



CALIFORNIA STATE
PUBLIC WORKS BOARD

ARNOLD SCHWARZENEGGER, GOVERNOR

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Special Meeting

STATE PUBLIC WORKS BOARD
March 15, 2004
MINUTES

PRESENT:

Mr. Michael C. Genest, Chief Deputy Director, Department of Finance
Mr. Bob Garcia, Chief Financial Officer, Department of Transportation
Mr. Barry Hemphill, Deputy Director, Telecommunications Division,
Department of General Services
Ms. Cindy Aronberg, Deputy Controller, State Controller's Office
Honorable Philip Angelides, State Treasurer

ADVISORY MEMBER:

Director, Employment Development Department

LEGISLATIVE ADVISORS:

Assembly Member Darrell Steinberg
Assembly Member Wilma Chan
Assembly Member Fabian Nunez
Senator Betty Karnette
Senator Wesley Chesbro
Senator Gilbert Cedillo

STAFF PRESENT:

Michael Carter, Assistant Administrative Secretary, State Public Works Board
Kathryn Amann, Assistant Administrative Secretary, State Public Works Board
Tamara Moss, Executive Secretary, State Public Works Board
Deborah Cregger, Legal Counsel, State Public Works Board
Sarah Mangum, Budget Analyst, Department of Finance
Brian Dewey, Budget Analyst, Department of Finance
Jim Martone, Budget Analyst, Department of Finance

SPEAKERS PRESENT:

Honorable Heather Fargo, Mayor of Sacramento
Linda Whitney, Sacramento Old City Association
Greg Taylor, Gregory Taylor Architecture/Downtown Resident
Ken Wemmer, Downtown Sacramento Partnership
Robert L. Chase, AIA, CADA Board
Phyllis Newton, American Institute of Architects/Central Valley
Barry Wasserman, Sacramento Resident

OTHERS PRESENT:

John Golemon, Department of General Services-RESA/PMB
Richard Taramoto, Department of General Services-RESA/PMB
Nick Karlsson, Department of General Services-RESA/PMB
Bob Sleppy, Department of General Services
Art Louie, Department of Corrections

CALL TO ORDER AND ROLL CALL:

Mr. Genest, Chairperson, Chief Deputy Director, Department of Finance at 3:00 p.m. called the meeting to order. Mr. Carter, Assistant Administrative Secretary for the State Public Works Board called the roll. A quorum was established.

Mr. Genest formally recognized the Mayor of Sacramento, the Honorable Heather Fargo.

BOND ISSUES:

Mr. Genest stated that at the request of the State Treasurer we would be hearing Bond Item #3.

Mr. Carter stated that Item #3 is for the Department of General Services Central Plant Renovation Project. If approved this item will authorize the interim financing for the project but prior to taking a vote on this item, the State Treasurer requested an opportunity to present his views of special considerations for the project, followed by representatives from the Department of General Services who will give a project overview and address the State Treasurer's questions about how the project will proceed in light of the pending West End project and, how the project will take into consideration the desires or needs of the local community.

The Honorable Philip Angelides, State Treasurer (Treasurer) of California, opened by saying that he was present as a constitutional officer, a member of this Board and as a native of Sacramento, also, as someone who believes there is an opportunity for the State of California to undertake both the West End Project and the Central Plant Project in a way that is beneficial to the Sacramento community and a maximum benefit to the economic value of the State.

The Treasurer stated that on February 4, 2004 a letter was sent to the State Public Works Board (the Board), expressing his view how these projects should be undertaken. The process was fundamentally important from a community standpoint as well as from the State's standpoint. He further stated that as we embark upon spending \$600 million, it is vital that we do so in a way that provides the State with maximum economic value. He does not believe that the East End project maximized the State's opportunities nor did it live up to the promise of what can be achieved in the downtown Sacramento area. He stated that specifically looking at the East End project, he sees an office project that the State could have designed that would be of greater economic value to the State by the inclusion of retail and by the thoughtful blending of the housing needs of Sacramento.

The Treasurer expressed the following notions: 1) any project located in the West End would comply with the provisions of Executive Order 46-01, should include broad community input, sustainable development, smart growth, and a community design process, and 2) projects should be designed that are part of the best urban projects possible.

Mr. Carter added that we should understand that the item today is for the approval of interim financing for the Central Plant project only. There is the understanding that the West End has some relationship to the Central Plant project; however, the West End project is not on the agenda and we cannot take any action today.

As an observation the Treasurer stated that during the tenure of the previous administration when the West End project came forward for approval of interim financing, he cast a vote in favor of authorizing the project to move forward with initial financing of \$6.9 million to be provided to cover all environmental studies. At the time of approval, it was requested that the status of community outreach be reported back to the Board. The Treasurer stated that the inclusion of the West End is strictly for informational purposes and that he was aware that it was not up for action today.

Mr. John Golemon, Department of General services gave a Power Point presentation. He stated that the Central Plant is located between P and Q and 6th and 7th Streets in the downtown area. The Central Plant enables twenty-three state buildings to be heated and cooled by a system based on steam and a cooling water system. The heat removed from the buildings goes back to the Central Plant and is ultimately discharged into the river in the form of heated water. This project is necessary because the plant has been in operation since 1968 and has received very little maintenance. In addition, the plant currently does not meet code in many respects (i.e. fire life safety, ADA, etc.). The Ranney Well, which is the primary source of the ground water, has been failing for last few years.

Mr. Golemon cited the consequences of not going forward with the project including non-compliance with the Cease and Desist Order from the Regional Water Quality Control Board, which could result in the State being fined up to \$25,000 per day, plus \$25 per gallon of water above 1,000 gallons per day. On a peak day, the State discharges anywhere between 13 and 14 million gallons into the river.

Mr. Goleman further stated that the project includes modernizing the plant, constructing an underground thermal energy storage tank and expanding the plant to accommodate additional required equipment. The next steps for the plant would be consultant selection for CEQA, entitlement pre-planning, and consultant selection for retail and selection for specialists in urban planning.

The Honorable Heather Fargo, Mayor of Sacramento made comments regarding this project and opened by saying that the Sacramento area is currently going through sort of a renaissance era. She stated her concerns regarding the Central Plant project including: 1) the location; 2) the design and 3) the public involvement process. She stated she is very concerned about the location of the cooling towers and if they need to be on the waterfront, questioned if they should be closer to the Tower Bridge or closer to the Pioneer Bridge and the tank farm? She also questioned to what degree the towers really need to be in the center of the City's redevelopment activity. She further stated that as far as the design is concerned, she would rather it be somewhat pleasant to look at. Sacramento is going to have an active waterfront, therefore the cooling towers need to look appealing and run smoothly. The community wants to be involved in the process. Sacramento has a tradition of civic engagement and she would like to have a community process that allows people to have hands-on involvement. The Mayor stated that her staff and the Department of General Services have met and have a draft of a memorandum of understanding concerning a community involvement process.

The Mayor stated for the record that she is not opposed to the West End project, however, she believes that it must be the right design and use. She stated that she did not propose housing as part of the project, but it is certainly an intriguing idea that should be considered.

The Treasurer asked the Mayor if she was aware of an agreement reached with the City of Sacramento on a public outreach process. The Mayor stated that she was not aware of an agreement or anything in addition to there being a draft memorandum of understanding regarding the community involvement process.

The Treasurer asked for a description of the public outreach program, where it is, its form, when will it take place and how citizens can be involved. Also, is this a program that exists or is it still in the development stage?

Mr. Golemon stated that the public outreach program is still in an outline format and that DGS is waiting for the approval of today's item to move forward.

The Treasurer asked if the process has begun of looking at the size and placement of the cooling towers for the Central Plant.

Mr. Golemon stated that process of placement for these towers has not started. DGS is waiting for the approval of today's item to move forward.

For clarification, Mr. Carter stated that the authorizing legislation for the West End does not allow the pursuit of housing. It would be an option, but it would require different authorities.

The Treasurer disagreed in that there is nothing in the legislation that would preclude the State from having housing that is developed and financed by the private sector. He stated that he would be interested in reviewing a legal opinion that says that the State couldn't do housing even if others financed it.

Mr. Genest stated that the floor was now open for public comment.

Mr. Barry Wasserman representing FAIA stated that he has concerns about the current project based on the development of the East End project. There is an integral relationship between the development of the Central Plant and the new buildings. Particularly if you are going to build a state-of-the-art building, because what is done to the Central Plant will have an impact on the design (both physically and mechanically) on the West End project and what done is to the West End project will have a material affect on the decisions that are made with regards to the Central Plant. Secondly, with regard to the public process, he suggested that the State not make it a reactive process, but make it a proactive process. Sacramento is not going to get the public feeling that they are part of the process if they are asked to react to decisions that have already been made. Lastly, with regard to the design, he stated that there is no excuse for design mediocrity.

Ms. Phyllis Newton, Executive Director, American Institute of Architects-Central Valley Chapter, stated that the Central Valley Chapter represents over 675 architects primarily in the Sacramento region. The members are not only architects but they are taxpayers. On behalf of the Chapter, she would like to encourage the Board to engage the public early and often. She offered the services of the Central Valley Chapter. In closing she stated that public participation only results in a better project.

Mr. Robert Chase representing the American Institute of Architects-CADA Board stated that Sacramento is currently at a major point in development. With regard to housing, CADA promotes the mixed-use concept as this project moves forward. If there are mechanism difficulties with the integrating of housing, CADA will definitely be willing to provide some assistance. We look forward to this project going forward in a very positive manner.

Mr. Ken Wemmer representing the Downtown Sacramento Partnership stated that he endorses the comments made by the Treasurer and the Mayor, as well as the testimonies of those who came before him regarding the Central Plant Project. Mr. Wemmer added that the Downtown Sacramento Partnership is willing to assist in developing a high quality cooling towers project that is properly designed and well placed.

Mr. Greg Taylor representing Gregory Taylor Architecture suggested that developers keep an open mind in regards to the design of the Central Plant project. He added that he supports the idea of mixed-use for this project and encouraged community participation at the early stages of the project.

Ms. Linda Whitney, President of the Sacramento Old City Association, stated that her organization's mission is to cherish and protect the heritage of Sacramento. She stated that the interest of the Association is to be apart of the process, not to review the process and that their interest is not only the new project and its relationship to the City, but our historic preservation of the neighborhood as well as the Heidlebrand House, which is incredibly important to the history of the City. She further stated that the Association expects to be and commit to be a close partner in the process of development of the Central Plant and look forward to working with the project consultant in the endeavor.

The Treasurer commented that the involvement of the community is very important to get these kinds of projects moving along with the spirit of togetherness. He stated that the main goal of the project should be to build something that is good for the community, gives the State good economic value with the least possible cost to the taxpayer. The Treasurer suggested that a sign of good faith to the community is to give DGS all the financing it needs to do all of the pre-construction work.

The Treasurer stated that he would like for any motion to include the requirement that DGS report on a public engagement process that includes both the Central Plant and West End within approximately 90 days.

A motion was made by Treasurer Angelides to authorize less than the full project funding being requested but sufficient financing (approximately \$5 million) to cover all pre-construction for the Central Plant and direct staff to return to the Board with a full public engagement process which would include examination of the range of feasible uses (retail, housing, etc.) within 90 days.

Before making a second on the motion, Mr. Genest asked what it would mean for the Board to take an action directing staff to develop a public review process and if the Board has statutory power to direct staff to do this.

Mr. Bob Sleppy, Department of General Services stated (with respect to the motion) that time is needed to hire consultants who will primarily be directing the public review process. He added that 120 days would be more feasible.

Mr. Genest asked the Treasurer what his expectation of this report is and if there would be some type of contingency that would be placed on the report. For example, would the Treasurer withhold funds for the project based on the report?

The Treasurer stated his view that currently, the Board is the only opportunity the community has to participate in a public forum to talk about projects. He went on to say that he would like a report given to the Board on an informal basis and restated that his motion would not approve full funding, thus requiring additional action by the Board on the project financing.

For clarity, Mr. Genest asked what it would mean for the progress of the project to approve only a portion of the requested funding.

Mr. Carter Clarified that the item only pertains to the Central Plant Project and that it is not clear how appropriate it is for the motion to include the West End Project. He further explained that the policy of the Board has been to proceed with interim loan authorization for the full amount of appropriated funding for the project in order to address any and all contingencies as they may arise. Secondly, community involvement is required for the Central Plant project by the 2003-04 Budget Act, which says that the Department of General Services shall work with the affected local communities on a design that minimizes the aesthetic impact of the project on those communities. Staff believes that it is unnecessary to parcel out the funding.

Mr. Carter asked DGS to give some examples of the contingencies that might arise under the scenario of partial funding.

In conjunction with Mr. Carter's question, Mr. Garcia, Department of Transportation, asked if the Board approves the full funding, is DGS authorized to go forward with all aspects of the project including construction, or do they still have to come back to the Board before going beyond the preliminary stages.

Mr. Golemon stated that as a practical matter, once full authority is given from the Board, staff must go to the Pooled Money Investment Board (PMIB) on a twelve-month basis. He stated that receiving partial funding would add an extra step, but did not seem to be too burdensome

Ms. Sarah Mangum, Budget Analyst, Department of Finance added that the project would have to come back for preliminary plan approval, approval to go out for bid and any other typical actions that the Board would normally take on any project. She further stated that the project would have to come back to the PMIB for loan renewal. The project would not have to come back to the Board for the funding authority, but would have to come back for approval authority at certain points for other approvals of PWB.

Mr. Genest stated that it's apparent that if the Board approves the funding, the item still needs to come back for project approval and asked for an assessment of what would be at risk by not following the normal policy, which is to approve all funding.

Ms. Mangum stated that the funding for site acquisition study, preliminary plans and working drawings comes to about \$24 million. If the Board only approved a portion of this, then staff would have to come back (possibly) multiple times within each phase. It depends partially on what level the Board would want to approve, if the Board did not approve everything up through and including the construction phase. Rather than going only to the PMIB to get the actual interim financing at different stages (depending on the timing) the item would have to come back to both Boards. Currently, the \$5 million that's going to be before the PMIB upon approval of this action is for the first year of part of the study for part of the acquisition and the environmental reviews.

The Treasurer stated that it was his intention to authorize enough funding to cover all studies, environmental work, and design.

Ms. Cindy Aronberg, Controller's Office, thanked each of the speakers and noted that in the nearly five years she's been a member of the Board, she's never seen such a great volume of high quality public input on a bond item. Ms. Aronberg stated that the Controller agrees with the speakers and recognizes that the creativity and thought that goes into the design and function of this or any project, affects both the projects' users and neighbors for decades or more.

She further commented that the Controller is concerned about the fines that would be assessed by the Regional Water Quality Control Board (\$25,000 per day plus \$25 per gallon of water above 1,000 gallons per day) and how the issue of the heated effluent being discharged into the river causing environmental damage is being addressed.

In response, Mr. Golemon stated that the drop-dead date is March 2006. If staff moved forward on this project tomorrow, this deadline still would not be met; but, with that being said, DGS has a good working relationship with the Regional Water Resources Control Board. In addition, if they see DGS making progress toward meeting the deadline, even if it's a year off, he does not see being hit with the heavy fines. To the extent that DGS would have to come back to the Board for additional approvals the Department could lose 30 days on the project each time they came back to the Board.

The Treasurer stated that it was his goal to move forward quickly.

Mr. Genest stated that it appeared that at this point the Board could proceed in several ways. He stated that they could see if there is a second on the Treasurer's motion, or that since it seemed that the Treasurer's motion had two parts they could split the motion. He stated that he would be happy to provide a second to the part of the motion regarding the report on the community outreach in a modified timeframe of 120 days. However, he would not second the full motion that would involve a failure to approve the full-funding because he does not see any overwhelming consideration that would necessitate this action and that he felt the first part of the motion would address the Treasurer's concerns, as well as the Board's normal process.

The Treasurer agreed to split the motion into two parts.

A substitute motion was made by Treasurer Angelides to direct DGS to return to the Board within 120 days with a developed public engagement process as an informational hearing item to give the community the opportunity to comment on the process.

Mr. Carter clarified that this motion applies to both the Central Plant and the West End.

The Treasurer stated that it did.

Mr. Genest seconded the motion.

The motion was approved by a 5-0 vote.

The Treasurer commented that his concern is making sure that there is a good sense of what public money is being spent on the more oversight the better and that he understood the Board's hesitancy to break from their standard procedure.

The Treasurer made a motion to authorize the first amount of money to get the project started.

He further reminded everyone that even if there was not a second to his motion, that DGS would need to come back to the PMIB to get approval to spend the money as the project went on and that the oversight could happen in that forum, although he believed this Board was a better place.

The motion did not receive a second.

Mr. Genest stated that the original item presented by staff was now before the Board and asked staff to clarify what this item is.

Mr. Carter stated that the original action item was to adopt a resolution authorizing the use of interim financing and the sale of lease revenue bonds for the Central Plant. He further stated that the motion that the Board has adopted will require the DGS within 120 days to provide full public review and disclosure and bring the plan back to the Board for adoption and that the motion to authorize all funds necessary for pre-construction failed.

Mr. Genest asked, for the record, how much authority for the project would the Board be approving if the staff recommendation were adopted.

Mr. Carter stated that the total amount would be \$159 million.

Mr. Genest asked at what stages the project would come back to the Board and if we were to hesitate at one of the stages, what the consequences would be for spending.

Ms. Mangum stated that the project would come back for the preliminary plan approval and could not move on to working drawings if the plans were not approved; and that to the extent that there are acquisitions they would come before the Board before the they can move forward. Once those phases have been approved, the project would then come back during the approval of working drawings and approval of bid.

A motion was made by Mr. Hemphill and second by Ms. Aronberg to adopt a resolution and approve Bond Item #3.

The Treasurer stated that he would be casting a no vote only to reflect that until he is satisfied with the nature of the public engagement process he felt compelled to register his view of caution.

Bond Item #3 was adopted by a 4-1 vote.

Mr. Carter continued with Item #1, State Public Works Board, Amend the Board's Refunding Policy. This item will approve amendments to the Board's previous policy on refunding its outstanding bonds. This policy helps not only our staff but also the State Treasurer's Office and provides some guidance for the refunding so that, as we are all approached for opportunities to refinance these bonds, there are goals laid out that are measurable and defensible.

The Board approved the current policy in March of 2001. At that time the Board adopted a goal of achieving a three percent net present value savings over the remaining life of each series of bonds (which was the unofficial policy of the STO at that time). The policy allows for an analysis of each maturity within each series and acknowledged that some maturities "could achieve a lesser" savings level as long as the complete series transaction would strive to achieve a goal of three percent.

However, currently we are working on two refunding candidates and there are potential situations that could result in some maturities, if refunded, actually not achieving any savings and possibly resulting in small losses (estimated at this point in the range of \$78,000, however the complete deal will result in over \$11 million in savings). The refunding of these types of maturities is still cost effective in the long run as it allows for other administrative relief by completing a full refunding of the outstanding bonds and eliminating certain accounting and tracking of a single maturity by itself.

Staff sees this as a technical adjustment that allows for some movement within the series (allowing some losses on occasion) but still resulting in an overall net savings.

Staff recommends approval of the amended policy.

A motion was made by Mr. Hemphill and second by the Treasurer to adopt a resolution amending the Board's refunding policy and approve Bond Item #1.

The Treasurer commented that the item does not provide discretion for the Treasury dependently to make the determination as to when a refunding will be pursued. So even with the change in guidelines it's not a blanket delegation of responsibility.

Bond Item #1 was adopted by a 5-0 vote.

Item #2, California Department of Corrections, Refunding Lease Revenue Bonds for Various Projects. This item will authorize the refunding of lease-revenue bonds for the Department of Corrections and approve the forms of documents that are specified in the resolution. The maximum par value of the bonds for this series will be no more than \$370 million and the maximum true interest cost will not exceed 5.5 percent.

Staff recommends approval and adoption of the resolution.

A motion was made by Mr. Hemphill and second by the Treasurer to adopt a resolution and approve Bond Item #2.

Bond Item #2 was adopted by a 5-0 vote.

ACTION ITEMS:

Mr. Carter confirmed that there were no Action Items.

OTHER BUSINESS:

Ms. Finn confirmed that there was no other business.

NEXT MEETING:

Mr. Carter noted that the next regularly scheduled meeting is set for Friday April 9, 2004 at the State Capitol in Room 112.

Having no further business, the meeting was adjourned at 4:43 pm.

BOND ITEM

BOND ITEM – 1

STATE PUBLIC WORKS BOARD AMEND BOARDS REFUNDING POLICY

Authority: Government Code Section 15840

- a. Amend Board's refunding policies consistent with staff analysis**

APPROVED.

BOND ITEM

STAFF ANALYSIS – 1

State Public Works Board
Amend Boards Refunding Policy

Action Requested

Approve the amendment of the board's policies for refunding its outstanding bonds.

Description

In March 2001 the board adopted a policy of authorizing the refunding of its outstanding bonds if the overall refunding of each series could achieve a desired goal of at least a 3% present value savings over the remaining maturity of the bonds. The policy allowed for a maturity-by-maturity analysis with the acknowledgement that some maturities may achieve a lesser savings but the overall transaction would strive to meet the goal.

The policy is now proposed to be updated and amended to allow for the possibility that some maturities may actually result in a small loss in the event of a refunding. Staff would only authorize this in the event that some other benefit may be achieved and the amount of the loss is minimal.

In the current refunding before the board, one maturity could result in a loss of up to \$77,000, however, this will allow the full outstanding principal to be refunded and result in administrative relief. The complete transaction could ultimately result in a total savings of over \$11 million for that series.

Staff Recommendation: Approve the revised policy.

BOND ITEM

STAFF ANALYSIS – 2

California Department of Corrections
Refunding Lease-Revenue Bonds—Various Prisons

Action Requested

The requested action will adopt resolution authorizing the issuance of refunding bonds for prior issuances that will be evaluated for refunding.

Scope Description

For the refunding, the maximum PAR is recommended not to exceed (the outstanding principals) with a present value savings of three percent. These issuances and their outstanding principals are listed in Appendix A of the resolution that is in your backup material. The Board has previously authorized portions of these refundings; this resolution supersedes those authorizations and provides a singular authorization for refundings. While the authorization is for the entire outstanding principal, the refundings will undoubtedly be less since not all series will meet the Board's three percent threshold.

It is the Board's practice to proceed with refinancings, which produce at least three percent net present value savings over the original financings. In some instances, this requirement is waived for a portion of the maturities within an issue if the balance of the maturities merit refinancing and it makes sense to refinance the entire issue. The issues proposed for refinancing will meet this general criteria at the time of financing, or the State Treasurer will defer sale until market conditions are more favorable.

Staff Recommendation: Adopt resolution.

BOND ITEM

STAFF ANALYSIS – 3

Department of General Services
Central Plant Renovation, Sacramento

Action Requested

The requested action will adopt a resolution authorizing the use of interim financing and the sale of lease revenue bonds.

Scope Description

This project is within scope. This project will decommission the Ranney Well, construct cooling towers at the Ranney well site, construct an approximately 8 million gallon underground Thermal Energy Storage (TES) tank - integrating additional cooling towers at a downtown site(s) to be determined, demolish the existing gasifier building at the Central Plant (CP), and expand the Central Plant (approximately 22,000 gsf) to accommodate additional required equipment: chiller(s), boiler(s), pumps, piping and other required ancillary equipment. Work at the CP includes modification of existing equipment as well as upgrading the energy management and control center. This work includes constructing a new underground piping distribution system from the CP to the TES (adjacent properties) and cooling towers. It also transfers control of the land at the Ranney well site from DPR to DGS and acquires any needed easements from the City of Sacramento. It includes acquisition of property adjacent to the Central Plant to accommodate the TES. A four megawatt gas turbine cogeneration plant is also included.

Funding and Cost Verification

This project is within cost.

\$159,722,000 total estimated project costs

\$0 project costs previously allocated:

\$159,722,000 project costs to be allocated: site acquisition/study for \$12,400,000; preliminary plans for \$5,872,000; working drawings for \$5,771,000; construction for \$135,679,000 (\$118,041,000 contract, \$8,263,000 contingency, and \$9,375,000 for A & E)

CEQA

The CEQA documentation will be filed during the site acquisition phase.

Project Schedule

The project schedule is as follows:

Approve site acquisition: June 2005
Approve preliminary plans: June 2005
Approve proceed to bid: July 2006
Complete construction: October 2008

Staff Recommendation: Adopt resolution.

CONSENT ITEM

CONSENT ITEM – 4

No Consent Items.

CONSENT ITEM

STAFF ANALYSIS – 4

No Consent Items.

ACTION ITEM

ACTION ITEM – 5

No Action Items.

ACTION ITEM

STAFF ANALYSIS – 5

No Action Items.

OTHER BUSINESS

NONE.

REPORTABLES

Respectfully Submitted
By:

MICHAEL CARTER
Assistant Administrative Secretary