

**ADDENDUM A**  
**IRRRB Meeting Minutes**  
**Wednesday, August 9, 2023 – 10:00 a.m.**  
**(Pursuant to Minnesota Statutes Section 13D.015, some Board members participated by interactive technology.)**

**1) Roll Call**

Representative Spencer Igo, Chair, called the meeting to order at approximately 10:04 a.m. Laureen Hall took roll call. Present: Representative Spencer Igo, Representative Ben Davis, Senator Justin Eichorn, Senator Robert Farnsworth, Senator Grant Hauschild, Representative Roger Skraba. Present via ZOOM: Representative Dave Lislegard. Excused: Senator Bobby Joe Champion. Minute Taker: Laureen Hall, Executive Aide. Also present: Ida Rukavina, Commissioner; Al Becicka, Deputy Commissioner; Matt Sjoberg, Executive Director of Development; Scott Sundvall, Loan Officer; Ryan Malich, Loan Officer; Chris Ismil, Community Development Representative; Bob Scuffy, Accounting Director; Sheryl Kochevar, Communications Director; Linda Johnson, Mining and Reclamation Director; Jim Plummer, Trails Coordinator; Roy Smith, Director of Talent Development; Seth Dostal, Executive Assistant; Sara Ferkul, Executive Assistant; Kimmie Hall, Executive Assistant and Jen Waldron, Account Clerk, Sr.

**2) Approval of the June 21, 2023, Minutes**

Senator Robert Farnsworth moved approval of the June 21, 2023, meeting minutes. Motion carried.

Laureen Hall took a roll call vote.

**Voting in Favor of the Motion:** Representative Ben Davis, Senator Justin Eichorn, Senator Robert Farnsworth, Senator Grant Hauschild, Representative Spencer Igo, Representative Dave Lislegard, Representative Roger Skraba

**Voting Against the Motion:** None

**Abstain:** None

**Excused:** Senator Bobby Joe Champion

**3) Cast Corporation – Resolution No. 24-001**

Senator Justin Eichorn moved that the Board recommend an expenditure of up to \$600,000 of DJJ Development Project Funds to purchase a participation interest in a bank loan to Cast Corporation, which will allow the company to expand and remodel its facility to improve its manufacturing efficiency and operate more safely, as presented in Resolution No. 24-001. Motion carried.

Laureen Hall took a roll call vote.

**Voting in Favor of the Motion:** Representative Ben Davis, Senator Justin Eichorn, Senator Robert Farnsworth, Senator Grant Hauschild, Representative Spencer Igo, Representative Dave Lislegard, Representative Roger Skraba

**Voting Against the Motion:** None

**Abstain:** None

**Excused:** Senator Bobby Joe Champion

**IRON RANGE RESOURCES AND REHABILITATION ADVISORY BOARD  
OF THE STATE OF MINNESOTA  
DOUGLAS J JOHNSON ECONOMIC PROTECTION TRUST FUND  
PURCHASE OF A PARTICIPATION INTEREST IN A LOAN  
FOR CAST CORPORATION PROJECT**

**Resolution No.: 24-001**

**WHEREAS**, the Commissioner is authorized to expend, after consultation with the Iron Range Resources and Rehabilitation Advisory Board (“**Board**”), the Douglas J. Johnson Economic Protection Trust Fund monies made available under Minnesota Statutes Sections 298.291-298.297 and Minnesota Statute Section 298.28, subdivision 11 (“**DJJ Funds**”) to provide loans and participate with private sources in providing financing for various projects located within the Taconite Assistance Area (“**TAA**”) as that term is defined in Minnesota Statutes Section 273.1341, which satisfy the purposes detailed in Minnesota Statutes Section 298.292, subdivision 1; and

**WHEREAS**, the agency’s fiscal year 2024 budget includes provision for the use of certain DJJ Funds for economic development projects under a budget line item category for DJJ Development Projects (“**DJJ Development Project Funds**”); and

**WHEREAS**, the Commissioner has received a proposal for financial assistance from Cast Corporation (“**Cast**”) that, in combination with funds provided from other sources, will allow Cast to expand and remodel its facility to improve its manufacturing efficiency and operate more safely (the “**Project**”), which is more specifically described in the Board packet materials which are attached hereto and incorporated by reference as Exhibit A; and

**WHEREAS**, the Commissioner has requested the Board to recommend the expenditure of up to \$600,000 of DJJ Development Project Funds to purchase a participation interest in a bank loan to Cast, which is being made as part of a \$1,200,000 total investment to finance the cost of the Project, with the participation interest to be acquired on the terms and subject to the conditions set forth in Exhibit A and as otherwise discussed at the board meeting; and

**WHEREAS**, the technical advisory committee, appointed by the Commissioner under the provisions of Minnesota Statutes Section 298.297 to review the terms and conditions of the proposed Project, met on August 1, 2023, and recommended approval of the requested financial assistance for the Project; and

**WHEREAS**, the Board met in open session at 10:00 a.m. on August 9, 2023, at the agency’s Administration Building located near Eveleth, Minnesota, with some members participating via interactive technology as authorized by Minnesota Statutes Section 13D.015, to consider, among other matters, Cast’s request for financial assistance for the Project and has determined that it would be in the public interest to recommend the expenditure of DJJ Development Project Funds for the Project, and that the granting of the requested financial assistance would promote economic development in the TAA.

**NOW, THEREFORE, IT IS RESOLVED** that the Board hereby recommends the expenditure of up to \$600,000 of DJJ Development Project Funds to purchase a participation interest in a bank loan to Cast to finance a portion of the cost of the Project, with such participation interest to be purchased on the terms and subject to the conditions set forth in Exhibit A and in the agency’s standard participation loan forms, including the provisions

customarily contained therein that require borrowers to pay at least prevailing wages to workers performing work on construction projects.

**PASSED AND ADOPTED BY VOTE OF THE IRON RANGE RESOURCES AND REHABILITATION ADVISORY BOARD  
THIS 9<sup>TH</sup> DAY OF AUGUST 2023.**

Member	Aye	Nay	Abstain	Excused
Senator Bobby Joe Champion				<b>x</b>
Senator Justin Eichorn	<b>X</b>			
Senator Robert Farnsworth	<b>X</b>			
Senator Grant Hauschild	<b>X</b>			
Representative Ben Davis	<b>X</b>			
Representative Spencer Igo	<b>X</b>			
Representative Dave Lislegard	<b>X</b>			
Representative Roger Skraba	<b>X</b>			
<b>TOTAL</b>	<b>7</b>	<b>0</b>	<b>0</b>	<b>1</b>

Signed: \_\_\_\_\_  
Representative Spencer Igo, Chair

Exhibit A

**Participation Loan  
Cast Corporation**

**Applicant:** Cast Corporation

**Project Location:** 11364 Highway 37, Hibbing, MN 55746

**Principal(s):** Tim Bungarden

**Project Description:** Facility improvements including a foundry expansion of 5,400 square feet plus a loading dock, remodel of an existing 3,050-square-foot heated storage building for Cast 7 administrative offices and the addition of a 3,200-square-foot cold storage building for Cast Corporation.

**Market Opportunity:** The improvements will allow Cast Corporation and Cast 7, LLC to operate safer and more efficient.

**Project Investment:**

Agency/Partner Investor	Investment Terms	Amount
Security State Bank	5-year term, 20-year amortization	\$600,000
IRRR	20-year term, 20-year amortization	\$600,000
<b>Total Project Investment</b>		<b>\$1,200,000</b>

**Jobs: Retained** Cast 7 has 38 FTE's with 4 to 6 temporary employees  
Cast Corporation has 15 FTE's with 3 to 5 part-time or student employees

**Wages:** \$20-\$55/hour or \$45,000 - \$115,000 per year plus benefits

**Collateral:** Secured by a third position commercial real estate mortgage on property located at 11364 Hwy. 37, Hibbing, MN 55746, and the personal guaranty of Tim Bungarden.

**Business History:** Cast Corporation is an S Corporation with one location in Hibbing, Minnesota. The company has been in existence for approximately 20 years and is owned 100% by Tim Bungarden. The company derives its revenues in three ways primarily selling tooling, machining of parts and selling castings. Historically the company has derived the majority of its business from the automotive industry and has a close working relationship with Intermet Foundry in Hibbing. This has changed over the years as they have diversified into the recreational products business including parts for Polaris, Artic Cat, Yamaha and others. Additional diversification includes the production of castings used in the power line installation and repair business, and most recently the development of cast iron plates to be used in sidewalks throughout the country to be compliant with ADA requirements. This diversification has reduced the volatility and vulnerability of this operation. The existing heavy equipment industry customer base for Cast products include Chrysler, GM, Ford, Cummins, Detroit Diesel, GPM and others. They have also discussed the foundry products with several additional outlets. Average customer sales for the larger customer base are approximately \$203 million annually. Cast Corporation built and operated the foundry for 8 years, Tim sold 70% to Metal 7, LLC which is based in Quebec Canada in December 2021. Tim retained 30% ownership and is under a 5-year contract for employment. The entire team located in Hibbing has remained on board with Tim running the foundry's daily operations.

**Past Agency History:**

Cast Corporation			
Date	Amount	Balance	Current
12/17/2012	\$358,500	\$245,673	Yes
4/3/2013	\$31,500	\$21,705	Yes
10/7/2014	\$945,000	\$737,589	Yes
3/31/2015	\$500,000	\$0	PIF
7/2/2019	\$305,000	\$0	PIF
3/24/2020	\$125,000	\$78,754	Yes
4/30/2021	\$131,000	\$89,900	Yes
Cast 7, LLC			
Date	Amount	Balance	Current
10/26/2022	\$1,300,000	\$1,300,000	Yes

**Contingencies:** This loan is contingent upon the final receipt of an executed 10-year lease with Cast7, LLC and Metal7.

**Technical Advisory Committee Recommendation:** The TAC recommended approval at its August 1, 2023 meeting.

**Funding Authorization:** Douglas J. Johnson Economic Protection Trust Fund: This project is authorized under the provisions of the Douglas J. Johnson Economic Protection Trust Fund Act (Minnesota Statutes sections 298.291-298.298) pertaining to expenditures of Douglas J. Johnson Economic Protection Trust Fund monies for economic development projects in that these statutes authorize small business development loans to private enterprises

for the purposes of job creation and economic development within the Taconite Assistance Area defined in Minnesota Statutes Section 273.1341.

**4) L & M Supply – Resolution No. 24-002**

Senator Justin Eichorn moved that the Board recommend an expenditure up to \$2,500,000 of DJJ Business Development Project Funds to provide a direct loan to L & M Supply, which will allow L & M to build a new 200,000 square foot distribution center in Grand Rapids, as presented in Resolution No. 24-002. Motion carried.

Laureen Hall took a roll call vote.

**Voting in Favor of the Motion:** Representative Ben Davis, Senator Justin Eichorn, Senator Robert Farnsworth, Senator Grant Hauschild, Representative Spencer Igo, Representative Dave Lislegard, Representative Roger Skraba

**Voting Against the Motion:** None

**Abstain:** None

**Excused:** Senator Bobby Joe Champion

**IRON RANGE RESOURCES AND REHABILITATION ADVISORY BOARD  
OF THE STATE OF MINNESOTA  
DOUGLAS J JOHNSON ECONOMIC PROTECTION TRUST FUND  
L & M SUPPLY, INC. PROJECT**

**Resolution No.: 24-002**

**WHEREAS**, the Commissioner is authorized to expend, after consultation with the Iron Range Resources and Rehabilitation Advisory Board (“**Board**”), the Douglas J. Johnson Economic Protection Trust Fund monies made available under Minnesota Statutes Sections 298.291-298.297 and Minnesota Statute Section 298.28, subdivision 11 (“**DJJ Funds**”) to provide loans and participate with private sources in providing financing for various projects located within the Taconite Assistance Area (“**TAA**”) as that term is defined in Minnesota Statutes Section 273.1341, which satisfy the purposes detailed in Minnesota Statutes Section 298.292, subdivision 1; and

**WHEREAS**, the agency’s fiscal year 2024 budget includes provision for the use of certain DJJ Funds for economic development projects under a budget line item category for DJJ Development Projects (“**DJJ Development Project Funds**”); and

**WHEREAS**, the Commissioner has received a proposal for financial assistance from L & M Supply, Inc. (“**L&M**”) that, in combination with funds provided from other sources, will allow L&M to build a new 200,000 square foot distribution center in Grand Rapids (the “**Project**”), which is more specifically described in the Board packet materials which are attached hereto and incorporated by reference as Exhibit A; and

**WHEREAS**, the Commissioner has requested the Board to recommend the expenditure of up to \$2,500,000 of DJJ Business Development Project Funds to provide a direct loan to L&M, which is being made as part of a \$55,427,035 total investment to finance the cost of the Project; and

**WHEREAS**, the technical advisory committee, appointed by the Commissioner under the provisions of Minnesota Statutes Section 298.297 to review the terms and conditions of the proposed Project, met on August 1, 2023, and recommended approval of the requested financial assistance for the Project; and

**WHEREAS**, the Board met in open session at 10:00 a.m. on August 9, 2023, at the agency's Administration Building located near Eveleth, Minnesota, with some members participating via interactive technology as authorized by Minnesota Statutes Section 13D.015, to consider, among other matters, L&M's request for financial assistance for the Project and has determined that it would be in the public interest to recommend the expenditure of DJJ Business Development Project Funds for the Project, and that the granting of the requested financial assistance would promote economic development in the TAA.

**NOW, THEREFORE, IT IS RESOLVED** that the Board hereby recommends the expenditure of up to \$2,500,000 of DJJ Business Development Project Funds to provide a direct loan to L&M to finance a portion of the cost of the Project, on the terms and subject to the conditions set forth in the materials submitted to the Board for its consideration at this meeting.

**BE IT FURTHER RESOLVED** that the approval of funding for this Project is subject to the condition that L&M must pay or require to be paid to all laborers, workers and mechanics performing construction work on the Project wages at a rate not less than the prevailing wage rates as defined in Minnesota Statutes Section 177.42, subdivision 6, consistent with Board Resolution number 96-005.

**PASSED AND ADOPTED BY VOTE OF THE IRON RANGE RESOURCES AND REHABILITATION ADVISORY BOARD THIS 9<sup>TH</sup> DAY OF AUGUST 2023.**

Member	Aye	Nay	Abstain	Excused
Senator Bobby Joe Champion				X
Senator Justin Eichorn	X			
Senator Robert Farnsworth	X			
Senator Grant Hauschild	X			
Representative Ben Davis	X			
Representative Spencer Igo	X			
Representative Dave Lislegard	X			
Representative Roger Skraba	X			
<b>TOTAL</b>	<b>7</b>	<b>0</b>	<b>0</b>	<b>1</b>

Signed: \_\_\_\_\_  
Representative Spencer Igo, Chair

**Direct Loan  
L&M Supply, Inc.**

**Applicant:** L&M Supply, Inc.

**Project Location:** 1200 E Hwy. 169, Grand Rapids, MN 55744

**Principal(s):** Erik Andersen, Del Matteson, Shawn Matteson

**Project Description:** Due to the continued growth of L&M Supply, Inc. stores, the existing distribution center, located in La Prairie, Minnesota, is no longer capable of processing, storing and distributing the volume of goods

needed to support the stores. After a comprehensive study of available options was completed, the decision was made to construct a greenfield, state-of-the-art distribution center in the city of Grand Rapids, Minnesota.

The project will involve building a new 200,000-square-foot distribution center and implementing industry standard systems and processes for efficiently moving goods in and out of the facility. The project will support L&M Supply's growth for decades.

Included in the project will be the addition of state-of-the-art forklifts, conveyor systems for moving product within the distribution center, a sortation system to increase efficiency and a new warehouse management system to increase accuracy, visibility and systematic knowledge of inventory at all states of processing.

**Market Opportunity:** L&M Supply, Inc. has strong roots in the Grand Rapids area. It was important to the ownership team that the Grand Rapids area was strongly considered for the new facility's location – even though other areas were considered due to the continued spread of L&M store locations.

**Project Investment:**

Agency/Partner Investor	Investment Terms	Amount
IRRR- Douglas J Johnson (DJJ)	Direct Loan, formula rate*	\$2,500,000
DEED – Minnesota Investment Fund (MIF)	Direct Loan	\$1,000,000
City of Grand Rapids, Tax Increment Financing		\$2,178,120
City of Grand Rapids, Tax Abatement		\$2,073,572
Itasca County, Tax Abatement		\$1,401,135
Bank Loan, Equipment	Direct loan, terms to be negotiated	\$13,602,003
Bank Mortgage	Direct loan, terms to be negotiated	\$29,672,205
Equity		\$3,000,000
<b>Total Project Investment</b>		<b>\$55,427,035</b>

\* Up to 50% of principal and accrued interest therein may be forgiven subject to borrower satisfying criteria to be determined. Loan will go into repayment upon completion of the project, with repayment scheduled for a maximum of eight years thereafter.

**Jobs:** 35-50 Planned New 83 Retained

**Wages:** \$62,000 – 100,000 per year

**Collateral:** All assets purchased with agency funding.

**Business History:** James Luthen and Delbert Matteson opened the first L&M Fleet Supply store in Grand Rapids, Minnesota in 1959. The first store was a 30' x 60' wooden building that barely had room for all the signage on the front. L&M Supply started with a small markup philosophy which continues today. Their vision and mission was to be one of the first merchants to buy direct from factories and sell directly to the consumer. Out of that vision, the company philosophy and logo was established as "Quality at a Discount." L&M Supply now includes one corporate office/distribution center and 12 retail store locations in northern Minnesota, Wisconsin and Michigan. The goal and philosophy of the company remain unchanged, that is to continue to provide quality products at discount prices with excellent customer service. Adhering to this philosophy will continue to drive the growth of L&M Supply in the future.

**Past Agency History:** None

**Contingencies:** Alternative project financing structures will be considered as long as the agency's position is not materially compromised.

**Technical Advisory Committee Recommendation:** The TAC recommended approval at its August 1, 2023 meeting.

**Funding Authorization:** Douglas J. Johnson Economic Protection Trust Fund: This project is authorized under the provisions of the Douglas J. Johnson Economic Protection Trust Fund Act (Minnesota Statutes sections 298.291-298.298) pertaining to expenditures of Douglas J. Johnson Economic Protection Trust Fund monies for economic development projects in that these statutes authorize small business development loans to private enterprises for the purposes of job creation and economic development within the Taconite Assistance Area defined in Minnesota Statutes Section 273.1341.

**5) FY24 Public Works Projects – Resolution No. 24-003**

Representative Roger Skraba moved that the Board recommend an expenditure of up to \$3,016,726 of FY24 Public Works-TEPF Funds for nine community and development infrastructure projects, as presented in Exhibit A of Resolution No. 24-003. Motion carried.

Laureen Hall took a roll call vote.

**Voting in Favor of the Motion:** Representative Ben Davis, Senator Justin Eichorn, Senator Robert Farnsworth, Senator Grant Hauschild, Representative Spencer Igo, Representative Dave Lislegard, Representative Roger Skraba

**Voting Against the Motion:** None

**Abstain:** None

**Excused:** Senator Bobby Joe Champion

**IRON RANGE RESOURCES AND REHABILITATION ADVISORY BOARD  
OF THE STATE OF MINNESOTA  
FY24 PUBLIC WORKS PROJECT RECOMMENDATIONS**

**Resolution No.: 24-003**

**WHEREAS**, pursuant to the agency's approved fiscal year 2024 ("FY24") budget, the Commissioner is authorized to expend up to \$8,500,000 for development and community infrastructure projects, for the benefit of the Taconite Assistance Area as defined in Minnesota Statutes Section 273.1341 ("**TAA**"), from the line item for Public Works funded through the Taconite Area Environmental Protection Fund as authorized by Minnesota Statutes Section 298.223 ("**Public Works-TEPF Funds**"); and

**WHEREAS**, the Commissioner has received proposals for the expenditure of up to \$3,016,726 for nine community and development infrastructure projects, which are more fully described in Exhibit A, which is attached hereto and incorporated by reference (collectively the "**Proposed Projects**"); and



**WHEREAS**, the Iron Range Resources and Rehabilitation Advisory Board (“**Board**”) met in open session at 10:00 a.m. on August 9, 2023, at the agency’s Administration Building located near Eveleth, Minnesota, with some members participating via interactive technology as authorized by Minnesota Statutes Section 13D.015, to consider, among other matters, the Proposed Projects and has determined that the expenditure of Public Works-TEPF Funds for the purposes and in the amounts specified in Exhibit A would be in the public interest and promote economic development within the TAA.

**NOW, THEREFORE, IT IS RESOLVED**, that the Board hereby recommends the expenditure of up to \$3,016,726 of FY24 Public Works-TEPF Funds to provide grants for the Proposed Projects in the amounts and for the purposes set forth in Exhibit A.

**BE IT FURTHER RESOLVED** that the Board’s recommendation for the expenditure of funds for all of the Proposed Projects, including those Proposed Projects which have associated private development work, is contingent upon the agency, in its grant contracts, requiring each such grantee entity to commit to the payment of prevailing wages for the funded project as required by law, or to the extent required in the Board’s Resolution 96-005.

**BE IT FURTHER RESOLVED** that the Board’s recommendation for the expenditure of all funds for the Proposed Projects is further contingent upon all such project financing being in place before the agency’s funds are released.

**PASSED AND ADOPTED BY VOTE OF THE IRON RANGE RESOURCES AND REHABILITATION ADVISORY BOARD  
THIS 9<sup>TH</sup> DAY OF AUGUST 2023.**

<b>Member</b>	<b>Aye</b>	<b>Nay</b>	<b>Abstain</b>	<b>Excused</b>
Senator Bobby Joe Champion				<b>X</b>
Senator Justin Eichorn	<b>X</b>			
Senator Robert Farnsworth	<b>X</b>			
Senator Grant Hauschild	<b>X</b>			
Representative Ben Davis	<b>X</b>			
Representative Spencer Igo	<b>X</b>			
Representative Dave Lislegard	<b>X</b>			
Representative Roger Skraba	<b>X</b>			
<b>TOTAL</b>	<b>7</b>	<b>0</b>	<b>0</b>	<b>1</b>

Signed: \_\_\_\_\_  
Representative Spencer Igo, Chair

Exhibit A

## **Development Infrastructure**

### **City of Buhl**

#### **Grant Amount: \$151,362**

The project consists of infrastructure, site work and road construction for a new housing development. The Damain II Addition will provide 10 single-family home lots in the heart of the city. The city recently sold the last available lot in the Stubler Addition creating a need for the development of new residential lots. The Damian II residential development, combined with new homes in the Stubler Addition, will result in 22 new homes built within the city over next two to four years. The project is expected to create two construction jobs.

Uses		Sources	
Infrastructure and site work	\$532,101	Iron Range Resources & Rehabilitation	\$151,362
Architecture and engineering	38,338	St. Louis County Housing & Redevelopment Authority	150,000
Contingency	21,907	City	203,984
		Iron Range Resources & Rehabilitation (FY 2022)	87,000
<b>Total</b>	<b>\$592,346</b>	<b>Total</b>	<b>\$592,346</b>

#### City of Chisholm

##### Grant Amount: \$500,000

The project consists of infrastructure, site work and road construction. The city is working with a developer who plans to construct an 11,000-square-foot building that will house a new child care facility, clinic and county services. The child care center will be licensed for 90 full-time children ranging in age from 6 weeks to 12 years old. The facility will be located near Highway 169 across from Minnesota Discovery Center and adjacent to Delta's Reservation Sales & Customer Care Center. The project is expected to create 20 construction and 22 permanent jobs.

Uses		Sources	
Infrastructure and site work	\$507,605	Iron Range Resources & Rehabilitation	\$500,000
Facility construction	1,848,050	Private	2,000,599
Furniture, fixtures and equipment	385,000	Iron Range Resources & Rehabilitation (Loan)	500,000
Architecture and engineering	69,684		
Contingency	190,260		
<b>Total</b>	<b>\$3,000,599</b>	<b>Total</b>	<b>\$3,000,599</b>

#### City of Silver Bay

##### Grant Amount: \$500,000

The project consists of excavation, infrastructure and site work for a large housing development. The extension of public infrastructure to Bayview Park will provide the opportunity for a 53-unit housing and resort development. The original estimates for infrastructure were \$2.9 million, however recent bids estimated the cost at approximately \$3.5 million. Boathouse Bay is a housing development project, that when built out over the next five years, is expected to have a taxable value of \$25 million based upon 2023 Lake County Assessor valuations. The project is expected to create 23 construction jobs.

Uses		Sources	
Infrastructure and site work	\$3,212,700	Iron Range Resources & Rehabilitation	\$500,000
Architecture and engineering	256,200	Private	199,698
		Tax increment financing	1,855,000
		Iron Range Resources & Rehabilitation (FY 2022)	914,202
<b>Total</b>	<b>\$3,468,900</b>	<b>Total</b>	<b>\$3,468,900</b>

## Community Infrastructure

### Bois Forte Band of Chippewa

**Grant Amount: \$386,500**

The project consists of infrastructure and site work for the construction of a new 13,800-square-foot public works facility. The Vermillion Public Works Facility will provide a larger area for the equipment and vehicles used in the public works and housing departments. There will be four bays for equipment and vehicles, a food shelf area, office space, a conference room and restrooms. The facility will provide food shelf services to band members residing in Vermillion and also to the surrounding communities. The project is expected to create 33 construction jobs.

Uses		Sources	
Infrastructure and site work	\$358,746	Iron Range Resources & Rehabilitation	\$386,500
Facility construction	3,926,289	U.S. Department of Housing & Urban Development	700,000
Furniture, fixtures and equipment	265,000	Bureau of Indian Affairs	1,500,000
Architecture and engineering	364,303	Bois Forte Band of Chippewa	2,560,305
Contingency	232,467		
<b>Total</b>	<b>\$5,146,805</b>	<b>Total</b>	<b>\$5,146,805</b>

### City of Grand Marais

**Grant Amount: \$250,000**

The project consists of infrastructure and road reconstruction for Fifth Avenue West. The reconstruction is necessary due to aging infrastructure. Fifth Avenue West is a major connector between Highway 61 and the Gunflint Trail. It directly serves North Shore Health Hospital and Care Center, Sawtooth Mountain Clinic, Water Reservoirs, Grand Marais Fire Hall, Cook County Recycling Center, Cook County Courthouse, a laundromat, small scale resorts, commercial businesses and residential housing. The project is expected to create 33 construction jobs.

Uses		Sources	
Infrastructure and site work	\$5,297,000	Iron Range Resources & Rehabilitation	\$250,000
		Cook County	2,497,900
		City	1,515,000
		Minnesota Department of Transportation Local Road Improvement Program	835,000
		Minnesota Department of Natural Resources	200,000
<b>Total</b>	<b>\$5,297,000</b>	<b>Total</b>	<b>\$5,297,000</b>

### City of Hibbing

**Grant Amount: \$500,000**

The project consists of 1.6 miles of water main, water valve and hydrant replacement. There are three water main sections that consist of antiquated 4" and 6" cast iron pipes which were installed from 1923 to 1925. There are 18 documented breaks, and one section froze in the spring of 2022 due to the pipe shifting above the frost line. The project will provide Hibbing Public Utilities the opportunity to replace 33 lead service lines. The project is expected to create 42 construction jobs.

Uses		Sources	
Infrastructure and site work	\$5,090,000	Iron Range Resources & Rehabilitation	\$500,000
Architecture and engineering	838,000	Public Facilities Authority Loan	5,813,500
Contingency	509,000	Community Development Block Grant	123,500
<b>Total</b>	<b>\$6,437,000</b>	<b>Total</b>	<b>\$6,437,000</b>

**City of Keewatin****Grant Amount: \$350,578**

The project includes improvements to the O'Brien Reservoir recreation area and partial reconstruction of North First Street. The O'Brien Reservoir project involves the demolition of an existing dilapidated restroom facility, construction of a 24' x 30' four-stall handicap accessible restroom facility, septic system installation and minor parking lot improvements. The North First Street project includes complete curb and sidewalk replacement and overhead street light replacement from East Third Avenue to the North First Street alley. North First Street improvements will coincide with the ongoing Spire Credit Union development and Keetac's access road improvements. The Keetac access road work includes a full mill and overlay. The project is expected to create seven construction jobs.

<b>Uses</b>		<b>Sources</b>	
Infrastructure	\$543,800	Iron Range Resources & Rehabilitation	\$350,578
Building construction	441,000	US Steel (O'Brien)	30,000
Architecture and engineering	65,578	City	48,300
Contingency	35,000	Blandin Foundation (O'Brien)	130,000
		Itasca County (O'Brien)	7,700
		US Steel Keetac	368,800
		Iron Range Resources & Rehabilitation (FY 2022) (O'Brien)	150,000
<b>Total</b>	<b>\$1,085,378</b>	<b>Total</b>	<b>\$1,085,378</b>

**City of Orr****Grant Amount: \$243,411**

The project consists of the replacement of Orr Regional Airport's outdated fueling system. The current fueling system and supporting software was installed in 1998. The FuelMaster software is accessed through dial-up connections and will be obsolete in the very near future. The current system does not meet current standards of Minnesota Pollution Control Agency or current electrical and fire codes. The airport has seven hangars that are currently full, and there is a waiting list for hangar space. The airport is used extensively by the Minnesota Department of Natural Resources (DNR) as a base for its smoke jumpers, helicopter and air support during spring and fall fire seasons. The DNR utilizes the airport to conduct wildlife and other aerial surveys in remote areas that can only be accessed by air. The project is expected to create five construction jobs.

<b>Uses</b>		<b>Sources</b>	
Fuel system	\$713,471	Iron Range Resources & Rehabilitation	\$243,411
Architecture and engineering	78,000	Minnesota Department of Transportation Aeronautics & Aviation	568,060
Contingency	20,000		
<b>Total</b>	<b>\$811,471</b>	<b>Total</b>	<b>\$811,471</b>

**City of Virginia****Grant Amount: \$134,875**

The project consists of elevator and men's handicap accessible restroom upgrades for Arrowhead Economic Opportunity Agency's (AEOA) headquarters in Virginia. Approximately 70 staff work in the Virginia facility which is over 100 years old and in need of significant updates. AEOA has invested in their building with updates to the office rooms, breakroom, signage, conference room, security system, plumbing and electrical systems. AEOA provides essential services in the region's three core counties including St. Louis, Lake and Cook and in nine other

counties including Aitkin, Carlton, Itasca, Koochiching, Chisago, Crow Wing, Isanti and Pine. AEOA's service area covers 25,209 square miles or about 29% of the state of Minnesota. Services include Energy Assistance, Senior and Nutrition Services, Head Start, Homeless Programs, Adult Education, Housing, Weatherization, Employment and Training, Food Access, Transportation, Youth Services, MNsure and Business Programs. The project is expected to create four construction jobs.

Uses		Sources	
Facility upgrades	\$567,238	Iron Range Resources & Rehabilitation	\$134,875
		Arrowhead Economic Opportunity Agency	432,363
<b>Total</b>	<b>\$567,238</b>	<b>Total</b>	<b>\$567,238</b>

#### 6) FY24 Regional Trails Projects – Resolution No. 24-004

Senator Grant Hauschild moved that the Board recommend an expenditure of up to \$700,00 of FY24 Regional Trails Program Funds for four regional trails projects, as presented in Exhibit A of Resolution No. 24-004. Motion carried.

Laureen Hall took a roll call vote.

**Voting in Favor of the Motion:** Representative Ben Davis, Senator Justin Eichorn, Senator Robert Farnsworth, Senator Grant Hauschild, Representative Spencer Igo, Representative Dave Lislegard, Representative Roger Skraba

**Voting Against the Motion:** None

**Abstain:** None

**Excused:** Senator Bobby Joe Champion

### IRON RANGE RESOURCES AND REHABILITATION ADVISORY BOARD OF THE STATE OF MINNESOTA DOUGLAS J. JOHNSON ECONOMIC PROTECTION TRUST FUND FY24 REGIONAL TRAILS PROJECT RECOMMENDATIONS

#### Resolution No.: 24-004

**WHEREAS**, pursuant to the agency's approved fiscal year 2024 ("FY24") budget, the Commissioner is authorized to expend up to \$2,000,000 for regional trails projects from the corpus of the Douglas J. Johnson Economic Protection Trust Fund as authorized by Minnesota Statutes Sections 298.292, subdivision 1, and 298.296, subdivision 2(c) ("**Regional Trails Program Funds**") for the benefit of the Taconite Assistance Area as defined in Minnesota Statutes Section 273.1341 ("**TAA**"); and

**WHEREAS**, the Commissioner has received proposals for the expenditure of up to \$700,000 for four regional trails projects, which are more fully described in Exhibit A, which is attached hereto and incorporated by reference (collectively the "**Proposed Projects**"); and

**WHEREAS**, the Iron Range Resources and Rehabilitation Advisory Board ("**Board**") met in open session at 10:00 a.m. on August 9, 2023, at the agency's Administration Building located near Eveleth, Minnesota, with some members participating via interactive technology as authorized by Minnesota Statutes Section 13D.015, to consider, among other matters, the Proposed Projects and has determined that the expenditure of Regional

Trails Program Funds for the purposes and in the amounts specified would be in the public interest and promote economic development within the TAA.

**NOW, THEREFORE, IT IS RESOLVED** that the Board hereby recommends the expenditure of up to \$700,000 of FY24 Regional Trails Program Funds to provide grants for the Proposed Projects in the amounts and for the purposes set forth in Exhibit A.

**BE IT FURTHER RESOLVED** that the Board's recommendation for the expenditure of all funds for the Proposed Projects, including those Proposed Projects which have associated private development work, is contingent upon the agency, in its grant contracts, requiring each such grantee entity to commit to the payment of prevailing wages for the funded project as required by law, or to the extent required in the Board's Resolution 96-005.

**BE IT FURTHER RESOLVED** that the Board's recommendation for the expenditure of all funds for the Proposed Projects is further contingent upon all such project financing being in place before the agency's funds are released.

**PASSED AND ADOPTED BY VOTE OF THE IRON RANGE RESOURCES AND REHABILITATION ADVISORY BOARD THIS 9<sup>TH</sup> DAY OF AUGUST 2023.**

Member	Aye	Nay	Abstain	Excused
Senator Bobby Joe Champion				<b>x</b>
Senator Justin Eichorn	<b>X</b>			
Senator Robert Farnsworth	<b>X</b>			
Senator Grant Hauschild	<b>X</b>			
Representative Ben Davis	<b>X</b>			
Representative Spencer Igo	<b>X</b>			
Representative Dave Lislegard	<b>X</b>			
Representative Roger Skraba	<b>X</b>			
<b>TOTAL</b>	<b>7</b>	<b>0</b>	<b>0</b>	<b>1</b>

Signed: \_\_\_\_\_  
Representative Spencer Igo, Chair

Exhibit A

#### **Itasca Driftskippers Snowmobile Club**

##### **Grant Amount: \$50,000**

This grant request is to purchase a 2023 Piston Bully 100 4F new snowmobile trail groomer this year to replace one that has been sold. The club is acquiring the new groomer to improve uptime, reduce maintenance costs, and improve safety, which will result in improved trail conditions over the club's 79 miles of trails. Riders using these trails are a combination of residents and tourists who travel to the Grand Rapids region. Data from a report funded by Visit Grand Rapids found that winter visitors on average spent \$124/person/day on lodging, meals, fuel, and gear.

<b>Uses</b>		<b>Sources</b>	
2023 Piston Bully 100 4F Trail Groomer	\$293,000	Iron Range Resources & Rehabilitation	\$50,000
		Applicant	\$243,000
<b>Total</b>	<b>\$293,000</b>	<b>Total</b>	<b>\$293,000</b>

**Lutsen Trailbreakers Snowmobile Club****Grant Amount: \$100,000**

The grant will assist in replacing a highly used snowmobile trail bridge that was destroyed in a flood during the spring of 2022. The bridge crosses the Poplar River and is on the Lutsen Access trail, which is a critical link, as it gives access from remote area trails to the north, to downtown Lutsen for food, fuel, emergency services and lodging. The trail and bridge is also used by bikers and hikers. The Lutsen Trailbreakers Snowmobile Club is solely responsible for replacing this bridge and maintaining area trails.

<b>Uses</b>		<b>Sources</b>	
Bridge planning/engineering, environmental permits, bridge materials, prep, construction, installation	\$500,000	Iron Range Resources & Rehabilitation	\$100,000
		Applicant	\$7,000
		Federal Recreation Trails Grant	\$150,000
		Lutsen Township	\$18,000
		MnDNR Trail Improvement Grant	\$225,000
<b>Total</b>	<b>\$500,000</b>	<b>Total</b>	<b>\$500,000</b>

**North Superior Ski and Run Club****Grant Amount: \$50,000**

The request is to purchase a new snow cat groomer, which is used to groom the Pincushion Nordic ski trails for both classic and skate techniques. The North Superior Ski and Run Club is a volunteer-driven non-profit organization that manages a 15-mile network of skiing and hiking/running trails at Pincushion Mountain in Grand Marais. These trails are a popular recreational resource for Cook County residents and for visitors each year. In addition to maintaining and grooming the trails, the NSSRC sponsors youth sports programs, and hosts numerous public events and programs.

<b>Uses</b>		<b>Sources</b>	
Purchase newer snow cat groomer	\$192,000	Iron Range Resources & Rehabilitation	\$50,000
		Applicant	\$142,000
<b>Total</b>	<b>\$192,000</b>	<b>Total</b>	<b>\$192,000</b>

**St. Louis and Lake Counties Regional Railroad Authority****Grant Amount: \$500,000**

The grant request is for completing construction of a five-mile segment of the Mesabi Trail from McKinley to the city of Biwabik. This segment has been a gap in the system and will connect the existing trail to the west toward Virginia and east to Giants Ridge and Embarrass. A large wetland in this area has made route planning and design of this segment difficult. A portion of this section will consist of a floating trail over the wetland. This segment of the Mesabi Trail will be one of the final sections to make the Mesabi Trail a continuous 162-mile long paved trail connecting Iron Range communities from the Mississippi River in Grand Rapids to the Boundary Waters in Ely.

<b>Uses</b>		<b>Sources</b>	
Engineering, design, environmental, survey, construction management and trail construction	\$2,997,430	Iron Range Resources & Rehabilitation	\$500,000
		Federal HPP	\$1,497,430
		LCCMR ML 2021	\$1,000,000
<b>Total</b>	<b>\$2,997,430</b>	<b>Total</b>	<b>\$2,997,430</b>

**7) Iron Range Higher Education Account – Resolution No. 24-005**

Senator Robert Farnsworth moved that the Board recommend an expenditure of up to \$630,000 from Iron Range Higher Education Account funds, for purposes presented in Exhibit A of Resolution No. 24-005. Motion carried.

Laureen Hall took a roll call vote.

**Voting in Favor of the Motion:** Representative Ben Davis, Senator Justin Eichorn, Senator Robert Farnsworth, Senator Grant Hauschild, Representative Spencer Igo, Representative Dave Lislegard, Representative Roger Skraba

**Voting Against the Motion:** None

**Abstain:** None

**Excused:** Senator Bobby Joe Champion

**IRON RANGE RESOURCES AND REHABILITATION ADVISORY BOARD  
OF THE STATE OF MINNESOTA  
IRON RANGE HIGHER EDUCATION ACCOUNT EXPENDITURE RECOMMENDATION**

**Resolution No.: 24-005**

**WHEREAS**, Minnesota Statutes Section 298.28, subd. 9d allocates five cents per taxable ton of taconite taxes to the agency to be deposited in an Iron Range higher education account ("**Higher Education Account**") to be used for higher education programs conducted at educational institutions in the Taconite Assistance Area designated in Minnesota Statutes Section 273.1341 ("**TAA**"); and

**WHEREAS**, Minnesota Statutes Section 298.2214 created the Iron Range Higher Education Committee ("**Committee**") to advise the commissioner of the Department of Iron Range Resources and Rehabilitation ("**Commissioner**") on providing higher education programs within the TAA; and

**WHEREAS**, pursuant to 298.28, subd. 9d, the Commissioner, after approval by the Committee and consultation with the Iron Range Resources and Rehabilitation Advisory Board ("**Board**"), approves expenditures from the Higher Education Account; and

**WHEREAS**, on July 12, 2023, the Committee met and approved the expenditure of up to \$630,000 for the purposes listed in Exhibit A, which is attached hereto and incorporated by reference ("**Proposed Expenditures**"); and

**WHEREAS**, the Board met in open session at 10:00 a.m. on August 9, 2023, at the agency's Administration Building located near Eveleth, Minnesota, with some members participating via interactive technology as authorized by Minnesota Statutes Section 13D.015, to consider, among other matters, the Proposed Expenditures, and has determined that the Proposed Expenditures, as presented to the Board at its meeting, would be in the public interest and promote economic development within the TAA.

**NOW, THEREFORE, IT IS RESOLVED** that the Board hereby recommends that the Commissioner approve up to \$630,000 of Higher Education Account funds for the Proposed Expenditures.



**PASSED AND ADOPTED BY VOTE OF THE IRON RANGE RESOURCES AND REHABILITATION ADVISORY BOARD  
THIS 9<sup>TH</sup> DAY OF AUGUST 2023.**

<b>Member</b>	<b>Aye</b>	<b>Nay</b>	<b>Abstain</b>	<b>Excused</b>
Senator Bobby Joe Champion				<b>X</b>
Senator Justin Eichorn	<b>X</b>			
Senator Robert Farnsworth	<b>X</b>			
Senator Grant Hauschild	<b>X</b>			
Representative Ben Davis	<b>X</b>			
Representative Spencer Igo	<b>X</b>			
Representative Dave Lislegard	<b>X</b>			
Representative Roger Skraba	<b>X</b>			
<b>TOTAL</b>	<b>7</b>	<b>0</b>	<b>0</b>	<b>1</b>

Signed: \_\_\_\_\_  
Representative Spencer Igo, Chair

**Exhibit A**

1. Up to \$400,000 to Minnesota North College for the Iron Range Engineering BELL program.
2. Up to \$230,000 for Minnesota North College Advancement Support:
  - **Operational Support (2 years) - \$160,000**
    - Fund director expenses and financial auditing requirements for each foundation.
  - **Professional Development/Benchmarking - \$25,000**
    - Provide directors and board members professional development opportunities.
    - Support attendance of foundation directors and Minnesota North staff at the 2023 CASE Conference (Council for Advancement and Support of Education). The conference brings together hundreds of community college advancement professionals to share successful strategies in fundraising, marketing and communications, leadership/management, alumni relations, and advancement services.
  - **Purchase donor and scholarship management software (3-Year subscription) - \$45,000**
    - Contract with AwardSpring and build single advancement management platform for all foundations to collectively utilize. This software will interface with the Minnesota North student database and provide a significant cost savings compared to operating individually.

All expenditures shall be consistent with grant guidelines developed by the agency and materials presented at the Higher Education Committee meeting on July 12, 2023.

**8) Declaration of Intent to Reimburse Certain Expenditures from the Proceeds of Bonds – Resolution No. 24-006**

Representative Roger Skraba moved to recommend a declaration of official intent to reimburse costs to certain school districts from proceeds of tax-exempt bonds, as more fully described and presented in Resolution No. 24-006. Motion carried.

Laureen Hall took a roll call vote.

**Voting in Favor of the Motion:** Representative Ben Davis, Senator Justin Eichorn, Senator Robert Farnsworth, Senator Grant Hauschild, Representative Spencer Igo, Representative Dave Lislegard, Representative Roger Skraba

**Voting Against the Motion:** None

**Abstain:** None

**Excused:** Senator Bobby Joe Champion

**IRON RANGE RESOURCES AND REHABILITATION ADVISORY BOARD  
OF THE STATE OF MINNESOTA**

**DECLARING THE OFFICIAL INTENT OF THE DEPARTMENT OF IRON RANGE RESOURCES AND REHABILITATION  
TO REIMBURSE CERTAIN EXPENDITURES FROM THE PROCEEDS OF BONDS**

**Resolution No.: 24-006**

**WHEREAS**, the Internal Revenue Service has issued Treas. Reg. § 1.150-2 (the **“Reimbursement Regulations”**) providing that proceeds of tax-exempt bonds used to reimburse prior expenditures will not be deemed spent unless certain requirements are met; and

**WHEREAS**, the Department of Iron Range Resources and Rehabilitation of the State of Minnesota (the **“Department”**) expects to issue tax-exempt bonds as authorized by Minnesota Session Laws 2023, Regular Session, Chapter 64, Article 6, Section 13 to provide grants (the **“Grants”**) to Independent School District No. 381, Lake Superior; Independent School District No. 695, Chisholm; Independent School District No. 696, Ely; Independent School District No. 701, Hibbing; Independent School District No. 2909, Rock Ridge; and Cooperative District No. 6076, Northland Learning Center (collectively, the **“Districts”**); and

**WHEREAS**, the Districts may incur certain expenditures that may be financed temporarily from sources other than bonds with the intent to reimburse such costs from the proceeds of tax-exempt bonds issued by the Department; and

**WHEREAS**, the Department has determined to make this declaration of official intent (the **“Declaration”**) to reimburse certain costs of the Districts from proceeds of tax-exempt bonds in accordance with the Reimbursement Regulations; and

**WHEREAS**, the Minnesota Attorney General’s Office has appointed the law firm of Kennedy & Graven, Chartered as bond counsel (**“Bond Counsel”**) to represent the Department in all legal matters related to the issuance of tax-exempt bonds; and

**WHEREAS**, Bond Counsel is recommending that the Department obtain the advice and consent of the Iron Range Resources and Rehabilitation Advisory Board (the **“Board”**) prior to executing the Declaration; and

**WHEREAS**, the Board met in open session at 10:00 a.m. on August 9, 2023, at the agency’s Administration Building located near Eveleth, Minnesota, with some members participating via interactive technology as

authorized by Minnesota Statutes Section 13D.015, to consider, among other matters, the Declaration and has determined that executing a declaration of official intent for the purposes set forth below would be in the public interest.

**NOW, THEREFORE, BE IT RESOLVED** THAT THE BOARD OF THE IRON RANGE RESOURCES AND REHABILITATION RECOMMENDS THAT THE DEPARTMENT EXECUTE A DECLARATION OF OFFICIAL INTENT, AS FOLLOWS:

- (1) The Department anticipates making the Grants in the estimated amounts of \$8,000,000 to Independent School District No. 381, Lake Superior; \$8,000,000 to Independent School District No. 695, Chisholm; \$4,400,000 to Independent School District No. 696, Ely; \$8,000,000 to Independent School District No. 701, Hibbing; \$3,600,000 to Independent School District No. 2909, Rock Ridge; and \$10,000,000 to Cooperative District No. 6076, Northland Learning Center to pay for building projects, such as energy efficiency, technology, infrastructure, health, safety, and maintenance improvements, at any of the district's various school facilities (the "Project").
- (2) The Department reasonably expects to reimburse the expenditures of the Districts made for certain costs of the Project from the proceeds of bonds in an estimated maximum principal amount of \$42,000,000. All reimbursed expenditures will be for capital expenditures of the Districts or other expenditures eligible for reimbursement under Section 1.150-2(d)(3) of the Reimbursement Regulations.
- (3) This Declaration has been made not later than 60 days after payment of any original expenditure to be subject to a reimbursement allocation with respect to the proceeds of bonds, except for the following expenditures: (a) costs of issuance of bonds; (b) costs in an amount not in excess of \$100,000 or 5% of the proceeds of an issue; or (c) "preliminary expenditures" up to an amount not in excess of 20% of the aggregate issue price of the issue or issues that finance or are reasonably expected by the Department to finance the project for which the preliminary expenditures were incurred. The term "preliminary expenditures" includes architectural, engineering, surveying, bond issuance, and similar costs that are incurred prior to commencement of acquisition, construction or rehabilitation of a project, other than land acquisition, site preparation, and similar costs incident to commencement of construction.
- (4) This Declaration is an expression of the reasonable expectations of the Department based on the facts and circumstances known to the Department as of the date hereof. The anticipated original expenditures for the Project and the principal amount of the bonds described in paragraph 2 are consistent with the Department's budgetary and financial circumstances. No sources other than proceeds of bonds to be issued by the Department are, or are reasonably expected to be, reserved, allocated on a long-term basis, or otherwise set aside pursuant to the Department's budget or financial policies to pay such Project expenditures.
- (5) The signatures of the Chair of the Board and the Commissioner to this Declaration and to any certificate authorized to be executed hereunder shall be as valid as an original signature of such party and shall be effective to bind the Department thereto.
- (6) This Declaration is intended to constitute a declaration of official intent for purposes of the Reimbursement Regulations.

**PASSED AND ADOPTED BY VOTE OF THE IRON RANGE RESOURCES AND REHABILITATION ADVISORY BOARD  
THIS 9<sup>TH</sup> DAY OF AUGUST 2023.**

<b>Member</b>	<b>Aye</b>	<b>Nay</b>	<b>Abstain</b>	<b>Excused</b>
Senator Bobby Joe Champion				<b>X</b>
Senator Justin Eichorn	<b>X</b>			
Senator Robert Farnsworth	<b>X</b>			
Senator Grant Hauschild	<b>X</b>			
Representative Ben Davis	<b>X</b>			
Representative Spencer Igo	<b>X</b>			
Representative Dave Lislegard	<b>X</b>			
Representative Roger Skraba	<b>X</b>			
<b>TOTAL</b>	<b>7</b>	<b>0</b>	<b>0</b>	<b>1</b>

Signed: \_\_\_\_\_  
Representative Spencer Igo, Chair

**4) Adjournment**

The meeting adjourned at 11:10 a.m.