

APPROVED
City of Fort Lauderdale
Community Services Board
FEBRUARY 13, 2012 – 4:00 P.M.
City Commission Chambers, City Hall
Fort Lauderdale, FL 33301

MEMBERS		OCT 2011/SEPT 2012	
		PRESENT	ABSENT
Donald Karney, Chair	P	5	0
Richard Whipple, Vice Chair	P	5	0
Margaret Birch	P	5	0
Earl Bosworth	P	5	0
Wendy Gonsher	P	5	1
Helen Hinton	P	3	2
Jeannine Richards	P	5	0
Jasmin Shirley	P	4	1
Kenneth Staab (arr. 4:08 p.m.)	P	5	0
Joseph Scerbo	P	1	0

Staff Present:

Jonathan Brown, Manager, Housing and Community Development
Denise Greenstein, Administrative Aide, Housing and Community Development
Jeri Pryor, Federal Grants Administrator, Housing and Community Development
Barbara Hartmann, Recording Secretary, Prototype, Inc.

COMMUNICATION TO CITY COMMISSION

None.

I. CALL TO ORDER/ROLL CALL

Chair Karney called the meeting to order at 4:01 p.m.

- **Quorum Requirement** – As of February 13, 2012, there are 10 appointed members to the Board which means 6 would constitute a quorum. At this time, a quorum is present.

Roll was called by Ms. Hartmann.

II. WELCOME AND BOARD/STAFF INTRODUCTIONS

New member Mr. Scerbo introduced himself, noting he served six years on the Fort Lauderdale Aviation Board.

III. APPROVAL OF MINUTES SUMMARY – January 9, 2012

Ms. Gonsher asked Ms. Hartmann why the HOPWA recipients' comments were summarized, except for those by Ms. Osgood. Ms. Hartmann explained that she did not write the minutes and would have to check with the minutes writer. Ms. Shirley recalled that Ms. Osgood had made a statement that she wanted her comments to be "stated for the record."

Motion by Vice Chair Whipple, seconded by Ms. Shirley, to approve the minutes of the January 9, 2012, minutes as they stand. In a voice vote, the motion passed unanimously.

IV. CITY COMMISSION NEWS

Mr. Brown said that the Board's request to have Mr. Feldman appear was given to the City Commission, and Mr. Brown said he had heard that Mr. Feldman would try to attend this meeting.

Ms. Pryor stated that the Board has been officially designated as the HOPWA board.

Ms. Pryor also stated that the issue of scoring the applications went before the City Commission. She directed the Board to their packets to see the scoring changes as requested by the Mayor. Basically, the financial grading will be weighted the same as the other categories.

Ms. Pryor continued that the City Commission wanted the scoring on the financial piece to be based on the project, rather than on the fiscal responsibility of the agency as a whole.

Ms. Gonsher added that the Mayor and City Commissioners had expressed appreciation for the work done by the Board.

[Mr. Staab arrived at 4:08 p.m.]

V. CDBG DISCUSSION

• Compliance Review

Mr. Brown mentioned that the public services requests were available in the room. Also, in the Board packets, he pointed out the section that contains monitoring reports for the agencies recommended for approval by the Board. He briefly summarized the findings and concerns as follows:

- Hope South Florida - no findings, one concern
- Museum of Discovery and Science - no findings, one concern
- Senior Volunteer Services - no findings, one concern

If follow-up information has been received, that response is attached to the findings and concerns.

Mr. Brown noted that they have not finalized a monitoring response for several agencies, but that will be forthcoming.

Mr. Brown continued that Ms. Pryor will distribute information on year-end activities.

Upon request by Ms. Birch, Mr. Brown described the Davis-Bacon Act, which deals with the appropriate amount of wages that a worker can be paid as they are on the site. He further noted that they rescinded Homes, Inc., because they have a Community Development Block Grant and a Recovery Community Development Block Grant. The monitoring that was conducted was done on the Block Grant, not the Recovery Grant (for construction, to which the Davis-Bacon Act would apply).

Ms. Birch recalled that when Homes, Inc., made their presentation last year, they were questioned about the status of the construction project, but the Board did not know the funds were coming from another entity. Ms. Gonsher remarked that she wished she had known that when deliberating their application. Mr. Brown responded that Homes, Inc. has received several grants from the City. The particular one for public services and the stimulus dollars through the Recovery Grant were related to the Funky Flamingos Secondhand Thrift Shop. Mr. Brown noted the City also funded some SHIP dollars on other projects. They are also a Community Housing Development Organization at CHDO, and they have been awarded funds through that program. Within the last two years, they have received funding from four different funding sources throughout the City.

Ms. Birch observed that everybody makes mistakes, and there is a need to be careful about how words are put on paper. She said it is never known who is going to read that information.

Ms. Gonsher brought up the prospect of other agencies receiving multiple grants, and thought the Board should know that information during the review process. Mr. Brown said that information would be included in their application if they are seeking funding for a similar or the same project. He added that the State Housing Initiative Partnership Funds and the Home CHDO funds were for housing related projects.

Vice Chair Whipple was concerned that they are awarding dollars to organizations and, during the process, either the projects or their expenditures are changing. He thought that was not a level playing field for others who are ready to use the money and perhaps provide better services. He thought they should be informed of other types of funding, if it comes from a different area.

Mr. Brown said that information is public, and staff will provide the information to all Board members. Staff will identify whether it is funding related to the public service request or funding related to another project.

Ms. Birch was curious why the documents for New Visions and Cradle Nursery are marked to be disregarded, and Mr. Brown replied that they were not for public service requests. He said the documents that were in the packet related to those organizations were placed there inadvertently.

Ms. Pryor asked the Board if a spreadsheet showing the agencies funded within all of Housing and Community Development and broken down by grant would be acceptable. Ms. Gonsler commented she also wanted to know how much the agencies are receiving.

Mr. Brown stated they have received 25 public service requests, 24 from outside agencies, and one from the City's Park and Recreation Department. He asked the Board how they wanted to do the review process: i.e., presentations, and if so, when and how long.

Chair Karney thought a three-minute presentation per agency could be handled in one meeting.

Ms. Birch requested that the Chair give his opinion after the other Board members have commented.

Vice Chair Whipple said that since they have all of their written materials at hand, the questions could be prepared ahead of time.

Mr. Scerbo asked if the agencies had a chance to correct their shortcomings and if all the applications would be equal insofar as meeting the guidelines, and Mr. Brown answered in the affirmative. He clarified that this year, prior to the agencies submitting their requests, the City met with them in advance, went through HUD regulations, and made sure they understood the budget fundamentals. Mr. Brown remarked that some agencies elected not to meet with staff because they felt they understood the process, but 90-95% of the agencies did.

Mr. Brown reviewed the guidelines pertaining to funding multiple times. He noted that if an agency had requested funding last year, and the Board had recommended an amount of \$25,000, then this year they cannot request more than that amount unless there is an increase in services provided. Services provided does not mean more people served, it means different services.

Mr. Brown reviewed the categories for funding, how the agencies are informed of the categories, and how the Board awards funding based on the categories.

Ms. Gonsher requested information to be sent on the five point bonus for scoring. She also verified that the applicants have a maximum of three consecutive years of funding.

Ms. Gonsher noticed that Child Net was asking again for full funding (\$50,000) and wanted to see some evidence of what they have done since last year. Mr. Brown replied that since the funding just began in October, there has not been enough time to monitor them. Ms. Gonsher remarked there should be some type of documentation for them to review. Mr. Brown responded that staff will look at the expenditure information and provide the Board with that information for all the current funded agencies. Staff will also provide any additional information they have.

Ms. Shirley asked about location restrictions, and Mr. Brown replied that if an agency is located outside the City, they have to document and show service to the residents of Fort Lauderdale.

Vice Chair Whipple requested a list of what agencies were funded last year and how much they received.

Ms. Shirley asked if an agency could ask for funding for cross categories, and Mr. Brown said that would be up to the Board. However, in the past, they have been limited to one category.

Ms. Birch asked if there was a way to add a column to the document that would indicate the amount received last year, instead of having another piece of paper.

Vice Chair Whipple was curious if any applicants were disallowed this year due to surpassing the three-year limit, and Mr. Brown said there were none. However, he said that once the City Commission upheld that rule, those applicants probably did not apply.

Ms. Gonsher recalled the conversations the Board had last year for scoring methods, and wondered if they would do what they did last year or revise the process. Ms. Birch asked if they could wait until they get the scores before making a decision. Ms. Gonsher thought the responses would become subjective if they did that.

Motion by Vice Chair Whipple, seconded by Ms. Birch, to handle the presentations like they did last year – three minutes to a presentation and three minutes for questions. In a voice vote, the motion passed unanimously.

Motion by Ms. Gonsher, seconded by Vice Chair Whipple, that the Board follow the procedure used last year; i.e., any application with less than 75 points is eliminated (75 is an average of all evaluations), and carried out to two digits, that they fund the highest scored application in each of the needs areas, and if additional funds are available, the Board review them on a case-by-case basis. In a voice vote, the motion passed unanimously.

Ms. Hinton was curious if they would hear all the presentations in one night, or split it up. Discussion ensued about the logistics of hearing the presentations, with several members thinking it would be tiring to pay attention to them all in one sitting, and others suggesting having that as a sole agenda item.

Motion by Ms. Gonsher, seconded by Ms. Hinton, to split it up to two evenings. In a vote by roll call, the motion passed 7-3 as follows: Ms. Birch, no; Mr. Bosworth, yes; Ms. Gonsher, yes; Ms. Hinton, yes; Chair Karney, yes; Ms. Richards, yes; Ms. Shirley, no; Mr. Staab, yes; Vice Chair Whipple, no; Mr. Scerbo, yes.

Chair Karney asked if all applicants have to be present to hear all the presentations. Mr. Brown said it would depend when the Board would make their recommendation, and all agencies would probably want to be present for the recommendations. Ms. Gonsher recalled they did the scoring at a separate meeting.

Mr. Brown said that the recommendations should go before the City Commission in April, so he suggested getting the recommendations completed in March. He added staff does not want to give the City Commission all the programs at once – the recommendations for community services should be separate from the HOPWA recommendations. In April, the RFP process of review for HOPWA will begin.

Ms. Pryor announced that the meeting room is available on both March 12 (the next regularly scheduled meeting) and March 13.

Motion by Ms. Gonsher, seconded by Ms. Richards, to have the two meetings in a row on March 12 and March 13, 2012, both to begin at 4:00 p.m. in this room and that the only items on the agenda will be the presentations of CDBG. In a voice vote, the motion passed unanimously.

Mr. Brown said he will email the scoring sheets to the Board members, and also include the five bonus points.

Ms. Shirley wanted to verify that all “recurring” agencies might have had some monitoring in the past, and all were of no significant findings but rather were concerns that were addressed or cured within the 30-day period. Mr. Brown replied that the current agencies have not been monitored. The ones that were awarded last year and have just completed have been monitored for the most part. As far as the current agencies that are applying, staff will provide any information they have so far, including expenditure information. Mr. Brown did note that they may have not received HUD authorization to use funds until the end of December, so some of the agencies have not expended any dollars yet.

Ms. Gonsher suggested one of the presentation parameters be that the Board ask the agencies (who were funded last year) that one of the topics included in their

presentation be accomplishments from last year. Mr. Brown noted that if the Board so directs, he will inform each agency of that.

Motion by Ms. Gonsher, seconded by Ms. Birch, to make a criterion for the presentations: explanations on accomplishments with previous funding. In a voice vote, the motion passed unanimously.

VI. HOPWA RFP DISCUSSION

Ms. Pryor asked to defer the item since the RFP is not yet prepared.

- **Procurement Services discussion of HOPWA RFP Process**

Mr. Brown shared that they were going to have a representative from Procurement at this meeting to speak on the RFP review process. Mr. Brown suggested waiting until April for this agenda item, since March will be focused on CDBG.

Vice Chair Whipple hoped that staff could provide information on setting parameters for the providers for HOPWA in doing their presentations, considering the multiple parts to their programs. Mr. Brown stated that would be a significant difference from CDBG, since HOPWA is an RFP process, and there will be individual meetings with each presenting agency. He said the presentations may take up to one full day, or be spread over multiple days.

Vice Chair Whipple inquired about those Board members who may not be able to participate. Mr. Brown said they expect every Board member to participate except those declaring conflicts, and staff will work with Procurement to make sure that the times are as convenient as possible and project the meeting times enough in advance so that Board members can make accommodations.

Ms. Shirley asked for information about focus groups on needs assessment from a consumer perspective. Ms. Pryor responded that she will provide that to the Board. She added that the staff just started doing needs assessment in partnership with the Ryan White program in Broward County. They do such an assessment annually, and Ms. Pryor said they do the majority of the work and HOPWA pays for a portion to cover the HOPWA services. The provider assessments are also part of those reports.

Ms. Pryor said she was doubtful given the time restraints, that she could get the Board's input on this item before releasing the RFP. Once the RFP is released, it has to be on the street for 30 days, then there are the responses, the Procurement review, and then back to this Board for review. The process has to be completed by the end of June, because the report has to go to HUD.

Mr. Brown remarked there are certain parts they can provide in advance. However, due to the nature of an RFP, certain things in the RFP cannot be discussed because they

cannot be made public beforehand. Mr. Brown assured the Board they are working with Procurement to make sure they have whatever information they can, such as funding categories.

VII. HOPWA DISCUSSION

- **Discussion of HOPWA Service category prioritization**

Ms. Pryor distributed a report of all the agencies in the HOPWA program for the last fiscal year (ending in September), how many clients they served in each program, and a breakdown on cost per client. She advised the Board that this document would be a large part of their review in the RFP process. She said that the numbers listed as clients served could be duplicating clients, such as an emergency transition client who later is in another program such as substance abuse. The numbers in her document reflect the number of clients served in that category with that amount of funding.

Vice Chair Whipple wondered why a client would be allowed to have funding for more than one program, and thought it was similar to “double-dipping.” Ms. Pryor said that the emergency program is designed to assess the client’s needs. The agency is then required to transfer a client into an appropriate program. She said in the upcoming RFP, they will be changing the programs to be facility based programs in order to eliminate all the various categories.

Vice Chair Whipple thought there could be an issue with some providers giving services to some of their clients that may not be as much of a HOPWA service as it may be housing. However, they still have to fulfill the HOPWA requirement to receive any of it. Ms. Pryor acknowledged he was correct.

Ms. Gonsler asked if the report could be laid out differently so that by program, by provider, they could easily see the amount of money spent per client for comparison purposes. Ms. Pryor said different agencies have different rates and she will include the information.

Ms. Gonsler asked who determines the rate, and Ms. Pryor said the agencies did in 2009. Ms. Birch thought she had read that the City had put a limit per client per day, and Mr. Brown said they did set the maximum rate, which is \$100 per day per client. Ms. Birch wondered why some agencies would have a higher rate than others. Mr. Brown explained that the RFP was released with a rate cap of \$70, but the City Commission is the governing body and they can increase it as they deem necessary. Ms. Birch hoped they would reconsider the higher rates.

Mr. Scerbo asked for clarification on how many days a client was served. He also wondered if a client switching facilities would be counted twice, once for each facility.

Ms. Pryor said that last year they funded a homeless management system, a computerized client data program across all agencies in HOPWA as well as the Ryan White program in Broward County. As a result of that system, an agency can look up a client by name and see if he is currently housed at another HOPWA agency in Broward County. In such a case, a client has to be discharged and then re-entered.

Mr. Scerbo wanted to see data on how many days a client has been served so that they could discern the average cost per day.

Ms. Shirley noted that a client may be duplicated across categories, but not duplicated within a category in a facility.

Vice Chair Whipple asserted that for the City Commission to allow one provider to spend more per client per day than another provider creates an uneven playing field.

Chair Karney verified that there was no advisory or citizen board overseeing this program before the Community Services Board.

Chair Karney recognized Joey Wynn from Broward House.

Mr. Wynn thought some of the concern arose from the premise that all services are identical and equal. Each agency has a different group of clientele, ranging from "healthy" to "severely ill." The average length of stay varies considerably based on health of the client. Mr. Wynn stated that Modco was more comparable to Broward House than Shadowood. He added that services provided are not "apples to apples."

Ms. Birch said if a limit has been set up for an agency to operate at a fixed figure, she wondered why one agency is allowed to step outside that limit and get more money per person than another agency. Mr. Wynn stated he was not involved in that process and could not answer the question.

Chair Karney recognized Dr. Osgood from Modco.

Dr. Osgood apologized if she was out of line, but said she is really grateful for this board. She went on to say, "I think we are at a point with this discussion where we really have to deal with some major issues we have with HOPWA and the way that the providers are operating." She remarked that the inconsistencies in HOPWA need to be addressed. She said there is clearly a double standard. She continued there is one organization that plays by a different set of rules than all the other organizations. She stated that the only reason she is not crying outright discrimination or unfairness is because she doesn't want to jeopardize the overall program where they would have nothing in the City. Dr. Osgood claimed that the issue with the \$70 cap was just one issue. She said Modco had to sign a three-year contract, that most of the agencies have had to sign, obligating them to operate under that contract while another agency has not signed that contract in three years. She continued that she has done her

homework, looked at the various comments from HUD, and thought they need to take this seriously so they do not find themselves again, having to pay back money to HUD as a City, because not all organizations are held in compliance.

Dr. Osgood went on to say that, "just because the wheel is squeaking, we cannot just shut the wheel up by greasing the wheel so they can have their way because we don't want to deal with the greater problem. The way that they are being forced to operate with this program is not consistent. If you do your research it is clearly a different set of standards and rules. Staff has been coming to the commission about it and it has not changed."

Dr. Osgood reiterated she feared that next time HUD came in, the whole funding source would be in jeopardy, which would put a lot of poor people on the street. She said they have done a lot of great work over the last 10 or 12 years to get them stabilized with housing and now they have case management, but all of this is in jeopardy right now. She stated to the board that she knows they are new and she is so grateful they are here, because over the years they have proven that they do their homework and really care about the City and the people. She begged the board to look deeper into this. Dr. Osgood stated, "You know with me it's always a story behind the story but don't take this lightly. This is a serious issue overall as to how we all operate."

Mrs. Birch asked Dr. Osgood's to have her comments be made verbatim for the record. Dr. Osgood then requested her comments be made verbatim for the record.

Dr Osgood stated that she would be glad to repeat or send her comments in writing because she has been living with this issue for six to seven years and it continues to get worse from her perspective.

Vice Chair Whipple said there is "an elephant in the room" for there to be the number of providers that are receiving HOPWA funds and for one to be allowed by the elected body to go over the limit set in the RFP for everybody, but no other agency is allowed to move up to that number.

Chair Karney said that he received a call last week from staff that one of the Board members had requested monitoring records for all agencies. He emphasized the Board needs to do their homework and due diligence on all providers.

Mr. Brown said staff had received the public records request because the Board would be reviewing the HOPWA items, and he asked the City Attorney if they provide the records to one or to all of the Board. The City Attorney advised Mr. Brown to speak with the Chair to determine if all Board members should receive the documents, and Chair Karney agreed that all should receive them.

Vice Chair Whipple recalled that at a City Commission meeting, the staff requested the limit to be \$70. By the City Commission approving that, they have put the Broward

House at a disadvantage for the amount of money that they are spending per person as the Board looks at allocating funds.

Mr. Brown responded that the RFP was issued for \$70 per client per day. Broward House has the ability to protest. They did according to City rules, the City Commission heard their request, and honored the request.

Ms. Gonsler felt uncomfortable that they were only hearing one side of past events, and suggested that this is a new ballgame. They have worked as a Board to make the CDBG process as objective to increase the capacity and give every organization a chance to provide services for the citizens of the City. Ms. Gonsler said they need to acknowledge that some things may have happened in the past, and thought they should go forward.

Mr. Scerbo was curious if the cost was strictly for housing or if it included medication. Ms. Pryor answered in the negative to both questions. She explained that three agencies are funded through the category of Emergency Transition Housing - Broward House, Shadowood and Modco. They are considered facility based housing. Some of the clients might need medical attention, but HOPWA does not necessarily provide it, as HOPWA is housing, not health care. However, she continued that Broward does have medical professionals on staff to help clients in medical need. HOPWA cannot pay for medications, because they are the "payer of last resort." If there is other funding in the City or County that can pay for the medications, then those have to be exhausted before HOPWA will pay for it. She noted that usually Ryan White will cover it.

Mr. Scerbo then verified that it would be possible that a particular agency (as compared to others) would be providing different levels of service when looking at the average cost per day.

Ms. Shirley wondered how the City would explain the cost per day differential when HUD starts to monitor. Mr. Brown said they had been monitored on HOPWA by HUD, and HUD has not brought any questions regarding the difference. Ms. Shirley asked if there was a contract, and Mr. Brown replied that when the City Commission approved it in 2009-2010, there was a one-year contract with a two one-year options. Every agency has executed the initial contract. He continued they are getting ready to move into the third year.

Ms. Shirley wondered if the subsequent contracts might have different terms, and Mr. Brown said they would, and those amended terms would have been approved by the City Commission. Ms. Shirley wanted to make sure that whatever agreements or approvals were sought and obtained, that it was termed so in the language to an amended contract in the subsequent years. Mr. Brown said that every agency except one has executed the first addendum (the second year), and they are working to get the second year amended.

Ms. Birch stated that she had submitted a written request based on public information and requested information concerning all agencies that receive HOPWA funds. She wanted to see information coming from HUD to the agencies, correspondence from the agencies answering HUD's request, as well as the status of those violations that HUD had found. She recalled a time when the City had to pay fines for being in violation of a HUD regulation. She continued that she has the highest respect for the City Commissioners, but does not want to see the City get into another scuffle with HUD over having to repay funds. She cautioned that HUD does not provide answers until "you are already in trouble."

Vice Chair Whipple said that if HUD has findings, those fines cannot be paid from the grants - they come from general funds. As a resident of the City and member of the Board, Vice Chair Whipple said he takes his responsibility very seriously.

Mr. Staab wanted to clarify that they are tracking two different performance metrics, one which is before the Board and one that HUD wants. He added that the City may collect more than HUD requires. Ms. Pryor explained they make their Annual Action Plans in the beginning of the grant cycle. These plans lay out the agencies that will be funded with so much money, etc. The Action Plan gets approved, and they go through the fiscal year. Then, after the fiscal year is over, HUD requires a CAPER, Consolidated Annual Performance and Evaluation Report. Within that report, HUD looks for the fulfillment of the Action Plan.

Ms. Pryor commented that right now all the programs are separated out into sub-categories. HUD, however, does not care about that, they just want to know how many clients are served in housing. The next RFP goes will ask how many clients are served in transitional or facility-based housing, so it will be more of a match-up. Ms. Pryor added they want to ensure they are within the national average for their programs.

Mr. Scerbo remarked that was his point, that the term "served" means the same to the City as to HUD.

Mr. Brown noted that the City Commission has approved the staff combining the ETH, ALF, Substance Abuse Housing (SAH), the CBH and MHH all into one category, which is Facility Based Housing.

Mr. Brown reiterated that each agency has the right to protest and the City Commission has the right to make a final decision.

Ms. Hinton was curious if the City Commission has the right to approve items that HUD does not approve. Ms. Shirley commented that her reference was to a staff recommendation of a unit service costing a certain amount of money, and putting it in an RFP. The City Commission allowed for another entity to come back and rebut that unit cost.

Ms. Gonsher brought up the addition of members to the Board in relationship to HOPWA, and wondered if that was approved. Ms. Pryor remarked that there were three additional seats that were designated: one for a public housing authority person (not to be the City of Fort Lauderdale Housing Authority, as they are funded under one of those programs), one for a Ryan White representative, and one for a person with HIV/AIDS or a representative of a person with HIV/AIDS. Potential members have to submit an application, and the City Commission appoints the seat. Ms. Pryor said they have received two or three applications.

Chair Karney recognized Mr. Wynn (Broward House).

Mr. Wynn remarked that the rate used to be much higher (than \$70) in prior procurements, and their rate has gone down. Some of the providers' reimbursements rates have also been decreased. He emphasized that was the context for needing more than the \$70, and said there was a justification to the City Commission for the higher rate. They used data to support their request, and they have actually lowered costs with their rental vouchers.

VIII. OLD BUSINESS/NEW BUSINESS

None.

IX. GOOD OF THE ORDER

Chair Karney encouraged all Board members to visit the HOPWA providers and become familiar with what they are doing.

X. ITEMS FOR NEXT AGENDA

Ms. Pryor said the entire meeting would be CDBG. She announced there are boxes of information for the Board members to take with them. This year, the providers were asked to prepare the folders, and that is why there are 25 books, not one big book.

Mr. Brown asked if the Board had a preference on the order of presentations: i.e., category by category, or alphabetical. By consensus, the Board agreed to hear the presentations by category.

XI. COMMUNICATIONS TO CITY COMMISSION

None.

XII. ADJOURNMENT

Hearing no further business, the meeting was adjourned at 6:00 p.m.

[Minutes prepared by J. Rubin, Prototype, Inc.]