



Sonoma Pines Homeowners Management Ltd.

Board Meeting Minutes

December 1, 2016

NAME	PORTFOLIO	REPORT TO COUNCIL FOR:	PHONE	EMAIL
John Scott	Chairman	▪ Maintenance	250-681-5681	jdscott650@gmail.com
Tom McEwen	Vice Chairman	▪ Clubhouse ▪ Social	250-878-7565	tommc.strata@gmail.com
Bryon Dickie	Treasurer	▪ Finance	250-864-1040	bryondickie@shaw.ca
Charlie Milazzo	Secretary	▪ Landscaping ▪ Irrigation	778-754-1000	charliem.strata@gmail.com
David Reid	Councilor	▪ Maintenance	250 826 3751	davidr.strata@gmail.com
John Cole	Councilor	▪ Communications	778-754-7265	eloconsult@klondiker.com
Jo-Anne Luchka	Councilor	▪ Welcome/Volunteer/Election	250-300-6504	joluchka@gmail.com

NAME	PORTFOLIO	PHONE	EMERGENCY	EMAIL
Mike Makin	Strata Manager	250-860-1411	250-860-1411	mmakin@kelownarealestate.com
Kanina Wright	Assistant	778-754-1521	250-860-1411	kwright@kelownarealestate.com

Past minutes of meetings may be found on the Sonoma Pines Website at www.sonomapines.info

Location: Clubhouse, 3999 Sonoma Pines Drive, West Kelowna, B.C.

Call to Order

The meeting was called to order by John Scott at 9:00 a.m.

Attendance

On behalf of Sonoma Pines Homeowners Association:

Present: Charlie Milazzo, Jo Luchka, John Scott, Tom McEwen, John Cole, Bryon Dickie

Absent: David Reid

On behalf of Coldwell Banker Horizon Realty:

Mike Makin, Kanina Wright

1) Approve Agenda

MOTION: The agenda be approved

Seconded and CARRIED with all in favor.

2) Previous Minutes

Note: Kanina Wright to add the following notification to meeting minutes "Past minutes of meetings may be found on the Sonoma Pines website at www.sonomapines.info".

MOTION: The minutes for the Board Meeting of November 3, 2016 be approved.

Seconded and CARRIED with all in favor.

3) WFN Advisory Council Update – John Scott attended the recent WFN advisory meeting and made a presentation regarding the intersection at Butt Road and Carrington Road. Presentation attached.

4) Correspondence

- a) Acacia Lane Chain link security fencing – Charlie Milazzo investigated and confirmed that there was 1 area that was not defined by a fence boundary. The cost to fence this area is approximately \$3000. A request was made to have this considered as part of the budget for next year.
- b) 2080 Candalera – sewer back up – nothing to report.
- c) 2110 Candalera roof / window leak – Mike Makin and Vern Sarver viewed the property on Nov 30th. There appeared to be no issues with signs of water ingress and it was determined that the owners humidifier was causing condensation and mold on the windows. The owner has turned off the humidifier and condensation levels are coming down. The owner was notified that they should contact a window company at their expense to cover related damages to the bedroom window frame and ensure that their air circulation vent valve is functioning properly.

5) Committee Reports

- a) **Social Committee** – successful Grey Cup party with approximately 60 people in attendance. The Committee is considering the purchase of a karaoke machine.
- b) **Safety & Security Committee** – no meeting this month
- c) **Maintenance Committee** – report attached
 - All is in place for this years snow removal contract. Snow clearing details along with the snow clearing map are available on the website.
 - Coldwell Banker to manage and create a central registry for keys.
- d) **Communication Committee** – report attached
 - Newsletter to be posted on Sonoma Pines website today.
- e) **Clubhouse Committee** – report attached
- f) **Finance Committee** – report attached
 - September common financial statements as well as October financial states not approved. Still waiting on APM to approve the information and provide these financials. Coldwell Banker to follow up with APM.

MOTION: That the September multi family financial statements be approved.

Seconded and CARRIED with all in favor.

- g) **Welcome Committee** – 3 new homeowners attended the last presentation
- h) **Landscape & Irrigation Committee** – Management is meeting with Asahi next week to review budgets for next year.

6) Coldwell Banker Operational Update

- a) 22 homeowners remain outstanding for providing Pre Authorized Debit information. These owners are now in arrears for November and December.
- b) All Staples supplies to be ordered through Coldwell Banker

7) Alteration Agreements

- a) **3850 Siringo Lane – installation of awning**

MOTION: That the owner **3850 Siringo Lane** be granted approval for the alteration to the property by installing an awning with the following conditions; that the expense of the alteration is the responsibility of the owner, that the maintenance related to the alteration is the responsibility of the owner and future owners, and that the owner and future owners indemnify SPHM with respect to any liability related to the approval of this alteration

Seconded and CARRIED with all in favor.

b) **3817 Acacia Lane – landscape alteration**

MOTION: That the owner **3817 Acacia Lane** be granted approval for the alteration to the property by installing various grasses with the following conditions; that the expense of the alteration is the responsibility of the owner, that the maintenance related to the alteration is the responsibility of the owner and future owners, and that the owner and future owners indemnify SPHM with respect to any liability related to the approval of this alteration.

Seconded and DENIED with all in favor.

c) **2109 Verona Lane – landscape alteration**

MOTION: That the owner **2109 Verona Lane** be granted approval for the alteration to the property by installing yew trees with the following conditions; that the expense of the alteration is the responsibility of the owner, that the maintenance related to the alteration is the responsibility of the owner and future owners, and that the owner and future owners indemnify SPHM with respect to any liability related to the approval of this alteration.

Seconded and CARRIED with all in favor.

d) **3696 Sonoma Pines Drive – installation of solar tube**

MOTION: That the owner **3696 Sonoma Pines Drive** be granted approval for the alteration to the property by installing a solar tube with the following conditions; that the expense of the alteration is the responsibility of the owner, that the maintenance related to the alteration is the responsibility of the owner and future owners, and that the owner and future owners indemnify SPHM with respect to any liability related to the approval of this alteration

Seconded and CARRIED with all in favor.

8) **Old Business**

a) **Pest & Vermin Extermination Policy – attached**

MOTION: To approve the policy as attached.

Seconded and CARRIED with all in favor.

b) **Satellite Dishes – policy still under investigation**

c) **Search for Community Services Coordinator – John Cole to update the Letter of Understanding to reflect more defined terms of employment and send to the Board for approval.**

MOTION: To post the position in early January and close the posting January 31, 2017. Interviews to begin early February with a start date of April 1st, 2017.

Seconded and CARRIED with all in favor.

d) **Efflorescence – The Board has been in contact with Rykon Construction Management Ltd. Regarding efflorescence and this is their latest response...**

"The engineer's work to date has been inconclusive and they are continuing to do further analysis on the efflorescence issue.... we are continuing to work with the engineers to determine the source of the efflorescence in order that the foundations may be managed appropriately. Going forward, all of the issues related to individual homes will be addressed with the homeowners directly."

If you have questions we suggest that you contact Ryan Siemens at Rykon directly: ryan@rykon.ca
If you wish to share any information with us or other homeowners please send it to the Board and we will see that it is included in future minutes/updates.

We will be putting together a committee of affected homeowners in order to coordinate future communications on this issue. If you'd like to be involved please send your info to kwright@kelownarealestate.com

e) **Update on lower RV lot**

MOTION: Notwithstanding a pending sale of the RV lot, there was a motion to start charging RV lot fees as of January 1st, 2017.

Seconded and CARRIED with all in favor.

f) **Updated committee TOR's** – John Cole to check on progress on all committees between now and next meeting. John Scott agreed to revise all alteration agreements.

g) **No Exit Signs – Acacia Lane**

MOTION: To approve the installation of a "No Exit sign". The Safety & Security Committee to investigate installation of the sign

Seconded and CARRIED with all in favor.

9) **New Business**

a) **Procedures for Rules & Regulations contravention letters**

MOTION: To allow Coldwell Banker, at their discretion, to send out the first notice of contravention letter without prior approval from the board.

Seconded and CARRIED with all in favor.

- b) **Vines & stucco damage – new Rules & Regulations** – no changes required to existing rules and regulations
- c) **No Board meeting in January**

MOTION: To approve that there will be no Board meeting in January.

Seconded and CARRIED with all in favor.

d) **Holiday lights and decoration policy**

MOTION: To amend the Rules and Regulations #3 (15) **Use of Property** to allow holiday lights and decorations to be illuminated from November 15th – January 31st.

Seconded and CARRIED with 5 in favor and 1 opposed.

- e) **Long distance phone line for Coldwell office** - approved - to be to be billed to the operations budget in future.
- f) **RFP Legal Services** – presentation attached. Tabled until next meeting.
- g) **Committee Report** – looking for 1 additional annual sponsor for a banner ad in the newsletter

10) **By-Laws Enforcement - In Camera Session – no visitors were present**

- a) Noise Violation – no further action
- b) Landscape Violation – no further action
- c) Rules & Regulation Violation – no further action
- d) Landscape Violation – Coldwell Banker to impose \$50 fine

MOTION: The Board approves fining an owner \$50.00 for failing to remove an exterior vine as requested.

Seconded and CARRIED with all in favor

11) **Termination**

The meeting was terminated at 10:48am

12) **Next Meeting**

Board meetings are held on the first Thursday of every month, at 9:00 a.m. Owners are welcome to attend these meetings as observers.

The next Board meeting is scheduled to be held on **February 2nd 2017** at 9:00 a.m. in the clubhouse.

In The Absence Of An Adequate Intersection -A Request For An Interim, Safe Pedestrian Crossing At Butt Road and Carrington

Construction of the Sonoma Pines Community started about 10 years ago and the original phase comprised about 50 homes.

In 2016 the developer completed the last home in the community and the final number of occupied homes reached 495. Since the community was started there have been no improvements to the intersection at Butt and Carrington despite discussion of improved facilities, which seem to be continuously delayed. In that same period, other developments on Carrington, Boucherie and Elk Road have added significantly to the traffic volume.

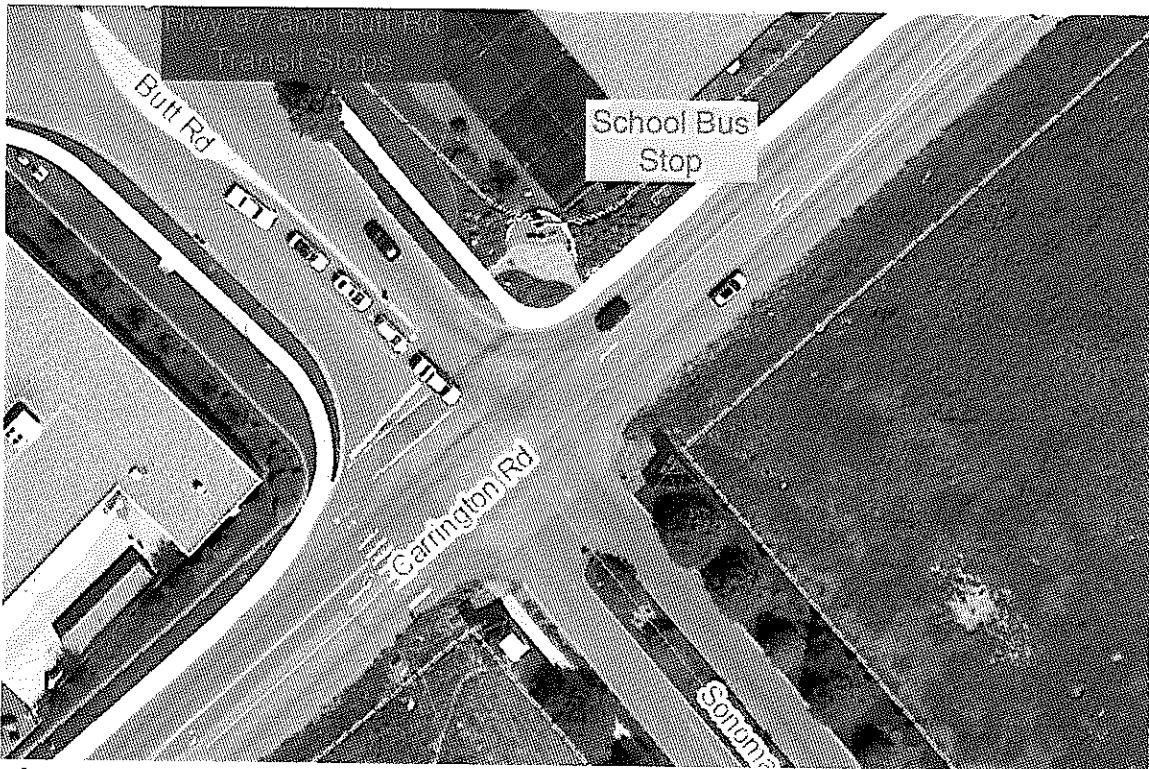


photo 1. An overhead view of the intersection. Note the lack of crosswalks on the east side of Carrington and poor state of paint on the crosswalks.

The Sonoma Pines Community could be referred to as a retirement community. We have many active, older residents who use the intersection at all times of the day. It is hard to tell from this or other diagrams but the lighting at the intersection is non-existent and there is no lighting of the crosswalk. There are also families with school-aged children and there is a school bus drop off point at the north end of the intersection.



photo 2. Looking eastward, across Carrington from Butt . No overhead lighting for the crosswalk.

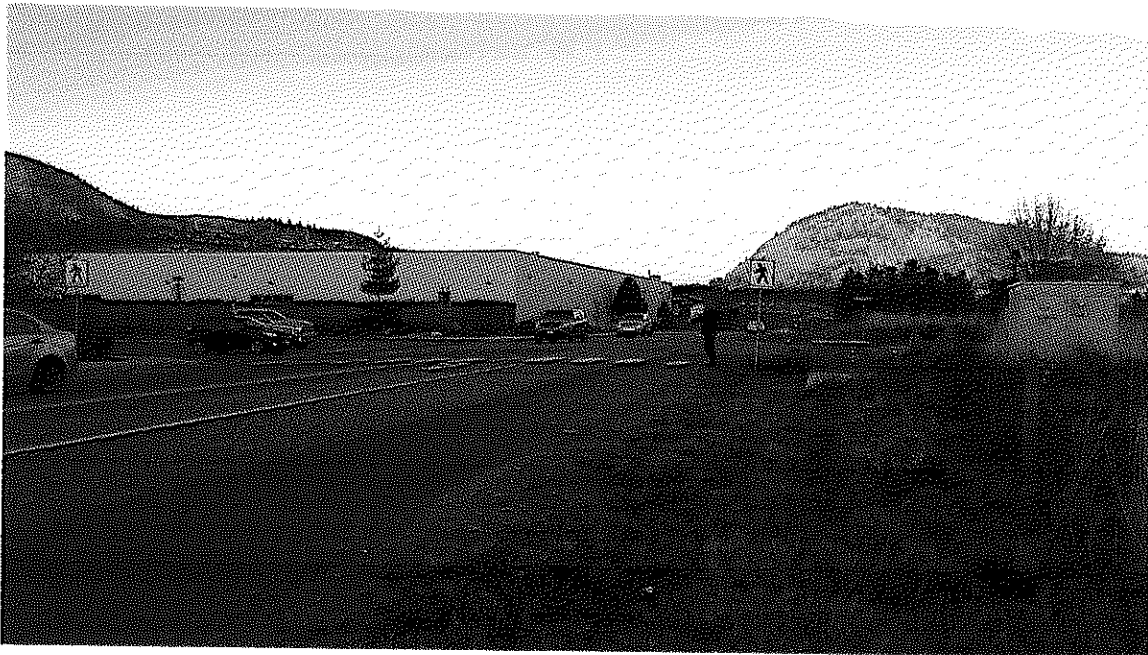


photo 3. Pedestrian waiting to cross Carrington from Sonoma Pines at dusk. Note the poor visibility, no sidewalk, no protection from traffic flow and virtually no shoulder for pedestrian to stand on.

This intersection is used by residents of Sonoma Pines as well as pedestrians from Boucherie Road and Gellatly/Witt Road in West Kelowna.

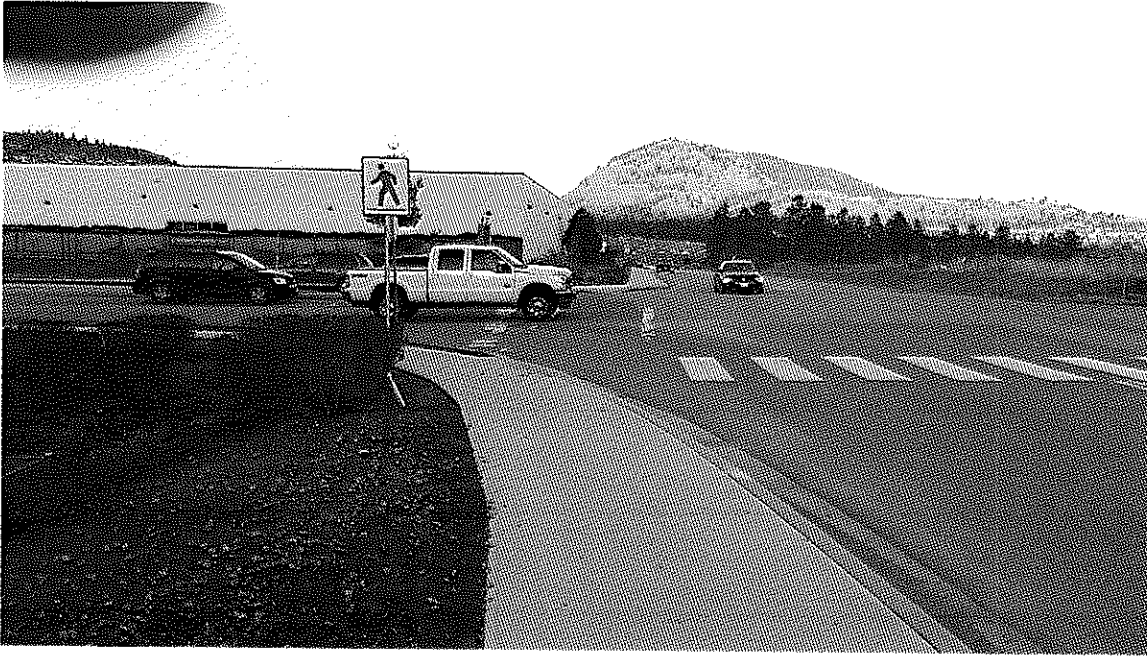


photo 4. On the west side of Carrington, pedestrians can wait out of traffic flow on a sidewalk.



photo 5. There is a lot of traffic and congestion at the intersection. Pedestrians complain of cars not stopping and feeling vulnerable while waiting for a gap in traffic. Drivers of cars are probably preoccupied with getting safely across intersection without getting hit by another car.

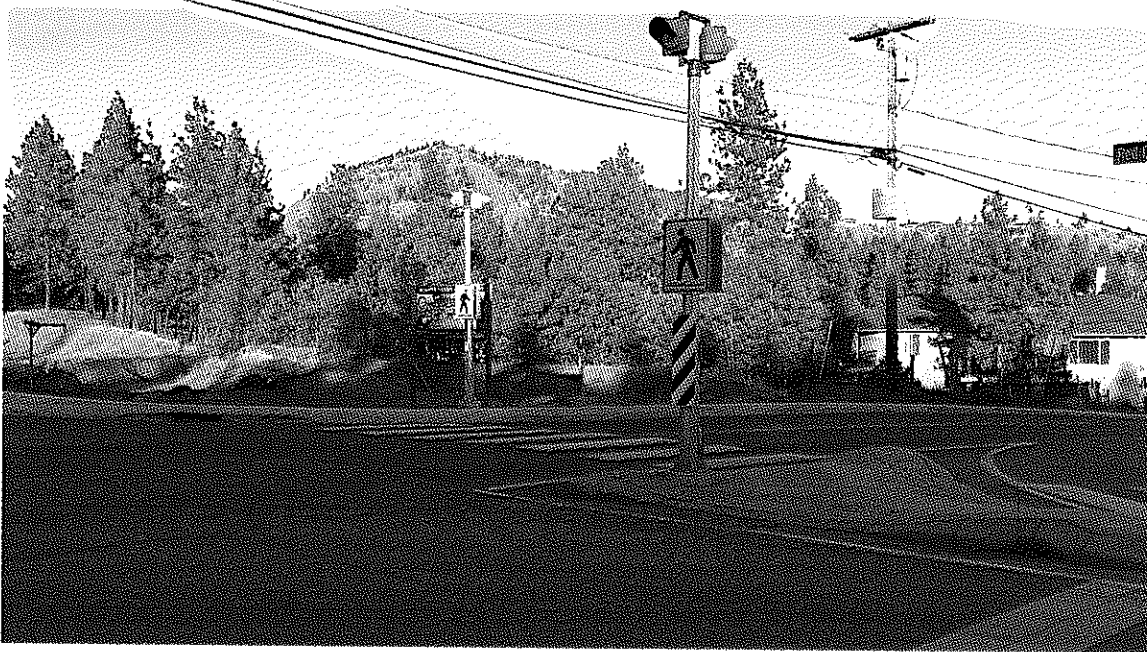


photo6. Recent construction at Red Cloud Way and Elk Road.

We ask that an interim facility be constructed to provide for safer crossing of pedestrians, until agreement can be reached with the provincial government on a safer intersection and the construction finalized

We ask that lights be included and a temporary "island" (see above) be built on the east side of the Carrington crossing to provide a safer waiting area for pedestrians to wait for gaps in traffic or the lights to activate.

Flashing lights would also help to make up for the lack of lighting of the crosswalk.

Follow Up:

When can we expect a response from WFN Council on this request?

Is it possible to get access to the various studies of the intersection that have been made to date?

John Scott
3861 Sonoma Pines Drive

Maintenance Committee

Tuesday November 1, 2016

9:00 a.m. Club House Boardroom

Attendees:

Nick Schritt, Vern Sarver, Vern Valan, Bob Nichol, Ken Smith

Regrets: Glen Heming

- ❑ 2017/18 Budget
 - discussed need to begin preparations in January and asked for volunteers
 - will send fencing invoices to Vern S
- ❑ Snow removal discussion
 - all set for winter
- ❑ Streetlight Monthly report
 - Ken Smith has set up a tracking of repairs and will have a meeting with Kreuger to review procedures for notification and repairs
- ❑ Sanitary mainline flushing
 - Will take place in the summer of 2016. Delayed due to budget miscalculations and need to coordinate with golf course
- ❑ Maintenance Standards
 - We need to work on
 - Sidewalk repair standards (sinking sidewalks)
 - Building envelope
 - Garage doors
- ❑ Home Inspections
 - John will send checklist to members
 - Home inspections took place on a trial basis at 11 Multi Family homes in October, with volunteers from the Maintenance Committee.
 - A couple of issues requiring immediate attention were forwarded to the Community services Coordinator for resolution.
 - Other items identified will be considered for next years budget.
 - The Committee raised the point that we need to identify a policy for self-inflicted damage to garage doors.
- ❑ Community Keys
 - where are all of our keys stored and inventoried?
 - do we need to set someone up and list all of the keys there are (from emergency gates to clubhouse, irrigation etc.)

Next Meeting: December 6, 9:00 am in the Boardroom

Kanina Wright

Subject:

FW: Minutes

MINUTES OF COMMUNICATION COMMITTEE

November 10, 2016

10:00 a.m. Residence of Diane Murray

PRESENT: John Cole and Diane Murray, absent John Scott, Terry Milazzo

1. John Cole will request Mike Makin, Coldwell Banker, to submit an introduction of himself and assistant, Kanina Wright.
2. John Scott will do an article re snow clearing.
3. Diane will submit article and picture re live music jam session
4. Diane will attend and do article re Great Tulip Give Away
5. Club rental info is important to include at busy Christmas season
6. Jean Wandler has been asked to submit article re Ladies shopping evening
7. Rules and Regulations #15, Christmas lights and decor
8. Diane will check with Lorna Wright re Social Committee repeating food bank/toy drive and Christmas happy hour with secret Santa.

Respectfully Submitted

Diane Murray

Sent from my iPad=

- 1) Met with Ryan Siemens and Geo Tech crew at clubhouse. Geo-tech crew drilled into soil to approximately 10 ft. to obtain soil samples for evaluation. They drilled two test holes, one at the south west side of the building and one hole on the south side just off the patio.

At this time no visual evidence from the soil samples provided that water from irrigation or any other source had penetrated the soil to the foundation causing the foundation to shift. I witnessed soil samples that were dryer the farther the Geo tech drilled onto the ground. Soil samples will be analyzed and results will be provided to Rykon Construction to determine next course of action.

- 2) Clubhouse Audio system has been improved with no cost to the homeowners. Improvement equipment costs were funded by Social Committee and labour provided by volunteers.
- 3) Request for additional phone was approved but not implemented at this time due to Telus Optic billing records that need to be retrieved to see if we are paying for wi -fi service in the clubhouse. If we are paying we may save money by bundling the phone, internet and cable subscription into one bill.
- 4) New Gym Waiver is now available in the gym. Data will be entered onto the general committee registry spreadsheet.

Tom McEwen

Chairperson

Clubhouse Management Committee

SPHOM Ltd.
Finance Committee Meeting
November 28, 2016

Attendees – Lisa Murray, Brian Diemert, John Scott and Bryon Dickie

Notes from meeting:

1. September 2016 Multi-Family and Common Financial Statements were reviewed and it is recommended by the Finance Committee that the Board accept the Statements.
2. October Financial Statements for Common were reviewed and it was recommended by the Finance Committee that they not be approved, as the CRF did not balance. It was noted that Man Hours and Resident Manager budgets are out of line and need to be reviewed. **Action:** John said he would check with Vern and Wayne to do a reconciliation of hours. Also a reconciliation of the landscaping charges needs to be reviewed, as there are still charges to come for March 2017. **Action:** Bryon
3. The October Multi-family statements have still not been received. **Action:** Bryon to Advise APM and CB of the issues noted above.
4. An update on the lower RV Park was provided.
5. Still no update on the tax returns being prepared by Grant Thornton. **Action:** Bryon to follow-up with GT.
6. Lisa and John provided the Committee an update on the Multi-Family unit entitlement discussions. The Unit Entitlement Committee has done some excellent work and it is intended that a meeting be held in mid-December to update the Board on the progress. **Action:** john to arrange a meeting date
7. Budget Planning worksheets for 2017-18 will be sent to all Committee Chairs and Board members. It was agreed that proforma budgets are to be completed by March 1 and sent in to the Treasurer for consolidation. In April the Finance Committee and Board will review the proposed budgets and offer comments prior to the May AGM. **Action:** Bryon
8. Next meeting – January 10, 2017 at 10:00AM in the Clubhouse.

Procedures for Pest Control in Sonoma Pines

Insects - Multi-Family

For minor issues such as ants or wasps we ask that homeowners purchase off the shelf products to deal with the specific insect.

If a homeowner is having significant problems with pests, the nests are huge or in a difficult to reach spot, they need to contact our property manager, Kanina Wright at kwright@kelownarealestate.com

Depending on the nature of the complaint the property manager will advise the homeowner of whether or not it is the responsibility of the homeowner or SPHOM. If it is the responsibility of SPHOM, Kanina will pass on the information to the Community Services Coordinator, (CSC) .

Options based on investigation

1. Based on a subsequent inspection and discussion with the homeowner, the CSC would make the decision to have to homeowner deal with the insects, the CSC will deal with it, or the CSC will contact the Pest Control Contractor.
2. If the Pest Control Contractor is contacted, the CSC is to ensure the contractor is aware to separate the invoices between the interior (homeowner's responsibility) and exterior (SOPHM responsibility)

Generally problems inside the home (including the attic) are the responsibility of the homeowner. If the homeowner is not comfortable managing issues inside their home we suggest they contact a pest control company.

Single Family

Single family homeowners are responsible for their own insect control. If faced with a serious problem and looking for advice they may contact the CSC through Kanina.

Mice/Rats and Marmots

Sonoma Pines has a community wide rat control program in place year round with Orkin Canada. Bait stations are placed throughout the community.

In the spring and summer months Sonoma Pines has a contractor on call to remove Marmots throughout the community.

If you see rats or marmots near your home please email the property manager kwright@kelownarealestate.com

When we get complaints about Rats we pass them on to Orkin and they manage their bait stations accordingly.

In the case of Marmots, try to determine where the Marmot's hole or where he is entering the rock wall and send that information via email to Kanina; i.e. "there is a Marmot behind my house at 3821 Alvarado Trail. He seems to come from the rockwall behind my house or she has a den near the northeast corner of my house."

Traps will be set and the marmots will be removed. Please do not tamper with the traps.

Again, problems inside the home (including the attic) are the responsibility of the homeowner. For issues with mice or voles we suggest that the homeowner purchase some traps. If the homeowner is not comfortable managing issues inside their home we suggest they contact a pest control company.

Bird Feeders are not allowed in Sonoma Pines as they attract vermin.



**Sonoma Pines Home Owners Management Ltd. (SPHM)
Request for Proposal (RFP)**

Legal Services

Sonoma Pines is a residential development of 495 homes, built on land leased from Westbank First Nation. The Headlease is for the period of 99 years commencing in 2003. There are 154 single family homes and 341 multi family homes in the development. Sonoma Pines Homeowners Management Ltd. (SPHM) is responsible for the administration and provision of the maintenance of the structure and exterior of multi-family homes, community infrastructure as well as providing services like snow clearing, landscaping, irrigation, etc. for common property. We legislate and enforce rules and regulations, collect fees from homeowners, operate a community centre and provide general governance to the development. We currently engage a property management firm (Coldwell Banker) for daily operations and accounting services. We have two, seasonal, part time employees who take care of general maintenance on the property.

SERVICE REQUESTED

We wish to engage general legal counsel to provide SPHM with advice from time to time as required on a fee for service basis. The ideal candidate would have experience providing legal advice to similar organizations and a working knowledge of:

- a. General Municipal Law;
- b. Westbank First Nation Law
- c. B.C. Real Estate Law including BC Strata Act
- d. Construction Law and issues relating to New Home Warranties
- e. Municipal Planning

SCOPE OF WORK

The engagement will begin with a review of all of the legal documents under which SPHM is constituted and will include a familiarization with their legal responsibilities, governance mandate and corporate procedures and generally a legal audit of the full scope of SPHM and its legal ability to carry out its responsibilities and the process procedure and legal pitfalls that need to be addressed. The purpose of this initial engagement is to equip general counsel with a solid understanding of the legal structure of SPHM and to provide a solid foundation and understanding to the directors of SPHM of the legal issues and challenges it faces and the process and procedures that may need to be implemented to move forward.

- a) Conduct a legal audit for SPHM including Westbank First Nation Headlease, Subleases, SPHM Corporate Articles and Corporate Rules and Regulations
- b) Attend Board of Directors and Annual General Meetings as necessary
- c) Advise on preparation and conduct of Annual General Meetings
- d) Advise on Westbank First Nation issues, laws and policy
- e) Advise on individual labour and employment matters

- f) Advise on responses to subpoenas, court orders, and requests for information from third parties
- g) Advise on litigation, lawsuits and administrative claims as necessary
- h) Other legal services as needed

RFP open date:	30 days between open and close
RFP closing date and time:	

FEES AND DISBURSEMENTS

Please provide detail on attached Schedule A, Fees and Disbursements

SPHM will not pay for the following fees and disbursements:

- a) Expenses arising from ineffective file management;
- b) Any increase in rates not in accordance with the agreement;
- c) Routine administrative tasks such as scheduling meetings or attendances, preparations of accounts, file organizations, form letter etc.;
- d) Hourly rates of legal counsel in transit, except for mileage charges to be reimbursed in accordance with the City established rates or other transportation charges as agreed upon in advance by the Instructing Lawyer.

SERVICE LEVELS

Counsel shall respond to enquiries from SPHM within one business day.

Counsel shall provide the SPHOM with copies of all pleadings, motion records, research, draft agreements, correspondences and other documentation within two business days.

Counsel shall provide the SPHOM updates of all significant developments in a file, such as meetings with opposing counsel or other parties, results of settlement negotiations, agreement negotiations, court or tribunal appearances etc. within two business days.

GENERAL CONDITIONS

Conflict: We need to be sure of no conflict of interest with various parties that Sonoma Pines has dealt with or who has ongoing dealings with:

- Westbank First Nation
- Carrington Road Holdings Ltd (developer)
- Rykon Construction (builder)
- Protech Consultants Ltd., Kelowna (Project engineers)
- Corix Utilities (Utility supplier and original property manager)
- Associated Property Management, Kelowna

Coldwell Banker Horizon Realty Property Management, Kelowna

Contract Term: The term of the contract will be ___ years. The contract may be extended at the Board's discretion for an additional two (2) one (1)-year terms.

Acceptance of proposal: SPHM reserves the right to accept or reject any or all proposals or cancel this RFQ at any time.

Evaluation and Selection: The Board of SPHM will review the proposals and make the final decision. Evaluation will be based primarily on demonstrated ability and experience, experience with similar clients, references and price. Consideration will be given to candidate's willingness to negotiate fees during a familiarization period.

Right of Termination and Cancellation: SPHM reserves the right to terminate the contract upon 30 days written notice if the contractor fails to meet the level of service and performance agreed upon.

Invoicing: Payment will be made net 30 days after a detailed invoice has been received and reviewed by Coldwell Banker. Invoices shall include a detailed, itemized statement of all charges for which payment is sought, specifying each date Services were rendered, type of services and number of hours. If Manager contests any invoice or portion thereof, the contested part of the invoice shall not be due until the dispute has been resolved.

A meeting with short listed candidates will be scheduled with the Board prior to a final decision.

Counsel agrees to provide the Manager with all current after hours telephone numbers.

Proposals must be received on or before 5:00 p.m. local time on

Friday, , 2016

To apply:

Please complete the "**Proposal Submission Form**" attached.



**Sonoma Pines Home Owners Management (SPHM)
Request for Quote (RFP)
PROPOSAL SUBMISSION FORM**

NAME:

ADDRESS:

TEL #:

E-MAIL:

Qualification and Experience

List past experience and qualifications of each person who will be providing services and their hourly rate.

How will you provide and who would you recommend for litigation support when needed

Draft

REFERENCES

Please provide 2 references (individual or company) that can attest of your ability to perform the service we are seeking in this RFP.

Reference Name: _____
Relation to you: _____
Phone Number: _____

Reference Name: _____
Relation to you: _____
Phone Number: _____

Please forward your proposal to:
Proposals must be received on or before 5:00 p.m. local time on Friday, _____, 2016

By Email at:

Or Mail to:

NAME: _____ DATE: _____

SIGNATURE: _____

SCHEDULE A

FEES AND DISBURSEMENTS The Firm agrees that the fees and disbursements for legal services provided under this retainer shall be calculated as follows:

Draft