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**CONSOLIDATED COMMISSION ON UTILITIES  
CODE OF ETHICS**

**Section 1. AUTHORITY**

In accordance with 12 GCA §79101, the Consolidated Commission on Utilities (CCU) hereby adopts, as a policy, the following Code of Ethics to assist it in the conduct of its affairs.

**Section 2. PREAMBLE**

The CCU commits itself and its actions to ethical, businesslike, and lawful conduct including the proper use of authority and appropriate decorum when acting as Commissioners. Commissioners must avoid actual impropriety and the appearance of impropriety to ensure and maintain public confidence in the CCU and the agencies it governs, the Guam Power Authority (GPA) and the Guam Waterworks Authority (GWA).

**Section 3. GENERAL PRINCIPALS**

(a) The effective administration of the laws applicable to the CCU depends to a great extent on the public confidence in those individuals who administer and execute the laws. The reputation of the CCU can best be maintained when those individuals obey not only the literal requirements of the laws of Guam governing their conduct, but when their conduct supports the moral and ethical principals behind those laws.

(b) Commissioners shall conduct themselves with civility and respect at all times with one another, with the staff, management, and personnel of GPA and GWA, and with Guam's ratepayers and the public.

(c) Guam's Ethics in Public Contracting Statutes and their implementing regulations, as respectively codified in 5 GCA §5601 *et. seq.*, and 2 GAR, Div. 4, Chap. 11, §11101 *et. seq.*, establishes specific standards of conduct for Commissioners. This Code of Ethics is made in conjunction with those statutes and regulations and is intended to establish general standards of conduct necessary for the proper and efficient operation of the CCU.

(d) Commissioners hold positions that involve a degree of trust and responsibility. To insure the effective regulation of the public utility laws and to maintain public confidence in the CCU, it is imperative that Commissioners avoid conduct which is in violation of their public trust or which creates a justifiable impression among the public that such trust is being violated. It is recognized that there might be questions of interpretation and judgement which enter into the application of this Code of Ethics, and that some Commissioners may have questions from time to time which they may like to discuss regarding the situation. Any Commissioner who has a question about his or her situation should discuss it with the CCU or its designee. Commissioners

1 may also request an opinion from the Commission's attorney.

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3 (e) Commissioners may not attempt to exercise individual authority over the CCU, or  
4 GPA, or GWA, except as permitted by Guam Law and Commission policies and resolutions.

5  
6 (1) Commission members must recognize the lack of authority vested in them as  
7 individuals in their interactions with Commission employees and the staff, management, and  
8 personnel of GPA and GWA, except where authorized by the CCU.

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10 (2) In their interactions with the public, the press, or other entities, Commissioners  
11 must recognize the same limitation as set forth in Section 3(e)(1) above, and Commissioners must  
12 not speak for the CCU unless authorized by the CCU or when describing an existing CCU  
13 decision, action, or plan.

14  
15 (3) Commissioners shall express their individual opinions in a responsible manner  
16 without causing harm to the CCU, GPA, or GWA, or to their relationships with other  
17 Commissioners, and the staff, management, and personnel of GPA and GWA.

18  
19 (f) Commissioners must comply with Guam's Open Government Law and shall not meet  
20 outside of publically noticed meetings to make decisions concerning the CCU, GPA, or GWA.  
21 However, Commissioners may meet individually or in small groups (less than the number required  
22 for a quorum of the CCU) with the staff, management, and personnel of GPA and GWA, for the  
23 purposes of gathering information or for any other purpose authorized by law.

24  
25 (g) Any performance evaluations of the General Managers, Chief Financial Officers,  
26 Commission Attorneys, or other staff or personnel directly hired by, or under the purview of the  
27 CCU shall be performed in a closed executive session in accordance with Guam law.

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29 (h) As required by Guam Law, Commissioners shall respect the confidentiality appropriate  
30 to issues regarding personnel, proprietary matters, and attorney-client privileged communications.

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32  
33 (I) Commissioners shall be prepared for CCU meetings, activities, and deliberations in  
34 order to exercise good business judgement in the business and affairs of GPA and GWA.

35  
36 (j) Commissioners shall not wilfully and intentionally make statements solely for the  
37 purpose of demeaning, humiliating, or otherwise publically embarrassing or insulting other  
38 Commissioners during CCU meetings or events, GPA or GWA activities, or at other public  
39 forums, meetings, or events, or via the media.

40  
41 (k) Commissioners are vested with the duty to manage the business and affairs of GPA  
42 and GWA to the best of their ability and Commissioners shall have the duty to use good business  
43 judgement. The Commissioners shall have the fiduciary duties of due care, and the duty of

1 loyalty, which shall be owed to GPA and GWA, and the duty to protect the interests of the  
2 ratepayers concerning the efficient management and use of the assets of GPA and GWA.  
3

4 (1) Commissioners shall disclose any conflicts of interest they may have in  
5 managing the business and affairs of GPA and GWA. Conflicts of interest may include but are not  
6 limited to instances where a Commissioner will personally profit from a transaction, or when a  
7 close family member of the Commissioner will profit from the transaction, or when the  
8 Commissioner serves on the board of a corporation that is transacting business with the CCU,  
9 GPA, or GWA. Commissioners shall disclose any conflicts of interests or potential conflicts of  
10 interest, to include all material facts concerning the Commissioner's relationship or interest in the  
11 transaction involved, to the CCU in the official deliberations of such transactions.  
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#### 13 **Section 4. APPLICABILITY**

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15 This Code is applicable to the Commissioners. If any section, subsection, paragraph,  
16 sentence or other part of this Code is adjudged unconstitutional or invalid, such judgement shall  
17 not affect, impair, or invalidate the remainder of this Code, but shall be confined in its effect to  
18 that part of the Code ruled unconstitutional or invalid.  
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#### 20 **Section 5. USE OF OFFICIAL POSITION OR INFORMATION**

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22 (a) No Commissioner shall use or attempt to use his or her official position to secure  
23 unwarranted privileges or advantages for himself or herself or others. This provision shall  
24 include, but not be limited to, a prohibition on the use for private purposes of Board Personnel,  
25 including secretarial services, during working hours. No employee shall be coerced into  
26 performing any services for private purposes even though after hours.  
27

28 (b) No Commissioner shall willfully disclose to any person, whether or not for pecuniary  
29 gain, any information not generally available to a member of the public which he or she acquires in  
30 the course of and by reason of his official duties. No Commissioner shall use for the purpose of  
31 pecuniary gain, whether directly or indirectly, any information not generally available to members  
32 of the public which he receives or acquires in the course of and by reason of his official duties.  
33

34 ©) No Commissioner shall use his or her official position or authority to influence or  
35 control, in any manner whatsoever, either directly or indirectly, any information not generally  
36 available to members of the public which he receives or acquires in the course of and by reason of  
37 his official duties.  
38


#### 39 **Section 6. DISSEMINATION**

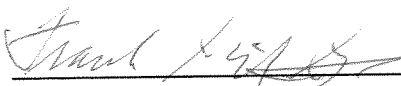
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41 A copy of this Code shall be delivered to each and every new member of the CCU no later  
42 than two weeks after such new member takes office.  
43


1 **Section 7. EFFECTIVE DATE**

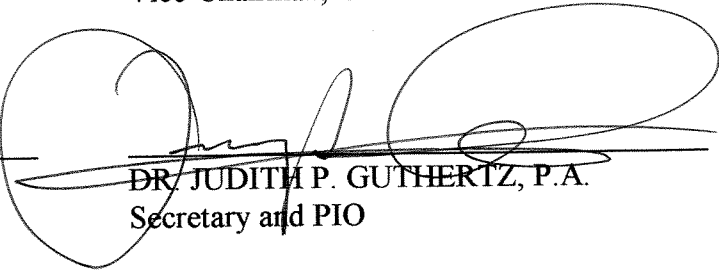
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3 This Code shall take effect upon approval by an affirmative vote of the majority of the  
4 Commissioners of the CCU.

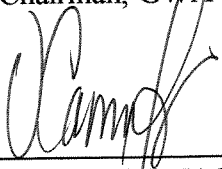
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6 **SO APPROVED** this 27<sup>th</sup> day of April, 2004 by:

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11 \_\_\_\_\_  
12 **SIMON A. SANCHEZ II**  
13 **Chairman**

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12 **FRANK S.N. SHIMIZU**  
13 **Vice-Chairman, GPA**

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16 \_\_\_\_\_  
17 **BENIGNO M. PALOMO**  
18 **Vice-Chairman, GWA**

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16 \_\_\_\_\_  
17 **DR. JUDITH P. GUTHERTZ, P.A.**  
18 **Secretary and PIO**

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20   
21 \_\_\_\_\_  
22 **VINCENT C. CAMACHO**  
23 **Treasurer**  
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