 equipping, repair, replacement, alteration or improvement of energy
15 efficient streetlights for any public thoroughfare in Guam, whether or
16 not in existence or under construction.

17 (m) *Revenue* means

18 (1) receipts, fees, rentals or other payments to be
19 received on account of lease, mortgage conditional sale or sale,
20 and payments and other income derived from the lease, sale or
21 other disposition of a project;

22 (2) money in such reserve and insurance funds or
23 accounts or other funds and accounts (and income from the
24 investment thereof) established in connection with the issuance
25 of bonds for a project or projects; and

1 (3) fees, charges or other money to be received by the
2 Authority with respect to projects and contracts with persons
3 related to projects.

4 (n) *United States* means the United States of America.

5 **§ 82202. Bonds; Power to Issue; Purposes.**

6 The Authority *shall* have the power to authorize or provide for the
7 issuance of bonds pursuant to this Chapter for the purpose of providing
8 funds to pay or cause to be paid all or any part of the cost of any project or
9 projects, or for the refinancing of any bonds. It is hereby declared that each
10 project is and *shall* be a public improvement or undertaking as that term is
11 used in Section 11 of the Organic Act (§1423a, Title 48, U.S. Code).

12 **§ 82203. Bonds; Issuance; Authorization by Resolution;**
13 **Indenture Providing Terms and Conditions of Bonds.**

14 (a) By resolution of the Board and approved by *I Maga'lahi*
15 (the Governor), the Authority *shall* have the power to incur
16 indebtedness, borrow money and issue its bonds for the purposes
17 stated in § 82202 of this Chapter. The Authority may enter into
18 indentures providing for terms and conditions of the bonds. *Except* as
19 may otherwise be expressly provided by the Authority, every issue of
20 its bonds *shall* be special obligations of the Authority payable solely
21 from the revenues or money of the Authority specified in the
22 indenture providing for its issuance, subject only to any agreement
23 with the holders of particular bonds pledging any particular revenues
24 or money. Such bonds *shall* bear such date or dates, mature at such
25 time or times, bear interest at a rate or rates, be in such denominations,
26 be in form, either coupon or registered, carry such conversion or
27 registration privileges, have such rank or priority be executed in such

1 manner, payable from such source and have such terms of redemption
2 (with or without premium) as such indenture may provide. Bonds of
3 the Authority may be sold by the Authority to public or private sale at
4 such price or prices and under such conditions and terms as the
5 Authority shall determine.

6 (b) Every bond *shall* recite that it is *not* a general
7 indebtedness of the Authority, but rather is a special obligation of the
8 Authority payable solely from the revenues specified in the indenture
9 providing for its issuance. Every bond *shall* recite that it is *not* public
10 indebtedness of the Territory as that term is used in §11 of the
11 Organic Act of Guam.

12 **§ 82204. Bonds; Negotiability.**

13 Any provision of any law to the contrary notwithstanding, any bond or
14 other obligation issued pursuant to this Chapter *shall* be fully negotiable for
15 all purposes, and each holder or owner of such a bond or other obligation, or
16 of any coupon appurtenant thereto, by accepting such bond or coupon *shall*
17 be conclusively deemed to have agreed that such bond, obligation or coupon
18 is and *shall* be fully negotiable for all purposes, subject in each case to any
19 provisions for registration in the bond, obligation or coupon or in the
20 resolution or indenture authorizing its issuance.

21 **§ 82205. Covenants With Bondholders.**

22 In order to secure the payment of such bonds and in addition to its
23 other powers, an indenture pursuant to which bonds are issued may provide
24 that the Authority *shall* have power by resolution to covenant and agree with
25 the several holders of such bonds, as to:

26 (a) the custody, security, use, expenditure or application of
27 the proceeds of the bonds;

1 (b) the use, regulation, operation, maintenance, insurance or
2 disposition of all or any part of any project or projects;

3 (c) payment of the principal of or interest on the bonds, or
4 any other obligations, and the sources and methods thereof, the rank
5 or priority of any such bonds or obligations as to any lien or security,
6 or the acceleration of the maturity of any such bonds or obligations;

7 (d) the use and disposition of any money of the Authority,
8 including all revenues or other money derived or to be derived from
9 any project or projects;

10 (e) pledging, setting aside, depositing or trusteeing all or any
11 part of the proceeds, revenues or other money of the Authority to
12 secure the payment of the principal of or interest on the bonds or any
13 other obligations and the power and duties of any trustee with regard
14 thereto;

15 (f) the setting aside out of the proceeds, revenues or other
16 money of the Authority of reserves and sinking funds, and the source,
17 custody, security, regulation application and disposition thereof;

18 (g) the rents, fees or other charges for the use of any project
19 or projects, including any parts thereof theretofore constructed or
20 acquired and any parts, replacements or improvements thereof
21 thereafter constructed or acquired, and the fixing, establishment,
22 collection and enforcement of the same;

23 (h) limitation on the issuance of additional bonds or any
24 other obligations or on the incurrence of indebtedness of the
25 Authority;

26 (i) vesting in a trustee or trustees, fiscal or escrow agent or
27 agents within or without the Territory such property, rights, powers

1 and duties in trust as the Authority may determine and limiting the
2 rights, duties and powers of such trustee or agent;

3 (j) payment of costs or expenses incident to the enforcement
4 of the bonds or of the provisions of the indenture or of any covenant
5 or contract with the holders of the bonds;

6 (k) the procedure, if any, by which the terms of any covenant
7 or contract with, or duty to, the holders of bonds may be amended or
8 abrogated, the amount of bonds the holders of which must consent
9 thereto, and the manner in which such consent may be given or
10 evidenced; or

11 (l) any other matter or course of conduct which, by recital in
12 the indenture is declared to further secure the payment of the principal
13 of or interest on the bonds.

14 All such provisions of the indenture and all such covenants and
15 agreements *shall* constitute valid and legally binding contracts between the
16 Authority and the several holders of the bonds, regardless of the time of
17 issuance of such bonds, and *shall* be enforceable by any such holder or
18 holders by appropriate action, suit or proceeding in any court of competent
19 jurisdiction, or by proceeding in lieu of prerogative writ.

20 **§ 82206. Pledge of Revenues; Lien.**

21 Any pledge of revenues or other money made by the Authority *shall*
22 be valid and binding from the time when the pledge is made; the revenues or
23 other money so pledged and thereafter received by the Authority *shall*
24 immediately be subject to the lien of such pledge without any physical
25 delivery thereof or further act, and the lien of any such pledge *shall* be valid
26 and binding as against all parties having claims of any kind in tort, contract
27 or otherwise against the Authority, irrespective of whether such parties have

1 notice thereof. Neither the indenture nor any other instrument by which a
2 pledge is created need be filed or recorded *except* in the records of the
3 Authority.

4 **§ 82207. Nonliability of Members of the Authority or of the**
5 **Government of Guam.**

6 Neither the members of the Authority nor any person executing bonds
7 issued pursuant to this Chapter shall be liable personally on the bonds by
8 reason of the issuance thereof. Bonds or other obligations issued by the
9 Authority pursuant to this Chapter *shall not* be in any way a debt or liability
10 of the government of Guam or of any political subdivision thereof, either
11 legal, moral or otherwise, and nothing in this Chapter contained shall be
12 construed to authorize the Authority to incur any indebtedness on behalf of
13 or in any way to obligate the government of Guam, and all such bonds *shall*
14 contain on the face thereof a statement to that effect.

15 **§ 82208. Tax Exemptions; Payments in Lieu of Taxes.**

16 The exercise of the powers granted by this Chapter *shall* constitute the
17 performance of an essential governmental function and the Authority *shall*
18 *not* be required to pay any taxes or assessments upon or in respect of a
19 project, or any property or money of the Authority, and the Authority, its
20 projects, property and money and any bonds and notes issued under the
21 provisions of this Chapter, their transfer and the income therefrom, including
22 any profit made on the sale thereof, *shall* at all times be free from taxation of
23 every kind. Bonds issued pursuant to the provisions of this Chapter and the
24 interest income therefrom are exempt from taxation in accordance with the
25 provision of the last sentence of §11 of the Organic Act of Guam (§1423a,
26 Title 48, U.S. Code).

1 **§ 82209. Bonds as Legal Investments and as Security for**
2 **Performance of any Act.**

3 Notwithstanding any restriction contained in any other law, the
4 government of Guam, its officers, boards, commissions, departments or
5 other agencies, all banks, bankers, trust companies, savings banks and
6 institutions, building and loan associations, savings and loan associations,
7 investment companies and other persons carrying on a banking or
8 investment business, all insurance companies, insurance associations and
9 other persons carrying on an insurance business, and all executors,
10 administrators, guardians, trustees and other fiduciaries, and all other
11 persons whatsoever who now are or may hereafter be authorized to invest in
12 bonds or other obligations of the government of Guam, may properly and
13 legally invest any sinking funds, money or other funds, including capital,
14 belonging to them or within their contract in any bonds or notes issued by
15 the Authority under the provisions of this Chapter; and the bonds and notes
16 are made securities which may properly and legally be deposited with and
17 received for the performance of any act whenever any evidence of
18 indebtedness of the government of Guam for any purpose for which the
19 deposit of bonds or other obligations of the government of Guam is now or
20 may hereafter be authorized by law.

21 **§ 82210. Applicability of Other Laws.**

22 The provisions of this Chapter *shall* be deemed to provide a complete
23 method for the doing of things authorized thereby and *shall* be regarded as
24 *not* in conflict with, or as restrictive of power conferred by any other laws,
25 and the provisions of this Chapter *shall* be complete authority for the
26 issuance of bonds by the Authority, and the provisions of any other laws
27 *shall not* apply to the issuance of such bonds; *provided, however*, that the

1 issuance of bonds by the Authority under this Chapter *shall* be subject to the
2 provisions of §50103(k), Chapter 50, Title 12, Guam Code Annotated.

3 **§ 82211. Property of Authority; Exemption From Execution or**
4 **Other Judicial Process.**

5 All property of the Authority *shall* be exempt from levy and sale by
6 virtue of an execution, and no execution or other judicial process shall issue
7 against the same nor shall any judgment against the Authority be a charge or
8 lien upon its property; provided, that nothing herein contained shall apply to
9 or limit the rights of the holder of any bonds to pursue any remedy for the
10 enforcement of any pledge of lien given by the Authority on or with respect
11 to any project or any revenues or other money.

12 **§ 82212. Pledge by the Government of Guam.**

13 The government of Guam hereby pledges that while any bonds of the
14 Authority issued under this Article remain outstanding and not fully
15 performed or discharged it shall:

16 (a) maintain the rights, powers and duties of the Board to
17 fulfill the terms of any agreements made with bondholders in
18 accordance with this Article, and

19 (b) maintain the rights and remedies of bondholders provided
20 in this Article and any indenture.

21 **§ 82213. Disposition of Funds and Projects.**

22 Any balance remaining in any of the funds or accounts created by this
23 Article or any indenture after payment of all costs, expenses and charges
24 required or authorized to be expended therefrom, may be allocated and used
25 for such other purposes relating to the project or to the Authority, as the
26 Board may determine, subject to the limitations and restrictions in any
27 indenture. When the principal of and interest on bonds of the Authority

1 issued to finance the costs of a particular project, including any refunding
2 bonds issued to refinance all or any part of these bonds, have been fully paid
3 and retired, or when adequate provisions have been made for their payment
4 and retirement and all other conditions of any resolution, indenture, security
5 interest or any other instrument authorizing and securing the bonds have
6 been satisfied, and any lien created has been released in accordance with the
7 provisions thereof, the Authority is authorized, upon the terms and
8 conditions it prescribes, to execute releases, released deeds, reassignments,
9 deeds and conveyances, and to do all things necessary or required to convey
10 or release its rights, title and interest in the project financed and in any other
11 instruments pledged or transferred to secure bonds to the government of
12 Guam or any political subdivision thereof, as their respective interests may
13 appear.

14 **§ 82214. Trustee for Authority and Holders of Bonds.**

15 (a) The Authority, or any agent designated by the Authority,
16 *shall* act as trustee for the Authority and the holders of bonds issued
17 hereunder and the Authority may authorize the trustee to act on behalf
18 of the holders of the bonds or any stated percentage thereof and to
19 exercise and prosecute on behalf of the holders of the bonds such
20 rights and remedies as may be available to the holders.

21 (b) The Authority may provide in an indenture:

22 (1) for the deposit of all or any portion of the revenues
23 with the Authority and for the holding thereof by the Authority
24 in one or more separate funds or accounts in the Guam
25 Streetlight Authority Revenue Fund; and

26 (2) for the transfer to the trustee of all or any portion
27 of the revenues as are provided as security for the bonds and for

1 the holding thereof by the trustee in one or more separate funds
2 or accounts. All money in each such fund or account *shall* be
3 disbursed only as provided herein and in the indenture.

4 **§ 82215. Duties and Powers of Trustee.**

5 The Authority *shall* prescribe in any indenture the duties and powers
6 of the trustee with respect to the issuance, authentication, sale and delivery
7 of the bonds provided for in such indenture and with respect to the payment
8 of principal of and interest on such bonds, the redemption thereof, the
9 registration and discharge from registration thereof and the management of
10 any and all funds provided as security therefore.

11 **§ 82216. Issuance and Interchange of Coupon and Registered**
12 **Bonds.**

13 An indenture may provide that bonds may be issued as coupon bonds
14 or as registered bonds and for the interchange of coupon bonds for registered
15 bonds and registered bonds for coupon bonds, and may provide that bonds
16 shall be registered as to principal only or as to both principal and interest or
17 otherwise as the Authority may determine.

18 **§ 82217. Redemption of Bonds Prior to Maturity.**

19 An indenture may provide that bonds may be redeemed prior to
20 maturity upon such terms, conditions and upon such notice as are stated in
21 the indenture and upon the payment of such premium as may be fixed by the
22 indenture.

23 **§ 82218. Places of Payment.**

24 An indenture may provide for the payment of the principal and
25 interest of bonds at any one or more places in Guam or in the United States
26 and in any specified coin or currency of the United States.

27 **§ 82219. Execution and Authentication of Bonds.**

1 An indenture may provide for the execution and authentication of
2 bonds by the manual or facsimile signature of any one or more officers of
3 the Authority and by additional authentication by endorsement by the
4 manual signature or a signature stamp of any one or more officers of the
5 Authority or of any agent designated by the Authority as trustee. If any
6 officer or agent whose signature, countersignature or endorsement appears
7 upon the bonds or coupons ceases to be an officer or agent before the
8 delivery of the bonds or coupons, his signature, countersignature or
9 endorsement is nevertheless valid and of the same force and effect as if he
10 had remained such officer or agent until the delivery of the bonds and
11 coupons.

12 **§ 82220. Dates and Maturities of Bonds.**

13 Bonds *shall* bear dates prescribed by the Authority in the indenture
14 providing for their issuance. Bonds may be serial bonds, term bonds or
15 sinking fund bonds with such maturities as the indenture *shall* specify. No
16 bond by its terms shall mature more than fifty (50) years after its date of
17 issuance.

18 **§ 82221. Sale of Bonds.**

19 Bonds authorized to be issued under this Article *shall* be sold by the
20 Authority for cash, in accordance with the provisions of a resolution
21 providing for such sale adopted by the Board. The bonds may be sold at
22 either public or private sale, and upon such terms and conditions as *shall* be
23 authorized by the Board, which may provide that the bonds may be sold at
24 less than their par or face value.

25 **§ 82222. Validity of Authorization and Issuance of Bonds.**

26 The validity of the authorization and issuance of any bonds by the
27 Authority is not dependent on nor affected in any way by:

1 (a) proceedings taken by the Authority for the acquisition,
2 construction or improvement of a project or any part thereof;

3 (b) any contracts made by the Authority in connection with
4 the acquisition, construction or improvement of a project or any part
5 thereof; or

6 (c) the failure to complete the project or any part thereof for
7 which bonds are authorized to be issued.

8 **§ 82223. Tax Exemptions.**

9 Bonds issued pursuant to the provisions of this Article and the interest
10 or income therefrom are exempt from taxation to the extent permitted by the
11 provisions of Section 11 of the Organic Act.

12 **§ 82224. Guam Streetlight Authority Revenue Fund.**

13 All revenues received from or on account of projects *shall* be
14 deposited to the credit of the Guam Streetlight Authority Revenue Fund,
15 which fund is hereby created. Moneys in the Guam Streetlight Authority
16 Revenue Fund may be used for any of the following purposes in the order of
17 priority set forth in any indenture:

18 (a) to pay principal or interest on any bonds;

19 (b) to pay any amounts due and owing under any credit
20 provider reimbursement agreement; and

21 (c) for any other purposes of the Authority; all as provided in
22 any indenture or indentures and subject to any restrictions provided by
23 law or any indenture.

24 **§ 82225. Investment of Money in Funds.**

25 Moneys in the Guam Streetlight Authority Revenue Fund may be
26 invested by the Authority and any revenues in any other fund or account
27 held by or on behalf of the Authority or its agent may be invested by the

1 Authority or its agent, as the case may be, in any investment authorized by
2 any indenture providing for the issuance of bonds. All interest or other
3 earnings received pursuant to such investments *shall* be collected by the
4 Authority or its agent, as the case may be, and *shall* be deposited to the
5 credit of the fund or account from which such interest or other earnings are
6 derived, unless otherwise provided in an indenture.

7 **§ 82226. Appropriation of Money in Funds.**

8 All money in the funds and accounts created by this Article or any
9 indenture is hereby appropriated for expenditure in carrying out the purposes
10 herein and therein provided

11 **§ 82227. Credit Enhancement.**

12 The Board has the power and is hereby authorized to cause the
13 Authority to enter into such contracts or agreements with such banks,
14 insurance companies or other financial institutions as it determines are
15 necessary or desirable to improve the security and marketability of the
16 bonds. Such contracts or agreements may contain an obligation to reimburse,
17 with interest, any such banks, insurance companies or other financial
18 institutions for advances used to pay principal of or interest on the bonds and
19 to indemnify any such banks, insurance companies or other financial
20 institutions for costs and expenses incurred in connection with any such
21 advance; provided, that any obligation of the Authority under any
22 reimbursement agreement *shall* be payable solely from revenues.

23 Any reimbursement agreement may include a provision that the
24 obligations of the Authority under the agreement *shall* be secured by all or
25 by part of revenues; provided that, at the time of execution and delivery of
26 each such agreement, any such provision *shall* be in compliance with and

1 *shall not* violate or breach any provision of any indenture then in effect with
2 respect to bonds.”

3 **Section 3. Effective Date.** This Act *shall* become effective upon
4 enactment.

5 **Section 4. Severability.** *If* any section, part, phrase or provision of this
6 Act or the application thereof to any person, project or circumstances, be adjudged
7 invalid by any court of competent jurisdiction, such judgment *shall* be confined in
8 its operation to the section, part, phrase, provision or application directly involved
9 in the controversy in which such judgment *shall* have been rendered and *shall not*
10 affect or impair the validity of the remainder of this Act or the application thereof
11 to other persons, projects or circumstances.



I MINA'TRENTAI DOS NA LIHESLATURAN GUÅHAN

THIRTY-SECOND GUAM LEGISLATURE

155 Hesler Place, Hagåtña, Guam 96910

May 12, 2014

The Honorable Edward J.B. Calvo

I Maga'lahren Guåhan

Ufisinan I Maga'lahi

Hagåtña, Guam 96910

Dear *Maga'lahi* Calvo:

Transmitted herewith are Bill and Substitute Bill Nos. 34-32(COR), 78-32 (COR), 131-32 (COR), 203-32 (COR), 216-32 (LS), 220-32 (LS), 227-32 (COR), 264-32 (COR), 267-32 (COR), 275-32 (COR), 279-32 (LS), 282-32 (COR), 296-32 (COR), 297-32 (COR), 298-32 (COR), 308-32 (COR) and 328-32 (COR) which was passed by *I Mina'Trentai Dos Na Liheslaturan Guåhan* on May 9, 2014.

Sincerely,

TINA ROSE MUÑA BARNES
Legislative Secretary

Enclosure (20)

OFFICE OF THE GOVERNOR
CENTRAL FILES

RECEIVED BY J. Dela Rosa
TIME 2:43 pm DATE 5/12/14

FILE COPY

I MINA'TRENTAI DOS NA LIHESLATURAN GUÅHAN
2013 (FIRST) Regular Session

CERTIFICATION OF PASSAGE OF AN ACT TO *I MAGA'LAHEN GUÅHAN*

This is to certify that **Substitute Bill No. 227-32 (COR)**, "AN ACT TO **ADD A NEW CHAPTER 82 TO TITLE 12, GUAM CODE ANNOTATED, RELATIVE TO AUTHORIZING THE CREATION OF THE GUAM STREETLIGHT AUTHORITY TO ISSUE BONDS TO FINANCE THE PURCHASE AND INSTALLATION OF NEW LED STREETLIGHTS,**" was on the 9th day of May, 2014, duly and regularly passed.



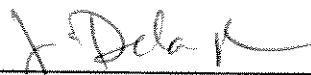
Judith T. Won Pat, Ed.D.
Speaker

Attested



Tina Rose Muña Barnes
Legislative Secretary

This Act was received by *I Maga'lahen Guåhan* this 12th day of May,
2014, at 2:43 o'clock P.M.



Assistant Staff Officer
Maga'lahi's Office

APPROVED:

EDWARD J.B. CALVO
I Maga'lahen Guåhan

Date: _____

Public Law No. _____

I MINA'TRENTAI DOS NA LIHESLATURAN GUÅHAN
2013 (FIRST) Regular Session

Bill No. 227-32 (COR)

As substituted by the Committee on General Government Operations and Cultural Affairs; and amended on the Floor.

Introduced by:

T. C. Ada
T. R. Muña Barnes
R. J. Respicio
V. Anthony Ada
FRANK B. AGUON, JR.
B. J.F. Cruz
Chris M. Dueñas
Michael T. Limtiaco
Brant T. McCreddie
Tommy Morrison
Vicente (ben) C. Pangelinan
Dennis G. Rodriguez, Jr.
Aline A. Yamashita, Ph.D.
Judith T. Won Pat, Ed.D.

AN ACT TO *ADD* A NEW CHAPTER 82 TO TITLE 12, GUAM CODE ANNOTATED, RELATIVE TO AUTHORIZING THE CREATION OF THE GUAM STREETLIGHT AUTHORITY TO ISSUE BONDS TO FINANCE THE PURCHASE AND INSTALLATION OF NEW LED STREETLIGHTS.

BE IT ENACTED BY THE PEOPLE OF GUAM:

Section 1. Legislative Findings and Intent. *I Liheslaturan Guåhan* finds that the Guam Department of Public Works (DPW) is responsible for providing streetlights on Guam's public streets and highways, and the Guam Power Authority (GPA) installs and provides electricity to these streetlights.

I Liheslatura further finds that based on recommendations from an energy efficiency study undertaken on behalf of GPA, the Consolidated Commission on Utilities (CCU), as the governing board of GPA, and DPW have determined that it is in the best interests of GPA, DPW, and Guam's taxpayers and electric ratepayers to replace Guam's streetlights with energy-efficient LED streetlights.

I Liheslatura further finds that replacing the approximately 15,000 existing streetlights on Guam will require a significant investment for the initial replacement and conversion. It has been determined that the issuance of revenue bonds by GPA to finance the streetlights would result in an undue burden on GPA's ratepayers, but the creation of a new special-purpose governmental entity to be known as the "Guam Streetlight Authority" to issue bonds to finance the purchase and installation of the new LED streetlights would be the solution to achieving the desired objectives.

I Liheslatura further finds that more streetlights are needed in the villages, and therefore, it *shall* be the objective of the Authority to provide 1,000 additional streetlights to the Department of Public Works, who in turn *shall* coordinate with the Mayors Council of Guam (MCOG) with respect to the deployment of these additional streetlights.

I Liheslaturan Guåhan therefore intends to approve the creation of the Guam Streetlight Authority.

Section 2. A new Chapter 82 is hereby *added* to Title 12, Guam Code Annotated, to read as follows:

“CHAPTER 82

GUAM STREETLIGHT AUTHORITY

Article 1. General Provisions.

Article 2. Guam Streetlight Authority Revenue Bonds.

ARTICLE 1

1 **GENERAL PROVISIONS**

2 § 82101. Short Title.

3 § 82102. Definitions.

4 § 82103. Guam Streetlight Authority.

5 § 82104. Purpose of the Authority.

6 § 82105. Powers of the Authority.

7 § 82106. Governance of the Authority.

8 § 82107. Officers of the Authority.

9 § 82108. Chapter to be Liberally Construed.

10 **§ 82101. Short Title.** This Chapter may be cited as the *Guam*
11 *Streetlight Authority Act*.

12 **§ 82102. Definitions.** As used in this Chapter, the following
13 words and phrases are defined to mean:

14 (a) *Authority* means the Guam Streetlight Authority.

15 (b) *Board* means the governing board of the Authority.

16 (c) *Bond* means bonds, notes or other evidences of
17 indebtedness of the Authority, issued by the Authority pursuant to this
18 Chapter.

19 **§ 82103. Guam Streetlight Authority.**

20 There is hereby created a public corporation to be known as the Guam
21 Streetlight Authority with functions, powers and responsibilities as
22 hereinafter provided. The principal office of the Authority *shall* be located in
23 Guam, and the Authority *shall* be deemed to be a resident of Guam.

24 **§ 82104. Purpose of the Authority.**

25 The Authority is created with the limited and sole purpose of
26 facilitation of the replacement and conversion of existing streetlights by

1 financing, procuring, and installing new LED streetlights for Guam's public
2 streets and highways.

3 **§ 82105. Powers of the Authority.**

4 The Authority *shall* have and exercise each and all of the following
5 powers, but only to the extent necessary or desirable in furtherance of its
6 corporate purpose:

7 (a) To issue, sell or dispose of revenue bonds and other
8 obligations from time to time under such terms and conditions as *I*
9 *Liheslaturan Guåhan* (the Guam Legislature), by appropriate
10 legislation, may prescribe. The proceeds of such bonds and
11 obligations *shall* be used solely to finance the acquisition and
12 installation of LED streetlights for Guam's public thoroughfares.

13 (b) To have perpetual succession, unless sooner terminated
14 by law.

15 (c) To adopt, alter and use a corporate seal.

16 (d) To establish its internal organization and management
17 and adopt, amend and repeal bylaws and other resolutions and
18 directives governing the conduct of its business, and the performance
19 of the powers and duties granted to or imposed upon it by law.

20 (e) To enter into contracts and execute all instruments
21 necessary or convenient in the exercise of its powers and sue and be
22 sued in its corporate name.

23 (f) To determine the character of and the necessity for its
24 obligations and expenditures and the manner in which they shall be
25 incurred, allowed and paid.

1 (g) To settle and adjust claims held by it against other
2 persons or parties and by other persons or parties against the
3 Authority.

4 (h) To acquire in accordance with Chapter 5 of Title 5 of the
5 Government Code Annotated, any tangible personal property and to
6 hold, maintain, use and operate the same; and to sell, lease, encumber
7 or otherwise dispose of the same, whenever any of the foregoing
8 transactions are deemed necessary or appropriate to the conduct of the
9 activities authorized by this Chapter, and on such terms as may be
10 prescribed by the Authority.

11 (i) To acquire, in any lawful manner, any intangible
12 personal property, and to hold, maintain, use and operate the same;
13 and to sell, encumber or otherwise dispose of the same, whenever any
14 of the foregoing transactions are deemed necessary or appropriate to
15 the conduct of the activities authorized by this Chapter, and on such
16 terms as may be prescribed by the Authority.

17 (j) To receive and accept from any source, loans,
18 contributions or grants, in either money, property, labor or other
19 things of value, for, or in aid of, the financing or refinancing of LED
20 streetlights, or for the payment of principal of and interest on bonds
21 issued by the Authority.

22 (k) To take such action and carry on any other operations
23 and do all that may be necessary or appropriate to carry out the
24 powers and duties herein or hereafter specifically granted to or
25 imposed upon it.

26 **§ 82106. Governance of Authority.**

1 (a) All functions and powers of the Authority *shall* be vested
2 in and be exercised by and under the direction of a Board of Directors
3 composed of three (3) members, appointed by the Consolidated
4 Commission on Utilities from among its members. Members of the
5 Board *shall* serve for a term of four (4) years or the balance of their
6 terms on the CCU. Members of the Board *shall* elect a member of the
7 Board to serve as Chairperson.

8 (b) The Board *shall* be responsible for the management,
9 administration, policies and direction of the Authority and *shall*
10 exercise supervision through the Administrator.

11 (c) The Board *shall* meet in regular session *at least* once
12 each month, and in special session as often as it may deem necessary.

13 (d) A majority of the Board *shall* constitute a quorum for the
14 transaction of business. The Board *shall* act by the vote of *at least* two
15 (2) of its members.

16 (e) The Directors *shall* receive no salary for their services on
17 the Board.

18 **§ 82107. Officers of the Authority.**

19 The General Manager of the Guam Power Authority *shall* serve *ex*
20 *officio* as the General Manager of the Authority, and *shall* be the Chief
21 Executive Officer of the Authority. The General Manager of the Authority
22 *shall* be responsible for the day-to-day operations of the Authority.

23 The Chief Financial Officer of the Guam Power Authority *shall* serve
24 *ex officio* as the Chief Financial Officer of the Authority. The Chief
25 Financial Officer of the Authority *shall* have full charge and control of the
26 fiscal, business and accounting operations of the Authority, subject to the
27 supervision of the Board.

1 The Secretary of the Guam Power Authority *shall* serve *ex officio* as
2 the Secretary of the Authority, and be appointed by the Board. The Secretary
3 *shall* have charge of all records and minutes of the Board.

4 The Chief Financial Officer of the Guam Power Authority *shall* serve
5 *ex officio* as the Treasurer of the Authority. The Treasurer *shall* have custody
6 of all moneys of the Authority and *shall* pay out such money only in
7 accordance with the direction of the Board or as provided in connection with
8 any indebtedness incurred pursuant to Article 2 of this Chapter.

9 The attorney of the Guam Power Authority *shall* serve *ex officio* as
10 the attorney of the Authority. The attorney *shall* advise the Board and the
11 General Manager on all legal matters to which the Authority is a party or in
12 which the Authority is legally interested, and may represent the Authority in
13 connection with legal matters before *I Liheslatura* (the Legislature), boards,
14 and other agencies of the government of Guam. The Attorney General *shall*
15 represent the Authority in litigation concerning the affairs of the Authority,
16 *provided*, that he may delegate this duty to the attorney of the Authority,
17 with respect to such litigation.

18 **§ 82108. Chapter to be Liberally Construed.**

19 This Chapter *shall* be construed liberally so far as may be necessary
20 for the purpose of effecting its general intent. The declaration of invalidity or
21 nullity of any provision of this Chapter by a competent court *shall not* affect
22 the force and validity of the remaining provisions.

23 **ARTICLE 2**

24 **GUAM STREETLIGHT AUTHORITY REVENUE BONDS**

25 § 82201. Additional Definitions.

26 § 82202. Bonds; Power to Issue; Purposes.

1	§ 82203.	Bonds; Issuance; Authorization by Resolution; Indenture
2		Providing Terms and Conditions of Bonds.
3	§ 82204.	Bonds; Negotiability.
4	§ 82205.	Covenants with Bondholders.
5	§ 82206.	Pledge of Revenues; Lien.
6	§82207.	Nonliability of Members of the Authority or of the
7		Government of Guam.
8	§ 82208.	Tax Exemptions; Payments in Lieu of Taxes.
9	§ 82209.	Bonds as Legal Investments and as Security for
10		Performance of any Act.
11	§ 82210.	Applicability of Other Laws.
12	§ 82211.	Property of Authority; Exemption from Execution or
13		Other Judicial Process.
14	§ 82212.	Pledge by the Government of Guam.
15	§ 82213.	Disposition of Funds and Projects.
16	§ 82214.	Trustee for Authority and Holders of Bonds.
17	§ 82215.	Duties and Powers of Trustee.
18	§ 82216.	Issuance and Interchange of Coupon and Registered
19		Bonds.
20	§ 82217.	Redemption of Bonds Prior to Maturity.
21	§ 82218.	Places of Payment.
22	§ 82219.	Execution and Authentication of Bonds.
23	§ 82220.	Dates and Maturities of Bonds.
24	§ 82221.	Sale of Bonds.
25	§ 82222.	Validity of Authorization and Issuance of Bonds.
26	§ 82223.	Tax Exemptions.
27	§ 82224.	Guam Streetlight Authority Revenue Fund.

1 § 82225. Investment of Money in Funds.

2 § 82226. Appropriation of Money in Funds.

3 § 82227. Credit Enhancement.

4 **§ 82201. Additional Definitions.** As used in this Chapter or in
5 any indenture entered into pursuant thereto, unless a different meaning
6 clearly appears from the context:

7 (a) *Authority* means the Guam Streetlight Authority.

8 (b) *Board* means the governing board of the Authority.

9 (c) *Bond* means bonds, notes or other evidences of
10 indebtedness of the Authority, issued by the Authority pursuant to this
11 Chapter.

12 (d) *Bondholder* or *holder of bonds*, or any similar term,
13 means any person who *shall* be:

14 (1) the bearer of any outstanding bond or bond
15 registered to bearer or not registered; or

16 (2) the registered owner of any such outstanding bond
17 or bond which *shall* at the time be registered other than to
18 bearer.

19 (e) *Cost* means:

20 (1) the cost of acquisition, construction,
21 reconstruction, installation, repair, alteration or improvement of
22 a project;

23 (2) the cost of lands, rights-in-lands, easements,
24 privileges, agreements, franchises, utility extensions, disposal
25 facilities, access roads, and site development deemed by the
26 Authority to be necessary or useful and convenient for any
27 project or in connection therewith;

1 (3) discount on bonds, costs of issuance of bonds,
2 engineering and inspection costs, costs of financial, legal,
3 professional and other estimates and advice;

4 (4) organization, administrative, insurance, guarantee,
5 operating and other expenses of the Authority or any person
6 prior to and during any acquisition or construction, and all such
7 expenses of the Authority or any person prior to and during any
8 acquisition or construction, and all such expenses as may be
9 necessary or incident to the financing, acquisition, construction
10 or completion of any project or part thereof; and

11 (5) such provision for payment or security of principal
12 of or interest on bonds (including reserve for such purposes)
13 during or after such acquisition or construction as the Authority
14 may determine.

15 (f) *Credit provider* means any municipal bond insurance
16 company, bank or other financial institution or organization that is
17 performing in all material respects its obligations under any credit
18 support arrangements for some or all of the bonds.

19 (g) *Credit provider reimbursement agreement* means any
20 agreement providing for the Authority to repay, from revenues,
21 amounts advanced by a credit provider as credit support for bonds.

22 (h) *Credit support* means a policy of insurance, a letter of
23 credit, a stand-by purchase agreement, revolving credit agreement or
24 other credit arrangement pursuant to which a credit provider provides
25 credit or liquidity support with respect to the payment of interest,
26 principal or the purchase price of any bonds.

1 (i) *Indenture* means an agreement pursuant to which bonds
2 are issued, regardless of whether such agreement is expressed in the
3 form of a resolution of the Board or by other instrument.

4 (j) *Organic Act* means the Organic Act of Guam, as
5 amended, and in effect on the effective date of this Article (Title 48,
6 §1421 et seq. of the United States Code.).

7 (k) *Person* includes any individual, firm, corporation,
8 association, partnership, trust, business trust or receiver or trustee or
9 conservator for any thereof, and also includes the United States,
10 Guam, or any public corporation, political subdivision, city, county or
11 district or any agency or instrumentality of the United States or of
12 Guam.

13 (l) *Project* means the acquisition, construction, installation,
14 equipping, repair, replacement, alteration or improvement of energy
15 efficient streetlights for any public thoroughfare in Guam, whether or
16 not in existence or under construction.

17 (m) *Revenue* means

18 (1) receipts, fees, rentals or other payments to be
19 received on account of lease, mortgage conditional sale or sale,
20 and payments and other income derived from the lease, sale or
21 other disposition of a project;

22 (2) money in such reserve and insurance funds or
23 accounts or other funds and accounts (and income from the
24 investment thereof) established in connection with the issuance
25 of bonds for a project or projects; and

1 (3) fees, charges or other money to be received by the
2 Authority with respect to projects and contracts with persons
3 related to projects.

4 (n) *United States* means the United States of America.

5 **§ 82202. Bonds; Power to Issue; Purposes.**

6 The Authority *shall* have the power to authorize or provide for the
7 issuance of bonds pursuant to this Chapter for the purpose of providing
8 funds to pay or cause to be paid all or any part of the cost of any project or
9 projects, or for the refinancing of any bonds. It is hereby declared that each
10 project is and *shall* be a public improvement or undertaking as that term is
11 used in Section 11 of the Organic Act (§1423a, Title 48, U.S. Code).

12 **§ 82203. Bonds; Issuance; Authorization by Resolution;**
13 **Indenture Providing Terms and Conditions of Bonds.**

14 (a) By resolution of the Board and approved by *I Māgaʻlāhi*
15 (the Governor), the Authority *shall* have the power to incur
16 indebtedness, borrow money and issue its bonds for the purposes
17 stated in § 82202 of this Chapter. The Authority may enter into
18 indentures providing for terms and conditions of the bonds. *Except* as
19 may otherwise be expressly provided by the Authority, every issue of
20 its bonds *shall* be special obligations of the Authority payable solely
21 from the revenues or money of the Authority specified in the
22 indenture providing for its issuance, subject only to any agreement
23 with the holders of particular bonds pledging any particular revenues
24 or money. Such bonds *shall* bear such date or dates, mature at such
25 time or times, bear interest at a rate or rates, be in such denominations,
26 be in form, either coupon or registered, carry such conversion or
27 registration privileges, have such rank or priority be executed in such

1 manner, payable from such source and have such terms of redemption
2 (with or without premium) as such indenture may provide. Bonds of
3 the Authority may be sold by the Authority to public or private sale at
4 such price or prices and under such conditions and terms as the
5 Authority shall determine.

6 (b) Every bond *shall* recite that it is *not* a general
7 indebtedness of the Authority, but rather is a special obligation of the
8 Authority payable solely from the revenues specified in the indenture
9 providing for its issuance. Every bond *shall* recite that it is *not* public
10 indebtedness of the Territory as that term is used in §11 of the
11 Organic Act of Guam.

12 **§ 82204. Bonds; Negotiability.**

13 Any provision of any law to the contrary notwithstanding, any bond or
14 other obligation issued pursuant to this Chapter *shall* be fully negotiable for
15 all purposes, and each holder or owner of such a bond or other obligation, or
16 of any coupon appurtenant thereto, by accepting such bond or coupon *shall*
17 be conclusively deemed to have agreed that such bond, obligation or coupon
18 is and *shall* be fully negotiable for all purposes, subject in each case to any
19 provisions for registration in the bond, obligation or coupon or in the
20 resolution or indenture authorizing its issuance.

21 **§ 82205. Covenants With Bondholders.**

22 In order to secure the payment of such bonds and in addition to its
23 other powers, an indenture pursuant to which bonds are issued may provide
24 that the Authority *shall* have power by resolution to covenant and agree with
25 the several holders of such bonds, as to:

26 (a) the custody, security, use, expenditure or application of
27 the proceeds of the bonds;

1 (b) the use, regulation, operation, maintenance, insurance or
2 disposition of all or any part of any project or projects;

3 (c) payment of the principal of or interest on the bonds, or
4 any other obligations, and the sources and methods thereof, the rank
5 or priority of any such bonds or obligations as to any lien or security,
6 or the acceleration of the maturity of any such bonds or obligations;

7 (d) the use and disposition of any money of the Authority,
8 including all revenues or other money derived or to be derived from
9 any project or projects;

10 (e) pledging, setting aside, depositing or trusteeing all or any
11 part of the proceeds, revenues or other money of the Authority to
12 secure the payment of the principal of or interest on the bonds or any
13 other obligations and the power and duties of any trustee with regard
14 thereto;

15 (f) the setting aside out of the proceeds, revenues or other
16 money of the Authority of reserves and sinking funds, and the source,
17 custody, security, regulation application and disposition thereof;

18 (g) the rents, fees or other charges for the use of any project
19 or projects, including any parts thereof theretofore constructed or
20 acquired and any parts, replacements or improvements thereof
21 thereafter constructed or acquired, and the fixing, establishment,
22 collection and enforcement of the same;

23 (h) limitation on the issuance of additional bonds or any
24 other obligations or on the incurrence of indebtedness of the
25 Authority;

26 (i) vesting in a trustee or trustees, fiscal or escrow agent or
27 agents within or without the Territory such property, rights, powers

1 and duties in trust as the Authority may determine and limiting the
2 rights, duties and powers of such trustee or agent;

3 (j) payment of costs or expenses incident to the enforcement
4 of the bonds or of the provisions of the indenture or of any covenant
5 or contract with the holders of the bonds;

6 (k) the procedure, if any, by which the terms of any covenant
7 or contract with, or duty to, the holders of bonds may be amended or
8 abrogated, the amount of bonds the holders of which must consent
9 thereto, and the manner in which such consent may be given or
10 evidenced; or

11 (l) any other matter or course of conduct which, by recital in
12 the indenture is declared to further secure the payment of the principal
13 of or interest on the bonds.

14 All such provisions of the indenture and all such covenants and
15 agreements *shall* constitute valid and legally binding contracts between the
16 Authority and the several holders of the bonds, regardless of the time of
17 issuance of such bonds, and *shall* be enforceable by any such holder or
18 holders by appropriate action, suit or proceeding in any court of competent
19 jurisdiction, or by proceeding in lieu of prerogative writ.

20 **§ 82206. Pledge of Revenues; Lien.**

21 Any pledge of revenues or other money made by the Authority *shall*
22 be valid and binding from the time when the pledge is made; the revenues or
23 other money so pledged and thereafter received by the Authority *shall*
24 immediately be subject to the lien of such pledge without any physical
25 delivery thereof or further act, and the lien of any such pledge *shall* be valid
26 and binding as against all parties having claims of any kind in tort, contract
27 or otherwise against the Authority, irrespective of whether such parties have

1 notice thereof. Neither the indenture nor any other instrument by which a
2 pledge is created need be filed or recorded *except* in the records of the
3 Authority.

4 **§ 82207. Nonliability of Members of the Authority or of the**
5 **Government of Guam.**

6 Neither the members of the Authority nor any person executing bonds
7 issued pursuant to this Chapter shall be liable personally on the bonds by
8 reason of the issuance thereof. Bonds or other obligations issued by the
9 Authority pursuant to this Chapter *shall not* be in any way a debt or liability
10 of the government of Guam or of any political subdivision thereof, either
11 legal, moral or otherwise, and nothing in this Chapter contained shall be
12 construed to authorize the Authority to incur any indebtedness on behalf of
13 or in any way to obligate the government of Guam, and all such bonds *shall*
14 contain on the face thereof a statement to that effect.

15 **§ 82208. Tax Exemptions; Payments in Lieu of Taxes.**

16 The exercise of the powers granted by this Chapter *shall* constitute the
17 performance of an essential governmental function and the Authority *shall*
18 *not* be required to pay any taxes or assessments upon or in respect of a
19 project, or any property or money of the Authority, and the Authority, its
20 projects, property and money and any bonds and notes issued under the
21 provisions of this Chapter, their transfer and the income therefrom, including
22 any profit made on the sale thereof, *shall* at all times be free from taxation of
23 every kind. Bonds issued pursuant to the provisions of this Chapter and the
24 interest income therefrom are exempt from taxation in accordance with the
25 provision of the last sentence of §11 of the Organic Act of Guam (§1423a,
26 Title 48, U.S. Code).

1 **§ 82209. Bonds as Legal Investments and as Security for**
2 **Performance of any Act.**

3 Notwithstanding any restriction contained in any other law, the
4 government of Guam, its officers, boards, commissions, departments or
5 other agencies, all banks, bankers, trust companies, savings banks and
6 institutions, building and loan associations, savings and loan associations,
7 investment companies and other persons carrying on a banking or
8 investment business, all insurance companies, insurance associations and
9 other persons carrying on an insurance business, and all executors,
10 administrators, guardians, trustees and other fiduciaries, and all other
11 persons whatsoever who now are or may hereafter be authorized to invest in
12 bonds or other obligations of the government of Guam, may properly and
13 legally invest any sinking funds, money or other funds, including capital,
14 belonging to them or within their contract in any bonds or notes issued by
15 the Authority under the provisions of this Chapter; and the bonds and notes
16 are made securities which may properly and legally be deposited with and
17 received for the performance of any act whenever any evidence of
18 indebtedness of the government of Guam for any purpose for which the
19 deposit of bonds or other obligations of the government of Guam is now or
20 may hereafter be authorized by law.

21 **§ 82210. Applicability of Other Laws.**

22 The provisions of this Chapter *shall* be deemed to provide a complete
23 method for the doing of things authorized thereby and *shall* be regarded as
24 *not* in conflict with, or as restrictive of power conferred by any other laws,
25 and the provisions of this Chapter *shall* be complete authority for the
26 issuance of bonds by the Authority, and the provisions of any other laws
27 *shall not* apply to the issuance of such bonds; *provided, however*, that the

1 issuance of bonds by the Authority under this Chapter *shall* be subject to the
2 provisions of §50103(k), Chapter 50, Title 12, Guam Code Annotated.

3 **§ 82211. Property of Authority; Exemption From Execution or**
4 **Other Judicial Process.**

5 All property of the Authority *shall* be exempt from levy and sale by
6 virtue of an execution, and no execution or other judicial process shall issue
7 against the same nor shall any judgment against the Authority be a charge or
8 lien upon its property; provided, that nothing herein contained shall apply to
9 or limit the rights of the holder of any bonds to pursue any remedy for the
10 enforcement of any pledge of lien given by the Authority on or with respect
11 to any project or any revenues or other money.

12 **§ 82212. Pledge by the Government of Guam.**

13 The government of Guam hereby pledges that while any bonds of the
14 Authority issued under this Article remain outstanding and not fully
15 performed or discharged it shall:

16 (a) maintain the rights, powers and duties of the Board to
17 fulfill the terms of any agreements made with bondholders in
18 accordance with this Article, and

19 (b) maintain the rights and remedies of bondholders provided
20 in this Article and any indenture.

21 **§ 82213. Disposition of Funds and Projects.**

22 Any balance remaining in any of the funds or accounts created by this
23 Article or any indenture after payment of all costs, expenses and charges
24 required or authorized to be expended therefrom, may be allocated and used
25 for such other purposes relating to the project or to the Authority, as the
26 Board may determine, subject to the limitations and restrictions in any
27 indenture. When the principal of and interest on bonds of the Authority

1 issued to finance the costs of a particular project, including any refunding
2 bonds issued to refinance all or any part of these bonds, have been fully paid
3 and retired, or when adequate provisions have been made for their payment
4 and retirement and all other conditions of any resolution, indenture, security
5 interest or any other instrument authorizing and securing the bonds have
6 been satisfied, and any lien created has been released in accordance with the
7 provisions thereof, the Authority is authorized, upon the terms and
8 conditions it prescribes, to execute releases, released deeds, reassignments,
9 deeds and conveyances, and to do all things necessary or required to convey
10 or release its rights, title and interest in the project financed and in any other
11 instruments pledged or transferred to secure bonds to the government of
12 Guam or any political subdivision thereof, as their respective interests may
13 appear.

14 **§ 82214. Trustee for Authority and Holders of Bonds.**

15 (a) The Authority, or any agent designated by the Authority,
16 *shall* act as trustee for the Authority and the holders of bonds issued
17 hereunder and the Authority may authorize the trustee to act on behalf
18 of the holders of the bonds or any stated percentage thereof and to
19 exercise and prosecute on behalf of the holders of the bonds such
20 rights and remedies as may be available to the holders.

21 (b) The Authority may provide in an indenture:

22 (1) for the deposit of all or any portion of the revenues
23 with the Authority and for the holding thereof by the Authority
24 in one or more separate funds or accounts in the Guam
25 Streetlight Authority Revenue Fund; and

26 (2) for the transfer to the trustee of all or any portion
27 of the revenues as are provided as security for the bonds and for

1 the holding thereof by the trustee in one or more separate funds
2 or accounts. All money in each such fund or account *shall* be
3 disbursed only as provided herein and in the indenture.

4 **§ 82215. Duties and Powers of Trustee.**

5 The Authority *shall* prescribe in any indenture the duties and powers
6 of the trustee with respect to the issuance, authentication, sale and delivery
7 of the bonds provided for in such indenture and with respect to the payment
8 of principal of and interest on such bonds, the redemption thereof, the
9 registration and discharge from registration thereof and the management of
10 any and all funds provided as security therefore.

11 **§ 82216. Issuance and Interchange of Coupon and Registered**
12 **Bonds.**

13 An indenture may provide that bonds may be issued as coupon bonds
14 or as registered bonds and for the interchange of coupon bonds for registered
15 bonds and registered bonds for coupon bonds, and may provide that bonds
16 shall be registered as to principal only or as to both principal and interest or
17 otherwise as the Authority may determine.

18 **§ 82217. Redemption of Bonds Prior to Maturity.**

19 An indenture may provide that bonds may be redeemed prior to
20 maturity upon such terms, conditions and upon such notice as are stated in
21 the indenture and upon the payment of such premium as may be fixed by the
22 indenture.

23 **§ 82218. Places of Payment.**

24 An indenture may provide for the payment of the principal and
25 interest of bonds at any one or more places in Guam or in the United States
26 and in any specified coin or currency of the United States.

27 **§ 82219. Execution and Authentication of Bonds.**

1 An indenture may provide for the execution and authentication of
2 bonds by the manual or facsimile signature of any one or more officers of
3 the Authority and by additional authentication by endorsement by the
4 manual signature or a signature stamp of any one or more officers of the
5 Authority or of any agent designated by the Authority as trustee. If any
6 officer or agent whose signature, countersignature or endorsement appears
7 upon the bonds or coupons ceases to be an officer or agent before the
8 delivery of the bonds or coupons, his signature, countersignature or
9 endorsement is nevertheless valid and of the same force and effect as if he
10 had remained such officer or agent until the delivery of the bonds and
11 coupons.

12 **§ 82220. Dates and Maturities of Bonds.**

13 Bonds *shall* bear dates prescribed by the Authority in the indenture
14 providing for their issuance. Bonds may be serial bonds, term bonds or
15 sinking fund bonds with such maturities as the indenture *shall* specify. No
16 bond by its terms shall mature more than fifty (50) years after its date of
17 issuance.

18 **§ 82221. Sale of Bonds.**

19 Bonds authorized to be issued under this Article *shall* be sold by the
20 Authority for cash, in accordance with the provisions of a resolution
21 providing for such sale adopted by the Board. The bonds may be sold at
22 either public or private sale, and upon such terms and conditions as *shall* be
23 authorized by the Board, which may provide that the bonds may be sold at
24 less than their par or face value.

25 **§ 82222. Validity of Authorization and Issuance of Bonds.**

26 The validity of the authorization and issuance of any bonds by the
27 Authority is not dependent on nor affected in any way by:

1 (a) proceedings taken by the Authority for the acquisition,
2 construction or improvement of a project or any part thereof;

3 (b) any contracts made by the Authority in connection with
4 the acquisition, construction or improvement of a project or any part
5 thereof; or

6 (c) the failure to complete the project or any part thereof for
7 which bonds are authorized to be issued.

8 **§ 82223. Tax Exemptions.**

9 Bonds issued pursuant to the provisions of this Article and the interest
10 or income therefrom are exempt from taxation to the extent permitted by the
11 provisions of Section 11 of the Organic Act.

12 **§ 82224. Guam Streetlight Authority Revenue Fund.**

13 All revenues received from or on account of projects *shall* be
14 deposited to the credit of the Guam Streetlight Authority Revenue Fund,
15 which fund is hereby created. Moneys in the Guam Streetlight Authority
16 Revenue Fund may be used for any of the following purposes in the order of
17 priority set forth in any indenture:

18 (a) to pay principal or interest on any bonds;

19 (b) to pay any amounts due and owing under any credit
20 provider reimbursement agreement; and

21 (c) for any other purposes of the Authority; all as provided in
22 any indenture or indentures and subject to any restrictions provided by
23 law or any indenture.

24 **§ 82225. Investment of Money in Funds.**

25 Moneys in the Guam Streetlight Authority Revenue Fund may be
26 invested by the Authority and any revenues in any other fund or account
27 held by or on behalf of the Authority or its agent may be invested by the

1 Authority or its agent, as the case may be, in any investment authorized by
2 any indenture providing for the issuance of bonds. All interest or other
3 earnings received pursuant to such investments *shall* be collected by the
4 Authority or its agent, as the case may be, and *shall* be deposited to the
5 credit of the fund or account from which such interest or other earnings are
6 derived, unless otherwise provided in an indenture.

7 **§ 82226. Appropriation of Money in Funds.**

8 All money in the funds and accounts created by this Article or any
9 indenture is hereby appropriated for expenditure in carrying out the purposes
10 herein and therein provided

11 **§ 82227. Credit Enhancement.**

12 The Board has the power and is hereby authorized to cause the
13 Authority to enter into such contracts or agreements with such banks,
14 insurance companies or other financial institutions as it determines are
15 necessary or desirable to improve the security and marketability of the
16 bonds. Such contracts or agreements may contain an obligation to reimburse,
17 with interest, any such banks, insurance companies or other financial
18 institutions for advances used to pay principal of or interest on the bonds and
19 to indemnify any such banks, insurance companies or other financial
20 institutions for costs and expenses incurred in connection with any such
21 advance; provided, that any obligation of the Authority under any
22 reimbursement agreement *shall* be payable solely from revenues.

23 Any reimbursement agreement may include a provision that the
24 obligations of the Authority under the agreement *shall* be secured by all or
25 by part of revenues; provided that, at the time of execution and delivery of
26 each such agreement, any such provision *shall* be in compliance with and

1 *shall not* violate or breach any provision of any indenture then in effect with
2 respect to bonds.”

3 **Section 3. Effective Date.** This Act *shall* become effective upon
4 enactment.

5 **Section 4. Severability.** *If* any section, part, phrase or provision of this
6 Act or the application thereof to any person, project or circumstances, be adjudged
7 invalid by any court of competent jurisdiction, such judgment *shall* be confined in
8 its operation to the section, part, phrase, provision or application directly involved
9 in the controversy in which such judgment *shall* have been rendered and *shall not*
10 affect or impair the validity of the remainder of this Act or the application thereof
11 to other persons, projects or circumstances.

LEGISLATIVE SESSION

I MINA'TRENTAI DOS NA LIHESLATURAN

2014 (SECOND) Regular Session

Voting Sheet

Bill No. 227-32 (COR)

Speaker Antonio R. Unipingo Legislative Session Hall

As Substituted by the Committee on General
Government Operations and Cultural Affairs and
amended on the Floor.

NAME	Yea	Nay	Not Voting/ Abstained	Out During Roll Call	Absent
Senator Thomas "Tom" C. ADA	✓				
Senator V. Anthony "Tony" ADA	✓				
Senator Frank Blas AGUON Jr.	✓				
Vice-Speaker Benjamin J.F. CRUZ		✓			
Senator Christopher M. DUENAS	✓				
Senator Michael LIMTIACO	✓				
Senator Brant McCREADIE	✓				
Senator Thomas "Tommy" MORRISON	✓				
Senator Tina Rose MUÑA BARNES	✓				
Senator Vicente (ben) Cabrera PANGELINAN		✓			
Senator Rory J. RESPICIO	✓				
Senator Dennis G. RODRIGUEZ, Jr.		✓			
Senator Michael F. Q.SAN NICOLAS		✓			
Speaker Judith T. WON PAT, Ed.D.		✓			
Senator Aline A. YAMASHITA, Ph.D.	✓				

TOTAL

Yea

Nay

Not Voting/
Abstained

Out During
Roll Call

Absent

CERTIFIED TRUE AND CORRECT:

Clerk of the Legislature

I = Pass

I MINA'TRENTAI DOS NA LIHESLATURAN GUÅHAN
2013 (FIRST) Regular Session

Bill No. 227-32 (COR)

As substituted by the Committee on General Government Operations
and Cultural Affairs; and amended on the Floor.

*

Introduced by:

T. C. Ada
T. R. Muña Barnes
R. J. Respicio

**AN ACT TO *ADD* A NEW CHAPTER 82 TO TITLE 12,
GUAM CODE ANNOTATED, RELATIVE TO
AUTHORIZING THE CREATION OF THE GUAM
STREETLIGHT AUTHORITY TO ISSUE BONDS TO
FINANCE THE PURCHASE AND INSTALLATION OF
NEW LED STREETLIGHTS.**

BE IT ENACTED BY THE PEOPLE OF GUAM:

Section 1. Legislative Findings and Intent. *I Liheslaturan Guåhan* finds that the Guam Department of Public Works (DPW) is responsible for providing streetlights on Guam's public streets and highways, and the Guam Power Authority (GPA) installs and provides electricity to these streetlights.

I Liheslatura further finds that based on recommendations from an energy efficiency study undertaken on behalf of GPA, the Consolidated Commission on Utilities (CCU), as the governing board of GPA, and DPW have determined that it is in the best interests of GPA, DPW, and Guam's taxpayers and electric ratepayers to replace Guam's streetlights with energy-efficient LED streetlights.

I Liheslatura further finds that replacing the approximately 15,000 existing streetlights on Guam will require a significant investment for the initial

1 replacement and conversion. It has been determined that the issuance of revenue
2 bonds by GPA to finance the streetlights would result in an undue burden on
3 GPA's ratepayers, but the creation of a new special-purpose governmental entity to
4 be known as the "Guam Streetlight Authority" to issue bonds to finance the
5 purchase and installation of the new LED streetlights would be the solution to
6 achieving the desired objectives.

7 *I Liheslatura* further finds that more streetlights are needed in the villages,
8 and therefore, it *shall* be the objective of the Authority to provide 1,000 additional
9 streetlights to the Department of Public Works, who in turn *shall* coordinate with
10 the Mayors Council of Guam (MCOG) with respect to the deployment of these
11 additional streetlights.

12 *I Liheslaturan Guåhan* therefore intends to approve the creation of the Guam
13 Streetlight Authority.

14 **Section 2.** A new Chapter 82 is hereby *added* to Title 12, Guam Code
15 Annotated, to read as follows:

16 **"CHAPTER 82**

17 **GUAM STREETLIGHT AUTHORITY**

18 Article 1. General Provisions.

19 Article 2. Guam Streetlight Authority Revenue Bonds.

20 **ARTICLE 1**

21 **GENERAL PROVISIONS**

22 § 82101. Short Title.

23 § 82102. Definitions.

24 § 82103. Guam Streetlight Authority.

25 § 82104. Purpose of the Authority.

26 § 82105. Powers of the Authority.

27 § 82106. Governance of the Authority.

1 § 82107. Officers of the Authority.

2 § 82108. Chapter to be Liberally Construed.

3 **§ 82101. Short Title.** This Chapter may be cited as the *Guam*
4 *Streetlight Authority Act*.

5 **§ 82102. Definitions.** As used in this Chapter, the following
6 words and phrases are defined to mean:

7 (a) *Authority* means the Guam Streetlight Authority.

8 (b) *Board* means the governing board of the Authority.

9 (c) *Bond* means bonds, notes or other evidences of
10 indebtedness of the Authority, issued by the Authority pursuant to this
11 Chapter.

12 **§ 82103. Guam Streetlight Authority.**

13 There is hereby created a public corporation to be known as the Guam
14 Streetlight Authority with functions, powers and responsibilities as
15 hereinafter provided. The principal office of the Authority *shall* be located in
16 Guam, and the Authority *shall* be deemed to be a resident of Guam.

17 **§ 82104. Purpose of the Authority.**

18 The Authority is created with the limited and sole purpose of
19 facilitation of the replacement and conversion of existing streetlights by
20 financing, procuring, and installing new LED streetlights for Guam's public
21 streets and highways.

22 **§ 82105. Powers of the Authority.**

23 The Authority *shall* have and exercise each and all of the following
24 powers, but only to the extent necessary or desirable in furtherance of its
25 corporate purpose:

26 (a) To issue, sell or dispose of revenue bonds and other
27 obligations from time to time under such terms and conditions as /

1 *Liheslaturan Guåhan* (the Guam Legislature), by appropriate
2 legislation, may prescribe. The proceeds of such bonds and
3 obligations *shall* be used solely to finance the acquisition and
4 installation of LED streetlights for Guam's public thoroughfares.

5 (b) To have perpetual succession, unless sooner terminated
6 by law.

7 (c) To adopt, alter and use a corporate seal.

8 (d) To establish its internal organization and management
9 and adopt, amend and repeal bylaws and other resolutions and
10 directives governing the conduct of its business, and the performance
11 of the powers and duties granted to or imposed upon it by law.

12 (e) To enter into contracts and execute all instruments
13 necessary or convenient in the exercise of its powers and sue and be
14 sued in its corporate name.

15 (f) To determine the character of and the necessity for its
16 obligations and expenditures and the manner in which they shall be
17 incurred, allowed and paid.

18 (g) To settle and adjust claims held by it against other
19 persons or parties and by other persons or parties against the
20 Authority.

21 (h) To acquire in accordance with Chapter 5 of Title 5 of the
22 Government Code Annotated, any tangible personal property and to
23 hold, maintain, use and operate the same; and to sell, lease, encumber
24 or otherwise dispose of the same, whenever any of the foregoing
25 transactions are deemed necessary or appropriate to the conduct of the
26 activities authorized by this Chapter, and on such terms as may be
27 prescribed by the Authority.

1 (i) To acquire, in any lawful manner, any intangible
2 personal property, and to hold, maintain, use and operate the same;
3 and to sell, encumber or otherwise dispose of the same, whenever any
4 of the foregoing transactions are deemed necessary or appropriate to
5 the conduct of the activities authorized by this Chapter, and on such
6 terms as may be prescribed by the Authority.

7 (j) To receive and accept from any source, loans,
8 contributions or grants, in either money, property, labor or other
9 things of value, for, or in aid of, the financing or refinancing of LED
10 streetlights, or for the payment of principal of and interest on bonds
11 issued by the Authority.

12 (k) To take such action and carry on any other operations
13 and do all that may be necessary or appropriate to carry out the
14 powers and duties herein or hereafter specifically granted to or
15 imposed upon it.

16 **§ 82106. Governance of Authority.**

17 (a) All functions and powers of the Authority *shall* be vested
18 in and be exercised by and under the direction of a Board of Directors
19 composed of three (3) members, appointed by the Consolidated
20 Commission on Utilities from among its members. Members of the
21 Board *shall* serve for a term of four (4) years or the balance of their
22 terms on the CCU. Members of the Board *shall* elect a member of the
23 Board to serve as Chairperson.

24 (b) The Board *shall* be responsible for the management,
25 administration, policies and direction of the Authority and *shall*
26 exercise supervision through the Administrator.

1 (c) The Board *shall* meet in regular session *at least* once
2 each month, and in special session as often as it may deem necessary.

3 (d) A majority of the Board *shall* constitute a quorum for the
4 transaction of business. The Board *shall* act by the vote of *at least* two
5 (2) of its members.

6 (e) The Directors *shall* receive no salary for their services on
7 the Board.

8 **§ 82107. Officers of the Authority.**

9 The General Manager of the Guam Power Authority *shall* serve *ex*
10 *officio* as the General Manager of the Authority, and *shall* be the Chief
11 Executive Officer of the Authority. The General Manager of the Authority
12 *shall* be responsible for the day-to-day operations of the Authority.

13 The Chief Financial Officer of the Guam Power Authority *shall* serve
14 *ex officio* as the Chief Financial Officer of the Authority. The Chief
15 Financial Officer of the Authority *shall* have full charge and control of the
16 fiscal, business and accounting operations of the Authority, subject to the
17 supervision of the Board.

18 The Secretary of the Guam Power Authority *shall* serve *ex officio* as
19 the Secretary of the Authority, and be appointed by the Board. The Secretary
20 *shall* have charge of all records and minutes of the Board.

21 The Chief Financial Officer of the Guam Power Authority *shall* serve
22 *ex officio* as the Treasurer of the Authority. The Treasurer *shall* have custody
23 of all moneys of the Authority and *shall* pay out such money only in
24 accordance with the direction of the Board or as provided in connection with
25 any indebtedness incurred pursuant to Article 2 of this Chapter.

26 The attorney of the Guam Power Authority *shall* serve *ex officio* as
27 the attorney of the Authority. The attorney *shall* advise the Board and the

1 General Manager on all legal matters to which the Authority is a party or in
2 which the Authority is legally interested, and may represent the Authority in
3 connection with legal matters before *I Liheslatura* (the Legislature), boards,
4 and other agencies of the government of Guam. The Attorney General *shall*
5 represent the Authority in litigation concerning the affairs of the Authority,
6 *provided*, that he may delegate this duty to the attorney of the Authority,
7 with respect to such litigation.

8 **§ 82108. Chapter to be Liberally Construed.**

9 This Chapter *shall* be construed liberally so far as may be necessary
10 for the purpose of effecting its general intent. The declaration of invalidity or
11 nullity of any provision of this Chapter by a competent court *shall not* affect
12 the force and validity of the remaining provisions.

13 **ARTICLE 2**

14 **GUAM STREETLIGHT AUTHORITY REVENUE BONDS**

15 § 82201. Additional Definitions.

16 § 82202. Bonds; Power to Issue; Purposes.

17 § 82203. Bonds; Issuance; Authorization by Resolution; Indenture
18 Providing Terms and Conditions of Bonds.

19 § 82204. Bonds; Negotiability.

20 § 82205. Covenants with Bondholders.

21 § 82206. Pledge of Revenues; Lien.

22 §82207. Nonliability of Members of the Authority or of the
23 Government of Guam.

24 § 82208. Tax Exemptions; Payments in Lieu of Taxes.

25 § 82209. Bonds as Legal Investments and as Security for
26 Performance of any Act.

27 § 82210. Applicability of Other Laws.

1 § 82211. Property of Authority; Exemption from Execution or
2 Other Judicial Process.
3 § 82212. Pledge by the Government of Guam.
4 § 82213. Disposition of Funds and Projects.
5 § 82214. Trustee for Authority and Holders of Bonds.
6 § 82215. Duties and Powers of Trustee.
7 § 82216. Issuance and Interchange of Coupon and Registered
8 Bonds.
9 § 82217. Redemption of Bonds Prior to Maturity.
10 § 82218. Places of Payment.
11 § 82219. Execution and Authentication of Bonds.
12 § 82220. Dates and Maturities of Bonds.
13 § 82221. Sale of Bonds.
14 § 82222. Validity of Authorization and Issuance of Bonds.
15 § 82223. Tax Exemptions.
16 § 82224. Guam Streetlight Authority Revenue Fund.
17 § 82225. Investment of Money in Funds.
18 § 82226. Appropriation of Money in Funds.
19 § 82227. Credit Enhancement.
20 **§ 82201. Additional Definitions.** As used in this Chapter or in
21 any indenture entered into pursuant thereto, unless a different meaning
22 clearly appears from the context:
23 (a) *Authority* means the Guam Streetlight Authority.
24 (b) *Board* means the governing board of the Authority.
25 (c) *Bond* means bonds, notes or other evidences of
26 indebtedness of the Authority, issued by the Authority pursuant to this
27 Chapter.

1 (d) *Bondholder* or *holder of bonds*, or any similar term,
2 means any person who *shall* be:

3 (1) the bearer of any outstanding bond or bond
4 registered to bearer or not registered; or

5 (2) the registered owner of any such outstanding bond
6 or bond which *shall* at the time be registered other than to
7 bearer.

8 (e) *Cost* means:

9 (1) the cost of acquisition, construction,
10 reconstruction, installation, repair, alteration or improvement of
11 a project;

12 (2) the cost of lands, rights-in-lands, easements,
13 privileges, agreements, franchises, utility extensions, disposal
14 facilities, access roads, and site development deemed by the
15 Authority to be necessary or useful and convenient for any
16 project or in connection therewith;

17 (3) discount on bonds, costs of issuance of bonds,
18 engineering and inspection costs, costs of financial, legal,
19 professional and other estimates and advice;

20 (4) organization, administrative, insurance, guarantee,
21 operating and other expenses of the Authority or any person
22 prior to and during any acquisition or construction, and all such
23 expenses of the Authority or any person prior to and during any
24 acquisition or construction, and all such expenses as may be
25 necessary or incident to the financing, acquisition, construction
26 or completion of any project or part thereof; and

1 (5) such provision for payment or security of principal
2 of or interest on bonds (including reserve for such purposes)
3 during or after such acquisition or construction as the Authority
4 may determine.

5 (f) *Credit provider* means any municipal bond insurance
6 company, bank or other financial institution or organization that is
7 performing in all material respects its obligations under any credit
8 support arrangements for some or all of the bonds.

9 (g) *Credit provider reimbursement agreement* means any
10 agreement providing for the Authority to repay, from revenues,
11 amounts advanced by a credit provider as credit support for bonds.

12 (h) *Credit support* means a policy of insurance, a letter of
13 credit, a stand-by purchase agreement, revolving credit agreement or
14 other credit arrangement pursuant to which a credit provider provides
15 credit or liquidity support with respect to the payment of interest,
16 principal or the purchase price of any bonds.

17 (i) *Indenture* means an agreement pursuant to which bonds
18 are issued, regardless of whether such agreement is expressed in the
19 form of a resolution of the Board or by other instrument.

20 (j) *Organic Act* means the Organic Act of Guam, as
21 amended, and in effect on the effective date of this Article (Title 48,
22 §1421 et seq. of the United States Code.).

23 (k) *Person* includes any individual, firm, corporation,
24 association, partnership, trust, business trust or receiver or trustee or
25 conservator for any thereof, and also includes the United States,
26 Guam, or any public corporation, political subdivision, city, county or

1 district or any agency or instrumentality of the United States or of
2 Guam.

3 (l) *Project* means the acquisition, construction, installation,
4 equipping, repair, replacement, alteration or improvement of energy
5 efficient streetlights for any public thoroughfare in Guam, whether or
6 not in existence or under construction.

7 (m) *Revenue* means

8 (1) receipts, fees, rentals or other payments to be
9 received on account of lease, mortgage conditional sale or sale,
10 and payments and other income derived from the lease, sale or
11 other disposition of a project;

12 (2) money in such reserve and insurance funds or
13 accounts or other funds and accounts (and income from the
14 investment thereof) established in connection with the issuance
15 of bonds for a project or projects; and

16 (3) fees, charges or other money to be received by the
17 Authority with respect to projects and contracts with persons
18 related to projects.

19 (n) *United States* means the United States of America.

20 **§ 82202. Bonds; Power to Issue; Purposes.**

21 The Authority *shall* have the power to authorize or provide for the
22 issuance of bonds pursuant to this Chapter for the purpose of providing
23 funds to pay or cause to be paid all or any part of the cost of any project or
24 projects, or for the refinancing of any bonds. It is hereby declared that each
25 project is and *shall* be a public improvement or undertaking as that term is
26 used in Section 11 of the Organic Act (§1423a, Title 48, U.S. Code).

1 **§ 82203. Bonds; Issuance; Authorization by Resolution;**
2 **Indenture Providing Terms and Conditions of Bonds.**

3 (a) By resolution of the Board and approved by *I Maga'lahi*
4 (the Governor), the Authority *shall* have the power to incur
5 indebtedness, borrow money and issue its bonds for the purposes
6 stated in § 82202 of this Chapter. The Authority may enter into
7 indentures providing for terms and conditions of the bonds. *Except* as
8 may otherwise be expressly provided by the Authority, every issue of
9 its bonds *shall* be special obligations of the Authority payable solely
10 from the revenues or money of the Authority specified in the
11 indenture providing for its issuance, subject only to any agreement
12 with the holders of particular bonds pledging any particular revenues
13 or money. Such bonds *shall* bear such date or dates, mature at such
14 time or times, bear interest at a rate or rates, be in such denominations,
15 be in form, either coupon or registered, carry such conversion or
16 registration privileges, have such rank or priority be executed in such
17 manner, payable from such source and have such terms of redemption
18 (with or without premium) as such indenture may provide. Bonds of
19 the Authority may be sold by the Authority to public or private sale at
20 such price or prices and under such conditions and terms as the
21 Authority shall determine.

22 (b) Every bond *shall* recite that it is *not* a general
23 indebtedness of the Authority, but rather is a special obligation of the
24 Authority payable solely from the revenues specified in the indenture
25 providing for its issuance. Every bond *shall* recite that it is *not* public
26 indebtedness of the Territory as that term is used in §11 of the
27 Organic Act of Guam.

1 **§ 82204. Bonds; Negotiability.**

2 Any provision of any law to the contrary notwithstanding, any bond or
3 other obligation issued pursuant to this Chapter *shall* be fully negotiable for
4 all purposes, and each holder or owner of such a bond or other obligation, or
5 of any coupon appurtenant thereto, by accepting such bond or coupon *shall*
6 be conclusively deemed to have agreed that such bond, obligation or coupon
7 is and *shall* be fully negotiable for all purposes, subject in each case to any
8 provisions for registration in the bond, obligation or coupon or in the
9 resolution or indenture authorizing its issuance.

10 **§ 82205. Covenants With Bondholders.**

11 In order to secure the payment of such bonds and in addition to its
12 other powers, an indenture pursuant to which bonds are issued may provide
13 that the Authority *shall* have power by resolution to covenant and agree with
14 the several holders of such bonds, as to:

15 (a) the custody, security, use, expenditure or application of
16 the proceeds of the bonds;

17 (b) the use, regulation, operation, maintenance, insurance or
18 disposition of all or any part of any project or projects;

19 (c) payment of the principal of or interest on the bonds, or
20 any other obligations, and the sources and methods thereof, the rank
21 or priority of any such bonds or obligations as to any lien or security,
22 or the acceleration of the maturity of any such bonds or obligations;

23 (d) the use and disposition of any money of the Authority,
24 including all revenues or other money derived or to be derived from
25 any project or projects;

26 (e) pledging, setting aside, depositing or trusteeing all or any
27 part of the proceeds, revenues or other money of the Authority to

1 secure the payment of the principal of or interest on the bonds or any
2 other obligations and the power and duties of any trustee with regard
3 thereto;

4 (f) the setting aside out of the proceeds, revenues or other
5 money of the Authority of reserves and sinking funds, and the source,
6 custody, security, regulation application and disposition thereof;

7 (g) the rents, fees or other charges for the use of any project
8 or projects, including any parts thereof theretofore constructed or
9 acquired and any parts, replacements or improvements thereof
10 thereafter constructed or acquired, and the fixing, establishment,
11 collection and enforcement of the same;

12 (h) limitation on the issuance of additional bonds or any
13 other obligations or on the incurrence of indebtedness of the
14 Authority;

15 (i) vesting in a trustee or trustees, fiscal or escrow agent or
16 agents within or without the Territory such property, rights, powers
17 and duties in trust as the Authority may determine and limiting the
18 rights, duties and powers of such trustee or agent;

19 (j) payment of costs or expenses incident to the enforcement
20 of the bonds or of the provisions of the indenture or of any covenant
21 or contract with the holders of the bonds;

22 (k) the procedure, if any, by which the terms of any covenant
23 or contract with, or duty to, the holders of bonds may be amended or
24 abrogated, the amount of bonds the holders of which must consent
25 thereto, and the manner in which such consent may be given or
26 evidenced; or

1 (l) any other matter or course of conduct which, by recital in
2 the indenture is declared to further secure the payment of the principal
3 of or interest on the bonds.

4 All such provisions of the indenture and all such covenants and
5 agreements *shall* constitute valid and legally binding contracts between the
6 Authority and the several holders of the bonds, regardless of the time of
7 issuance of such bonds, and *shall* be enforceable by any such holder or
8 holders by appropriate action, suit or proceeding in any court of competent
9 jurisdiction, or by proceeding in lieu of prerogative writ.

10 **§ 82206. Pledge of Revenues; Lien.**

11 Any pledge of revenues or other money made by the Authority *shall*
12 be valid and binding from the time when the pledge is made; the revenues or
13 other money so pledged and thereafter received by the Authority *shall*
14 immediately be subject to the lien of such pledge without any physical
15 delivery thereof or further act, and the lien of any such pledge *shall* be valid
16 and binding as against all parties having claims of any kind in tort, contract
17 or otherwise against the Authority, irrespective of whether such parties have
18 notice thereof. Neither the indenture nor any other instrument by which a
19 pledge is created need be filed or recorded *except* in the records of the
20 Authority.

21 **§ 82207. Nonliability of Members of the Authority or of the**
22 **Government of Guam.**

23 Neither the members of the Authority nor any person executing bonds
24 issued pursuant to this Chapter shall be liable personally on the bonds by
25 reason of the issuance thereof. Bonds or other obligations issued by the
26 Authority pursuant to this Chapter *shall not* be in any way a debt or liability
27 of the government of Guam or of any political subdivision thereof, either

1 legal, moral or otherwise, and nothing in this Chapter contained shall be
2 construed to authorize the Authority to incur any indebtedness on behalf of
3 or in any way to obligate the government of Guam, and all such bonds *shall*
4 contain on the face thereof a statement to that effect.

5 **§ 82208. Tax Exemptions; Payments in Lieu of Taxes.**

6 The exercise of the powers granted by this Chapter *shall* constitute the
7 performance of an essential governmental function and the Authority *shall*
8 *not* be required to pay any taxes or assessments upon or in respect of a
9 project, or any property or money of the Authority, and the Authority, its
10 projects, property and money and any bonds and notes issued under the
11 provisions of this Chapter, their transfer and the income therefrom, including
12 any profit made on the sale thereof, *shall* at all times be free from taxation of
13 every kind. Bonds issued pursuant to the provisions of this Chapter and the
14 interest income therefrom are exempt from taxation in accordance with the
15 provision of the last sentence of §11 of the Organic Act of Guam (§1423a,
16 Title 48, U.S. Code).

17 **§ 82209. Bonds as Legal Investments and as Security for**
18 **Performance of any Act.**

19 Notwithstanding any restriction contained in any other law, the
20 government of Guam, its officers, boards, commissions, departments or
21 other agencies, all banks, bankers, trust companies, savings banks and
22 institutions, building and loan associations, savings and loan associations,
23 investment companies and other persons carrying on a banking or
24 investment business, all insurance companies, insurance associations and
25 other persons carrying on an insurance business, and all executors,
26 administrators, guardians, trustees and other fiduciaries, and all other
27 persons whatsoever who now are or may hereafter be authorized to invest in

1 bonds or other obligations of the government of Guam, may properly and
2 legally invest any sinking funds, money or other funds, including capital,
3 belonging to them or within their contract in any bonds or notes issued by
4 the Authority under the provisions of this Chapter; and the bonds and notes
5 are made securities which may properly and legally be deposited with and
6 received for the performance of any act whenever any evidence of
7 indebtedness of the government of Guam for any purpose for which the
8 deposit of bonds or other obligations of the government of Guam is now or
9 may hereafter be authorized by law.

10 **§ 82210. Applicability of Other Laws.**

11 The provisions of this Chapter *shall* be deemed to provide a complete
12 method for the doing of things authorized thereby and *shall* be regarded as
13 *not* in conflict with, or as restrictive of power conferred by any other laws,
14 and the provisions of this Chapter *shall* be complete authority for the
15 issuance of bonds by the Authority, and the provisions of any other laws
16 *shall not* apply to the issuance of such bonds; *provided, however*, that the
17 issuance of bonds by the Authority under this Chapter *shall* be subject to the
18 provisions of §50103(k), Chapter 50, Title 12, Guam Code Annotated.

19 **§ 82211. Property of Authority; Exemption From Execution or**
20 **Other Judicial Process.**

21 All property of the Authority *shall* be exempt from levy and sale by
22 virtue of an execution, and no execution or other judicial process shall issue
23 against the same nor shall any judgment against the Authority be a charge or
24 lien upon its property; provided, that nothing herein contained shall apply to
25 or limit the rights of the holder of any bonds to pursue any remedy for the
26 enforcement of any pledge of lien given by the Authority on or with respect
27 to any project or any revenues or other money.

1 **§ 82212. Pledge by the Government of Guam.**

2 The government of Guam hereby pledges that while any bonds of the
3 Authority issued under this Article remain outstanding and not fully
4 performed or discharged it shall:

5 (a) maintain the rights, powers and duties of the Board to
6 fulfill the terms of any agreements made with bondholders in
7 accordance with this Article, and

8 (b) maintain the rights and remedies of bondholders provided
9 in this Article and any indenture.

10 **§ 82213. Disposition of Funds and Projects.**

11 Any balance remaining in any of the funds or accounts created by this
12 Article or any indenture after payment of all costs, expenses and charges
13 required or authorized to be expended therefrom, may be allocated and used
14 for such other purposes relating to the project or to the Authority, as the
15 Board may determine, subject to the limitations and restrictions in any
16 indenture. When the principal of and interest on bonds of the Authority
17 issued to finance the costs of a particular project, including any refunding
18 bonds issued to refinance all or any part of these bonds, have been fully paid
19 and retired, or when adequate provisions have been made for their payment
20 and retirement and all other conditions of any resolution, indenture, security
21 interest or any other instrument authorizing and securing the bonds have
22 been satisfied, and any lien created has been released in accordance with the
23 provisions thereof, the Authority is authorized, upon the terms and
24 conditions it prescribes, to execute releases, released deeds, reassignments,
25 deeds and conveyances, and to do all things necessary or required to convey
26 or release its rights, title and interest in the project financed and in any other
27 instruments pledged or transferred to secure bonds to the government of

1 Guam or any political subdivision thereof, as their respective interests may
2 appear.

3 **§ 82214. Trustee for Authority and Holders of Bonds.**

4 (a) The Authority, or any agent designated by the Authority,
5 *shall* act as trustee for the Authority and the holders of bonds issued
6 hereunder and the Authority may authorize the trustee to act on behalf
7 of the holders of the bonds or any stated percentage thereof and to
8 exercise and prosecute on behalf of the holders of the bonds such
9 rights and remedies as may be available to the holders.

10 (b) The Authority may provide in an indenture:

11 (1) for the deposit of all or any portion of the revenues
12 with the Authority and for the holding thereof by the Authority
13 in one or more separate funds or accounts in the Guam
14 Streetlight Authority Revenue Fund; and

15 (2) for the transfer to the trustee of all or any portion
16 of the revenues as are provided as security for the bonds and for
17 the holding thereof by the trustee in one or more separate funds
18 or accounts. All money in each such fund or account *shall* be
19 disbursed only as provided herein and in the indenture.

20 **§ 82215. Duties and Powers of Trustee.**

21 The Authority *shall* prescribe in any indenture the duties and powers
22 of the trustee with respect to the issuance, authentication, sale and delivery
23 of the bonds provided for in such indenture and with respect to the payment
24 of principal of and interest on such bonds, the redemption thereof, the
25 registration and discharge from registration thereof and the management of
26 any and all funds provided as security therefore.

1 **§ 82216. Issuance and Interchange of Coupon and Registered**
2 **Bonds.**

3 An indenture may provide that bonds may be issued as coupon bonds
4 or as registered bonds and for the interchange of coupon bonds for registered
5 bonds and registered bonds for coupon bonds, and may provide that bonds
6 shall be registered as to principal only or as to both principal and interest or
7 otherwise as the Authority may determine.

8 **§ 82217. Redemption of Bonds Prior to Maturity.**

9 An indenture may provide that bonds may be redeemed prior to
10 maturity upon such terms, conditions and upon such notice as are stated in
11 the indenture and upon the payment of such premium as may be fixed by the
12 indenture.

13 **§ 82218. Places of Payment.**

14 An indenture may provide for the payment of the principal and
15 interest of bonds at any one or more places in Guam or in the United States
16 and in any specified coin or currency of the United States.

17 **§ 82219. Execution and Authentication of Bonds.**

18 An indenture may provide for the execution and authentication of
19 bonds by the manual or facsimile signature of any one or more officers of
20 the Authority and by additional authentication by endorsement by the
21 manual signature or a signature stamp of any one or more officers of the
22 Authority or of any agent designated by the Authority as trustee. If any
23 officer or agent whose signature, countersignature or endorsement appears
24 upon the bonds or coupons ceases to be an officer or agent before the
25 delivery of the bonds or coupons, his signature, countersignature or
26 endorsement is nevertheless valid and of the same force and effect as if he

1 had remained such officer or agent until the delivery of the bonds and
2 coupons.

3 **§ 82220. Dates and Maturities of Bonds.**

4 Bonds *shall* bear dates prescribed by the Authority in the indenture
5 providing for their issuance. Bonds may be serial bonds, term bonds or
6 sinking fund bonds with such maturities as the indenture *shall* specify. No
7 bond by its terms shall mature more than fifty (50) years after its date of
8 issuance.

9 **§ 82221. Sale of Bonds.**

10 Bonds authorized to be issued under this Article *shall* be sold by the
11 Authority for cash, in accordance with the provisions of a resolution
12 providing for such sale adopted by the Board. The bonds may be sold at
13 either public or private sale, and upon such terms and conditions as *shall* be
14 authorized by the Board, which may provide that the bonds may be sold at
15 less than their par or face value.

16 **§ 82222. Validity of Authorization and Issuance of Bonds.**

17 The validity of the authorization and issuance of any bonds by the
18 Authority is not dependent on nor affected in any way by:

19 (a) proceedings taken by the Authority for the acquisition,
20 construction or improvement of a project or any part thereof;

21 (b) any contracts made by the Authority in connection with
22 the acquisition, construction or improvement of a project or any part
23 thereof; or

24 (c) the failure to complete the project or any part thereof for
25 which bonds are authorized to be issued.

26 **§ 82223. Tax Exemptions.**

1 Bonds issued pursuant to the provisions of this Article and the interest
2 or income therefrom are exempt from taxation to the extent permitted by the
3 provisions of Section 11 of the Organic Act.

4 **§ 82224. Guam Streetlight Authority Revenue Fund.**

5 All revenues received from or on account of projects *shall* be
6 deposited to the credit of the Guam Streetlight Authority Revenue Fund,
7 which fund is hereby created. Moneys in the Guam Streetlight Authority
8 Revenue Fund may be used for any of the following purposes in the order of
9 priority set forth in any indenture:

10 (a) to pay principal or interest on any bonds;

11 (b) to pay any amounts due and owing under any credit
12 provider reimbursement agreement; and

13 (c) for any other purposes of the Authority; all as provided in
14 any indenture or indentures and subject to any restrictions provided by
15 law or any indenture.

16 **§ 82225. Investment of Money in Funds.**

17 Moneys in the Guam Streetlight Authority Revenue Fund may be
18 invested by the Authority and any revenues in any other fund or account
19 held by or on behalf of the Authority or its agent may be invested by the
20 Authority or its agent, as the case may be, in any investment authorized by
21 any indenture providing for the issuance of bonds. All interest or other
22 earnings received pursuant to such investments *shall* be collected by the
23 Authority or its agent, as the case may be, and *shall* be deposited to the
24 credit of the fund or account from which such interest or other earnings are
25 derived, unless otherwise provided in an indenture.

26 **§ 82226. Appropriation of Money in Funds.**

1 All money in the funds and accounts created by this Article or any
2 indenture is hereby appropriated for expenditure in carrying out the purposes
3 herein and therein provided

4 **§ 82227. Credit Enhancement.**

5 The Board has the power and is hereby authorized to cause the
6 Authority to enter into such contracts or agreements with such banks,
7 insurance companies or other financial institutions as it determines are
8 necessary or desirable to improve the security and marketability of the
9 bonds. Such contracts or agreements may contain an obligation to reimburse,
10 with interest, any such banks, insurance companies or other financial
11 institutions for advances used to pay principal of or interest on the bonds and
12 to indemnify any such banks, insurance companies or other financial
13 institutions for costs and expenses incurred in connection with any such
14 advance; provided, that any obligation of the Authority under any
15 reimbursement agreement *shall* be payable solely from revenues.

16 Any reimbursement agreement may include a provision that the
17 obligations of the Authority under the agreement *shall* be secured by all or
18 by part of revenues; provided that, at the time of execution and delivery of
19 each such agreement, any such provision *shall* be in compliance with and
20 *shall not* violate or breach any provision of any indenture then in effect with
21 respect to bonds.”

22 **Section 3. Effective Date.** This Act *shall* become effective upon
23 enactment.

24 **Section 4. Severability.** *If* any section, part, phrase or provision of this
25 Act or the application thereof to any person, project or circumstances, be adjudged
26 invalid by any court of competent jurisdiction, such judgment *shall* be confined in
27 its operation to the section, part, phrase, provision or application directly involved

1 in the controversy in which such judgment *shall* have been rendered and *shall not*
2 affect or impair the validity of the remainder of this Act or the application thereof
3 to other persons, projects or circumstances.