



**BANKING & INSURANCE BOARD MEETING MINUTES**

**Tuesday, March 15, 2022 at 2:00pm**

**Zoom Virtual Conference: Meeting ID 845 0441 6883, Passcode: 497533**

**<https://us02web.zoom.us/j/84504416883?pwd=U0o3WHkrOTJQYzRzRFgyNkIEeWNFdz09>**

**Facebook Live: Guam Department of Revenue & Taxation**

**BOARD MEMBERS PRESENT:**

**Michele B. Santos**, Banking & Insurance Commissioner

**Dean Manglona**, Attorney, Civile & Tang, PLLC

**Roland Biscoe**, Insurance Producer

**Danilo Rapadas**, SVP/Chief Risk Officer, Bank of Guam

**West Cassidy**, EVP/General Manager, Pacific Indemnity Ins. Co.

**Michael Sgro**, Fitness General Manager, Paradise Fitness

**Raymond Schnabel**, Chief of Operations, Calvo's Insurance Underwriters

**ALSO PRESENT:**

**Alice P. Sebastian-Cruz**, Regulatory Programs Administrator, Acting

**Nemencio David E. Briones**, Regulatory Examiner II

**Michele Marie R. Rabago**, Regulatory Examiner I

**Glenn Meno**, Representative from the Office of Senator Sabina Perez

**Sandra Miller**, Attorney at the Office of the Attorney General

**Anita Arriola**, Attorney at Arriola Law Firm, Representation of BankPacific

**Phillip Flores**, President and Chairman, BankPacific

**GENERAL PUBLIC ATTENDANCE VIA ZOOM:**

Rocco Flores

Haidee Eugenio Gilbert (The Guam Daily Post)

- I. **CALL MEETING TO ORDER** – The meeting was called to order at 2:08pm.
- II. **ATTENDANCE – ROLL CALL** – The Commissioner did a roll call. Members, Manglona, Rapadas, Schnabel, Cassidy, Sgro, and Biscoe were present.
- III. **APPROVAL OF MINUTES (FEBRUARY 28, 2022)** - A motion to approve the February 28, 2022 meeting minutes was made by Member Schnabel and seconded by Member Rapadas. Motion was passed.
- IV. **OLD BUSINESS – BANKPACIFIC APPLICATION FOR CONVERSION** – Attorney Anita Arriola, representing BankPacific, and Phillip Flores, President and CEO of BankPacific, gave a brief presentation of BankPacific's history and application for conversion from a savings and loan to a bank and requested the Board's approval for conversion. Attorney Arriola requested the Board to: (1)

approve the extension of the conversion application as the March 10<sup>th</sup> deadline passed and (2) approve the amendment of BankPacific's charter.

A discussion between Member Manglona, Attorney Arriola, and Attorney Sandra Miller of the Office of the Attorney General (OAG) ensued regarding the laws, statutes, and codes relevant/irrelevant to the conversion application.

A discussion ensued between Member Cassidy and Attorney Miller regarding the powers of the Commissioner and the Board regarding the completion of the conversion application, whereby the Commissioner shall review the conversion application, submit a report, and provide a recommendation to the Board, whereby the Board has ninety (90) days to make a determination to approve/disapprove the Commissioner's recommendation.

The Commissioner was willing to entertain a motion for the extension of the conversion application as the March 10<sup>th</sup> deadline passed. Attorney Miller responded that with BankPacific's approval if a thirty (30) day extension was appropriate time for the Board to make a decision on the conversion application, to which Attorney Arriola interjected and responded that BankPacific would like to have a decision made today as they are under a time constraint with their conversion application with FDIC and, every day that goes by, BankPacific and their shareholders are losing thousands of dollars.

A motion for the Board to approve the Commissioner's recommendation to approve BankPacific's conversion application from a savings and loan to a bank and amend their charter was made by Member Rapadas and seconded by the Commissioner. The Board Members who voted to approve this motion were Member Rapadas, Member Schnabel, Member Sgro, Member Biscoe, and Member Cassidy. Member Manglona voted to disapprove this motion. A discussion ensued regarding whether the Commissioner could vote, as the Board's approval is dependent on six (6) affirmative votes in order for this motion or any motion to pass. It was determined by Attorney Miller and Attorney Arriola that the Commissioner does have the authority to vote as the law states that the Commissioner is the Chairwoman of the Board and the Board consists of 9 members and the Commissioner; therefore, she is entitled to vote, to which Member Manglona agreed. The Commissioner voted for the approval of the motion, which made the sixth (6<sup>th</sup>) affirmative vote. The motion was passed.

Attorney Arriola requested for the record for the Board's approval of the conversion application extension date for today, March 15, 2022. The Commissioner requested the Board's approval for the extension to which all the Members and the Commissioner provided their affirmative votes of seven (7). Extension request was unanimously approved.

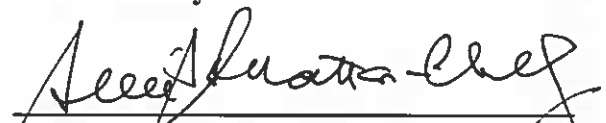
- V. **MEETING ADJOURNMENT** - A motion was made to adjourn the meeting by Member Schnabel and seconded by Member Rapadas. Meeting adjourned at 3:10pm.

**Prepared and Submitted By:**



Michele Marie R. Rabago  
Regulatory Examiner I

**Confirmed By:**



Alice P. Sebastian-Cruz  
Regulatory Programs Administrator, Acting