



STAFF ANALYSIS

STATE PUBLIC WORKS BOARD

*Monday, October 21, 2019 at 1:00 p.m. in
Room 113, State Capitol, Sacramento, California*

I.	Roll Call		
II.	Bond Items	Page	2
III.	Consent Items	Page	9
IV.	Other Business	Page	11
V.	Reportables	Page	11

Pursuant to section 11125 of the Government Code, notice of all Board meetings will be given at least ten days in advance and such notice must include a copy of the agenda. Members of the Public may address the Board prior to it taking action on any matter in the agenda.

This notice and the Board agenda for the current month are available on the Internet at: <http://www.spwb.ca.gov>.

Individuals who need disability-related accommodation, including auxiliary aids for effective participation at this public meeting are invited to make their requests and preferences known to Kat Lee at (916) 445-9694 or e-mail to Kat.lee@dof.ca.gov, five days prior to the meeting.

BOND ITEMS

BOND ITEM—1

**DEPARTMENT OF FORESTRY AND FIRE PROTECTION (3540)
DEPARTMENT OF CORRECTIONS AND REHABILITATION (5225)
2019 SERIES C, LEASE REVENUE BONDS
VARIOUS CAPITAL PROJECTS**

Project: **Ione Academy Dormitory**
Location: 4501 State Highway 104, Ione, California 95640
Authority: Chapters 47 and 48, Statutes of 2006, Item 3540-301-0660 (5), as reappropriated by the Budget Acts of 2008, 2009, 2011, 2013, 2016, and 2019 Chapters 10 and 11, Statutes of 2015, Item 3540-301-0660 (1)

Project: **Tulare Jail Project**
Location: 1960 W. Scranton Avenue, Porterville, California 93257
Authority: Government Code Sections 15820.91 - 15820.917 (AB 900, P2)

Project: **Sutter Jail Project**
Location: 1077 Civic Center Boulevard, Yuba City, California 95993
Authority: Government Code Sections 15820.91 - 15820.917 (AB 900, P2)

Project: **Santa Barbara Jail Project**
Location: 2301 Black Road, Santa Maria, California 93455
Authority: Government Code Sections 15820.91 - 15820.917 (AB 900, P2)

Project: **Riverside Jail Project**
Location: 82675 Highway 111, Indio, California 92201
Authority: Government Code Sections 15820.91 - 15820.917 (AB 900, P2)

Projects: **California Correctional Center, Lassen County; Folsom State Prison, Sacramento County; California Correctional Institution, Kern County; High Desert State Prison, Lassen County; California Institution for Men, San Bernardino County; Kern Valley State Prison, Kern County; California Medical Facility, Solano County; North Kern State Prison, Kern County; California Men's Colony, San Luis Obispo County; Pleasant Valley State Prison, Fresno County; California State Prison, Corcoran, Kings County; California State Prison, Sacramento, Sacramento County; Sierra Conservation Center, Tuolumne County; Valley State Prison, Madera County; Central California Women's Facility, Madera County; Wasco State Prison, Kern County; Substance Abuse Treatment Facility and State Prison, Corcoran, Kings County; California State Prison, Solano, Solano County; Correctional Training Facility, Monterey County**

Leased Asset: **Pleasant Valley State Prison,**
Lease Asset Location: 24863 West Jayne Avenue, Coalinga, California 93210
Authority: Government Code Section 15819.403

Consider adoption of a resolution to:

1. Authorize the sale of the State Public Works Board Lease Revenue Bonds, 2019 Series C, Various Capital Projects, Tax-Exempt Bonds.
2. Approve the form of and authorize the execution and delivery of an Indenture, a Continuing Disclosure Agreement, and bond purchase contract.
3. Approve the form of and authorize the execution of a Site Lease and Facility Lease for the CalFire project, each Jail project, and the Leased Asset.
4. Approve the form of and consent to and acknowledge a Facility Sublease for each Jail project.
5. Approve the form of and authorize the release of a Preliminary Official Statement and authorize the preparation and delivery of an Official Statement.
6. Approve other related actions in connection with the authorization, issuance, sale, and delivery of said revenue bonds.

Estimated Project Costs to be Financed	\$373,418,000
Estimated Par Value of Bonds to be Issued	\$308,900,000
“Not To Exceed” Par Amount	\$438,195,000

STAFF ANALYSIS—1

Department of Corrections and Rehabilitation
Department of Forestry and Fire Protection
2019 Series C, Lease Revenue Bonds
Various Capital Projects

Action Requested

If approved, the requested action would authorize the sale of the 2019 Series C lease revenue bonds and other related actions in connection with the issuance, sale, and delivery of said revenue bonds, including approving the forms of and authorizing the execution of an indenture, site leases, facility leases, a continuing disclosure agreement, bond purchase contract, and authorizing the delivery of a preliminary official statement and an official statement. This action would also approve the form of and consent to and acknowledge facility subleases for each jail project.

Scope Description and Funding

These projects are within scope and cost. All projects will be sold in one series through a negotiated sale, with a maximum maturity being no longer than a 25-year term. The Department of Corrections and Rehabilitation (“CDCR”) and the Department of Forestry and Fire Protection (“CalFire”) will have the responsibility to pay debt service/rent and insurance through Facility Leases. CDCR will have a Facility Sublease with each of the individual counties and the counties will be responsible to operate and maintain their respective projects within their funds.

The proceeds from the 2019C bonds will reimburse existing loan balances with the Pooled Money Investment Board for three county jail projects and one CalFire project. Furthermore, the proceeds of the 2019C Bonds will be used to finance health care facility improvement program projects at the following 19 institutions: California Correctional Center, Lassen County; Folsom State Prison, Sacramento County; California Correctional Institution, Kern County; High Desert State Prison, Lassen County; California Institution for Men, San Bernardino County; Kern Valley State Prison, Kern County; California Medical Facility, Solano County; North Kern State Prison, Kern County; California Men’s Colony, San Luis Obispo County; Pleasant Valley State Prison, Fresno County; California State Prison, Corcoran, Kings County; California State Prison, Sacramento, Sacramento County; Sierra Conservation Center, Tuolumne County; Valley State Prison, Madera County; Central California Women’s Facility, Madera County; Wasco State Prison, Kern County; Substance Abuse Treatment Facility and State Prison, Corcoran, Kings County; California State Prison, Solano, Solano County; Correctional Training Facility, Monterey County (collectively, the “2019C Projects”).

The 2019C Projects are included within CDCR's authority to improve facilities in the health care components at each CDCR institution, and in particular, to provide appropriate and adequate medical diagnostic and treatment space to the entire CDCR inmate population.

Lone Academy Dormitory

The California Department of Forestry and Fire Protection Lone Academy Dormitory Project (Dormitory Project) includes a new dormitory in the City of Lone on approximately 4 acres of a greater 29.5 acres of state owned land. The remaining 25.5 acres of land is used as a fire training site including: a fire training center, mess hall, other dormitories, administration building, exercise facility, laundry facility, auto shop and engine storage. The Dormitory Project includes the construction of a 3-story, approximately 20,000 square-foot (sf) 85-bed dormitory building for housing Academy students. The three-floor dormitory building is constructed primarily out of wood framing with a stucco exterior and has a ribbed metal roof.

The Dormitory Project includes 41 two-bed dorms, 3 one-bed dorms, restroom facilities, meeting rooms, a student lounge, elevator, 2 recreation rooms, parking, utilities (which includes the Academy's main water line), generator, trash enclosure, covered patio and walkway. The Dormitory Project has been designed and constructed to meet U.S. Green Building Council – Leed Silver v3.0 Certification.

The Dormitory Project was built to train CalFire fire fighters, law enforcement, forestry, and fleet personnel.

The Dormitory Project is anticipated to be completed and available for occupancy in December 2019.

The issuance of the 2019C bonds for the Dormitory Project has been authorized by Chapters 47 and 48, Statutes of 2006, Item 3540-301-0660 (5), as re-appropriated by the Budget Acts of 2008, 2009, 2011, 2013 and 2016 and Chapters 10 and 11, Statutes of 2015, Item 3540-301-0660 (1).

Tulare Jail Project

The Tulare Jail Project ("Tulare Project") includes a new jail facility on approximately 15 acres of a greater 76 acres of county-owned land located in the City of Porterville. The new building provides approximately 100,500 sf of housing, program, and support space and is constructed of steel-reinforced pre-cast concrete walls and roof planks with a steel-reinforced concrete slab foundation for long-term durability.

The housing space includes approximately 500 beds, dayrooms, exercise yards, multipurpose space for programs, housing unit control, storage space, interview rooms, and video visitation space. The Tulare Project includes a centralized control room, kitchen, warehouse, storm water retention basin, thermal energy storage tank, central plant, 16 special use beds and 9 medical/infirmary beds, and space for intake and release, transportation, laundry, administration, staff support, medical and mental health services, and maintenance.

The Tulare Project also includes, but is not limited to, electrical, plumbing, mechanical, heating, ventilation, air conditioning, security, fire protection systems, and other appurtenances for building operations. In addition, the Tulare Project includes parking spaces for both staff and visitors and a secure perimeter including vehicular and pedestrian sally ports.

The Tulare Project is complete and was available for occupancy in June 2019. The total cost of the Tulare Project is approximately \$70.8 million, of which approximately \$60 million will be financed with the proceeds from the 2019C Bonds, with the balance to be funded from other sources.

The issuance of the 2019C Bonds for the Tulare Project has been authorized by sections 15820.91 through 15820.917 of the Government Code.

Sutter Jail Project

The Sutter Jail Project (“Sutter Project”) includes the renovation and expansion of the existing county jail on approximately 2 acres of a greater 14 acres of county-owned land located in Yuba City. The expansion creates approximately 7,600 sf of additional new housing and program space and renovates approximately 2,300 sf of the existing jail and kitchen space. The Sutter Project also includes the addition of fire sprinklers and seismic upgrades to the existing jail for compliance with current code requirements. The hard exterior of the building, which is composed of steel-reinforced precast concrete panels and concrete masonry units, provides the secure perimeter.

The new single-story housing and program area expansion provides a male housing unit with approximately 30 maximum security beds, a female dormitory with approximately 15 medium security beds, a women’s recreation yard, and program space. The renovations to the existing jail include expanding and upgrading the kitchen and converting existing space into a new medical services area with medical exam and administrative space. The renovations also include visiting rooms, safety and sobering cells, office space, an interview room, and storage space. The seismic upgrades include improving the existing seismic joints between the administration wing and the main jail, reconstructing a portion of one of the administration wing walls, and strengthening the exterior walls and some interior walls of the administration wing through additional foundation anchors and roof connections.

The Sutter Project also includes, but is not limited to, electrical, plumbing, mechanical, heating, ventilation, air conditioning, security, and fire protection systems, as well as other appurtenances for building operations.

The Sutter Easement Agreement grants easements to CDCR and the Board to certain property owned by Sutter County adjacent to the Sutter Project for purposes of ingress, egress, installation, maintenance, and replacement of various utilities and for other purposes necessary or desirable for access to the Site for the repair, operation, and maintenance of the Sutter Project.

The Sutter Project is complete and was available for occupancy in July 2019. The total cost of the Sutter Project is approximately \$20 million, of which approximately \$9.7 million will be financed with the proceeds from the 2019C Bonds, with the balance to be funded from other sources.

The issuance of the 2019C Bonds for the Sutter Project has been authorized by sections 15820.91 through 15820.917 of the Government Code.

Riverside Jail Project

The Riverside Jail Project (Riverside Project) includes a new jail facility in the City of Indio on approximately 6.5 acres of a greater 33.5 acres of county-owned land. The new building is approximately 516,000 sf of housing, treatment, program, and support space. The building’s structure (foundation, structural walls, columns, and slabs) is primarily constructed of steel-reinforced concrete for long-term durability. The roof canopy structure consists of structural steel framing and steel-reinforced concrete on rib metal decking. The Riverside Project will also include an intake sally port and surface parking for public visitors on the footprint of the existing jail facility.

The housing area of the building provides approximately 332,000 sf of space and includes eight two-tiered housing units providing a total of approximately 1,550 beds. The housing area also includes dayrooms, recreation yards, a control room, classrooms, interview rooms, and space for video visitation and support services.

The support area of the building is three stories, including a full basement level, and provides approximately 184,000 sf of space. The support area includes a central plant, kitchens, dining space, locker rooms, storage, maintenance, staff services space, and areas for intake and release, health services laundry, video visitation, programs, administration, records, and storage. Additionally, this area includes a 74-bed special use housing unit for housing and treatment of inmates with medical and mental health needs.

The Riverside Project also includes, but is not limited to, electrical, plumbing, mechanical, heating, ventilation, air conditioning, and security and fire protection systems. In addition, there is secure fencing surrounding the facility to provide grounds security.

The Riverside Project is being done in two phases. The new jail facility is anticipated to be complete and available for occupancy in December 2019. The demolition of the existing facility and construction of the intake sally port and surface parking is expected to be completed May 2020. The total cost of the Riverside Project is approximately \$330.4 million, of which approximately \$100 million will be financed with the proceeds from the 2019C Bonds, with the balance funded from other sources.

The issuance of the 2019C for the Riverside Project has been authorized by sections 15820.91 through 15820.917 of the California Government Code.

Santa Barbara Jail Project

The Santa Barbara Jail Project (Santa Barbara Project) includes the design and construction of an approximately 134,000 sf building in the City of Santa Maria on approximately 6 acres of the greater 50 acres of county-owned land. For long term durability the new building is constructed of steel-reinforced masonry walls, steel reinforced concrete slabs, steel roof joists, a steel roof deck, and steel detention cells in the housing units.

This building includes approximately 350 beds to house a mix of medium and maximum security male and female inmates and includes 32 special-use beds for mental health and medical purposes. Approximately 270 beds are located in the direct and indirect supervision housing units. The direct supervision unit and general population unit includes space for an officer's station, storage, multipurpose room, recreation yard, dayroom, interview area, laundry, dental, exam area, and staff restroom. The indirect supervision unit is rated for medium or maximum security and includes a multipurpose room, an exercise yard, and a central control area. The building also includes space for treatment, program, support services, and all core operational functions.

The Santa Barbara Project includes, but is not limited to, electrical, plumbing, mechanical, heating, ventilation, and air conditioning, security, fire protection systems, and approximately 150 parking spaces for staff and visitors. In addition, there will be secure fencing surrounding the facility to provide grounds security.

The Santa Barbara Project is expected to be complete and available for occupancy in February 2020. The total cost of the Santa Barbara Project is approximately \$106.4 million, of which approximately \$80 million will be financed with the proceeds from the 2019C Bonds, with the balance funded from other sources.

The issuance of the 2019C for the Santa Barbara Project has been authorized by sections 15820.91 through 15820.917 of the California Government Code.

Pleasant Valley State Prison

Twenty residential housing units at the Pleasant Valley State Prison ("PVSP") constitute the Leased Property. PVSP is located in Fresno County approximately six and a half miles east of the City of Coalinga and approximately 62 miles southwest of the City of Fresno. PVSP houses

minimum and medium security male inmates in the twenty residential housing units. The housing units were constructed in 1994, and each housing unit contains 100 cells.

The housing units were constructed with pre-cast concrete tilt-up panels and were designed to meet Type II occupancy standards. Nineteen of the housing units are approximately 24,200 sf each and contain 100 cells (50 cells on the ground floor and 50 cells on the mezzanine). One housing unit for administrative segregation is approximately 24,400 sf and contains 100 cells (50 cells on the ground floor and 50 cells on the mezzanine).

The original roofs of each housing unit are in need of repair or possible replacement. Water intrusion was apparent during the time of inspection on July 18, 2019. However, CDCR has initiated a phased replacement program and estimates completion of the roofs for all 20 housing units by Fall of 2020. CDCR expects that the housing units will remain in use and occupied during roof repairs.

The housing units are serviced by all municipal services including electricity, water, wastewater, natural gas, telecommunications, and institutional security systems. There are concrete paving and storm water collection systems within the site area.

A valuation was completed by an independent consultant as of July 18, 2019 for the Leased Property, valuing the Leased Property at \$136,800,000 as of that date.

Staff Recommendation: Adopt the resolution.

BOND ITEM—2

DEPARTMENT OF FORESTRY AND FIRE PROTECTION (3540) WESTWOOD FIRE STATION – REPLACE FACILITY LASSEN COUNTY

Authority: Chapters 171 and 172, Statutes of 2007, Item 3540-301-0660 (4), as reappropriated by the Budget Acts of 2008, 2009, 2010, 2011, 2013, and 2016 Chapter 25, Statutes of 2014, Item 3540-301-0660 (4), as reappropriated by the Budget Act of 2016 Chapter 29, 30, and 449 Statutes of 2018, Item 3540-301-0660 (2)

Consider adoption of a supplemental resolution to:

- 1. Authorize actions to be taken to provide for interim financing and declare the official intent of the Board to reimburse certain capital expenditures from the Public Buildings Construction Fund from the proceeds of the sale of bonds**
- 2. Authorize the sale of lease revenue bonds**
- 3. Authorize and direct to take any and all actions and to execute and deliver any documents deemed necessary to carry out the purpose of this resolution**

Total Bond Appropriations

\$9,140,000

STAFF ANALYSIS—2

Department of Forestry and Fire Protection
Westwood Forest Fire Station: Replace Facility
Lassen County

Action Requested

If approved, the requested action would adopt a supplemental resolution authorizing actions to be taken to provide for interim financing, authorize the sale of lease revenue bonds, and other related actions.

A prior resolution in 2017 gave authority for \$7,068,000 in interim financing expected to be repaid with subsequent lease revenue financing to fund acquisition, preliminary plans, working drawings, and construction. After the adoption of the 2017 resolution, a supplemental appropriation of \$2,072,000 was included in the 2018 Budget Act for the project. In June 2011 and January 2016, \$861,000 in excess proceeds were transferred to pay project costs. This supplemental resolution will provide an increase in interim financing authority to a maximum amount of \$9,140,000 to account for the supplemental appropriation of \$2,072,000 included in the 2018 Budget Act. However, because \$861,000 in excess proceeds were used to fund project costs, the estimated interim financing amount for the project is \$8,279,000, which is expected to be repaid with lease revenue financing.

Scope Description

This project is within scope. This project includes the construction of an approximately 8,000 square-foot 12-bed, 3-bay apparatus single-building fire station and a generator/pump/storage building. Site work will include demolition of the existing facility, installation of new utilities, hose wash rack and wharf hydrant, above ground fuel vaults, and other surface improvements.

Funding and Cost Verification

This project is within cost. Total lease revenue bond authority is \$9,140,000. Other fund sources (excess proceeds) were identified in the amount of \$861,000. Therefore, interim financing for the remaining \$8,279,000 is needed to complete construction.

\$9,140,000	Total authorized project costs
\$9,140,000	Total estimated project costs
\$9,140,000	Costs previously allocated: \$456,000 preliminary plans, \$292,000 working drawings, \$8,392,000 construction (\$6,739,000 contract, \$109,000 contingency, \$605,000 A&E, \$819,000 other project costs, \$120,000 agency retained)

CEQA

The Department of Forestry and Fire Protection filed a Notice of Determination with the State Clearinghouse on March 24, 2008, and the 30-day statute of limitations expired on April 23, 2008. An Addendum to File (July 24, 2014) has been completed addressing the change in project scope (from two separate buildings to a single building). The Department of General Services (DGS) concluded that preparation of a subsequent Initial Study/Mitigated Negative Declaration (IS/MND) is not necessary since the scope change makes no substantive changes to the original IS/MDN.

Real Estate Due Diligence

A Summary of Conditions Letter for this project was completed by DGS on May 13, 2008 and DGS completed an updated memo, dated October 20, 2014, and no issues that would affect the beneficial use and quiet enjoyment of the project were identified.

Project Schedule

Approve preliminary plans	November 2014
Complete working drawings	July 2018
Start construction	November 2018
Complete construction	November 2020

Staff Recommendation: Adopt supplemental resolution.

CONSENT ITEMS

CONSENT ITEM—1

**EXPOSITION PARK (3100)
CALIFORNIA SCIENCE CENTER, PHASE III
LOS ANGELES COUNTY**

Authority: Section 4103.5 of the Food and Agricultural Code

Consider authorizing:

- a) **Acquisition and grant of an easement and right of entry.**
- b) **Grant of an easement and right of entry**
- c) **Consent to the following agreements impacting the California Science Center facility financed by the Board:**
 - i. **Amended and Restated Joint Operation Agreement**
 - ii. **Phase III Site Lease and Easement Agreement**
 - iii. **Right of Entry and Consent Permit**
 - iv. **CSC Irrevocable Right of Entry, Easement, Access, and Use Agreement.**
- d) **Entry into a cooperation agreement with the California Science Center Foundation.**
- e) **Execution of such documents as may be required to complete the acquisition, consent to the various agreements, and enter into the cooperation agreement.**

STAFF ANALYSIS—1

Exposition Park
California Science Center, Phase III

Action Requested

If approved, the requested action would authorize acquisition of an easement and right of entry, consent to the agreements described in this action related to, and possibly affecting, the California Science Center facility financed by the Board, entry into a cooperation agreement with the California Science Center Foundation (Foundation), and execution of such documents as may be required to complete the acquisition, consent to the agreements, and enter into the cooperation agreement.

Background

The Science Center is located in Exposition Park just south of downtown Los Angeles. The Science Center's programs bring interactive educational experiences to children and youth residing in the economically challenged neighborhoods surrounding the Science Center in South Los Angeles.

Since 1950, the Science Center maintains a long-standing partnership with the Foundation, a non-profit auxiliary established for the purpose of raising funds and supporting the mission of the Science Center. A Joint Operations Agreement between the Science Center and Foundation defines the provisions and responsibilities of both entities. Specifically, the Science Center is responsible for the maintenance and operation of the Science Center's physical facilities and the Foundation manages, implements, and raises funds for capital outlay projects and to provide for exhibitions and programs of scientific, educational, and industrial interest.

In 1988, the Legislature authorized the development of a California Science Center and Exposition Park Master Plan (Master Plan). The Science Center designed the Master Plan to be implemented in three strategic phases over 25 years.

Phases I and II have been completed. Phase I was funded with proceeds from lease revenue bonds issued by the Board that are scheduled to be paid off in 2022. The annual debt service payment on those bonds is approximately \$2.4 million annually and is paid for, and secured by, lease payments made by the Science Center to the Board under a facility lease. The state and the Foundation both contributed to the cost of Phase II, which was funded with proceeds of 2016 bonds issued by the California Infrastructure and Economic Development Bank for the Foundation. The state's share (\$32,685,000) is paid from lease payments by the Center to the Foundation under a 25-year lease.

The requested action would authorize actions that are either necessary for, or help facilitate, the development, design, construction, equipping, furnishing and operation of the Phase III project.

Phase III Project

Pursuant to Food and Agricultural Code section 4103.5, the Science Center is authorized to enter into leases and agreements with the Foundation to develop, construct, equip, and furnish the Phase III project. Under the leases the state would contribute \$60 million General Fund to the Phase III project in 25 annual payments of \$2.4 million.

The Phase III Air and Space Center will be the home of the Space Shuttle Endeavour. The Air and Space Center will consist of 188,000 square feet (sf), four-floors and three primary galleries: Air Gallery, Space Gallery and Space Shuttle Gallery. Approximately 157 exhibits will be displayed in 70,000 sf and include multimedia and hands-on educational exhibits featuring aeronautics and space exploration. The Air and Space Center will also include space for educational programs, facility support areas, restrooms, and storage. The Phase III expansion is estimated to cost \$250 million.

Major Transaction Documents

The Phase III expansion involves the following major documents, as briefly described below:

- PWB Irrevocable Right of Entry, Easement, Access, and Use Agreement between the Science Center, Foundation, and the Board under which the Board is granted an easement and right of entry, access and use by the Center and Foundation to the Phase III site and the Center and Foundation are granted an easement and right of entry, access and use by the Board to the Phase I site.
- Documents requiring the Boards consent
 - Amended and Restated Joint Operating Agreement between the Science Center and the Foundation addressing the operation of all the Phase I, II, and III facilities.
 - Phase III Site Lease and Easement Agreement between the Science Center and the Foundation under which the Science Center leases the Phase III site to the Foundation and grants and easement to the Foundation.

- Right of Entry and Consent Permit between the Science Center and the Foundation that will allow certain work to be down on the Phase I site that is necessary for the Phase III project.
- CSC Irrevocable Right of Entry, Easement, Access, and Use Agreement between the Science Center and the Foundation granting an easement and right of entry, access and use, to the Foundation over the Phase I and Phase II sites.
- Cooperation Agreement between the Board and the Foundation addressing the operation and management of the Phase I and Phase III facilities in the event that either party re-enters and relets their respective facility.

Staff Recommendation: Authorize acquisition and grant of an easement and right of entry, consent to the agreements described in this action related to, and possibly affecting, the California Science Center facility financed by the Board, entry into a cooperation agreement with the Foundation, and execution of such documents as may be required to complete the acquisition, consent to the agreements, and entry into the cooperation agreement.

OTHER BUSINESS

NONE

REPORTABLES

NONE