

Approved: April 19, 2010

Minutes of the Special Meeting of  
Thursday, March 25, 2010, at 9:00 a.m.

The Union County Board of Commissioners met in a special meeting on Thursday, March 25, 2010, at 9:00 a.m. in the Personnel Training Room, Room 131, First Floor, Union County Government Center, 500 North Main Street, Monroe, North Carolina. The purpose of the special meeting was to meet with representatives of KaufmanHall, a firm engaged in merger and acquisition advisory services to the healthcare industry, to discuss matters related to the hospital and to take such action related thereto as the Board deemed appropriate. The following were

PRESENT: Chairwoman Kim Rogers, Vice Chairwoman Tracy Kuehler, Commissioner A. Parker Mills, Jr., and Commissioner Lanny Openshaw

ABSENT: Commissioner Allan Baucom

ALSO PRESENT: Al Greene, County Manager, Matthew Delk, Assistant County Manager, Lynn G. West, Clerk to the Board of Commissioners, Jeff Crook, Senior Staff Attorney, Keith Merritt, County Attorney, and John Crill, Attorney with Parker, Poe law firm

At approximately 9:15 a.m., Chairwoman Rogers convened the meeting and welcomed everyone present. She introduced Stephen Sellers and Michael Finnerty of KaufmanHall, and John Crill, Attorney at Law. She reminded the Board that although this is a work session and is more informal than regular meetings, comments from others than the Board, the Attorneys, and presenters are not allowed.

Al Greene, County Manager, stated that the Board made a lot of progress during the last work session with KaufmanHall. He said that the staff team's goal is to facilitate the best possible proposals from all interested parties. He explained that there are a few things that are needed from the Board to facilitate the proposals. First, he said that Mr. Sellers and Mr. Finnerty wanted to review with the Board the goals and objectives received at the last meeting. He said that he thought Mr. Sellers and Mr. Finnerty have done an excellent job of putting together the information received from the Board to assure that the information is accurate. He stated that any additional details that the Board might offer today regarding its goals and objectives would be ideal and if the Board wanted to offer comments regarding the priorities of those goals and objectives, that would be helpful as well.

Mr. Greene explained that the goals and objectives are critical because if the goals and objectives can be communicated to the interested parties, then there is much more likelihood that what the Board wants out of the process can be accomplished. He said the other advantage is if there is a framework under which to work going into the process, it is more likely there will be an apples to apples comparison in terms of the proposals. He said that staff and representatives of KaufmanHall have the authority to not only meet with representatives of CHS and to receive information from them but also to conduct some negotiations before a proposal comes back to the Board.

Finally, he said that he wanted to mention in terms of the current environment to work within, there, obviously, have been some points of contention between CHS and the County in recent months regarding the proposal to solicit interest in the hospital and also specifically the Waxhaw Emergency Department. He said that Board members, as elected leaders in the County, when they disagree with statements that are made, have an obligation to clarify the County's position. He said that both sides have concerns. Mr. Greene stated that he thought those concerns have been expressed clearly by both sides, and what was discussed with CHS officials yesterday, and what they wanted to talk with the Board about today is putting those differences aside and working together in a positive environment on soliciting a proposal from CHS.

He recognized Stephen Sellers and Michael Finnerty of KaufmanHall to review the goals and objectives as discussed at the February 24<sup>th</sup> work session. Mr. Finnerty said that they had written down what they thought they had heard from the Board at the February 24<sup>th</sup> work session. He stated that the goals and objectives are elements to be incorporated in the Request for Proposals and the accompanying confidential memorandum.

The following goals and objectives were reviewed:

- **Mission, Visions and Values Goals**

- **The County seeks a partner that will provide the highest quality of care to the residents of Union County.**
- **There is no preference between for-profit and not-for-profit partners as long as the County's quality objectives are met.**

Mr. Finnerty asked Chairwoman Rogers if the Board wanted to discuss each goal and objective individually or to wait until the end and go back and discuss. Chairwoman Rogers suggested that the Board review the goals and objectives, and if a Commissioner had any comments or needed clarification, those could be made as the information was being reviewed.

- **Strategic Plan Goals**

- **The County would prefer a partner that considers the hospital an important part of its overall strategy.**

Commissioner Openshaw suggested that the focus be stated as County centered. Mr. Finnerty said that this would be discussed later in the meeting.

- **Clinical Programs, Services and Quality Goals**

- **The County seeks a partner for the Hospital that is committed to providing the highest possible quality of service to the residents of Union County.**
- **It is critical to the County that any partner continues the existing services provided by the Hospital.**
- **Further, the County would like a partner committed to expanding the services offered at the hospital for the benefit of the residents of Union County.**
- **Implicit in these objectives is that the County does not want to see services removed from the community and centralized at another facility of a potential partner.**

- **Capital and Facilities Goals**

- **The County seeks a partner that will commit to maintaining outstanding facilities.**
- **As a result, any potential partner must demonstrate that they have and will continue to have sufficient access to capital.**

- **However, there is not a particular capital project that the County would require a potential partner to complete.**

In regards to the last bulleted paragraph, Commissioner Openshaw said he would like to see what any potential partner would want to do in way of improved services and the timeline for those services.

Mr. Finnerty stated that typically it is also asked what the capital spending plan is. He said that they could certainly request that information.

- **Physician Goals**
  - **The County seeks a partner that will continue to recruit and attract physicians to practice in Union County.**
- **Employee Goals**
  - **It is critically important to the County that the existing employees of the hospital be retained at the same level of compensation and benefits.**
  - **The County would view as unfavorable a partner that would seek to consolidate back-office or corporate functions and thereby reduce the number of people employed locally by the hospital.**

In connection with the last bulleted paragraph, Commissioner Openshaw said he was more interested in the services provided and not necessarily getting into the partner's corporate structure. Mr. Finnerty stated that typically in transactions, the buyer makes some kind of commitment to employment. He said sometimes there is a time period placed on it. He stated that if this is not as important and the Board agrees, this could be taken out.

Vice Chairwoman Kuehler commented that she thought the goal was not to go backward on employment numbers.

Mr. Finnerty suggested changing the language to read "The County would view as unfavorable a partner that would reduce an aggregate number of people employed in Union County." Commissioner Openshaw said that his goal is to expand the hospital by

offering more services which would mean more people and more employment. However, he said that if their back-office and corporate functions are headquartered somewhere else, and they could do without that in Union County, that is not what he is looking for. He said he was looking for increased employment in healthcare services provided through the expansion of services.

Chairwoman Rogers suggested that "unfavorable" could be changed to "The County would view as favorable a partner that would seek to maintain current staffing levels and look toward future expansion."

Mr. Crook suggested that the Chairwoman obtain a consensus of the Board in finalizing the goals and objectives to any changes.

Commissioner Mills stated that he was not in favor of any of it. Commissioner Openshaw reminded that this structure was for either a lease or sale. Mr. Finnerty said that they would be getting into more of a discussion later in the meeting regarding a lease or sale.

Chairwoman Rogers stated that there was a consensus to change the word "unfavorable" to the language, as she had suggested.

- **Community Goals**

- **The County seeks a partner that will continue and enhance the services provided by the hospital and is committed to the highest levels of patient satisfaction.**
- **A partner that pays taxes is "nice to have" but not at the expense of other goals and objectives.**
- **There is not a strong preference for an operator that is based in North Carolina if other goals and objectives are met.**

- **Governance and Control**

- **The County Commissioners are willing to trade their current governance participation for the fulfillment of their other objectives.**

Commissioner Openshaw questioned what governance participation was being referred to. He said that one of the things he would like to see included in a lease or sale is there would still be community involvement. He stated that he wanted to see the financials run by the community representatives if they are on the board to represent the community or to have a voice in the community, he wanted to make sure that they are fully informed, so the Board of Commissioners appoints people with no strings attached, and those people become fully informed. For example, he said the members of that board should have read the proposed lease before it was presented to the Board of Commissioners, which they did not.

Vice Chairman Kuehler said that she thought if the County were to retain the hospital asset, the County should have a little more governance, because it is still an asset that the County is protecting for the citizens as opposed to giving it to someone else. Mr. Finnerty said that if they could finalize the Board's objectives, then they could review the structure options and suggest the ones that they believe most clearly meet the Board's objectives. He said that what they thought they had heard from the Board during the February 24<sup>th</sup> special meeting is that local participation in the governance of the hospital is important, but it does not need to be the current arrangement.

Mr. Greene said he thought this needed to be provided whether it was a lease or sale. He stated that the question on this point would be is if the first bullet point accurately reflects the Board's objectives. He said that he did not think the Board should concern itself at this point whether it is a lease or sale.

Vice Chairwoman Kuehler said that the first bullet point does not accurately reflect her goals and objectives. Chairwoman Rogers said that she agreed with Vice Chairwoman Kuehler. She said the language does accurately reflect her goals and objectives if it is a lease, but, if it is a sale, it is different.

Mr. Greene noted that local involvement could be accommodated either through a lease or sale. Chairwoman Rogers said that she thought that was what the second bulleted paragraph addresses, but in the first bulleted paragraph, there is a distinct difference between a lease or a sale.

Mr. Finnerty said that he would address this point later in the presentation.

- **Financial Objectives**

- **The County seeks to maximize the proceeds of any transaction involving the hospital for the benefit of the taxpayers in Union County.**

Commissioner Openshaw suggested that the following language be added to that objective "in line with the goals of healthcare." Mr. Finnerty repeated the paragraph as amended to read as follows: The County seeks to maximize the proceeds of any transaction involving the hospital for the benefit of the taxpayers in Union County, subject to the fulfillment of the other goals and objectives." There was a consensus of the Board to this change.

Mr. Finnerty said that in regards to transaction proceeds and the degree of integration of the partner, as more proceeds are received from a sale acquisition, there is less control by the County. He said that from KaufmanHall's perspective, a long-term lease really is the same as a sale. He explained that the current lease is unusual in that the County can essentially receive the operations back at the end of the lease term. He said that what is more typical in leases they have seen is that the lessor might get the buildings back at the end of the lease, but it does not usually get the operations, and in essence, in that type of lease, it is selling the facility.

He said that from their perspective, if it is a 40 or 50-year lease, it is a sale. Commissioner Mills added that except at the end of the day, the County would still maintain ownership of the facility. He said that if it is a sale, he disagreed with Mr. Finnerty completely. There was discussion regarding the different types of leases.

Commissioner Mills said that when an asset is leased, future generations would still own the asset and that is why he would argue the difference on the sale and a lease.

Commissioner Openshaw said that he would agree on the land from a different perspective. He compared it to buying stock in that much is determined in the analysis of the return on the investment at the time. He stated that if there is no return on the land, inflation wise, it is falling behind because there is not a return on the asset. He said it is a business decision, and technically and simplistically, the owner still holds the land, but there are also depreciated buildings on that land at the end of their life span. He stated that in a sale, the County would be giving up the operations and the license.

Mr. Finnerty stated that he thought everyone was in agreement.

Mr. Sellers pointed out a distinction regarding a long-term lease that the County does not currently have is typically the lessor bears the operating risks of the facility so they will get the benefit of the gains or have to fund the losses.

Mr. Finnerty said that the point they were trying to make is that if the County enters into a 90-year lease, is the County more of a landlord or does it care to have participation in the governance of the hospital.

Chairwoman Rogers asked if the County goes into a long-term lease, what she was hearing was at the end of the lease, the County would have a shell building that sits on the land, but the license to run the hospital would no longer be Union County's.

Mr. Crill responded that this would be assumed because the operator would have to plan to replace the building sometime during the lease period. He said that the license would be in the operator's name.

Mr. Finnerty pointed out that there would be a trade-off. He said in the current lease, the County would continue to own the operations. He stated that if the operations were transferred, then the County would receive more consideration.

Commissioner Mills said that he was under the impression that the Chairwoman was not in favor of a for-profit hospital. She stated that she was not personally in favor of a for-profit hospital, but she was going to look at everything that comes in.

Vice Chairwoman Kuehler asked where the satellite centers and the ambulatory services would be addressed that are part of the capital improvements that the County is looking for but in the past have been used out of the reserves of the operations of the hospital. She asked how to deal with that issue going forward.

Mr. Finnerty responded that typically the way it would work is if the lessee decides it wanted to build a new ambulatory surgery center, it would be theirs and their expense on a long-term lease.

Mr. Finnerty said the only other thing he wanted to clarify is the local participation in governance is that if the County enters into a long-term lease and is transferring the assets, the partners can decide how they want to take in local participation in the governance. He added that typically an organization would be foolish not to take in local participation, so they will commit to doing it with the restrictions that they reserve the rights to change. He said that the local board often is not a fiduciary board and if joining a for-profit partner, that is definitely the case. He stated that even if joining a not-for-profit partner, it depends on the structure.

Commissioner Openshaw said that in April 2008, the trustee board of the hospital asked the Board of Commissioners to support an amendment to a lease that involved a significant capital contribution, which advocated a financial transaction but yet they had no financial structure. He said that he wanted to make sure that, on the far end of the spectrum, it is made clear that if they are



not going to be involved in the finances of the hospital in any possible way, then it should be spelled out in the documents so that the Boards in the future can look at the document and say that's not your role. He said he wanted to make sure this does not happen again, and he preferred to see if those trustee board members are going to be appointed by the Board of Commissioners or are representatives of the community, if they want to speak up on financial matters, then they should review the documents. He stressed that this issue should be addressed.

Mr. Finnerty stated that he thought the issue would be if it is a fiduciary board, then they would typically have the right to request any and all documentation they wanted financially. Commissioner Openshaw said he was interested in having that board participate in business decisions of the hospital, but if they are being asked to represent something for that institution, then they should be fully informed; otherwise, it should be specifically stated that they are not to represent the institution.

Commissioner Mills said that the County did not do a good job running the hospital and that is what led up to the County entering into a lease with CHS in 1995. He said that he had the unique aspect of being involved from the beginning and seeing where the County was and where it is now. He said that is why he had a difficult time moving forward with a sale. He stated that he understood Commissioner Openshaw's point about the Community Trustee Council or a future Community Trustee Council.

Mr. Finnerty said that as a practical matter what he thought the Board could do is to indicate the importance of the governance structure and ask any potential partner about its governance structure and then evaluate whether or not that structure met the County's goals and objectives.

Commissioner Mills said that he wanted to clarify that when talking about a lease with a for-profit, it would have to be a sale. He said that the only entity that the facility could be leased to is CHS.

Mr. Merritt responded that theoretically the facility could be leased to an entity other than CHS, but from a practical standpoint, there would probably not be that situation, and it would probably be a sale.

Mr. Sellers stated that every situation is different but noted that for-profit entities would enter into long-term leases.

Chairwoman Rogers noted that anything that the County does, the current lease would have to be honored as long as both sides are honoring the lease. She said that the County was certainly not trying to break the lease unless it is not being fulfilled.

Mr. Finnerty said that the point to take away from the meeting is that if a lease is long enough in term, then it is equivalent to a sale. He said that the County might have the ability to include, if it wanted to, some deed restrictions on the land as to what can take place on the land and, at some point in time, the land would revert to the County.

Mr. Greene asked the Board if it was comfortable that the staff and KaufmanHall understand the Board's goals and objectives. He asked if there was anything the Board wanted to add to the goals and objectives.

Commissioner Mills stated that if it was a lease, and not with a for-profit, he would really like to see the ambulance system stepped up, nurses potentially put in each school, and also an arrangement worked out with the hospital to take care of the patients at the jail.

Mr. Finnerty said that these services could be included in the descriptive memo.

Vice Chairwoman Kuehler commented that there has been a lot said about indigent and charity care. She stated that to her, indigent care and charity care is two different things, and the County does not really have a big charity care program. She said that the federal government mandates indigent care, but charity care is something that could be offered such as low cost, no cost clinics to the citizens. She stated that she was not aware of any current program or proposal for charity care, and she thought this was very important. She said she would put that up with EMS.

Mr. Finnerty said that what he thought Vice Chairwoman Kuehler was saying is to request an understanding of any potential partners' commitment to indigent care and charity care. Vice Chairwoman Kuehler agreed that she would like to know what the potential partners' policies are and the percentage of poverty level.

Chairwoman Rogers said that she thought this meeting was to review some form of a Request for Proposals. She asked Mr. Finnerty and Mr. Sellers what additional information was needed from the Board to get some movement in that direction.

Mr. Finnerty responded that the Request for Proposals would go on top of the confidential descriptive memo. He said that a request has been submitted to CMC-Union for a request for information.

Chairwoman Rogers said that she thought the last time the Board had met with KaufmanHall, a request for information had been submitted to CMC-Union. She said that the lease spells out a five-day requirement to receive information from the date the

County submits a request for information. Mr. Finnerty stated to be fair, a lot of information has been requested from CMC-Union for the descriptive memorandum.

Chairwoman Rogers said that if there is another step that the Board can take, she did not want to hold up the process due to waiting for information.

Mr. Finnerty stated that they were also receiving a lot of calls. He said as a half step, the Board could qualify potential partners. He stated that they could send information to not only engage people who have expressed interest but also to those who have not, giving the status of the process, and ask if they are interested, and if they are, ask them to submit their qualifications.

There was a consensus of the Board to qualify the potential partners.

Commissioner Mills questioned what specific offers KaufmanHall has received. Mr. Finnerty responded that they have not received any specific offers but they have received calls from people who have read about the hospital.

Commissioner Mills asked Mr. Finnerty if his firm had received any inquiries from the Veterans Administration. Mr. Finnerty stated that he had never seen the Veterans Administration purchase or lease any facility. Commissioner Mills said that it has been conveyed to him that the Veterans Administration is interested in looking at the facility. He stated that the Veterans Administration has been appropriated \$85 million in this year's budget for the Charlotte Region. He asked if that was to occur, and its money does not include an emergency department, what would that do in this situation.

Mr. Finnerty responded that his understanding is that the Veterans Administration is a separate health system and is not open to non-Veterans. He said that he would need to get back with Commissioner Mills on this question, but his understanding is it is a separate entity.

Mr. Finnerty said they met with representatives of CHS yesterday, and he thought it had been a very productive meeting. He stated that CHS is very interested in participating in whatever the County is doing and has expressed a lot of flexibility. He said that KaufmanHall would like to not only receive but also to be able to negotiate with CHS either for a lease or sale, whichever they prefer.

Chairwoman Rogers stated that she wanted Mr. Crill to be involved with any discussions and negotiations regarding the hospital. Mr. Crook stated that Mr. Crill was present at the discussions with CHS on Wednesday. Chairwoman Rogers stressed that

Mr. Crill was an expert in this field, and he absolutely had to be involved in any negotiations. Mr. Finnerty assured the Chairwoman that Mr. Crill would be included in any discussions or negotiations involving the hospital.

Commissioner Openshaw requested details on what is involved in negotiating a lease, but he said as far as a sale, he was definitely not in favor of negotiating with one entity.

Mr. Finnerty stated that the way KaufmanHall had viewed it is if they know what the Board's objectives are, and those objectives are met through a lease, that was fine or through a sale. Commissioner Openshaw stated that this would not be known, unless there is competition. Mr. Finnerty agreed that was true but explained that typically in a situation such as that, the County would rely on an expert to tell the County if what it would be receiving for the hospital was fair. He explained that this meant that they would be making educated assumptions with financial models.

Commissioner Openshaw stated that he did not like having something like that from them, but that just does not rub him the right way. Chairwoman Rogers said that CHS representatives have asked her and Vice Chairwoman Kuehler if the County would consider a sole source sale to them. She said that her response had been that she believes in competition and believes in the competitive market and wants to see what is available in the market.

Commissioner Openshaw commented that there is not enough competition in healthcare and that's part of the problem. Chairwoman Rogers stated that a lease would be a different story.

Mr. Greene stated that it would be good to pursue the lease option now based on the structure of the service agreement that has been negotiated with KaufmanHall. Chairwoman Rogers said that she was fine with KaufmanHall negotiating a lease with the staff that was suggested but not for negotiating for a sole sale to CHS.

Mr. Merritt asked if discussions with CHS included discussions of a long-term lease. Chairwoman Rogers responded it included a long-term lease that does not necessarily transfer operations at the end of the lease.

Mr. Finnerty questioned whether the Board would evaluate a lease that did include transferring operations. Chairwoman Rogers assured that she would evaluate any proposals put before her.

Commissioner Mills asked if the hospital were sold to another entity other than CHS and CHS has the remaining years left on a lease, would the price for the hospital be based on buy out of the existing lease. He further asked if it would reduce the price of the sale.

Mr. Finnerty responded that it would certainly be a mitigating factor. He said that they have never completed a transaction that has such a long-term remaining on a lease. He stated that Commissioner Mills' point was right, and quite probably it would lower the proceeds that the County would receive.

Chairwoman Rogers said that she wanted to keep the discussions on topic. She stated that what is being discussed now was discussed at prior meetings.

Mr. Greene added that staff clearly understands that they will be reporting back to the Board routinely, and any policy decisions will come to the Board. He assured that staff would not be making any decisions. He asked that the Board give them latitude within the restraints to work with CHS to bring proposals for the Board's consideration. Chairwoman Rogers said she had absolutely no problem with what was being asked as far as a lease provided that Mr. Crill was involved in those discussions. She asked if there was a consensus of the Board on this issue.

Vice Chairwoman Kuehler said that she was trying to determine the status of the process right now. She said that throughout the process, it has been heard that they will buy/they won't buy/we'll negotiate a lease/we won't negotiate a lease. Mr. Finnerty said that he comes without that history, and so far, except for the newspaper articles, their interaction with CHS has been positive. He said that CHS has expressed an interest in coming to the table with a proposal that will satisfy the County's objectives for realizing the maximum value for the entity while meeting the other objectives.

Vice Chairwoman Kuehler said that some of the information that has been asked for as far as putting together the Request for Proposal would probably be helpful to KaufmanHall in determining whether a lease proposal would be in the County's best interest. She said that she would think it would be in everyone's best interest to have that information provided as soon as possible or in her mind, she did not think the County could move forward with either a lease or sale. Mr. Finnerty stated that he would agree with that. Vice Chairwoman Kuehler stated that she would not want to move forward with a lease without having that information just as she would not want to move forward on a sale without the information.

Chairwoman Kuehler said that she thought there was a consensus from the Board on this issue.

Mr. Finnerty repeated his understanding that the Board did not want to consider a sole source sale and the Board was open to a lease that meets its objectives.

In summary, Mr. Finnerty recapped that the discussions with CHS thus far have been positive overall and they discussed the fact that there has been controversy and a lot of back and forth comments and criticism between the parties in the press, which is believed to create an environment that is very hard in which to work. He said that he thought CHS agreed it would play nicely through this process.

Mr. Greene stated that the staff takes the task that the Board has given it very seriously, and they want the best possible arrangement for the citizens of the County going forward and the best working environment that can be had in which to put the process together, the better the product will be.

Chairwoman Rogers said that the process needs to be business, but it had gotten personal.

She stated that the Board needs to go into closed session and asked if the Board would need to have further discussions with Mr. Finnerty and Mr. Sellers following the closed session.

Mr. Greene stated that he thought that they were planning to regroup at a staff level later in the day.

Chairwoman Rogers expressed appreciation to Mr. Finnerty and Mr. Sellers for attending the meeting. Vice Chairwoman Kuehler asked if there was a timeframe in which they would be contacting potential partners.

Mr. Finnerty said that they could start that process next week. Vice Chairwoman Kuehler asked if they would keep the Board informed about who has been contacted and who receives the Request for Proposals.

Mr. Crill stated that the process has not begun to start fulfilling the statutory requirements, and this is a preliminary step that pre-qualifies potential partners. He said that if the County determines it is going to follow the statutory process for a lease or a sale, then the steps will have to be followed, and one of the steps would be a Request for Proposals.

Following the discussion, at approximately 10:25 a.m., Chairwoman Rogers moved that the Board go into closed session to consult with an attorney in order to preserve the attorney-client privilege in accordance with G.S. 143-318.11(a)(3). The motion was passed by a vote of four to zero. Chairwoman Rogers, Vice Chairwoman Kuehler, Commissioner Mills, and Commissioner Openshaw voted in favor of the motion. Commissioner Baucom was not present.

The Commissioners remained in the Personnel Training Room where the Chairwoman convened the closed session.

At the conclusion of the closed session, at approximately 10:55 a.m., Vice Chairwoman Kuehler moved that the Board go out of closed session. The motion passed by a vote of four to zero. Chairwoman Rogers, Vice Chairwoman Kuehler, Commissioner Mills, and Commissioner Openshaw voted in favor of the motion. Commissioner Baucom was not present.

The Commissioners remained in the Personnel Training Room, and Chairwoman Rogers reconvened the open session. With there being no further discussion, at approximately 10:55 p.m., Vice Chairwoman Kuehler moved to adjourn the special meeting. Chairwoman Rogers, Vice Chairwoman Kuehler, Commissioner Mills, and Commissioner Openshaw voted in favor of the motion. Commissioner Baucom was not present.