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Nebraska State College System

FACILITIES CORPORATION Board of Directors Annual Meeting Notice

Notice is hereby given that the annual meeting of the Board of Directors of the Nebraska State Colleges Facilities Corporation will convene at Nebraska State College System Office, 1115 K St., Suite 102, Lincoln, Nebraska on November 13, 2009 immediately following the Board of Trustees meeting (approximately 11:30 a.m.). This notice and accompanying agenda are being distributed to members of the Board of Directors, the presidents of the state colleges, the Associated Press and selected Nebraska newspapers.

Board of Directors Nebraska State College System Facilities Corporation

Membership List

Mr. Larry Teahon Chadron, NE

Mr. Cap Peterson Wayne, NE

Mr. Gary Bieganski Chadron, NE

Mr. Floyd Vrtiska Table Rock, NE

Ms. Michelle Suarez Lincoln, NE

> Mr. Bill Roskens Omaha, NE

> Dr. Roger Breed Lincoln, NE

November 2009

Board of Directors NSCS Facilities Corporation

AGENDA

November 13, 2009 Wayne State College Wayne, Nebraska

- 1. Roll Call
- 2. Approval of Agenda
- 3. Approval of Minutes from the November 14, 2008 Meeting
- 4. Acceptance of Audit
- 5. Acceptance of Annual Report
- 6. Adjournment

THE NEBRASKA STATE COLLEGE SYSTEM FACILITIES CORPORATION

November 14, 2008 LINCOLN, NEBRASKA

MINUTES

A meeting of the Nebraska State College System Facilities Corporation was called to order at 8:30 a.m. on Friday, November 14, 2008, at Wayne State College, Wayne, Nebraska by President, Bill Roskens.

Directors present were: Bill Roskens, President, Omaha; Larry Teahon, Chadron; Cap Peterson, Wayne; Gary Bieganski, Chadron; and Michelle Suarez, Lincoln.

Other corporation officers in attendance were: Carolyn Murphy, Managing Officer, Lincoln and Stan Carpenter, Secretary-Treasurer, Lincoln.

APPROVAL OF THE AGENDA

The meeting agenda was unanimously approved.

APPROVAL OF MINUTES

The minutes of the November 16, 2007 meeting were unanimously approved.

AUDIT REPORT

The audit report for the Facilities Corporation for the period from July 1, 2007 to June 30, 2008 was unanimously accepted.

ANNUAL REPORT

The Facilities Corporation annual report was unanimously approved.

ADJOURNMENT – The meeting was adjourned at 8:31 a.m.

Respectfully submitted,

Carolyn Murphy Managing Officer

Facilities Corporation

Larry Teahon, Chair Cap Peterson Gary Bieganski Floyd Vrtiska Michelle Suarez Bill Roskens Roger Breed

November 13, 2009

ACTION: Accept the Audit Report for the Facilities Corporation for the Period from July 1, 2008 to June 30, 2009

The audit firm KPMG LLP conducted an audit of the Nebraska State Colleges Facilities Corporation covering the period July 1, 2008 to June 30, 2009. The fee negotiated for those services was not to exceed \$8,600 and are paid from Corporation funds.

The audit includes financial activity related to LB 1100, LB 1, and LB605 bond issues. The information from this audit will be included in our state audit, being performed by the Auditor of Public Accounts.

LB 1 activity during the year included the final bond payment to bondholders and closeout of bond accounts. LB 1100 activity included receipt of the final appropriation from the State. Project funds expended this year all related to LB 605 funds. The capital assets accrue to the colleges, while the debt remains a responsibility of the Facilities Corporation, resulting in the negative net assets (deficit) at the end of the year.

The letter to the Board of Directors indicates that, in the opinion of the auditors, the financial statements present fairly, in all material respects, the net assets (deficit) of the Facilities Corporation and the changes in financial position and cash flows for the year, in conformity with U.S. generally accepted accounting principles.

NEBRASKA STATE COLLEGES FACILITIES CORPORATION

Annual Report for Fiscal Year July 1, 2008 through June 30, 2009

Background Information

The organizational meeting of the Nebraska State Colleges Facilities Corporation was held on July 22, 1983. The corporation was formed in response to the passage of legislation (LB410) allowing the Board of Trustees to make certain renovations and land purchases at the colleges. The bill authorized the sale of long-term bonds to pay for projects, with the state obligating cigarette tax revenues to make the required principal and interest payments. The Facilities Corporation issued bonds in October of 1983 that were repaid by September of 1994.

From the first sale through 1997, the Facilities Corporation issued bonds amounting to \$36,065,000, including the following:

- 1987, for the purchase of computer equipment for the state college system;
- 1987, to renovate the Education Building at Peru State College and to add to and renovate the Cushing Coliseum at Kearney State College; and
- 1992, to build Gardner Business Building at Wayne State College

The last of the historical bonds matured in 1997, and an audit of the Facilities Corporation was conducted by KPMG Peat Marwick for the time period ending October 31, 1997. The report was accepted at the February 1998 meeting of the Board of Directors.

LB 1100 Bonds - 1999

In March of 1998, the Legislature approved and the Governor signed LB 1100, which appropriated \$400,000 annually to the Board of Trustees for a period of ten years beginning July 1, 1999 and continuing through the fiscal year ending June 30, 2009, to undertake maintenance, repair and renovation projects at the State Colleges. The final appropriation for the LB1100 bonds was in LB320 (2007 session).

Matching funds are required by the Board of Trustees on a one-to-one basis up to \$400,000 per year, to a total of \$4 million. The matching funds are provided from the NSCS Capital Improvement Fund, which is derived from a per-credit-hour charge on all students attending a state college.

The Board of Trustees was authorized to enter into a contract to implement renovations and provide for the long-term payment of the costs. Contracts are not to extend beyond July 15, 2011 nor exceed the repayment capabilities implicit in the funding streams authorized by LB 1100. The bill authorizes expenditure of interest earnings from any fund created by LB 1100 for the purposes stated in the act. Any appropriated amounts or any matching funds or interest earnings in excess of the amounts required to meet debt service are to be accumulated and applied toward early retirement of debt as authorized under the indenture.

In June of 1999, the Board of Directors approved the bond resolution and related bond documents. Bonds in the amount of \$6,845,000 were sold in July of 1999. The bonds were given an "A" rating by Standard & Poor's, and the average coupon rate for the bond issuance was 4.81%.

LB 1100 Projects

A listing of eligible projects is shown in LB 1100, but funding constraints required the Board to select those projects from the list that would be undertaken. The initial round of projects approved by the Board from LB 1100 funding included the following:

Chadron Memorial Hall renovation	\$2,145,984
Peru Campus Services Building renovation/addition	1,912,720
Wayne Ramsey Theatre renovation	1,827,196
Wayne Relocate Broadcast Studio	295,000
Wayne Hahn Administration Asbestos Survey	40,000
Wayne Memorial Stadium Design/Development	25,000
Total	\$6,245,900

The initial LB 1100 Projects

Work on **Memorial Hall at Chadron** was completed, and the building rededicated in January 2002. The architect for the project was Bahr Vermeer and Haecker; and Fuller Construction of Chadron was the contractor. The renovation provided an upgrade of the heating, ventilating, and air conditioning systems in the building, a total renovation of second floor, and an addition of classroom space where an open atrium previously existed. The total project cost was \$2,531,428. Capital improvement fees and lease purchasing arrangements on equipment made up the differential between the total project cost and the LB1100 funding. The Task Force for Building Renewal also committed funding for sprinkler systems, fire and life safety needs, ADA access, and mechanical/electrical improvements.

The **Peru State College Campus Services Building** architect was The Clark Enersen Partners of Lincoln. Rogge-Davis Construction Company of Lincoln was the general contractor. The project is complete, and the building was dedicated on April 8, 2002. The total cost was \$2,016,182, with institutional cash funds and capital improvement dollars supplementing the LB 1100 funds.

The **Ramsey Theatre renovation at Wayne State College** was completed by April of 2003. The project architect was Alley Poyner of Omaha, and the contractor was R. L. Fauss Builders. In addition to the allocation of LB 1100 funds designated by the Board of Trustees, the state provided \$972,624 for an addition to the theatre and to help address asbestos abatement in the existing facility. The project was improved with the addition of a basement under the addition, allowing handicapped accessibility, more efficient traffic patterns and additional classroom and rehearsal space. A significant gift from the Lied Foundation allowed for enhancement of the sound system, lighting, and other finish details for the project. The total cost for the project was \$3,346,820.

The **Broadcast Studio**, formerly housed in the basement of the Fine Arts Building, was moved to a newly renovated space on the fourth floor of the Humanities Building at Wayne State College. Alley Poyner was the architect, and Otte Construction, Inc. of Wayne was the contractor.

Wayne also used \$40,000 of LB 1100 funding for **Hahn Administration Building** miscellaneous projects and asbestos survey. The survey was completed. A new north door was installed on the first floor, 30-year-old carpeting was replaced, and new blinds installed.

DLR Group completed the design/development document for the **Wayne Memorial Stadium** renovation, at a cost of \$25,000 from LB 1100 funding.

Second Round of LB 1100 Projects Approved by the Board

With the initial projects complete, a balance remained in the construction fund account. As permitted by the initial legislation, other projects were eligible for funding through the LB 1100 process under Section 6 (3) (p), which allowed "system-wide miscellaneous fire and life safety, energy conservation, deferred repair, federal Americans with Disabilities Act of 1990, and asbestos removal projects." On June 13, 2003, the Board of Trustees approved the allocation of funds for additional deferred maintenance projects as follows:

Chadron State College chilled water piping extension	\$250,000
Peru State College boiler replacement and upgrade of	
steam distribution system	155,463
Wayne State College improvements to Memorial Stadium	
and replacement of Rice Auditorium floor	328,000
Total	\$733,463

The allocation of the additional LB 1100 funds allowed the colleges to leverage further funding provided by the Task Force for Building Renewal (the 309 Task

Force). For the project for **Chadron chilled water piping**, new 309 funding of \$365,000 was committed. For the **Peru boilers**, the 309 Task Force added \$244,537. The second round projects, all begun during the 2003-04 fiscal year, are complete. The Peru boilers were installed by February of 2004. The chilled water absorption chiller installation was complete by July of 2004. The **Rice Auditorium floor** was in place by May of 2004.

Payments to Retire the LB 1100 Bonds

During FY 2008-09, State General Fund payments of \$100,000, along with matching funds of \$100,000 from the NSCS's Capital Improvement Fund per quarter are made to our trustee, Wells Fargo Bank Nebraska, N.A. For the 2007-08 fiscal year, payments of \$200,000 each were transmitted in August, November, February, and May.

Wells Fargo made a principal and interest payment of \$774,180 on September 15, 2008 and an interest payment of \$36,360 on March 16, 2009, in accordance with the debt service schedule.

During the 2009 legislative session, it was approved to allow \$83,000 of funds remaining after the close-out of LB 1 Bonds be used toward the final payment of LB 1100 bonds. It is anticipated that additional funding beyond the \$83,000 approved will be required for the final debt service payment on the LB 1100 bonds. This funding will come from interest earnings on the Capital Improvement Fund.

The final debt service payment is scheduled for September 15, 2009.

LB 1100 Construction Fund

The LB 1100 Construction funds was closed out prior to the end of FY 2007-08.

LB 1100 - Other Fund Balances

The June 30, 2009 balance in the *Bond Reserve Fund* has a cost value of \$687,705. The *Bond Fund* ended the year with \$684,853. The *Bond Principal and Interest Fund* had a \$0 balance at year-end.

The *General Fund* had a year-end balance of \$372. The *Rebate Fund* was initially established with \$75,000, in anticipation of rebate requirements. From that amount, a rebate liability of \$2,589 was paid on August 18, 2004. Expenses charged to the fund during 2008-09 were Wells Fargo trustee fees of \$1,500. The balance in the fund on June 30, 2009 was \$73,401.

LB 1 Bonds – 2002 (FINAL REPORT)

In the October 2001 Special Session, the Legislature authorized the Facilities Corporation to enter into long-term financing contracts to complete already-approved projects at Wayne and Peru. An amount of \$586,769 was appropriated to meet interest payments in fiscal year 2002-03, and future funding of \$12,056,160 was referenced, indicating the Legislature's intent to appropriate \$2,009,360 for each fiscal year for six years, from fiscal year 2003-04 through 2008-09. The final appropriations for LB 1 were included in LB 320 (2007 session).

In January 2002, the Board of Directors authorized the issuance of LB1 bonds for the Library/ARC renovation project at Peru State College and the Energy Plant project at Wayne State College. On January 29, 2002, bonds in the amount of \$11,375,000 were issued, at a net interest cost of 3.99%. Ameritas Investment Corporation of Omaha was designated as Underwriter for the bonds; and Wells Fargo Bank Nebraska, N.A. is the Trustee. Lauren Wismer of Gilmore & Bell served as bond counsel.

LB 1 Projects

The **Peru Library/Old Gym renovation** began with the need to expand the size of the library at Peru State College. Numerous studies had been done over the years indicating the need for additional library space. In 1999, the Legislature appropriated \$115,400 for a revised program statement to explore the idea of turning the Old Gym into a new library and the old library into a classroom facility. Future funding of \$4,917,666 for the years beyond 2000-01 was indicated. In 2001, \$4,932,564 was appropriated, with future funding of \$1,547,445 beyond the 2001-2003 biennium indicated to complete the project. During 2001, the College won approval to change the scope of the project to convert the old library into an Academic Resource Center rather than classrooms and offices, with the planned classroom adjustments being made at other buildings, primarily A.V. Larson.

In October 2001, responding to the economic downturn, the Legislature reduced the appropriation for the Library/ARC project to \$210,919, the amount for which commitments had already been made, but allowed the Facilities Corporation to bond the entire remainder of the project over a six-year period.

The **Wayne Energy Plant purchase, addition, and renovation** project was initially funded in 2001 as a deficit request. Proposals to continue purchasing service from Energy Systems, the owners of the privately held energy plant on the campus, were not beneficial to the college. The plant was eventually purchased from Energy Systems at a cost of \$825,000. The deficit appropriation of \$3,803,877 was intended to pay the purchase price of the plant and renovate it to serve the college into the future.

In October of 2001, the appropriation for this project was reduced to \$279,939, leaving only the amount already committed. The LB 1 language allowing the Facilities Corporation to sell bonds included the Wayne energy plant project.

Status of the LB 1 Projects

The **Library at Peru** is now a highly used campus "living room." The official dedication took place in the fall of 2003. The Academic Resource Center and connecting link were completed in January of 2004, with dedication occurring in conjunction with the April meeting of the Board of Trustees on the Peru campus. The architect for the project was The Clark Enersen Partners, and the contractor was A.H.R.S. Construction from Bern, Kansas.

The **Wayne Energy Plant** project was completed in April of 2003. The engineer for the project was Leo A Daly, and the contractor was Ryan and Associates. The award of a Task Force for Building Renewal project to provide heating/ventilating and air conditioning renovations at Rice Auditorium enabled Wayne State to complete a steam and chilled water piping loop from the power plant that provides redundancy and will serve the campus well in the future.

In June of 2004, the Board approved the final costs for the LB 1 projects that were funded from the bond issue; i.e., PSC Library/ARC - \$6,723,600 and WSC Energy Plant - \$4,124,885, for a total of \$10,848,485. Through direct appropriations from the state, as explained above, the PSC project included another \$326,319, and the WSC project included an additional \$279,939. Due to the low interest rates obtained through the bond issuance, interest earnings on construction funds, and prompt completion of the projects avoiding the costs of arbitrage, PSC realized \$419,500 for the Library/ARC project above the estimated project cost cited in LB1309 (2002). Further, PSC's initial cash investment of \$35,010 for planning was reimbursed from bond funding. For the WSC energy plant, \$600,947 above the estimate in LB1309 was added to the project.

Payments to Retire the LB 1 Bonds

An interest payment of \$74,875 was made to bondholders on September 2, 2008, and a final principal and interest payment of \$3,069,875 was made on March 2, 2009. Appropriations to cover the final bond repayments were included in LB320 (2007 session).

During the 2009 legislative session, it was approved to allow \$83,000 of funds remaining after the close-out of LB 1 Bonds to be used toward the final payment of LB 1100 bonds. In addition, the balance of funds remaining after that transfer, in the amount of \$168,885 were re-appropriated for FY10 to be used toward the NeSIS system being implemented in partnership with the University of Nebraska.

LB 1 Construction Fund

The LB1 Construction fund was closed out prior to the end of FY 2007-08.

LB 1 – Other Fund Balances

All fund balances with the Trustee were \$-0- on June 30, 2009.

A final arbitrage rebate report was completed by the Berens-Tate Consulting Group as of the final retirement of the LB 1 bonds and no arbitrage liabilities exist and no further calculations or filings are required.

This bond issue is now closed.

LB605 Bonds - 2006

In April of 2006, the Legislature approved and the Governor signed LB 605, which appropriated \$1,125,000 annually to the Board of Trustees for the first biennium period and expressed intent to continue such funding for fourteen years beginning July 1, 2006 and continuing through the fiscal year ending June 30, 2020, to undertake maintenance, repair and renovation projects at the State Colleges. Matching funds are required by the Board of Trustees in the amount of \$200,000 in 2006-07, \$400,000 in 2007-08, \$600,000 in 2008-09 and \$1,200,000 for each of the remaining 11 years. The matching funds are provided from the State Colleges' Capital Improvement Fund, which is derived from a per-credit-hour charge on all students attending a state college.

In August, 2006, the Board of Directors approved the bond resolution and related bond documents. Bonds in the amount of \$21,915,000 were issued. The bonds were given an "A" rating with a stable outlook by Standard and Poor's and an "A2" rating with a stable outlook by Moody's. The average coupon rate for the bond issue was 4.32%. Ameritas Investment Corporation was designated as Underwriter for the bonds; and Wells Fargo Bank Nebraska, N.A. is the Trustee. Lauren Wismer of Gilmore & Bell served as bond counsel.

LB605 Projects

A listing of eligible projects is shown in LB605. It states "the Board of Trustees of the Nebraska State college is authorized to make expenditures for the State college Facilities Program of 2006 for the following state college projects: (a) Deferred maintenance, repair, and renovation of Chadron State College Academic/ Administration Building; (b) design and placement of a new Peru State College emergency power generator; (c) replacement of existing Peru State College Al Wheeler Activity Center bleachers; (d) addition to Wheeler Activity Center; (e) addition to and deferred maintenance, repair, and renovation of Wayne State College Campus Services buildings; (f) deferred maintenance, repair, and renovation of Wayne State College Rice Auditorium; (g) deferred maintenance, repair, and renovation of Wayne State College Memorial Stadium; and (h) systemwide miscellaneous fire and life safety, energy conservation, deferred repair, federal Americans with Disabilities Act of 1990, and asbestos removal projects."

The initial round of projects approved by the Board from LB 605 funding included:

Chadron Academic/Administration Building renovation	\$ 4,681,357
Peru emergency power generator	802,500
Peru Al Wheeler Activity Center bleachers replacement	167,990
Peru Al Wheeler Activity Center renovation/addition	4,846,933
Wayne Campus Services Building renovation/addition	4,981,587
Wayne Memorial Stadium/Rice Auditorium lower level renovation	3,610,671
	\$19,091,038

At its June, 2007 meeting, the Board approved an allocation for the Wayne Street Improvement Project as well as additional allocations for each of the other projects as follows:

Wayne Street Improvement Project	\$1,516,000
Chadron Academic/Administration Building renovation	183,965
Peru emergency power generator	30,000
Peru AWAC renovation/addition & bleachers replacement	215,550
Wayne Campus Services Building renovation/addition	203,879
Wayne Memorial Stadium/Rice Auditorium lower level renovation	155,940

At its November, 2008 meeting, the Board approved the following transfer:

PSC AI Wheeler Activites Center project	\$ 179,500
Peru emergency power generator	(179,500)

At its June, 2008 meeting, the Board approved additional allocations as follows:

CSC Street/Drainage Improvement	\$ 500,000
PSC AI Wheeler Activites Center project	300,000
WSC Carhart Science	500,000

At its January, 2009 meeting, the Board approved the following transfer:

PSC AI Wheeler Activites Center project	\$ 18, 661
Peru emergency power generator	(18,661)

Finally, at its June, 2009 meeting, the Board approved the following additional allocations:

Chadron Academic/Administration Building renovation Peru AWAC renovation/addition and bleachers replacement Wayne Carhart Science project	\$ 50,000 133,000 300,000
And the following transfer:	
PSC AI Wheeler Activites Center project Peru emergency power generator	\$ 463 (463)

With these additions and transfers, the current projects approved from LB605 are as follows:

Chadron Academic/Administration Building renovation	\$ 4,915,322
Chadron Street/Drainage Improvement	500,000
Peru emergency power generator	633,876
Peru AWAC renovation/addition & bleachers replacement	5,862,097
Wayne Carhart Science	800,000
Wayne Campus Services Building renovation/addition	5,185,466
Wayne Memorial Stadium/Rice Auditorium lower level renovation	3,766,611
Wayne Street Improvement Project	1,516,000
	\$ 23,179,372

Updates on Project Status

The **Chadron State College Academic/Administration Building** project provides for full renovation of the Academic/Administration building. The project is nearing substantial completion as of June 30, 2009. Project architect is Bahr Vermeer and Haecker and the contractor is Fuller Construction.

The **Chadron State Street/Drainage Improvement** project will provide for street improvements as well as curb and gutter improvements. The project is currently underway. Coe Engineering is the project consultant.

The **Peru State College Emergency Power Generator** project provides emergency power generation for three vital buildings on the campus in the event of catastrophic power failure. The project is substantially complete. Project consultant is Leo A Daly and the contractor is Rogge Construction.

The **Peru State College Al Wheeler Activity Center Renovation/Addition** and Bleachers Replacement project will offer students and staff of Peru State College a newly remodeled and expanded athletic facility, including new spectator bleachers for varsity athletic events. The project is substantially complete. Project architect is The Clark Enersen Partners and the contractor is Lueder Construction.

The **Wayne State College Campus Services Building Renovation/Addition** project will provide for combined facility support operations at the college in modernized and expanded facilities as well as provide for campus network services. The project is substantially complete. Architect for the project is Alley Poyner and the contractor is RaDec Construction.

The **Wayne State College Memorial Stadium and Rice Auditorium** Improvements will renovate the lower level of Rice Auditorium for academic offices and classroom space, and will also renovate Memorial Stadium for use as a weight room, locker rooms, and coaches' offices. Construction is substantially complete on both facilities as of June 30, 2009. Leo A Daly is the project consultant and Otte Construction is the contractor for this project.

The **Wayne State College Street Improvement** project includes reconstruction of two primary access points for the college as well as improvements to existing streets and curbs. The project is complete. Project architect is The Clark Enersen Partners and the contractor is Castle Construction Inc.

The **Wayne State College Carhart Science** renovation project is the first phase of multiple phases of renovation planned for the building. Phase I includes funding from LB605, the LB309 building renewal task force, college cash funds, and privately raised funds. The project consultant is The Clark Enersen Partners. The contractor is Beckenhauer Construction.

Payments to Retire LB605 Bonds

A principal and interest payment of \$1,064,487 was made on July 15, 2008. An interest payment of \$448,597 was made on January 15, 2009.

LB605 Construction Fund

The initial deposit into the LB605 Construction Fund was \$21,778,193. As of June 30, 2008 there was \$21,306,971 in accumulated expenditures for construction projects. With interest earnings added to the account, the balance in the Construction Funds on June 30, 2007 was \$1,890,659.

Other LB605 Funds

The Debt Service fund had a balance on June 30, 2009 of \$1,279,862. No Debt Service Reserve Fund is required because of bond insurance that was purchased in lieu of establishing a Debt Service Reserve.

The General Fund had a balance on June 30, 2009 of \$25,618. A rebate fund was established following the first arbitrage rebate report prepared by Berens-Tate Consulting Group in the amount of \$57,128.79.

<u>Audit</u>

In April of 2009, the Board approved extending the contract for KPMG to perform the audit for the Facilities Corporation for the year ending June 30, 2009. This is the fifth year of having the Facilities Corporation audit completed by a private auditing firm. For the several years prior to that, audit work for the Facilities Corporation had been accomplished by the Nebraska Auditor of Public Accounts (APA) in conjunction with our state audit. Since that portion of the NSCS audit work seemed to create a matter of concern in negotiating with the APA, having the work done by a private auditor was deemed the most expeditious way to accomplish our audits beginning in FY2004-05.

KPMG has completed the audit at a cost of \$8,600, and it is presented for the acceptance of the Board of Directors at this meeting. The report states that the auditors found that the financial statements "present fairly, in all material respects, the net assets (deficit) of the Nebraska State Colleges Facilities Corporation as of June 30, 2009, and the changes in its financial position and cash flows thereof for the year then ended in conformity with U.S. generally accepted accounting principles."

Respectfully submitted,

Carolyn Murphy Managing Officer