

POWER AUTHORITY OF THE STATE OF NEW YORK  
SUMMARY OF THE TRUSTEES'  
ANNUAL MEETING MINUTES  
OF  
March 29, 2016

**Introduction**

*Vice Chairman Nicandri said Chairman Koelmel is excused from the meeting and he would be acting as Chairman. He welcomed the Trustees and staff members who were present and said that the meeting had been duly noticed as required by the Open Meetings Law and called the meeting to order pursuant to the Authority's Bylaws, Article III, Section 3.*

*Vice Chairman Nicandri continued that, before the adoption of the Agenda for the meeting, on behalf of the Board, he wanted to congratulate Trustee McKibben on being selected by Savoy Magazine as one of its 2016 Most Influential Black Corporate Directors. He said the magazine also congratulated the Authority for embracing diversity on its corporate Board.*

**1. Adoption of the March 29, 2016 Proposed Meeting Agenda**

*Vice Chairman Nicandri said the Executive Session portion of the meeting has been withdrawn. Upon motion made by Trustee Kress and seconded by Trustee McKibben, the meeting Agenda was adopted, as amended.*

<b>RESOLUTION</b>	Moved: A. Kress	Seconded: T. McKibben	Adopted: 5/0 ( <i>As amended - Exec.Session removed</i> )
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**2. Consent Agenda:**

<p>a. <b>Governance Matters</b></p> <ul style="list-style-type: none"><li>i. Minutes of the Regular Meeting held on January 26, 2016</li><li>ii. Corporate Policy – Risk Management and Executive Management Committee Charter</li></ul> <p>b. <b>Rate Making</b></p>
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- i. Decrease in New York City Governmental Customer Fixed Cost Component – Notice of Adoption
- ii. Decrease in Westchester County Governmental Customer Rates – Notice of Adoption
- c. Power Allocations**
  - i. Contract for the Sale of Preservation Power – Transmittal to the Governor
  - ii. Contract for the Sale of Replacement Power – Transmittal to the Governor
  - iii. Hydropower Allocations – Extensions of Western New York Hydropower Allocations to International Imaging Materials, Inc. and Moog, Inc.
- d. Procurement (Services) Contracts**
  - i. Procurement (Services) Contracts – Business Units and Facilities – Awards, Extensions and/or Additional Funding
  - ii. Procurement (Services) Contract – Battery Testing Program – Contract Award  
Niagara / St. Lawrence
  - iii. Procurement (Services) Contract – Niagara and St. Lawrence Flow Forecast Improvement Initiative – Contract Award
  - iv. Procurement (Services) Contracts – St. Lawrence Robert Moses Switchyard Automation Monitoring and Control – Long-Term Service Agreement – Contract Award
- e. Non-Procurement Contract**
  - i. Non-Procurement Contract – Renewal of License Agreement for Management of HTP Transmission Capacity
- f. Capital Expenditure Authorization Requests**
  - i. Blenheim-Gilboa Switchyard Life Extension and Modernization Project – Capital Expenditure Authorization Request
  - ii. Marcy South Series Compensation Project – Capital Expenditure Authorization Request – Revision 1 and Increase in Contract Authorization
- g. Real Estate**
  - i. Emergency Energy Control Center – Acquisition of Real Property
- h. Annual Reports**
  - i. 2015 Financial Reports Pursuant to Section 2800 of the Public Authorities Law and Regulations of the Office of the State Comptroller
  - ii. Annual Review and Approval of Guidelines for the Investment of Funds and 2015 Annual Report on Investment of Authority Funds
  - iii. Annual Review and Approval of Guidelines and Procedures for the Disposal of Real Property, Guidelines and Procedures for the Acquisition of Real Property, Annual Reports for the Disposal and Acquisition of Real Property, and Revisions to Expenditure Authorization Procedures
  - iv. Annual Review and Approval of Guidelines for and Annual Report of the Disposal of Personal Property
  - v. Annual Report of Procurement Contracts, Guidelines for Procurement Contracts and Annual Review of Open Procurement Service Contracts
  - vi. Annual Review and Approval of Certain Authority Policies
  - vii. Annual Report on New York Power Authority's 2016 Strategic Plan
  - viii. 2015 Annual Board of Directors Evaluation Pursuant to Sections 2800 and 2824 of the Public Authorities Law and Guidance of the Authorities Budget Office
- i. Finance**

- i. Release of Funds in Support of the Western New York Power Proceeds Allocation Act
- ii. Contribution of Funds to the State Treasury
- j. **Environmental Justice**
  - i. Environmental Justice Implementation Plan – Authorization

**Conflicts of Interest**

*Trustee Kress said that in response to the inquiry regarding conflicts of interest she had indicated to the Corporate Secretary that she had a conflict with Siemens Industries, Inc. However, on further review, since the college’s relationship with Siemens preceded her tenure a conflict of interest does not exist; therefore, she is withdrawing her initial response.*

*The following Trustees declared conflicts of interest as indicated below and said they would not participate in the discussions or votes as it relates to those matters.*

*Trustee Flynn:*

- *Moog, Inc. (Item #2c-iii);*
- *Bureau Veritas North America, Inc.; O’Brien & Gere Engineers, Inc.; Veolia ES Technical Solutions LLC; Waste Management of NY – Utica (Item #2d-i)*
- *Siemens Industries, Inc. (Item #2d-iv)*
- *Nicholas H. Noyes Memorial Hospital, Inc. (Item #4a)*

*Trustee Kress:*

- *1366 Technologies Inc. (Item #2c-ii)*

*Vice Chairman Nicandri and Trustees Picente and McKibben declared no conflicts.*

**Consent Agenda:**

Upon motion made by Trustee Picente and seconded by Trustee Kress, the Consent Agenda was approved.

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<b>RESOLUTION</b>	Moved: A. Picente	Seconded: A. Kress	Adopted: 5/0
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**Discussion Agenda:**

**3. Staff Reports:**

**3a. Report of the President and Chief Executive Officer**

President Quiniones provided highlights of the Authority's performance (Exhibit "3a-A").

**Performance Scorecard**

President Quiniones said the Authority's overall performance in all of its corporate metrics was very good. He said, as discussed at the Board meeting in January, the Authority will be shifting to a different set of metrics effective this summer and the Trustees will receive a preview of it at the meeting today.

**Safety**

The DART (Days Away Restricted or Transferred) Rate measure is significantly below target. President Quiniones said this is because the Authority holds itself to a very high standard in terms of safety. However, he has been very encouraged from the trends of last year and to date, that the Authority is headed in the right direction with regards to safety; this is a priority to the Authority in its day-to-day business.

**Priorities for 2016**

President Quiniones then outlined some of his priorities as the Chief Executive Officer of the Power Authority.

**NYPA's 2020 Strategic Vision**

The Authority needs to keep the momentum regarding the implementation of its 2020 Strategic Vision. The teams that are assigned to the six strategic initiatives are moving in the right direction, pace, and intensity. As discussed with the Board, the Authority is deliberations how it can be organized more effectively and efficiently consistent with the vision and the goals of the NYPA 2020 strategic plan. Three of the Authority's key executives will be retiring in the summer and fall of

this year. The Executive Management Committee will need to address this and its succession plans to coalesce into a high functioning leadership team to drive the goals of the NYPA 2020 Strategic Vision.

The Authority plans to conduct a leadership search for some very specific and innovative initiatives:

- New York Energy Manager (“NYEM”) – a central network operations center where the Authority will install “smart” meters and sensors on public buildings and institutions, between 1000-4500 buildings, that are greater than 100,000 square-feet, so that the Authority will be able to, not only assess the buildings’ energy health on an ongoing, real-time basis, help optimize their operations, and reduce its energy-use intensity, per Governor Cuomo’s BuildSmart New York Executive Order to reduce energy 20% by 2020 in all public buildings, but also to help the distribution utilities across the state relieve stresses on the grid, especially during the summer heatwaves.
- Advanced Grid Invasion Lab for Energy – the Authority is planning to create a center of excellence, a building with super computers, so that it can model the power grid; and, as the grid transforms with more distributed energy resources – solar, batteries, or building management systems to make buildings smarter – the Authority will have the ability to know what those impacts are and how they are integrated in the most effective and efficient manner.
- Workforce Development Center – this initiative has been approved by the Board and announced by the governor announced last year. The Authority is in the process of finalizing the business plan and creating a workforce development center that will address the needs of the utility of the future – Smart Grid and renewable energy. The Authority is also partnering with Empire State Development, SUNY and other local community colleges, and, with the assistance of Trustee Kress as the preeminent expert, on how it should proceed in with the workforce

development center – addressing what the industry actually needs and developing a curriculum based on those needs.

- Operational Excellence – with this initiative the Authority was able to optimize its capital investment and non-recurring O&M budget last year for its operation and maintenance investments for overhauling its turbines and power plants. Through a joint effort by Finance and Operations the Authority was able to avoid \$70 million of uneconomical capital investments last year. This year, the Authority will continue to look at opportunities to find productivity savings to make its processes more effective and improving the experience of its customers as it provides energy services to them.

#### Canals Corporation

The Authority is waiting for information on whether the proposed transfer of the Canal Corporation will be part of the budget legislation; the budget is still being negotiated by the Executive Branch and Legislature. The Board will be informed of the decision when the budget process has been completed.

### **3b. Report of the Chief Risk Officer**

Mr. Soubhagya Parija provided highlights of the report to the Trustees. (Exhibit “3b-A”)

Mr. Parija said Enterprise Risk’s (“ER”) goal is to help NYPA’s risk management function be imbedded in its business and ensure optimal decision-making to ensure optimal resource allocation. To that end, ER is in the process of conducting risk assessment on each of the top risks, previously identified, and which is sponsored by a member of the Executive Management Committee. Staff launched a risk survey in January. Through that process they reached out to a large cross-section of NYPA employees including Strategy, Marketing, Corporate Communications, and Finance, consolidated the results and then organized risk workshops with a

selected cross-function team for each risk. The workshops looked at the risk definition, controls, ratings, the impact of the risks, and what the Authority will need to do to mitigate the risk, if necessary. The survey information will be rated and used to update the top enterprise risk chart. ER will then analyze all the data from the surveys and report its final recommendations, in addition to the reputational risk, to the Board at the May meeting.

***In response to a question from Trustee Kress, Mr. Parija said the reason for cross-functional teams looking at each of these top risks is because the impact of the risk can be felt in many different departments or functions. This will also be presented to the Board at the May meeting.***

### **3c. Report of the Chief Operating Officer**

Mr. Joseph Kessler, Senior Vice President of Power Generation, provided highlights of the Chief Operating Officer's report to the Trustees (Exhibit "3c-A").

#### Generation Market Readiness:

- No significant outages occurred during February. The February value was 99.71% and YTD value was 99.75%.

#### Transmission Reliability:

- No significant issues to report – February's performance metric of 95.04% was above the target 93.12%.

#### Environmental Incidents:

- There was one environmental incident in February.
  - A SPDES water discharge excursion occurred at the drainage catch basin of Niagara's switchyard.

#### Safety:

- There was one incident that occurred in January causing the DART Rate to be 1.18 which did not meet the target of 0.78.
- There have been three DART injuries to date.

***In response to a question from Trustee McKibben, Mr. Kessler said NYPA tracks and records all its environmental incidents; however, some incidents are not “reportable” to the DEC. The DEC formally monitors some incidents such as suspended solids and specific run-offs.***

### **Strategic Initiatives**

#### **Marcy-South Series Compensation Project**

The Marcy-South Series Compensation project allows more energy to flow through the Marcy-South transmission lines, relieving congestion in Central East, allowing for an additional 200 MW to flow across the lines. The project has been submitted to the PSC as part of the IP Contingency Plan and the AC upgrades:

- Install three series capacitors at the NYSEG Frasers Substation in Delhi, NY
- NYPA Scope includes EPC of: SC-1: 915 MVAR Series Capacitor on UCC2-41; SC-2: 315 MVAR Series Capacitor on EF24-40
- NYSEG Scope includes EPC of: SC-3: 240 MVAR Series Capacitor on FCC-33; Re-conductor 21.8 miles of FCC-33
- Modifications at existing substations owned by other utilities (13 total substations) – Scheduled In-Service June 2016.

President Quiniones added that the Authority has an existing 375 kV transmission line from the Utica area (Marcy) to the lower Hudson Valley. The Authority has been working on putting Smart Grid technology on its capacitor banks and other equipment. The purpose of the equipment is to push more power from upstate to downstate; this Smart Grid project will enable the Authority to push up to 440 megawatts more power from upstate to downstate.

Mr. Kessler continued that some of these activities will support the future strategic initiatives and making the system more flexible. For example, at Cooper's Corners, the Authority is achieving some of the benefits from its operations with some of the reactors that were installed there.

#### Lewiston Pump-Generation Plant

Work is continuing on Unit #6 at the Lewiston Pump-Generation Plant. This project is expected to be completed by the end of 2020. Project cost is \$460 million.

***In response to a question from Trustee McKibben, Mr. Kessler said Unit #6, is the fifth unit in a series of 12 units that are being overhauled and will be completed in 2020. Mr. Welz added that the Authority also plans to upgrade the controls and voltage regulators on the 13 units at the Robert Moses Niagara Power Plant. President Quiniones said the Niagara Power Project is the Authority's largest power plant with 2700 megawatts of hydro- and pump- storage. This overhaul project will bring in state-of-the-art smart generation technology with an investment of approximately \$500 million. Mr. Kessler added that normal operating protocols in the utility industry have changed significantly; the equipment has to be more flexible and more robust, and we will see a lot more activity at the Niagara Project as the system changes.***

***At the request of President Quiniones Ms. Anderson brief the Board on the Authority's operation at its large hydro plants. Ms. Anderson said there are more variability and volatility in the market, especially in the North Country and in Western New York. It is a regular occurrence for the Authority to see negative pricing in the real-time market. Since NYPA has to run the water through the turbines as it is available, there is very little storage. LPGP in Niagara can store, but there is no ability to store at the St. Lawrence project. Therefore, if the Authority does not get selected in the normal course of the market, then it is forced into the real-time market; when the real-time market is negative, the Authority has to pay the system operator in order to generate. There have been times where the Authority***

***paid more than it received in that, NYPA had days where the total cash flow to it was negative, even though it was generating power for the state; therefore, the Authority has to be very strategic about how it is offering resources in the market. In cases where the Authority anticipate that additional resource is going to drive the prices negative, it will look at things such as spilling the water. Because the state does not need the power at that time, the Authority should not be in a position where it is paying to generate electricity and losing money.***

**3d. Report of the Chief Financial Officer**

Mr. Robert Lurie provided highlights of the Chief Financial Officer's report to the Trustees (Exhibit "3d-A").

**Net Income**

- Net income for the two months ended February 2016 was \$50.9 million, which was \$42.5 million higher than the budgeted \$8.4 million. A major factor impacting results was the timing of the contribution to the State. The budget assumed a \$42 million contribution in January business. This contribution will be considered by the Board in March.
- Excluding this contribution, net income for the year-to-date was \$0.5 million higher than budgeted due primarily to a mark-to-market gain on the Authority's investment portfolio (\$9.9 million, lower than anticipated market interest rates) and lower operating expenses (\$17 million), substantially offset by a lower net margin on sales (\$25.1 million). Lower operating expenses reflected underspending in various programs due to early year timing differences. Margins on market-based sales were lower than budgeted due to significantly lower prices resulting in lower revenue at Niagara and St. Lawrence.

***In response to a question from Trustee McKibben, Mr. Lurie said if the Authority had made the contribution to the state in January the budget and actual amounts would have been \$42 million lower.***

## **2016 Strategic Planning Activities**

Mr. Lurie provided the following update on the Authority's strategic activities for 2016.

The Authority will be rolling out its enhanced corporate metrics which are designed to align with its strategic initiatives and goals. This will be further discussed by Mr. McMahon. The Authority will also be creating a formal business intelligence function that will help keep it abreast of the rapid changes in the energy industry and business environment.

- The strategic planning off-site meeting will be held in April. The meeting will focus on the theme of managing uncertainty given the accelerating changes in the industry;
- Enterprise Risk will be incorporating a formal planning approach that will bring the Authority in line with best practices, integrating strategy and risk; and
- The Authority is planning to incorporate further analysis and decisions regarding the "big ideas" it has identified for making positive impacts on NYPA's energy customers and overall state energy goals.

Four externally-focused strategic themes to utilize the Authority's financial Capacity have been identified. These ideas are focused on longer-term strategies that can supplement and complement the Authority's existing strategic initiatives, and could represent prudent uses of capital in line with its mission:

1. Developing a generation strategy that would help customers dramatically increase their use of carbon-free electricity;
2. Improving the cost-efficiency and cleanliness of the state-wide energy system by helping customers better manage demand to match available capacity;
3. Developing a more unified approach to planning and developing transmission opportunities to accelerate the change to a smarter, more integrated grid; and

4. Developing partnerships with the Authority's municipal customers to demonstrate the benefits of implementing the state's "Reforming the Energy Vision" Plan to empower consumers of energy.

The Authority is currently developing business cases for each of the aforementioned ideas and will bring the recommendations to the Board for consideration and action later this year.

*In response to a comment from Trustee McKibben, President Quiniones asked Ms. Anderson to brief the Board on the collaborative efforts between NYSERDA and NYPA with regard to off-shore wind. Ms. Anderson said the Authority spear-headed the development of off-shore wind. Approximately five years ago, the Authority applied for a lease with the federal government to develop property approximately thirteen miles south of Long Island. The application is going through the federal regulatory process. The Authority will also be evaluating its role in this endeavor, going forward.*

*President Quiniones added that the Rockaways could possibly generate approximately 300–700 megawatts of potential off-shore wind. This is one of the projects the Authority is evaluating, with the help of the federal government. He said there has been several studies and learning based on the experiences of the Europeans who have been ahead in the development of off-shore wind. If there are enough subsidies and costs to make off-shore wind development succeed, NYPA will be a part of any projects since it has been spear-heading the potential of off-shore wind.*

*In response to a question from Trustee McKibben, Ms. Anderson said the Authority had dialogue with Deep Water, a lead developer of off-shore wind, which has a project off Block Island in Rhode Island, with six turbines generating approximately 36 megawatts. They invited the Authority to tour the turbines; the Authority will be able to learn more about how that project has progressed. The company is also hopeful to be a developer of off-shore wind in New York.*

**4. Power Allocations and Proceeds**

**a. Recharge New York Power Allocations**

Mr. Keith Hayes provided highlights of staff’s recommendation to the Trustees.

*In response to a question from Trustee Kress, Mr. Hayes said 3.4 megawatts of power is available for non-profits and small businesses, 2.7 megawatts of which will be expended today. A balance of approximately 600 KW will be available for future allocations; however, the balance will be replenished if the Board approves the contractual compliance measures at its next meeting.*

<b>RESOLUTION</b>	Moved: A. Kress	Seconded: A. Picente	Adopted: 5/0
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**b. Award of Fund Benefits from the Western New York Economic Development Fund Recommended by the Western New York Power Proceeds Allocation Board**

<b>RESOLUTION</b>	Moved: A. Kress	Seconded: T. McKibben	Adopted: 5/0
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**5. Informational Item: NYPA’s 2016 Strategy Planning Activities and Revised Corporate Metrics**

Mr. Doug McMahon provided highlights of the development and implementation of the Authority’s revised corporate metric regime. He said the Authority’s revised corporate metrics are focused on helping it in three main ways: alignment to NYPA’s 2020 Strategic Plan; focus on out-puts and other activities and to encourage appropriate behaviors from the businesses as it continue to move towards its 2020 vision.

**1. Operating Profitability EVA**

Economic Value Added (“EVA”) is a representation of operating profitability. The Authority has been measuring the operating profitability for some time now and, in 2016, will begin to break down the metric into capital investments and by plant.

Mr. Lurie added that the EVA is used as a measure of how well the business is doing from a financial standpoint when looking at the capital investments that the Authority makes in different part of its business. The Authority has a lot of variability from quarter to quarter; therefore it has to find ways to show how it is doing, aside from normal market variability and other factors that will affect the overall result.

**2. Operating efficiency**

Operating efficiency looks at providing a measure of O&M cost per megawatt hour. This metric will be of continued focus to the business as President Quiniones and his executive team pursues new opportunities to use the Authority's resources as effectively as possible and to do more with less.

**3. Reliability**

Reliability measures for the Authority's G&T business – The Authority's overall reliability performance was excellent in January and February with only about less than .05% of total time-out based on the total available generation time.

**Generation**

In the case of hydro, the weighted averages were above 100% for two consecutive months. In essence, the Authority made money during the outage period. Market prices were cheaper than the day-ahead agreed price. However, in the case of fossil fuel availability, in particularly in January, the weighted average was much less than the actual time-based reliability metric. A short outage occurred at a very expensive time in the marketplace. NYPA has to see how and if, and to what extent it can encourage behaviors to ensure that outages at high periods of market value do not occur

### Transmission

NYPA is weighting its transmission lines based on interface importance. This is an agreed standard defined by the NYISO. January's performance was just over 96%. NYPA will continue to trend this over the next few months and work with Operations to set some targets.

#### **4. Load Factor Optimization**

Load factor optimization is the Authority's contribution to system consistency. This metric will help NYPA demonstrate alignment to some of the key New York energy policies, mainly the clean energy standard and reforming the energy vision ("REV").

The 2014 state load factor was 55.1%, which meant that nearly 45% of state-wide generation capacity went unused. This waste of capacity means that consumers are paying for energy capacity investments that they are not using and equates to lower system efficiency and a higher affordability of energy. NYPA's estimated load factor is approximately sixty percent, which is better than the state average. However, the Authority still wants to encourage its customers to use energy in a more intelligent way, moving usage away from times where energy supply is less than demand, which is more costly, to times where supply is greater than demand. This will help the Authority push load factor percentages higher which means less unused capacity; cheaper energy system costs, and possible remove the need for new expensive generation.

Going forward, the Authority would like to set a target for load factor. Theoretically, it can estimate potential financial benefits of improving its load factor by each incremental percentage. The Authority will do this by working with staff in Customer Solutions to understand to what extent it can achieve a particular target.

Mr. Lurie added that load factor optimization is largely focused on the Authority's customer business because its hydro plants have very high load factors. They run almost all the time and are used almost all the time. The issue is that state-wide, customers are only really using about 55% of the total capacity available in the system; therefore, a very large percentage of that investment

gets unutilized. The Authority will need to explore how it can make the overall system more efficient and how it can move to more off-peak use of power by managing the demand side, not just the supply side of the system.

***In response to a question from Trustee McKibben, Mr. Lurie said demand response will be an initial action; however, the Authority will also be looking at other ways to improve that system efficiency such as shifting from batteries, building management systems and other forms of actions.***

#### **5. Carbon Avoidance**

NYPA's contribution to carbon avoidance in the state and how it contributes to the clean energy environment of the future. There are three components to measure: carbon avoidance through energy efficiency reduction projects for the Authority's customers; NYPA's efforts to reduce energy consumption in its own facilities; and renewable local large-scale generation displacement of fossil fuels.

Mr. McMahon concluded by saying that Safety, Environmental Incidents and Debt Coverage Ratio will not change from the current metric regime. Also, staff is currently working with HR to develop a more relevant metric to help measure earning behaviors to promote a healthy, engaging and collaborative place of work. Staff will continue to measure important threshold metrics for the Authority and report to the Board at the May Meeting.

#### **6. Board Resolution – Jonathan F. Foster**

Trustee Nicandri read the following resolution for Jonathan Foster:

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***President Quiniones said on behalf of the Executive Management Committee of the Authority he wanted to thank Mr. Foster for his role in the transformation of the Internal Audit department, bringing in outside experts to stabilize that part of the Authority's***

**business. He also thanked him for his input in the Authority’s economic development business and function and his help in the strategic choices the Authority had to make. He said that he appreciated Mr. Foster’s sharing his experience with the management of the Authority; his honest, direct and candid feedback was what the Authority needed to be good stewards.**

**Trustee Nicandri said on behalf of the Chairman he wanted to express his appreciation for Mr. Foster’s encouragement and forward-looking outlook, which was helpful to the Authority.**

**Mr. Foster thanked them for their kind words.**

**Upon motion made by Trustee Kress and seconded by Trustee Picente, the Board resolution was unanimously adopted.**

<b>RESOLUTION</b>	Moved: A. Kress	Seconded: A. Picente	Adopted: 5/0
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**7. Motion to Conduct an Executive Session**

REMOVED FROM AGENDA

**8. Motion to Conduct an Executive Session**

REMOVED FROM AGENDA

**10. Next Meeting**

<b>RESOLUTION</b>	Moved: A. Kress	Seconded: A. Picente	Adopted: 5/0
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