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Counsel for Guam Power Authority

BEFORE THE GUAM PUBLIC UTILITIES COMMISSION

IN THE MATTER OF:

) **GPA DOCKET NO. 25-17**

)

CABRAS 1 AND 2 PMC EXTENSION

) **PETITION OF THE GUAM POWER**

) **AUTHORITY TO APPROVE THE**

) **EXTENSION OF THE CABRAS 1 AND 2**

) **PERFORMANCE MANAGEMENT**

) **CONTRACT UNTIL JANUARY 31, 2026**

)

)

)

)

The Guam Power Authority (GPA) petitions the Guam Public Utilities Commission (PUC) to approve a four-month extension of GPA's performance management contract (PMC) with Taiwan Electrical & Mechanical Services, Inc. (TEMES) at the Cabras 1 and 2 power plant in advance of its permanent retirement at the end of January 2026. In support of the petition, GPA attaches the resolution of the Consolidated Commission on Utilities (CCU) on this matter. *See Ex. A (CCU GPA Resolution No. FY2025-21, July 29, 2025).*

I. Background

GPA entered into a PMC with TEMES for Cabras 1 and 2 following a competitive procurement under multi-step IFB GPA-035-20, for a 3-year base term with two 1-year options to extend. The base term of the contract was for three years, with two 1-year options to renew. The CCU authorized GPA to seek PUC approval for the contract, *see Ex. A at 10-12*, and the

1 PUC approved the contract. *See* Ex. A at 13-18. With approval from the CCU, *see* Ex. A at
2 19-21, and the PUC, *see* Ex. A at 22-26, GPA exercised the two options to renew the PMC
3 with TEMES.
4

5 Under a consent decree with the U.S. Department of Justice (DOJ) and the U.S.
6 Environmental Protection Agency (USEPA), GPA must decommission Cabras 1 and 2 within
7 six months after the new Ukudu Power Plant achieves its commercial operation date (COD).
8 Damage from Typhoon Mawar delayed Ukudu's COD, now scheduled for September 30,
9 2025, with the USEPA's acquiescence. The USEPA also agreed to extending the
10 decommissioning deadline for Cabras 1 and 2 to March 31, 2026.
11

12 During testing in June 2025, a problem with Ukudu's steam turbine generator was
13 discovered. This, together with the typhoon-related delays, means that GPA will need Cabras 1
14 and 2 to remain in operation for several months past the expiration of the current PMC. Cabras
15 1 and 2 is the only power plant that uses ultra-low sulfur fuel oil (ULSFO). GPA recently
16 placed its final order of ULSFO. The continued operation of Cabras 1 and 2 under the current
17 PMC is essential to ensure that the fuel is used up safely and efficiently under the supervision
18 of the most reliable PMC possible.
19

20 It is not possible for another contractor to undertake this PMC at this time. TEMES has
21 held the PMC since February 2003, is already on-site, has no need to mobilize operations and
22 will have no learning curve because TEMES already knows how to handle operations and
23 maintenance at Cabras 1 and 2. Furthermore, TEMES already has compatible equipment and
24 staffing.
25

26 The desired length of the extension of the PMC is four (4) months after expiration of
27 the current contract on September 30, 2025, from October 1, 2025, to January 31, 2026. GPA's
28 enabling legislation allows it to enter into a PMC for a maximum period of fifteen years.
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12 GCA § 8104(o). The current PMC spans a period of only five years. The extension will merely add four months to the five years, well below the total contract length allowed for a PMC under Guam law. The CCU's resolution to approve the extension is supported by a legal memorandum. *See* Ex. A at 7-9.

The estimated cost of the extension is \$1,050,051.00 for fixed management fees and \$400,000.00 for budgeted reimbursable O&M expenses, for a total of \$1,450,051.00 for the 4-month period, or a monthly cost of \$362,512.75. The monthly cost of the extension is not substantially greater than the monthly cost of the recent renewal options. The additional expenses take the total cost of the contract from \$18,083,570.00 to \$19,533,621.00. *See* Table 1, Cost of PMC at Cabras 1 and 2.

Table 1: Cost of PMC at Cabras 1 and 2					
Contract Term		Costs			
Begin	End	Mgt Fees	O&M	Total Cost	Monthly Cost
10/01/20	09/30/23	5,919,188.00	4,050,000.00	9,969,188.00	276,921.89
10/01/23	09/30/24	2,641,162.00	1,350,000.00	3,991,162.00	332,596.83
10/01/24	09/30/25	2,773,220.00	1,350,000.00	4,123,220.00	343,601.67
10/01/25	01/31/26	1,050,051.00	400,000.00	1,450,051.00	362,512.75
			Grand Total:	19,533,621.00	

The proposed amendment to the Cabras 1 and 2 PMC with TEMES is attached as Exhibit B.

II. Request for Approval

The PUC's contract review protocol for GPA requires PUC authorization for all contracts in excess of \$1.5 million. The total cost of the Cabras 1 and 2 PMC exceeds \$19 million, triggering contract review.

The contract extension is necessary because, without a PMC at Cabras 1 and 2, GPA will not be able to burn off its remaining supply of ULSFO safely and efficiently.

The contract extension is reasonable because the difference in monthly cost is

comparable to GPA's prior monthly PMC costs at Cabras 1 and 2.

The contract extension is prudent because, if GPA is required instead to conduct a competitive bid, there is a risk that a new vendor will end up with the contract and be unable to execute it properly. A new vendor will have to mobilize operations from scratch and may require a greater amount of time than the actual contract extension period to set up operations and learn to maintain the system at Cabras 1&2. In contrast to the existing contractor, TEMES, a new vendor will have a steep learning curve in a short amount of time. This makes TEMES the safer, more reliable alternative.

III. Conclusion

Based on the foregoing, GPA requests that the PUC approve the four-month extension of TEMES's PMC contract at Cabras 1 and 2 to allow the plant to operate until it has expended its fuel and can be permanently retired on schedule and in accordance with the DOJ-USEPA consent decree. The requested extension is reasonable, necessary, and prudent.

Respectfully submitted this 8th day of August, 2025.

Attorney for Guam Power Authority

By: _____



MARIANNE WOŁOSCHUK
GPA Legal Counsel



CONSOLIDATED COMMISSION ON UTILITIES

Guam Power Authority | Guam Waterworks Authority

P.O. Box 2977 Hagatna, Guam 96932 | (671)649-3002 | guamccu.org

GPA RESOLUTION NO. 2025-21

RELATIVE TO AUTHORIZING THE EXTENSION OF CABRAS 1 AND 2 PMC CONTRACT UNTIL JANUARY 31st, 2026

WHEREAS, the Guam Power Authority (GPA) was approved the second and final extension of the Performance Management Contractor (PMC), Taiwan Electrical & Mechanical Services, Inc. (TEMES), for the operations and maintenance of the Cabras 1 and 2 Power Plant until September 30th 2025 in CCU Resolution 2023-21 and PUC Docket No. 23-19 (Attachment A);

WHEREAS, due to the delays from Typhoon Mawar, the Ukudu Power Plant commissioning was delayed to September 2025 which also shifted the required shut down of Cabras 1 and 2 to no later than March 2026, six months after the Ukudu commissioning as stipulated under the consent decree; and

WHEREAS, recent discovery of a damaged steam turbine at the Ukudu Power Plant may further delay the commissioning of the Ukudu Power Plant; and

WHEREAS, GPA wishes to further extend the current Cabras 1 and 2 PMC contract by four (4) months, until January 31st, 2026, to ensure the safe and reliable operations of the plant and to utilize the entirety of the Ultra-Low Sulfur Fuel Oil (ULSFO) that is onsite; and

WHEREAS, Cabras Power Plant is the only plant that uses the ULSFO, therefore the operation of Cabras power Plant is necessary for the energy conversion of all remaining ULSFO in GPA owned and leased tanks; and

WHEREAS, TEMES is the most qualified to support continued operations during this extension period due to the knowledge and experience they have of the plant and its operations as the only PMC contractor for Cabras 1&2 Power Plant since February 2003; and

WHEREAS, TEMES has proposed \$1,026,091 for the Fixed Management Fee (Attachment B) for the four-month extension period, or average monthly cost of \$256,522.75, which is a 5.8% increase to the monthly rate from the current contract year; and

1 **WHEREAS**, TEMES also proposes a budget of \$400,000 for reimbursable O&M expenses
2 for the four-month extension period; and

3 **WHEREAS**, the total contract cost is \$1,426,091 or average monthly cost of \$356,522.75.
4

5 **NOW, THEREFORE, BE IT RESOLVED**, by the Consolidated Commission on Utilities, the
6 governing body of the Guam Power Authority and subject to the review and approval of the
7 Public Utilities Commission as follows:

- 8 1. GPA is authorized to extend the current TEMES PMC contract for Cabras 1 and 2 for
9 Fixed Management Fees and Reimbursable O&M expenses totaling \$1,426,091 to
10 ensure safe and reliable operations of the power plant and to ensure the utilization
11 of the remaining ULSFO onsite thru January 31, 2026.

12 **RESOLVED**, that the Chairman certifies and the Board Secretary attests the adoption of
13 this Resolution.

14 **DULY AND REGULARLY ADOPTED AND APPROVED THIS 29th DAY OF JULY, 2025.**

15 Certified by:

16 
17
18 **Francis E. Santos**
19 Chairperson
20 Consolidated Commission on Utilities

Attested by:

21 
22
23 **Melvin F. Duenas**
24 Secretary
25 Consolidated Commission on Utilities

26 **I, Melvin F. Duenas**, Secretary for the Consolidated Commission on Utilities (CCU), as
27 evidenced by my signature above do certify as follows:

28 The foregoing is a full, true, and accurate copy of the resolution duly adopted at a
29 regular meeting of the members of Guam Consolidated Commission on Utilities, duly and
30 legally held at a place properly noticed and advertised at which meeting a quorum was present
31 and the members who were present voted as follows:

32 Ayes: 5
33 Nays: 0
34 Absent: 0
35 Abstain: 0
36





CONSOLIDATED COMMISSION ON UTILITIES

Guam Power Authority | Guam Waterworks Authority
P.O. Box 2977 Hagatna, Guam 96932 | (671) 648-3002 | guamccu.org

RESOLUTION NO. FY2023-21

RELATIVE TO THE APPROVAL EXTENSION OF CABRAS 1&2 POWER PLANT PERFORMANCE MANAGEMENT CONTRACT (PMC)

WHEREAS, Taiwan Electrical & Mechanical Services, Inc. (TEMES) was awarded the Performance Management Contract (PMC) for the Cabras 1&2 Power Plant beginning October 1, 2020 for a base term of three years with an option to extend for 2 additional one year terms; and

WHEREAS, GPA received a letter from TEMES in April 2023 of its intent to terminate the PMC contract on September 30, 2023, the end of the base term; and

WHEREAS, discussions with TEMES found the reasons for the termination were primarily due to increased labor wages, additional work and work hours to support the aged condition of the plant and to augment reduction in skilled GPA personnel, concerns with performance metrics and limited life extension projects due to the planned plant retirement; and

WHEREAS, the Cabras 1&2 Power Plant is required to be permanently retired under the Consent Decree by October 31, 2024 after the commissioning of the Ukudu Power Plant; and

WHEREAS, the Ukudu Power Plant had sustained significant damage by Typhoon Mawar, which has impacted the commissioning schedule with a recovery plan being developed; and

WHEREAS, the Cabras 1&2 Power Plant is one of two baseload plants necessary to meet the daily demand and the extension of the PMC is critical to ensuring the plant is operational through 2025; and

WHEREAS, a PMC is required to continue to provide the plant management, technical support and procurement administration for the operations and maintenance of the Cabras 1&2 Power Plant; and

WHEREAS, GPA has met with TEMES and have negotiated the following terms for consideration:

- Fixed Management Fee:
 - Extension Year 1 = \$2,641,162
 - Extension Year 2 = \$2,773,220
- O&M Budget (Reimbursable Expense):
 - Extension Year 1 = \$1,350,000
 - Extension Year 2 = \$1,350,000
- PMC Staff:

Increase from 6 to 8 personnel to support additional work and work hours:

1. Plant General Manager
2. O&M Manager
3. Administrative Procurement & Supply Assistant
4. Outage Planner/Materials Manager
5. Performance Engineer
6. O&M Plant Engineer
7. Mechanical Engineer
8. Instruments and Electrical Engineer

- Equivalent Availability Factor (EAF):

70 % based on the Maximum Capacity Factors below

 - Cabras 1 – 40MW
 - Cabras 2 – 45MW


NOW BE IT THEREFORE RESOLVED, the Consolidated Commission on Utilities does hereby approve the following:

1. The CCU authorizes the GPA General Manager to petition the PUC for approval of the extension of the Cabras 1&2 Power Plant PMC for Fixed Management Fee of \$2,641,162 for Extension Year 1 from October 1, 2023 to September 30, 2024 and \$2,773,220 for Extension Year 2 from October 1, 2024 to September 30, 2025, totaling \$5,414,382 and the for the Reimbursable O&M Expenses of \$1,350,000 per extension year, totaling \$2,700,000 for a grand total of \$8,114,382.00.

RESOLVED, that the Chairman of the Commission certifies and the Secretary of the Commission attests to the adoption of this Resolution.

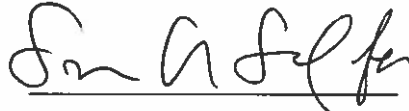
DULY AND REGULARLY ADOPTED, this 3rd day of July 2023.

Certified by:



FRANCIS E. SANTOS
Acting Chairperson

Attested by:



PEDRO ROY MARTINEZ
Secretary

I, **Pedro Roy Martinez**, Secretary of the Consolidated Commission on Utilities (CCU) as evidenced by my signature above do hereby certify as follows:

The foregoing is a full, true and accurate copy of the resolution duly adopted at a regular meeting by the members of the Guam Consolidated Commission on Utilities, duly and legally held at a place properly noticed and advertised at which meeting a quorum was present and the members who were present voted as follows:

AYES:

4

NAYS:

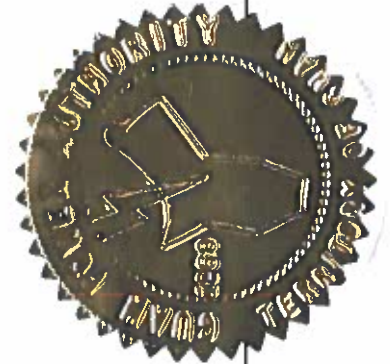
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ABSTAIN:

0

ABSENT:

1





財團
法人

台灣機電工程服務社

TAIWAN ELECTRICAL AND MECHANICAL ENGINEERING SERVICES, INC.

ENGINEERS • CONSULTANTS • CONSTRUCTORS

8TH FL., 119, BAOZHONG ROAD, XINDIAN DIST.,
NEW TAIPEI CITY 23144, TAIWAN (R.O.C.)

TEL : 886-2-86658182

FAX : 886-2-86658180

TEMS-202507-0131

July 11, 2025

Attn : Mr. John M. Benavente, P.E.

General Manager

Guam Power Authority

Subject: Re: PMC Extension for GPA Cabras Power Plant

Dear Mr. Benavente,

Thank you for your continued trust in TEMES. We acknowledge the ongoing challenges related to the Ukudu Power Plant commissioning and fully understand the importance of maintaining safe and reliable operations at the Cabras 1&2 Power Plant during this transitional period.

TEMES is willing to continue providing PMC support for the operations of Cabras 1&2 through January 31, 2026, as requested. For the additional four-month extension, the proposed PMC fixed fee is US\$1,026,091.00 and O&M spending is US\$400,000.00. These figures are respectfully submitted for your consideration and remain subject to the necessary regulatory approvals.

We sincerely appreciate the opportunity to continue supporting GPA and value the long-standing partnership we have built through the Cabras and Combustion Turbine PMC contracts.

Should you require any preliminary information or clarification in the meantime, please do not hesitate to contact us.

Warm regards,

Ku, Yue-Cheng

Yue-Cheng, Ku
President, TEMES, Inc

CC : Ms. Jennifer G Sablan, P.E. AGMO

CC : Mr. Edward Leon Guerrero, Generation Manager



GUAM POWER AUTHORITY

ATURIDÂT ILEKTRESEDÂT GUÅHAN
P.O.BOX 2977 • HAGÂTÑA, GUAM U.S.A. 96932-2977

Memorandum

To: Procurement Record
From: General Manager
Date: July 15, 2025
Re: Support of Extension of PMC for Cabras 1&2, GPA-035-20

1. Background

GPA entered into a performance management contract (PMC) for Cabras 1&2 with Taiwan Electrical & Mechanical Services, Inc. (TEMES) following a competitive procurement under multi-step IFB GPA-035-20. The base term of the contract was for three years, with two 1-year options to renew. The original 3-year PMC commenced on October 1, 2020, and expired on September 30, 2023. The total cost was \$9,969,188.00, comprised of \$5,919,188.00 for management fees and \$4,050,000.00 for operation and maintenance (O&M) budget. This translates to an average monthly cost of \$276,921.89. The CCU authorized GPA to seek PUC approval for the contract. *See* Ex. A, CCU Resolution FY2020-13 (June 23, 2020). The PUC approved the contract. *See* Ex. B, PUC Docket No. 20-15, Order (July 30, 2020).

GPA exercised the two options to renew the PMC with TEMES. The first 1-year renewal option began on October 1, 2023, and expired on September 30, 2024, at a cost of \$2,641,162.00 for fixed management fees and \$1,350,000.00 for budgeted reimbursable O&M expenses. The second 1-year renewal option began on October 1, 2024, and will expire on September 30, 2025, at a cost of \$2,773,220.00 for fixed management fees and \$1,350,000.00 for budgeted reimbursable O&M expenses for a total cost of \$8,114,382.00, which translates to an average monthly cost of \$338,099.25 over the two years. The CCU authorized GPA to seek PUC approval for the two renewal options. *See* Ex. C, CCU Resolution FY2023-21 (July 3, 2023). The PUC approved the contract renewals. *See* Ex. D, PUC Docket No. 23-19, Order (Aug. 31, 2023).

Under a consent decree with the U.S. Environmental Protection Agency (USEPA) in District Court of Guam Case No. CV20-00007, GPA must decommission Cabras 1&2 within six months after the new Ukudu Power Plant achieves its commercial operation date (COD). Damage from Typhoon Mawar has delayed Ukudu's COD. GPA requested and the USEPA granted an extension of Ukudu's COD due to force majeure, from April 30, 2024, to September 30, 2025. *See* USEPA Letter re Force Majeure Claim #90-5-2-1-11000 (Dec. 9, 2024). The USEPA also extended the decommissioning deadline for Cabras 1&2 from October 31, 2024, to March 31, 2026. *Id.*

Memorandum in Support of
 Extension of PMC for Cabras 1&2
 July 15, 2025
 Page 2 of 3

2. Relevant Facts

Due to delays occasioned by Typhoon Mawar as well as recent problems with Ukudu's steam turbine generator discovered during the testing phase, GPA needs Cabras 1&2 to remain in operation for several months past the expiration of the current PMC. Cabras 1&2 is the only power plant that uses ultra-low sulfur fuel oil (ULSFO). GPA recently placed its final order of ULSFO. The continued operation of Cabras 1&2 under the current PMC is essential to ensure that the fuel is used up safely and efficiently under the supervision of the most reliable PMC possible.

It is not possible for another contractor to undertake this PMC at this time. TEMES has held the PMC for nearly two decades and is already on-site and has no need to mobilize operations. A new vendor, in contrast, would require a greater amount of time than the actual contract extension period to set up operations and learn to maintain the system. Given its lengthy experience, TEMES knows how to handle operations and maintenance at Cabras 1&2 and would not need to use any portion of the short contract period to climb the learning curve. In addition, TEMES already has the staffing locally as well as access to other resources abroad with the experience or support for steam operations similar to those of Cabras 1&2.

The desired length of the extension of the PMC is four (4) months after expiration of the current contract on September 30, 2025, from October 1, 2025, to January 31, 2026. GPA's enabling legislation allows it to enter into a PMC for a maximum period of fifteen years. 12 GCA § 8104(o). The current PMC spans a period of only five years to date. The extension will add only four months to the five years, well below the total contract length allowed for a PMC under Guam law. The estimated cost of the extension is \$1,026,091.00 for fixed management fees and \$400,000.00 for budgeted reimbursable O&M expenses, for a total of \$1,426,091.00 for the 4-month period, or a monthly cost of \$356,522.75. The monthly cost of the extension is not drastically greater than the monthly cost of the renewal options.

3. Legal Analysis

Not every contract modification requires a new bid procedure. "Rather only modifications outside the scope of the original competed contract fall under the statutory competition requirement." *AT&T Comms. Inc. v. Wiltel, Inc.*, 1 F.3d 1201, 1205 (Fed. Cir. 1993). This type of contract modification, known as a cardinal change, falls outside the scope of the underlying contract "when the government effects an alteration in the work so drastic that it effectively requires the contractor to perform duties materially different from those originally bargained for." *Id.* (quoting *Allied Materials & Equip. Co. v. United States*, 569 F.2d 562, 563-64 (Ct. Cl. 1978). On the other hand, "[a] modification generally falls within the scope of the original procurement if potential bidders would have expected it to fall within the contract's changes clause." *AT&T*, 1 F.3d at 1205.

Memorandum in Support of
Extension of PMC for Cabras 1&2
July 15, 2025
Page 3 of 3

In this case, the changes clause of the PMC states that “GPA may at any time request changes in the services to be performed hereunder.” Performance Management Contract, Section 22 (Change Order). GPA is not asking TEMES to drastically alter the work it performs for GPA but merely to extend the time during which it performs the same work as originally contracted. The original procurement was for a PMC. Under its enabling statute, GPA can enter into a PMC for up to 15 years. Thus, the 4-month extension to the 5-year PMC does not materially alter the terms of the contract and does not exceed the statutory length of a PMC. The modification is therefore not unexpected and falls within the scope of the original procurement. Moreover, the new monthly cost is similar to the previous monthly cost.

4. Conclusion

Under the foregoing law and circumstances, GPA may extend the TEMES PMC for four months, from October 1, 2025 to January 31, 2026.

MW



for

John M. Benavente, P.E.
General Manager



CONSOLIDATED COMMISSION ON UTILITIES
 Guam Power Authority | Guam Waterworks Authority
 P.O. Box 2977 Hagatna, Guam 96932 | (671) 648-3002 | guamccu.org

GPA RESOLUTION NO. 2020-13

**RELATIVE TO AUTHORIZING THE AWARD OF A PERFORMANCE MANAGEMENT CONTRACT
 FOR GPA'S CABRAS UNITS #1 AND #2 STEAM TURBINE POWER PLANT
 TO TAIWAN ELECTRICAL AND MECHANICAL ENGINEERING SERVICES (TEMES, INC.)**

WHEREAS, the Guam Power Authority (GPA) had a five-year Performance Management Contract (PMC) for the Management, Operation and Maintenance of the Cabras 1&2 Steam Turbine Power Plant awarded to TEMES, that commenced in October 2010; and

WHEREAS, the PMC awarded to TEMES expired on Sept. 30, 2015 through Resolution 2015-35 and was approved for extension up to December 31, 2015; and

WHEREAS, the PMC was subsequently approved for another extension through December 30, 2016 through Resolution 2015-62A; and

WHEREAS, through CCU Resolution 2016-62, the Authority was approved to extend the Cabras 1&2 PMC Contract for another three years and nine months, up to September 30, 2020; including an optional extension year up to 2021; and

WHEREAS, through PUC Docket 17-09, the Authority was approved to extend the Cabras 1&2 PMC Contract for only another three years and nine months, up to September 30, 2020; and

WHEREAS, GPA's Phase II Renewable Resource Acquisition contracts are expected to start commercial operation by 3rd quarter of 2022; and

WHEREAS, GPA's new power plant was awarded in November 2019, and is expected to be placed in commercial operation at the end of 2022, if not delayed; and

WHEREAS, in order to ensure adequate capacity to meet the Megawatt demands of the island, the Cabras 1&2 Steam Turbine Power Plant must continue to be operated and maintained until the new power plant is commissioned; and

WHEREAS, GPA issued a multi-step bid (IFB GPA-035-20) for a new Performance Management Contract for the continued Management, Operation and Maintenance of the Cabras 1&2 Steam Turbine Power Plant, and also to plan for and conduct activities related to the power plant's de-activation and/or decommissioning; and

WHEREAS, Taiwan Electrical and Mechanical Engineering Services (TEMES, INC.) was the sole qualified and responsive bidder; and

WHEREAS, the total cost for the 3-year Base Period of the Contract Period, which is the sum of Annual Management Fees proposed by TEMES, INC. and O&M Budget provided by GPA is \$9,969,188.00 excluding costs for inventory, critical repairs, CIPs and deactivation/decommissioning activities is reasonable.

NOW, BE IT THEREFORE RESOLVED, by the Consolidated Commission on Utilities as the governing body of GPA. and subject to the review and approval of the Public Utilities Commission, does hereby approve the following:

1. GPA's request to award a Performance Management Contract for GPA's Cabras Units #1 and #2 Steam Turbine Power Plant to TEMES, INC.
2. The award of \$5,919,188.00 in Annual Management Fees, and \$4,050,000.00 in O&M Budget, for a total of \$9,969,188.00 total contract amount for the base period starting October 1, 2020 through September 30, 2023. These fees are excluding costs for inventory, critical repairs, CIPs, and deactivation/decommissioning activities.

RESOLVED, that the Chairman certified, and the Board Secretary attests to the adoption of this Resolution.

DULY and REGULARLY ADOPTED and APPROVED THIS 23rd DAY OF JUNE, 2020.

Certified by:

Attested by:




JOSEPH T. DUENAS

MICHAEL T. LIMTIACO

Chairperson

Secretary

Consolidated Commission on Utilities

Consolidated Commission on Utilities

1
2 **I, Michael T. Limtiaco**, Board Secretary of the Consolidated Commission on Utilities
3 (CCU), as evidenced by my signature above do certify as follows:

4 The foregoing is a full, true, and accurate copy of the resolution duly adopted at a
5 regular meeting by the members of Guam Consolidated Commission on Utilities, duly and
6 legally held at a place properly noticed and advertised at which meeting a quorum was present
7 and the members who were present voted as follows:

8
9 Ayes: 5

10 Nays: Ø

11 Absent: Ø

12 Abstain: Ø
13
14
15





BEFORE THE GUAM PUBLIC UTILITIES COMMISSION

IN THE MATTER OF:) GPA Docket 20-15
)
The Application of the Guam Power)
Authority to Approve the Contract for a) **ORDER**
PMC for Cabras 1 and 2 Generating)
Plants.)
_____)

INTRODUCTION

1. This matter comes before the Guam Public Utilities Commission ["PUC"] upon the Petition of the Guam Power Authority ["GPA"] to approve the Performance Management Contract ["PMC"] for the Cabras 1 and 2 Generating Plants.¹
2. GPA's current PMC Contract for Cabras 1 and 2 will expire on September 30, 2020.
3. GPA seeks the PUC's authorization to award a three-year Performance Management Contract with Taiwan Electrical and Mechanical Engineering Services, Inc. ("TEMES").
4. The PMC would commence on October 1, 2020 and end on September 30, 2023 (with options to renew for two 1-year terms).

BACKGROUND

5. On January 30, 2020, the PUC approved GPA's procurement of a PMC for Cabras 1 and 2.²
6. In accordance with GPA's Consent Decree with the USEPA (approved by the PUC in GPA Docket 20-01), the PUC determined that GPA is required to continue to operate Cabras 1 and 2 in order to maintain sufficient generating capacity for the island-wide power system until the new 198MW power plant project is completed in the last quarter of 2022.³

¹ GPA Petition to Approve the Performance Management Contract for the Cabras 1 and 2 Generating Plants, GPA Docket 20-15, dated July 9, 2020.

² PUC Order, GPA Docket 20-04, GPA Application to Approve the Procurement of a PMC for Cabras 1 and 2 Generating Plants, dated January 30, 2020 at p. 4.

³ Id., at pgs. 1-2.

Order
Approval of Contract for a PMC for
Cabras 1 and 2
GPA Docket 20-15
July 30, 2020

7. GPA issued a multi-step bid (IFB GPA-035-20) for a new Performance Management Contract for the continued Management, Operation and Maintenance of the Cabras 1 and 2 Steam Turbine Power Plant, and also to plan for and conduct activities related to the power plant's de-activation and/or de-commissioning.⁴
8. TEMES was the sole qualified and responsive bidder.⁵
9. The CCU approved GPA's request to award a Performance Management Contract for GPA's Cabras Units 1 & 2 Steam Turbine Power Plant to TEMES, Inc.⁶ The award includes a total amount of \$9,969,188.00 for the three-year base period. \$5,919,188.00 is for three years of Management Fees, and the amount of \$4,050,000.00 for O&M Budgets for the three-year period.
10. The breakdown of Annual Management Fees and O&M Budget are set forth in Exhibit "1" attached to the ALJ Report filed herein.⁷ The funding source is revenue funds.⁸
11. A copy of the proposed Performance Management Contract between GPA and TEMES, commencing October 1, 2020, is attached to GPA's Petition.
12. The ALJ filed his Report in this Docket dated July 17, 2020. The PUC adopts the conclusions and recommendations therein.

DETERMINATIONS

13. GPA's Contract Review Protocol establishes that, for multi-year procurements with fixed terms and variable annual costs, GPA must seek PUC approval if the aggregate cost estimate for the entire term of the procurement exceeds the

⁴ Guam Consolidated Commission on Utilities Resolution No. 2020-13, Relative to Authorizing the Award of a Performance Management Contract for GPA's Cabras Units 1 & 2 Steam Turbine Power Plant to Taiwan Electrical and Mechanical Engineering Services (TEMES Inc.), approved on June 23, 2020, at p. 1.

⁵ Id., at p. 2.

⁶ Id.

⁷ Exhibit "1" is an Issue for Decision, GPA Resolution No. 2020-13, presented to the Consolidated Commission on Utilities at its meeting on June 23, 2020; the proposed fees exclude costs for inventory, critical repairs, CIPs, and de-activation/de-commissioning activities.

⁸ Id.

Order
Approval of Contract for a PMC for
Cabras 1 and 2
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July 30, 2020

\$1,500,000 review threshold.⁹ This PMC Award exceeds the threshold and requires PUC approval.

14. The selected bidder, TEMES, has been the PMC for Cabras 1 and 2 since 2010, a period of ten years.¹⁰
 15. Over such 10-year period, TEMES, as PMC, has provided GPA with assistance in the continued operation and maintenance of the Cabras plants, including completion of life-extension projects, and the meeting of availability, reliability and efficiency standards.¹¹ TEMES has demonstrated its competence and ability to render PMC services to GPA.
 16. In order to ensure adequate capacity to meet the megawatt demands of the island, the Cabras 1 and 2 Steam Turbine Power Plant must continue to be operated and maintained until the new power plant is commissioned (estimated to be at the end of 2022).¹²
 17. GPA's new Ukudu power plant and new renewable energy contracts may possibly not be online until calendar year 2023. GPA will need to continue operating and maintaining the Cabras Power Plant until the new power plant is commissioned.¹³
 18. The PUC has previously found that the PMC for Cabras 1 and 2 has improved the operational efficiency, reliability and cost savings of the plant.¹⁴
 19. With regard to the cost of the Award, the Fixed Management Fees and Routine O&M Budget Expenses proposed for FY2021 through 2023 appear to be in line and consistent with expenses previously incurred under the Cabras 1 and 2 PMCs with TEMES.
-

⁹ PUC Order, Administrative Docket, Contract Review Protocol for GPA, at p. 2.

¹⁰ PUC Order, GPA Docket 10-04, Petition of the Guam Power Authority for Early Review and Approval of the Performance Management Contract (PMC) for Cabras 1 & 2, dated September 15, 2010.

¹¹ See PUC Order, GPA Docket 17-09, GPA Application to approve the PMC Contract Extension with TEMES, Inc. for Cabras 1 & 2, dated November 28, 2016 at p. 2.

¹² Guam Consolidated Commission on Utilities, GPA Resolution No. 2020-13 at p. 1.

¹³ See Exhibit "1", attached hereto.

¹⁴ PUC Order, GPA Docket 10-04, dated September 15, 2010, at p.1; PUC Order, GPA Docket 20-04, dated January 30, 2020, at p. 3.

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20. For the first 5-years of the PMC contract with TEMES (2010-2015), the Fixed Management Fees ranged from \$1.52M to \$1.6M annually. For 2016, the Fixed Management Fee was \$1.606M. For years 2017-2020, the Fixed Management Fees ranged from \$1.674M to \$1.870M.¹⁵ The proposed annual management fees for FY2021-FY2023, ranged from \$1.915M to \$2.031M.
21. The increases in the Fixed Management fees under the proposed Award do not appear to be substantial; they are likely based upon the additional work and life extension projects which have been necessary in recent years to keep the Cabras plants operational, and inflation impacts.
22. Similarly, the O&M budgets proposed in the Award to TEMES also appear to be in line with prior budgets. From 2017-2020, annual O&M budget ranged from \$1.286M to \$1.436M.¹⁶ The proposed O&M Budgets for FY2020 through FY2023 is to remain constant at \$1.350M.¹⁷
23. The proposed contract provisions in the PMC are those that have previously been used by GPA in its performance management contracts approved by the PUC. These provisions include the operation of Cabras 1 & 2, staff management and augmentation, budget management, procurement inventory management and control, plant engineering, environmental compliance, completion of critical repairs and major maintenance projects.¹⁸
24. However, there are also new contract provisions such as compliance with the recent consent decree between the USEPA and GPA, and the de-activation, de-commissioning, and clean-up of the Cabras 1 & 2 plants.¹⁹

¹⁵ PUC Order, PMC Contract Extension with TEMES for Cabras 1 & 2, GPA Docket 17-09, dated November 28, 2016, at p. 3.

¹⁶ Id., at p. 4.

¹⁷ Exhibit 1.

¹⁸ PERFORMANCE MANAGEMENT CONTRACT, attached to the GPA Petition.

¹⁹ Id. at p. 10.

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25. The proposed contract appears to be sufficient to protect the interest of GPA and its ratepayers. GPA's request for PUC approval of the Award of the PMC to TEMES is reasonable, prudent and necessary.

ORDERING PROVISIONS

After careful review and consideration of the record in this proceeding, the GPA Petition to Approve the Contract for a PMC for Cabras 1 and 2 Generating Plants, and the PUC Administrative Law Judge Report, and after discussion at a duly noticed regular meeting held on July 30, 2020, for good cause shown and on motion duly made, seconded and carried by affirmative vote of the undersigned Commissioners, the Guam Public Utilities Commission hereby **ORDERS** that:

1. The Award of a Performance Management Contract to TEMES, Inc., for the Management, Operation and Maintenance of the Cabras 1 and 2 Generating Plants is approved.
2. GPA is authorized to expend the total amount of \$9,969,188.00 for the contract base period of three years.
3. GPA is ordered to pay the Commission's regulatory fees and expenses, including, without limitation, consulting and counsel fees and the fees and expenses of conducting the hearing proceedings. Assessment of PUC's regulatory fees and expenses is authorized pursuant to 12 GCA §§12103(b) and 12125(b), and Rule 40 of the Rules of Practice and Procedure before the Public Utilities Commission.

[SIGNATURES TO FOLLOW ON NEXT PAGE]

Order
Approval of Contract for a PMC for
Cabras 1 and 2
GPA Docket 20-15
July 30, 2020

Dated this 30th day of July, 2020.

Jeffrey C. Johnson
Chairman



Joseph M. McDonald
Commissioner



Peter Montinola
Commissioner

Pedro S.N. Guerrero
Commissioner



Rowena E. Perez-Camacho
Commissioner



Michael A. Pangelinan
Commissioner



Doris Flores Brooks
Commissioner



CONSOLIDATED COMMISSION ON UTILITIES

Guam Power Authority | Guam Waterworks Authority
P.O. Box 2977 Hagatna, Guam 96932 | (671) 648-3002 | guamccu.org

RESOLUTION NO. FY2023-21

RELATIVE TO THE APPROVAL EXTENSION OF CABRAS 1&2 POWER PLANT PERFORMANCE MANAGEMENT CONTRACT (PMC)

WHEREAS, Taiwan Electrical & Mechanical Services, Inc. (TEMES) was awarded the Performance Management Contract (PMC) for the Cabras 1&2 Power Plant beginning October 1, 2020 for a base term of three years with an option to extend for 2 additional one year terms; and

WHEREAS, GPA received a letter from TEMES in April 2023 of its intent to terminate the PMC contract on September 30, 2023, the end of the base term; and

WHEREAS, discussions with TEMES found the reasons for the termination were primarily due to increased labor wages, additional work and work hours to support the aged condition of the plant and to augment reduction in skilled GPA personnel, concerns with performance metrics and limited life extension projects due to the planned plant retirement; and

WHEREAS, the Cabras 1&2 Power Plant is required to be permanently retired under the Consent Decree by October 31, 2024 after the commissioning of the Ukudu Power Plant; and

WHEREAS, the Ukudu Power Plant had sustained significant damage by Typhoon Mawar, which has impacted the commissioning schedule with a recovery plan being developed; and

WHEREAS, the Cabras 1&2 Power Plant is one of two baseload plants necessary to meet the daily demand and the extension of the PMC is critical to ensuring the plant is operational through 2025; and

WHEREAS, a PMC is required to continue to provide the plant management, technical support and procurement administration for the operations and maintenance of the Cabras 1&2 Power Plant; and

WHEREAS, GPA has met with TEMES and have negotiated the following terms for consideration:

- Fixed Management Fee:
 - Extension Year 1 = \$2,641,162
 - Extension Year 2 = \$2,773,220
- O&M Budget (Reimbursable Expense):
 - Extension Year 1 = \$1,350,000
 - Extension Year 2 = \$1,350,000
- PMC Staff:

Increase from 6 to 8 personnel to support additional work and work hours:

1. Plant General Manager
2. O&M Manager
3. Administrative Procurement & Supply Assistant
4. Outage Planner/Materials Manager
5. Performance Engineer
6. O&M Plant Engineer
7. Mechanical Engineer
8. Instruments and Electrical Engineer

- Equivalent Availability Factor (EAF):
 - 70 % based on the Maximum Capacity Factors below
 - Cabras 1 – 40MW
 - Cabras 2 – 45MW

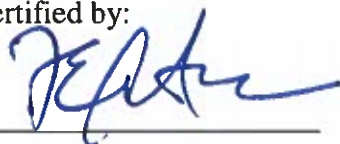
NOW BE IT THEREFORE RESOLVED, the Consolidated Commission on Utilities does hereby approve the following:

1. The CCU authorizes the GPA General Manager to petition the PUC for approval of the extension of the Cabras 1&2 Power Plant PMC for Fixed Management Fee of \$2,641,162 for Extension Year 1 from October 1, 2023 to September 30, 2024 and \$2,773,220 for Extension Year 2 from October 1, 2024 to September 30, 2025, totaling \$5,414,382 and the for the Reimbursable O&M Expenses of \$1,350,000 per extension year, totaling \$2,700,000 for a grand total of \$8,114,382.00.

RESOLVED, that the Chairman of the Commission certifies and the Secretary of the Commission attests to the adoption of this Resolution.

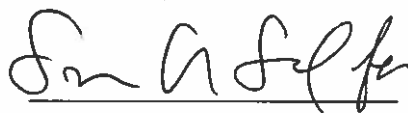
DULY AND REGULARLY ADOPTED, this 3rd day of July 2023.

Certified by:



FRANCIS E. SANTOS
Acting Chairperson

Attested by:



PEDRO ROY MARTINEZ
Secretary

I, **Pedro Roy Martinez**, Secretary of the Consolidated Commission on Utilities (CCU) as evidenced by my signature above do hereby certify as follows:

The foregoing is a full, true and accurate copy of the resolution duly adopted at a regular meeting by the members of the Guam Consolidated Commission on Utilities, duly and legally held at a place properly noticed and advertised at which meeting a quorum was present and the members who were present voted as follows:

AYES:

4

NAYS:

0

ABSTAIN:

0

ABSENT:

1



BEFORE THE GUAM PUBLIC UTILITIES COMMISSION

IN THE MATTER OF:

**THE APPLICATION OF THE GUAM
POWER AUTHORITY TO EXTEND
THE PERFORMANCE MANAGEMENT
CONTRACT CABRAS 1 AND 2**

GPA DOCKET 23-19

ORDER



INTRODUCTION

1. This matter comes before the Public Utilities Commission ["PUC"] pursuant to the Guam Power Authority's ["GPA"] Petition to Extend the Performance Management Contract [PMC] for Cabras 1 and 2.¹
2. The initial three (3) year term of GPA's PMC for Cabras 1 and 2 will expire on September 30, 2023.²
3. GPA requests that the PUC approve GPA's exercise of the PMC's optional two (2) year periods that has a Fixed Management Fee in the amount of \$5,414,382, reimbursable O&M expenses in the amount of \$2,700,000, and a 70%Equivalent Availability Factor, based on the Maximum Capacity Factor, for the two (2) year extension period.³

BACKGROUND

4. Taiwan Electrical & Mechanical Services, Inc. [TEMES] has the PMC for Cabras 1 and 2 and the PMC's three (3) year initial term began on October 1, 2020 and will expire on September 30, 2023. The PMC has two (2) one (1) year options to renew.⁴

¹ GPA Petition to Extend the Performance Management Contract for Cabras 1 and 2, GPA Docket 23-19, dated August 4, 2023 [GPA Petition].

² GPA Petition at 1. NOTE: The page numbers in GPA's Petition and its exhibits are not continuous and the page numbers cited herein refer to the page number of the PDF version of the Petition which is continuous.

³ Id., at 3.

⁴ Id., at 1.

PUC Order
Petition of the Guam Power Authority
To Extend The Performance
Management Contract For Cabras 1 & 2
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5. GPA's consent decree with the U.S. Environmental Protection Agency mandates that the Cabras 1 and 2 Power Plants be retired no later than October 31, 2024. It was expected that the GPA's new Ukudu Power Plant would be commissioned prior to that date and that once the new plant was online there would be no need for the Cabras 1 and 2 Power Plants. However, GPA must continue to operate Cabras 1 and 2 beyond October 31, 2023 due to Typhoon Mawar striking Guam and damaging the Ukudo Power Plant which has delayed its completion.⁵
6. GPA and TEMES negotiated the following for the two (2) extension years: (a) A \$2,641,162 fixed management fee and \$1,350,000 for reimbursable O&M expenses for the first extension year; (b) A \$2,773,220 fixed management fee and \$1,350,000 for reimbursable O&M expenses for the second extension year; (c) An increase from six (6) to eight (8) personnel to support additional work and work hours; (d) An Equivalent Availability Factor of 70% of the Maximum Capacity Factors of Cabras 1, which is 40 megawatts, and Cabras 2, which is 45 megawatts.⁶
7. On July 3, 2023, the Guam Consolidated Commission on Utilities ["CCU"] issued CCU Resolution No. FY2023-21 authorizing GPA's management to exercise the two (2) one (1) year extensions and their \$8,114,382 cost subject to the PUC's approval.⁷
8. On August 28, 2023, PUC Legal Counsel issued his report.

DETERMINATIONS

9. GPA must obtain the PUC's approval to exercise the two (2) one (1) year extensions of the PMC contract. GPA's Contract Review Protocol states that for multi-year procurements with fixed terms and variable annual costs, GPA shall seek PUC approval of the procurement if the aggregate cost estimate for the entire term of the procurement exceeds its \$1,500,000 review threshold.⁸ Here, the extensions have variable costs in the total amount of \$8,114,382 which exceed the \$1,500,000 review threshold. Therefore, GPA must obtain the PUC's approval to exercise the PMC extensions.

⁵ Id., at 2.

⁶ Id., at 5.

⁷ Id.

⁸ PUC Order, Administrative Docket, Contract Review Protocol for GPA, at page 2.

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 Petition of the Guam Power Authority
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10. The \$8,114,382 cost of the PMC extensions is reasonable. In GPA Docket No. 20-04 the PUC determined that GPA and the Cabras 1 and 2 PMC will mutually agree as to the contract deliverables and guarantees, and the contract will include provisions for operations, maintenance supplies and services, and inventory management and control and that GPA has set the O&M Budget for the PMC contract at \$1,350,000 per year.⁹ Here, GPA and TEMES have negotiated a \$2,641,162 fixed management fee for the first extension and a \$2,773,220 fixed management for the second extension and \$1,350,000 for reimbursable O&M expenses for both extension years. TEMES must operate the plants at 70% of their Maximum Capacity Factors. Therefore, the extension cost is reasonable and permitted by the PMC contract.
11. The extensions are prudent. The PUC has previously found that PMCs for Cabras 1 and 2 have improved the operational efficiency, reliability, and cost savings of those power plants.¹⁰
12. The extensions are necessary. GPA currently only has two baseload power plants and Cabras 1 and 2 are one of these baseload plants. If GPA does not exercise the extensions, it is unlikely that Cabras 1 and 2 will remain online and this would cause great disruption in GPA's ability to operate the island-wide power system until the new northern power plant is completed.
13. Based on the foregoing, GPA's contract extensions with TEMES for the Cabras 1 and 2 PMC and their \$8,114,382 cost are reasonable, prudent, and necessary, and the extension will prevent a great disruption in GPA's ability to operate the island-wide power system until the new northern power plant is completed.

ORDERING PROVISIONS

After careful review and consideration of the above determinations, GPA's Petition to extend the PMC for Cabras 1&2, the Report of PUC Legal Counsel, and the record herein, for good cause shown, and on motion duly made, seconded, and carried by the undersigned Commissioners, the Guam Public Utilities Commission **HEREBY ORDERS** that:

1. GPA's exercise of the PMC's optional two (2) year periods are approved.

⁹ PUC Order dated January 30, 2020 in GPA Docket No. 20-04 at 2.

¹⁰ PUC Order dated September 15, 2010 in GPA Docket No. 10-4 at 1.

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2. GPA is ordered to pay the Commission's regulatory fees and expenses, including, without limitation, consulting and counsel fees and the fees and expenses of conducting the hearing proceedings. Assessment of PUC's regulatory fees and expenses is authorized pursuant to 12 GCA §§12002(b) and 12024(b), and Rule 40 of the Rules of Practice and Procedure before the Public Utilities Commission.

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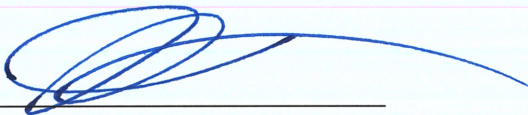
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PUC Order
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Dated this 31st day of August, 2023.



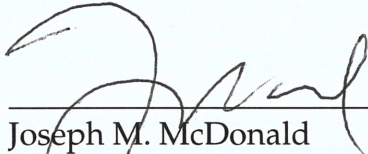
Jeffrey C. Johnson
Chairman



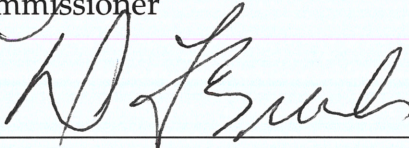
Rowena E. Perez-Camacho
Commissioner

Michael A. Pangelinan
Commissioner

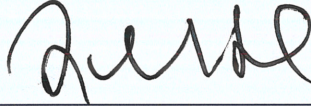
Pete Guerrero
Commissioner



Joseph M. McDonald
Commissioner



Doris Flores Brooks
Commissioner



Peter Montinola
Commissioner



GUAM POWER AUTHORITY

ATURIDÅT ILEKTRESEDÅT GUAHAN
P.O.BOX 2977 • AGANA, GUAM U.S.A. 96932-2977

MEMORANDUM

TO: Distribution A, B, & C

FROM: General Manager

DATE: July 7, 2025

SUBJECT: Acting General Manager Appointment/JENNIFER G. SABLAN

Effective July 13, 2025 through August 01, 2025, MRS. JENNIFER G. SABLAN, P.E. shall serve in the capacity as GPA GENERAL MANAGER.

Please provide Mrs. Sablan your utmost support and cooperation as she takes on these additional duties and responsibilities.

Thank you,


JOHN M. BENAVENTE, P.E.

Approved:


FRANCIS E. SANTOS
CCU Chairman

cc: CCU Members
Human Resources Department
File

AMENDMENT NO. 1
TO PERFORMANCE MANAGEMENT CONTRACT

This AMENDMENT NO. 1 to GPA-035-20 Performance Management Contract for GPA's Cabras Units #1 and #2 ("PMC") is made and entered into as of this ____ day of _____, 2025, by and between GUAM POWER AUTHORITY ("GPA"), a public corporation and autonomous instrumentality of the Government of Guam, acting through the Guam Consolidated Commission on Utilities, and Taiwan Electrical and Mechanical Engineering Services, Inc. ("TEMES"), registered to do business in Guam (GPA and TEMES referred to herein collectively as the "Parties").

RECITALS

WHEREAS, GPA was approved to extend the PMC contract for Cabras Units #1 and #2 through September 30, 2025, by amendment authorized by CCU Resolution FY2023-21 and PUC Docket No. 23-19;

WHEREAS, due to construction delays experienced at the new Ukudu Power Plant as a result of damage by Typhoon Mawar, the decommissioning of Cabras Units #1 and #2 has been moved to the year 2026;

WHEREAS, GPA wishes to extend the current Cabras Units #1 and #2 PMC contract by four (4) months, from October 1, 2025, to until January 31, 2026, to ensure the safe and reliable operations of the plant and to utilize the entirety of the Ultra-Low Sulfur Fuel Oil (ULSFO) that is onsite;

WHEREAS, Cabras Power Plant is GPA's only plant that uses ULSFO, therefore the operation of Cabras Power Plant by the current PMC vendor is essential to GPA;

WHEREAS the estimated cost for this extension is \$1,050,051.00 for the Fixed Management Fee (set by TEMES), and \$400,000 for budgeted reimbursable operations and maintenance expenses, making the total estimated cost \$1,450,051.00 for the 4-month period, or a monthly cost of \$362,512.75; and

WHEREAS, GPA has been approved to extend the PMC contract for Cabras Units #1 and #2 for the four months by amendment authorized by CCU Resolution FY2025-21 and PUC Docket No. 25-17;

NOW, THEREFORE, in consideration of the mutual agreements contained herein, and for other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Parties agree to amend the PMC Contract as follows:

1. The term of the TEMES PMC contract for Cabras Units #1 and #2 is extended for the period from October 1, 2025, to January 31, 2026, to ensure safe and reliable operations of the power plant and to ensure the utilization of the remaining ULSFO onsite.

IN WITNESS WHEREOF, the parties have caused this Amendment to be executed as of the date specified above.

[signature page follows]

TAIWAN ELECTRICAL AND MECHANICAL
ENGINEERING SERVICES, INC. (TEMES)

By: _____ Date: _____

Mr. Bin-Li Chung
Chairman, Board of Directors
Duly Authorized Representative

GUAM POWER AUTHORITY (GPA)

By: _____ Date: _____

John M. Benavente, P.E.
General Manager

APPROVED AS TO FORM:

By: _____ Date: _____

Marianne Woloschuk
GPA Legal Counsel