

# Work Session Meeting Agenda 2 Park Drive South, Great Falls, MT Gibson Room, Civic Center May 02, 2023 5:30 PM

The agenda packet material is available on the City's website: <a href="https://greatfallsmt.net/meetings">https://greatfallsmt.net/meetings</a>. The Public may view and listen to the meeting on government access channel City-190, cable channel 190; or online at <a href="https://greatfallsmt.net/livestream">https://greatfallsmt.net/livestream</a>.

Public participation is welcome in the following ways:

- Attend in person.
- Provide public comments in writing by 12:00 PM the day of the meeting: Mail to City Clerk, PO Box 5021, Great Falls, MT 59403, or via email to: commission@greatfallsmt.net. Include the agenda item or agenda item number in the subject line, and include the name of the commenter and either an address or whether the commenter is a city resident. Written communication received by that time will be shared with the City Commission and appropriate City staff for consideration during the agenda item, and, will be so noted in the official record of the meeting.

#### CALL TO ORDER

#### **PUBLIC COMMENT**

(Public comment on agenda items or any matter that is within the jurisdiction of the City Commission. Please keep your remarks to a maximum of five (5) minutes. Speak into the microphone, and state your name and either your address or whether you are a city resident for the record.)

#### WORK SESSION ITEMS

1. Fiscal Year 2024 Budget Introduction - Greg Doyon, Melissa Kinzler and Kirsten Wavra.

### DISCUSSION POTENTIAL UPCOMING WORK SESSION TOPICS

#### **ADJOURNMENT**

City Commission Work Sessions are televised on cable channel 190 and streamed live at <a href="https://greatfallsmt.net">https://greatfallsmt.net</a>. Work Session meetings are re-aired on cable channel 190 the following Thursday morning at 10 a.m. and the following Tuesday evening at 5:30 p.m.

Wi-Fi is available during the meetings for viewing of the online meeting documents.

#### UPCOMING MEETING SCHEDULE

Work Session -- Tuesday May 16, 2023 5:30 p.m.

Commission Meeting -- Tuesday May 16, 2023 7:00 p.m.



# Fiscal Year 2024 Budget Introduction

May 2, 2023 Work Session

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## FY2024 Look Ahead Presented During FY2023 Budget Process

- Undesignated Fund Balance Management
- No new anticipated debt
- Unknown Economic Condition Recession?
- Operations
  - Probationary Firefighters
  - Police Department COPS Grant
  - Crime Task Force Recommendations
  - · Newly negotiated CBAs
  - Recreation Center operations
  - Second Municipal Judge
- Legislative Session
  - Assessments
  - CI-121
- Tax Appeals



# **FY2024 Budget Drivers**

- Undesignated Fund Balance Management
  - General Fund below 22% recommended minimum policy
- Covid Recovery
- Legislative Session?
- Electricity Costs
  - 200% increase City-wide
- Union Negotiations
  - · Currently happening, may need to estimate for budget
- Health Insurance
  - Preliminary 8% increase to City
- Cops Grant
  - \$74,000 additional to be covered by General Fund in FY2024
- Additional support staff in Legal Department

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# **General Fund 3-Year History**

| General Fund                      | <b>FY2021</b><br>Actual | FY2022<br>Actual | FY2023<br>Adopted Budget |
|-----------------------------------|-------------------------|------------------|--------------------------|
| Total Revenues                    | \$ 33,973,714           | \$ 33,934,611    | \$ 36,656,746            |
| Total Expenses                    | \$ 34,526,216           | \$ 35,235,057    | \$ 37,861,746            |
| Revenues Over (Under)<br>Expenses | \$ (552,502)            | \$ (1,300,446)   | \$ (1,205,000)           |
| Pro                               | \$ 1,462,575            |                  |                          |
| Projected Net Rev                 | \$ 257,575              |                  |                          |



## General Fund Revenue Increases

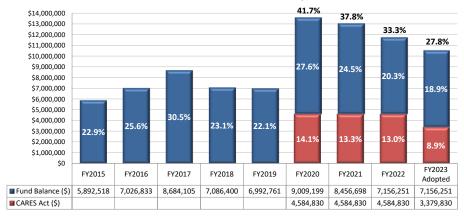
| General Fund<br>Revenue<br>Segment | FY2021<br>Actual<br>Increases | FY2022 Actual Increases | FY2023<br>Actual<br>Increases                             | FY2024<br>Available<br>Increases               |
|------------------------------------|-------------------------------|-------------------------|---|--|
| Newly Taxable<br>Property          | \$ 119,488                    | \$ 366,758              | \$ 352,303  | \$ 400,000<br>Amount not known<br>until August |
| Inflationary<br>Factor             | \$ 0                          | \$ 0                    | \$ 641,691<br>Used carry-over mills<br>from prior 2 years | \$ 451,129                                     |
| Permissive<br>Medical Levy         | \$ 0                          | \$ 0                    | \$ 247,551  | \$ 300,000<br>Estimate                         |
| Entitlement Share                  | \$ 284,198                    | \$ 130,271              | \$ 294,004  | \$ 311,446                                     |
| Total Revenue<br>Increase          | \$ 403,686                    | \$ 497,029              | \$ 1,535,549  | \$1,462,575                                    |

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## **General Fund Fund Balance**







## **Legislative Impacts**

#### Passed

- SB 262 Prohibits cities from requiring additional licensing when the state has issued a professional license
  - Loss of General Fund revenue \$79,000 beer & wine and liquor licenses
  - Loss of Planning Fund revenue \$85,000 professional licenses
- HB 465 Allows cities to reserve three years building permit fees and removes the duplicative building code audit
  - Larger reserve can be held in the Permits Fund

#### Pending

- HB 226 PERS retirement contributions annual increase from 0.1% to 0.5%. \$70k increase in FY2024, \$500k increase by FY2028.
- HB 925 TIF

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## **GFOA Budget Award**

- Requirements for award changed starting in FY2022, with a one-year grace period
- New requirements
  - Strategic Goals & Strategies
    - "Provide a coherent statement of organization-wide, strategic goals and strategies that address long-term concerns and issues."
  - Performance Measures
    - "Provide objective measures of progress toward accomplishing the government's mission as well as goals and objectives for specific departments and programs."
- Proposing a pilot program for FY2024



# **ARPA Balance Update** Reference Handout

| ARPA                                    | \$19,472,737    |                 |
|---|-----------------|-----------------|
| Committed Funds                         | \$5,355,667.33  |                 |
| Ongoing Projects                        | Budget Cap      | Current Cost    |
| Civic Center AV Upgrades                | \$75,000.00     | \$75,000.00     |
| HR Office Remodel                       | \$829,310.06    | \$829,310.06    |
| Park & Rec Admin Building ADA Restroom  | \$75,000.00     | \$75,000.00     |
| Court Remodel                           | \$3,500,000.00  | \$3,500,000.00  |
| Fire Station Infrastructure             | \$2,800,000.00  | \$2,980,000.00  |
| PD Evidence Building & Front Entry Area | \$4,500,000.00  | \$4,500,000.00  |
| Civic Center HVAC                       | \$1,800,000.00  | \$1,306,667.00  |
| Civic Center Transformer/Boiler         | \$500,000.00    | \$1,407,300.00  |
| Civic Center Elevator                   | \$115,000.00    | \$115,000.00    |
| Total                                   | \$14,194,310.06 | \$14,788,277.06 |
| ARPA Balance                            | - \$77,240.39   | - \$671,207.39  |



# **CARES Balance Update** Reference Handout

| CARES                                  | \$10,159,163 |
|--|--------------|
| FY22 Replenish Funds Impacted by COVID | \$1,141,151  |
| Balance General Fund Budget in FY2023  | \$1,205,000  |
| Replenish Planning Fund in FY2023      | \$297,500    |
| Replenish Recreation Fund in FY2023    | \$140,000    |
| Replenish Multi-Sports Fund in FY2023  | \$34,500     |
| GFDA Revolving Loan Fund Contribution  | \$1,400,000  |
| Remaining CARES Balance                | \$5,941,012  |



# **Upcoming Budget Process**

- ➤ Week of June 12<sup>th</sup>
  - Departments present requested budgets to City Manager
- ➤ Week of June 26<sup>th</sup>
  - City Manager transmits Proposed Budget to Commission
- **>** July 5<sup>th</sup> − Commission Action
  - Commission sets public hearing for July 18<sup>th</sup>
- **▶** July 18<sup>th</sup> − Commission Action
  - Public Hearing and Adopt or Continue Budget
- ➤ August 15<sup>th</sup> Commission Action
  - Adopt Annual Tax Levy

# American Rescue Plan

\*as of 5/2/23



| Committed Funds  | Original ARPA Balance                   | \$19,472,737   |                |      |                       |
|--|---|----------------|----------------|------|-----------------------|
| Support   \$150,000.00   \$150,000.00   90%   Commission Initiative  | Committed Funds                         |                |                |      | Project Source        |
| S2,884,557.00   NA   Applications   S2,884,557.00   NA   Applications  | ·                                       | \$150,000.00   | \$150,000.00   | 90%  | Commission Initiative |
| IT Network Security  | Community Grants                        | \$2,884,557.00 | \$2,884,557.00 | NA   | •                     |
| Fire Truck Refurbishment         \$1,299,337.00         \$1,299,337.00         45%         Tier 1 Project           Library Internet Expansion         \$15,000.00         \$15,000.00         100%         Tier 1 Project           Parking Garage Security Improvements         \$52,875.73         \$52,875.73         100%         Tier 1 Project           Miscellaneous Fire Department Equipment         \$88,410.00         \$88,410.00         \$88,410.00         \$85%         Tier 1 Project           Animal Shelter Cattery         \$35,600.00         \$35,600.00         \$5%         Tier 1 Project           ARPA Project Manager 4.5-Year Salary         \$267,750.00         \$267,750.00         15%         New           City Manager Recommended with Budget Cap         Project Cost (Budget Cap)         Project Cost (*Current)         Percent Complete         Project Source           Civic Center AV Upgrades         \$75,000.00         \$75,000.00         %         Tier 1 Project           HR Office Remodel         \$829,310.06         \$829,310.06         75%         Tier 1 Project           Park & Rec Admin Building ADA Restroom         \$75,000.00         \$75,000.00         0%         Tier 1 Project           Fire Station Infrastructure         \$2,800,000.00         \$2,980,000.00         20%         Tier 1 Project           PD  | IT Network Security                     | \$140,269.60   | \$140,269.60   | 100% | ···                   |
| Library Internet Expansion         \$15,000.00         \$15,000.00         100%         Tier 1 Project           Parking Garage Security Improvements         \$52,875.73         \$52,875.73         100%         Tier 1 Project           Miscellaneous Fire Department Equipment         \$88,410.00         \$88,410.00         100%         FY2023 Above & Beyond Request           Animal Shelter Cattery         \$35,600.00         \$35,600.00         85%         Tier 1 Project           ARPA Project Manager 4.5-Year Salary         \$267,750.00         \$267,750.00         15%         New           Total Committed Funds         \$5,355,667.33         \$5,355,667.33         Project Cost (*Current)         Percent Complete           Civic Center AV Upgrades         \$75,000.00         \$75,000.00         0%         Tier 1 Project           Park & Rec Admin Building ADA Restroom         \$75,000.00         \$75,000.00         10%         FY2023 Above & Beyond Request           Court Remodel         \$3,500,000.00         \$3,500,000.00         0%         Tier 1 Project           Fire Station Infrastructure         \$2,800,000.00         \$2,980,000.00         20%         Tier 1 Project           PD Evidence Building & Front Entry Area         \$4,500,000.00         \$1,306,667.00         20%         Tier 1 Project   | Fire Station Doors                      | \$421,868.00   | \$421,868.00   | 50%  | Tier 1 Project        |
| Library Internet Expansion         \$15,000.00         \$15,000.00         100%         Tier 1 Project           Parking Garage Security Improvements         \$52,875.73         \$52,875.73         100%         Tier 1 Project           Miscellaneous Fire Department Equipment         \$88,410.00         \$88,410.00         100%         FY2023 Above & Beyond Request           Animal Shelter Cattery         \$35,600.00         \$35,600.00         85%         Tier 1 Project           ARPA Project Manager 4.5-Year Salary         \$267,750.00         \$267,750.00         15%         New           Total Committed Funds         \$5,355,667.33         \$5,355,667.33         Project Cost (*Current)         Percent Complete           Civic Center AV Upgrades         \$75,000.00         \$75,000.00         0%         Tier 1 Project           Park & Rec Admin Building ADA Restroom         \$75,000.00         \$75,000.00         10%         FY2023 Above & Beyond Request           Court Remodel         \$3,500,000.00         \$3,500,000.00         0%         Tier 1 Project           Fire Station Infrastructure         \$2,800,000.00         \$2,980,000.00         20%         Tier 1 Project           PD Evidence Building & Front Entry Area         \$4,500,000.00         \$1,306,667.00         20%         Tier 1 Project   | Fire Truck Refurbishment                | \$1,299,337.00 | \$1,299,337.00 | 45%  | Tier 1 Project        |
| Parking Garage Security Improvements         \$52,875.73         \$52,875.73         100%         Tier 1 Project           Miscellaneous Fire Department Equipment         \$88,410.00         \$88,410.00         100%         FY2023 Above & Beyond Request           Animal Shelter Cattery         \$35,600.00         \$35,600.00         85%         Tier 1 Project           ARPA Project Manager 4.5-Year Salary         \$267,750.00         \$267,750.00         15%         New           City Manager Recommended with Budget Cap         Project Cost (Budget Cap)         Project Cost (*Current)         Project Complete         Project Source           Civic Center AV Upgrades         \$75,000.00         \$75,000.00         0%         Tier 1 Project           HR Office Remodel         \$829,310.06         \$829,310.06         75%         Tier 1 Project           Park & Rec Admin Building ADA Restroom         \$75,000.00         \$75,000.00         0%         Tier 1 Project           Fire Station Infrastructure         \$2,800,000.00         \$2,980,000.00         20%         Tier 1 Project           PD Evidence Building & Front Entry Area         \$4,500,000.00         \$4,500,000.00         15%         Tier 1 Project           Civic Center Transformer/Boiler         \$500,000.00         \$1,407,300.00         20%         Tier 1 Project  | Library Internet Expansion              |                |                | 100% |                       |
| Equipment  |   | \$52,875.73    | \$52,875.73    | 100% |                       |
| ARPA Project Manager 4.5-Year Salary         \$267,750.00         \$267,750.00         15%         New           Total Committed Funds         \$5,355,667.33         \$5,355,667.33         Percent (*Current)         Project Source           City Manager Recommended with Budget Cap         Project Cost (Budget Cap)         Project Cost (*Current)         Percent Complete         Project Source           Civic Center AV Upgrades         \$75,000.00         \$75,000.00         0%         Tier 1 Project           HR Office Remodel         \$829,310.06         \$829,310.06         75%         Tier 1 Project           Park & Rec Admin Building ADA Restroom         \$75,000.00         \$75,000.00         10%         FY2023 Above & Beyond Request           Court Remodel         \$3,500,000.00         \$3,500,000.00         0%         Tier 1 Project           Fire Station Infrastructure         \$2,800,000.00         \$2,980,000.00         20%         Tier 1 Project           PD Evidence Building & Front Entry Area         \$4,500,000.00         \$4,500,000.00         15%         Tier 1 Project           Civic Center HVAC         \$1,800,000.00         \$1,407,300.00         20%         Tier 1 Project           Civic Center Elevator         \$115,000.00         \$14,7788,277.06         Tier 1 Project   | ·                                       | \$88,410.00    | \$88,410.00    | 100% |                       |
| City Manager Recommended with Budget Cap         Project Cost (Budget Cap)         Project Cost (*Current)         Percent Complete         Project Source           Civic Center AV Upgrades         \$75,000.00         \$75,000.00         0%         Tier 1 Project           HR Office Remodel         \$829,310.06         \$829,310.06         75%         Tier 1 Project           Park & Rec Admin Building ADA Restroom         \$75,000.00         \$75,000.00         10%         FY2023 Above & Beyond Request           Court Remodel         \$3,500,000.00         \$3,500,000.00         0%         Tier 1 Project           Fire Station Infrastructure         \$2,800,000.00         \$2,980,000.00         20%         Tier 1 Project           PD Evidence Building & Front Entry Area         \$4,500,000.00         \$4,500,000.00         15%         Tier 1 Project           Civic Center HVAC         \$1,800,000.00         \$1,306,667.00         20%         Tier 1 Project           Civic Center Transformer/Boiler         \$500,000.00         \$1,407,300.00         20%         Tier 1 Project           Civic Center Elevator         \$115,000.00         \$14,788,277.06         Tier 1 Project  | Animal Shelter Cattery                  | \$35,600.00    | \$35,600.00    | 85%  | Tier 1 Project        |
| City Manager Recommended with Budget Cap         Project Cost (Budget Cap)         Project Cost (*Current)         Percent Complete           Civic Center AV Upgrades         \$75,000.00         \$75,000.00         0%         Tier 1 Project           HR Office Remodel         \$829,310.06         \$829,310.06         75%         Tier 1 Project           Park & Rec Admin Building ADA Restroom         \$75,000.00         \$75,000.00         10%         FY2023 Above & Beyond Request           Court Remodel         \$3,500,000.00         \$3,500,000.00         0%         Tier 1 Project           Fire Station Infrastructure         \$2,800,000.00         \$2,980,000.00         20%         Tier 1 Project           PD Evidence Building & Front Entry Area         \$4,500,000.00         \$4,500,000.00         15%         Tier 1 Project           Civic Center HVAC         \$1,800,000.00         \$1,306,667.00         20%         Tier 1 Project           Civic Center Elevator         \$115,000.00         \$14,707,300.00         20%         Tier 1 Project           Total         \$14,194,310.06         \$14,788,277.06         ***  | ARPA Project Manager 4.5-Year Salary    | \$267,750.00   | \$267,750.00   | 15%  | New                   |
| Civic Center AV Upgrades   \$75,000.00   \$75,000.00   0%   Tier 1 Project   | Total Committed Funds                   | \$5,355,667.33 | \$5,355,667.33 |      |                       |
| Civic Center AV Upgrades   \$75,000.00   \$75,000.00   0%   Tier 1 Project   |   |                |                |      |                       |
| HR Office Remodel         \$829,310.06         \$829,310.06         75%         Tier 1 Project           Park & Rec Admin Building ADA Restroom         \$75,000.00         \$75,000.00         10%         FY2023 Above & Beyond Request           Court Remodel         \$3,500,000.00         \$3,500,000.00         0%         Tier 1 Project           Fire Station Infrastructure         \$2,800,000.00         \$2,980,000.00         20%         Tier 1 Project           PD Evidence Building & Front Entry Area         \$4,500,000.00         \$4,500,000.00         15%         Tier 1 Project           Civic Center HVAC         \$1,800,000.00         \$1,306,667.00         20%         Tier 1 Project           Civic Center Transformer/Boiler         \$500,000.00         \$1,407,300.00         20%         Tier 1 Project           Civic Center Elevator         \$115,000.00         \$14,788,277.06         Tier 1 Project  | _                                       |                |                |      | Project Source        |
| Park & Rec Admin Building ADA Restroom         \$75,000.00         \$75,000.00         10%         FY2023 Above & Beyond Request           Court Remodel         \$3,500,000.00         \$3,500,000.00         0%         Tier 1 Project           Fire Station Infrastructure         \$2,800,000.00         \$2,980,000.00         20%         Tier 1 Project           PD Evidence Building & Front Entry Area         \$4,500,000.00         \$4,500,000.00         15%         Tier 1 Project           Civic Center HVAC         \$1,800,000.00         \$1,306,667.00         20%         Tier 1 Project           Civic Center Transformer/Boiler         \$500,000.00         \$1,407,300.00         20%         Tier 1 Project           Civic Center Elevator         \$115,000.00         \$115,000.00         0%         Tier 1 Project           Total         \$14,194,310.06         \$14,788,277.06         ***   | Civic Center AV Upgrades                | \$75,000.00    | \$75,000.00    | 0%   | Tier 1 Project        |
| Park & Rec Admin Building ADA Restroom         \$75,000.00         \$75,000.00         10%         Beyond Request           Court Remodel         \$3,500,000.00         \$3,500,000.00         0%         Tier 1 Project           Fire Station Infrastructure         \$2,800,000.00         \$2,980,000.00         20%         Tier 1 Project           PD Evidence Building & Front Entry Area         \$4,500,000.00         \$4,500,000.00         15%         Tier 1 Project           Civic Center HVAC         \$1,800,000.00         \$1,306,667.00         20%         Tier 1 Project           Civic Center Transformer/Boiler         \$500,000.00         \$1,407,300.00         20%         Tier 1 Project           Civic Center Elevator         \$115,000.00         \$115,000.00         0%         Tier 1 Project           Total         \$14,194,310.06         \$14,788,277.06         ***  | HR Office Remodel                       | \$829,310.06   | \$829,310.06   | 75%  | Tier 1 Project        |
| Fire Station Infrastructure         \$2,800,000.00         \$2,980,000.00         20%         Tier 1 Project           PD Evidence Building & Front Entry Area         \$4,500,000.00         \$4,500,000.00         15%         Tier 1 Project           Civic Center HVAC         \$1,800,000.00         \$1,306,667.00         20%         Tier 1 Project           Civic Center Transformer/Boiler         \$500,000.00         \$1,407,300.00         20%         Tier 1 Project           Civic Center Elevator         \$115,000.00         \$115,000.00         0%         Tier 1 Project           Total         \$14,194,310.06         \$14,788,277.06         ***  | Park & Rec Admin Building ADA Restroom  | \$75,000.00    | \$75,000.00    | 10%  |                       |
| PD Evidence Building & Front Entry Area \$4,500,000.00 \$4,500,000.00 15% Tier 1 Project  Civic Center HVAC \$1,800,000.00 \$1,306,667.00 20% Tier 1 Project  Civic Center Transformer/Boiler \$500,000.00 \$1,407,300.00 20% Tier 1 Project  Civic Center Elevator \$115,000.00 \$115,000.00 0% Tier 1 Project  Total \$14,194,310.06 \$14,788,277.06   | Court Remodel                           | \$3,500,000.00 | \$3,500,000.00 | 0%   | Tier 1 Project        |
| Civic Center HVAC         \$1,800,000.00         \$1,306,667.00         20%         Tier 1 Project           Civic Center Transformer/Boiler         \$500,000.00         \$1,407,300.00         20%         Tier 1 Project           Civic Center Elevator         \$115,000.00         \$115,000.00         0%         Tier 1 Project           Total         \$14,194,310.06         \$14,788,277.06         ***  | Fire Station Infrastructure             | \$2,800,000.00 | \$2,980,000.00 | 20%  | Tier 1 Project        |
| Civic Center Transformer/Boiler         \$500,000.00         \$1,407,300.00         20%         Tier 1 Project           Civic Center Elevator         \$115,000.00         \$115,000.00         0%         Tier 1 Project           Total         \$14,194,310.06         \$14,788,277.06         ***   | PD Evidence Building & Front Entry Area | \$4,500,000.00 | \$4,500,000.00 | 15%  | Tier 1 Project        |
| Civic Center Transformer/Boiler         \$500,000.00         \$1,407,300.00         20%         Tier 1 Project           Civic Center Elevator         \$115,000.00         \$115,000.00         0%         Tier 1 Project           Total         \$14,194,310.06         \$14,788,277.06         ***   | Civic Center HVAC                       | \$1,800,000.00 | \$1,306,667.00 | 20%  | Tier 1 Project        |
| Civic Center Elevator         \$115,000.00         \$115,000.00         0%         Tier 1 Project           Total         \$14,194,310.06         \$14,788,277.06         Image: Control of the project of the projec | Civic Center Transformer/Boiler         |                |                | 20%  |                       |
| Total \$14,194,310.06 \$14,788,277.06  |   |                |                |      |                       |
| ΔRPΔ Ralance -\$77.240.39 -\$671.207.39 *ac of 5/2/2022  |   |                |                |      | ·                     |
|  | APPA Palanco                            | -\$77 240 20   | -\$671 207 20  |      | *as of 5/2/2022       |

# **CARES Act**

\*as of 5/2/23



| Original CARES Balance                | \$10,159,163 |
|---------------------------------------|--------------|
|                                       |              |
| Committed Funds                       | Project Cost |
| Committee Funds                       | (*Current)   |
| Replenish Funds Impacted by COVID     | \$1,141,151  |
| Balance General Fund Budget           | \$1,205,000  |
| Replenish Planning Fund               | \$297,500    |
| Replenish Recreation Fund             | \$140,000    |
| Replenish Multi-Sports Fund           | \$34,500     |
| GFDA Revolving Loan Fund Contribution | \$1,400,000  |
| Total                                 | \$4,218,151  |
|                                       |              |
| Remaining CARES Balance               | \$5,941,012  |

# House Bill 632

| Award  | Award Amount |
|--|--------------|
| Minimum Allocation Grant (50% Match Required)                        | \$8,505,069  |
| Lift Station 1 Competitive Grant Award                               | \$2,000,000  |
| Central Ave. and 3 <sup>rd</sup> St Drainage Competitive Grant Award | \$1,864,600  |
|  |              |
| Total HB632 Awards   | \$12,369,669 |