



**MOVE Board of Directors Meeting Agenda  
1:00 PM, Tuesday, January 17, 2023**

**MOVE Office  
4701 Sisk Rd. Ste. 201  
Modesto, CA 95356**

**If you are planning to come in person to the meeting, please arrive 15 – 20 minutes early to get a tour of our new location.**

**You may also attend this meeting by utilizing “GoToMeeting” online conferencing.  
Email Laura Coutrakis for meeting Link  
[laurac@movestanislaus.org](mailto:laurac@movestanislaus.org)**

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**AGENDA**

**1. Call to Order**

**2. Roll Call –**

Jenny Kenoyer  
Jeff Lambaren  
Pat Maisetti  
Lupe Aguilera  
Geri Vargas

**3. Public Comments**

Matters under the jurisdiction of the MOVE Board of Directors, and not on the agenda may be addressed by interested parties in the audience at the beginning of the regular agenda. Any member of the audience wishing to address the Board of Directors during the “Public Comments” period shall be permitted to be heard for up to five minutes or at the discretion of the Chair.

**4. Approve Minutes**

**Action:** Approve minutes of December 20, 2022 Board Meeting.

**5. Second Amendment to McGuire contract – Phil McGuire**

**Action:** Approve the Second Amendment to Standard Agreement with McGuire Management Consultancy.

**6. Catholic Charities Update – Phil McGuire**



**7. Performance Updates – Hayley Vieyra**

**8. CEO Report**

**9. Comments by Rosa De León Park, Ex-Officio**

**10. Comments by Board Members**

**11. Information Items**

The following items are for information only  
December 2022 Program Reports

**12. Adjourn**

**Next Scheduled Board Meeting:**

February 21, 2023 1:00 pm

4701 Sisk Road Ste. 201

Modesto, CA 95356

**This meeting will be held in person and on-line via “GoToMeeting” conferencing.**



**DATE:** January 17, 2022  
**TO:** MOVE Board of Directors  
**RE:** Minutes of December 20, 2022

**Agenda Item: 4**

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**Meeting Minutes**

**AGENDA**

**1. Call to Order 1:00 pm**

**2. Roll Call –**

Jenny Kenoyer  
Jeff Lambaren  
Pat Maisetti  
Lupe Aguilera – late arrival  
Geri Vargas

Also present at the meeting were: Phil McGuire, Clint Miller, Brian Henderson, Hayley Vieyra and Laura Coutrakis.

**3. Public Comments**

Matters under the jurisdiction of the MOVE Board of Directors, and not on the agenda may be addressed by interested parties in the audience at the beginning of the regular agenda. Any member of the audience wishing to address the Board of Directors during the "Public Comments" period shall be permitted to be heard for up to five minutes or at the discretion of the Chair.

No public were present at this meeting.

**4. Approve Minutes**

**Action:** Approve minutes of November 15, 2022 Board Meeting.

Motion made by Vice Chair Lambaren to approve minutes of November 15, 2022 Board Meeting, seconded by Director Vargas.

Passed: Unanimous (Director Maisetti abstained.)

**5. Fiscal Year 2021/22 Audited Financial Statements and Independent Auditors' Report – Phil McGuire, Brian Henderson, Hudson Henderson & Company, LLC**

**Action:** Accept the Fiscal Year 2021/22 Audited Financial Statements and the Independent Auditor's Report.



**Discussion:** Brian Henderson of Hudson, Henderson & Company presented findings of the 2021-22 Annual Financial Audit. They issued their audit report on November 1, 2022. It was a clean opinion; they noted no misstatements or adjustments according to the audit. There were no findings or issues. StanCOG asks for TDA and Measure L compliance audit and no deficiencies were noted. It was an altogether clean audit. This year they implemented some changes in the report primarily in format. Next year there may be some changes over leases.

Director Maisetti noted there was a large decrease in cash noted on the report, Clint Miller answered that this was intentional and due to Measure L. MOVE receives funding from TDA (Transportation Development Act) and Measure L taxes. Measure L funds need to be utilized in order to qualify for additional funds.

Motion was made by Director Maisetti seconded by Vice Chair Lambaren to accept the Fiscal Year 2021/22 audited financial statements and the independent auditor's report.

Passed: unanimous

## **6. Finance Report – July through October 2022 – Phil McGuire and Clint Miller**

Phil McGuire introduced the Financial Report by stating that MOVE is currently way underbudget for this year. Which is primarily due to the addition to the budget for three additional staff positions. We have recently hired one of those positions; two of the positions are still vacant so this causes an accumulation of reserves. Clint Miller of Miller Consulting reviewed some highlights of the current financial report. Prepaid expenses noted were for facility rent in our new office building. There are no accounts receivable, this is due to completion of our grant services. We currently have no grant funding coming in to MOVE. The Liabilities on the books comes from unspent Measure L money which has been received but not yet utilized. Measure L funding is always paid in advance, so this causes what shows up as Liabilities on the books.

**Discussion:** Vice Chair Lambaren asked for clarification of Accumulated Depreciation of Fixed Assets. Mr. Miller explained that when we purchase an asset, the value depreciates over the following years. A formula is used to decide the amount of depreciation expected per year and is added to the accumulated depreciation which causes that number to go up over time.

Mr. Miller moved on to the Budget vs. Actuals statement. Pointing out Total Consulting, he indicated that this includes accounting, legal, and management consulting where expenses are incurred periodically. There is a negative expense under employee development, which was created by a refund of training which was issued last year. He also pointed out a change in the reporting of insurance. Previously (last year) we were billed separately for different policies like the Directors and Officers insurance would be billed



separately from general liability insurance, however this year they are invoicing all of the insurances under a umbrella policy which covers everything, so payments are made together under one invoice.

**Discussion:** Director Vargas noticed a lot of money under VOGO not being utilized. Mr. McGuire explained that the VOGO program was a pilot program and has not operated near the level that was expected. It is limited at this time to the Riverbank area.

Mr. McGuire shared that we are about to enter into the Budgeting process for next year, When the budget is prepared, MOVE will be taking the current Catholic Charities in-house. This will substantially affect the FY 24 budget with MOVE expending funds that are currently being expended by Catholic Charities. This and other adjustments will be made in the upcoming budget.

Director Maisetti asked if Catholic Charities is prepared to spend the \$200,000 which has been contracted for them. Mr. McGuire expressed that they are continuing to operate, and they are continuing to bill us monthly. Director Maisetti asked how are we auditing what Catholic Charities is actually doing? Mr. McGuire responded that we received about 82 pages of backup every month along with their billing. So we have a lot of visibility into what they are doing. If we compare the amount of money we are giving them to the rides they are providing, they have not met expectations. This is the principal reason that MOVE will be taking over their transportation program.

## **7. Update regarding Catholic Charities Transition – Phil McGuire**

Mr. McGuire shared that he and Hayley have met with Catholic Charities several times and each time their CEO has been present. So far, they are amicable to the transition of the program to MOVE. We held a meeting with them to go over their daily operations, and to meet with their staff regarding potential employment with MOVE. We explained that we intend to make the transition as smooth as possible and that we intend to make this program better then it was before. Catholic Charities Transportation program was originally designed to be a volunteer driver program. MOVE has had greater success with volunteers than they have. So, we're looking at integrating volunteer forces. Our staff has been very successful at recruiting and maintaining volunteers.

## **8. Performance Updates – Hayley Vieyra**

**Discussion:** Ms. Vieyra shared the monthly performance updates for each of MOVE's programs. Director Vargas asked about how much we pay to BRIDGES clients to reimburse for gas? Mr. McGuire explained that it was previously set at \$0.50 cents per mile, however with this year's increase in gas prices, we had temporarily increased that amount to IRS recommendations. Then with the



decrease in gas costs we lowered it again. The Board has the ability to determine the amount of reimbursement. There is no standard amount determined for this, it is a Board decision and as we go into creating next year's budget we would like the board to weigh in on that. And possibly propose an increase and potentially make a change in the policy.

#### **9. Contract with Marilyn Cole for professional services.**

**Action:** Approve a personal services Standard Agreement with Marilyn Cole and authorize the CEO to undertake any actions necessary to implement the agreement.

**Discussion:** Phil McGuire shared Marilyn Cole's professional background; she has worked with him for over 15 years; she has a lot of familiarity with MOVE and the types of programs we operate; she has developed software to support these processes and her expertise is valuable to us as we are transitioning the Catholic Charities transportation program; she designed the program they are currently using and will be a valuable consultant as we look to make improvements to the program and the software. This contract is simply for consulting on an as needed basis.

Motion made by Director Maisetti seconded by Director Aguilera to approve the personal services Standard Agreement with Marilyn Cole and authorize the CEO to undertake any actions necessary to implement the agreement.

Passed: Unanimous

#### **10. CEO Report**

**Volunteer Appreciation Event** – We had an event last night to celebrate the volunteers. It was a great event which showed the camaraderie our team has with our volunteers. All of them are amazing in their dedication to our programs.

**New MOVE Offices** – The staff did an amazing job getting the MOVE completed in two days. If you have not done so, please take some time to look around the new offices.

**Discussion:** Director Maisetti explained that she has another appointment and would have to leave early. Everyone wished her happy holidays and she left the meeting.

#### **11. Comments by Rosa De León Park, Ex-Officio**

There was no representative of StanCOG present at this meeting.



**12. Comments by Board Members**

There were no comments by any of the Board members at this time.

**13. Information Items**

The following items are for information only  
November 2022 Program Reports

**14. Adjourn to Closed Session 2:38 pm**

**Update regarding the CEO Search – Phil McGuire**

Plan for round one interviews

**15. Adjourn**

**Next Scheduled Board Meeting:**

January 17, 2023 1:00 pm

4701 Sisk Road Ste. 201

Modesto, CA 95356

**This meeting will be held in person and on-line via “GoToMeeting” conferencing.**



**DATE:** January 17, 2023

**TO:** MOVE Board of Directors

**FROM:** Phil McGuire, Interim CEO

**RE:** Consulting Contract Amendment

**Agenda Item: 5**

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**Discussion:**

In October 2022, the MOVE Board entered into an amended agreement with McGuire Management Consultancy for the management of MOVE and conduct of the search for a new Chief Executive Officer. That agreement set the amount not to exceed for FY 2022 – 23 at \$80,000. That estimated contract amount was based upon the tasks that were known to be expected at that time.

Since undertaking the work associated with that Agreement, two additional areas of commitment have become known which are requiring or may require additional commitment on the part of Phil McGuire. The work that has become evident since the commencement of the Agreement involves significantly more management of the existing operation than was anticipated. Upon undertaking the engagement, it became evident that more involvement in current operations was necessary to ensure the smooth fulfillment of day-to-day activities. The additional work that is now anticipated stems from the emerging potential that a new CEO may have little or no transportation experience and thus may require some level of support for a period of time following selection. This latter adjustment may be minimized depending upon the ability of a new CEO to acquire the necessary knowledge of transportation issues and in particular budget issues to effectively manage without assistance.

Given these two circumstances, it is proposed to amend the original agreement a second time to simply add additional funds for the remainder of the current fiscal year. The proposed adjustment is an additional \$30,000. This would allow for completion of the original committed management engagement as well as funds to be available in the event that support for a new CEO is necessary. No other changes to the Agreement are recommended.

**Fiscal Impact:**

This proposed Second Amendment would have the effect of adding a potential additional expenditure of \$30,000 to the current fiscal year. As reported at the December Board meeting, MOVE is operating substantially under budget year to date. Preliminary projections for full year expenditures for FY 23 suggest that MOVE will complete the fiscal year substantially under budget even with the potential additional expenditure for this consulting agreement.





**Recommendation:**

It is recommended that the MOVE Board of Directors:

Approve the Second Amendment to Standard Agreement with McGuire Management Consultancy.

Attachment:

SECOND AMENDMENT TO STANDARD AGREEMENT with McGuire Management Consultancy.

## **MOVE Stanislaus Transportation**

### **SECOND AMENDMENT TO STANDARD AGREEMENT**

THIS SECOND AMENDMENT TO STANDARD AGREEMENT, is made and entered into this 17th day of January, 2023, at Modesto, California, by and between MOVE Stanislaus Transportation, a non-profit corporation (hereinafter "MOVE"), and McGuire Management Consultancy, a California sole proprietorship (hereinafter "Contractor").

The Parties agree to Amend the FIRST AMENDMENT TO STANDARD AGREEMENT regarding the following specific provisions:

#### **RECITALS:**

1. Contractor represents that it is uniquely qualified to serve as interim Chief Executive Officer (CEO) based upon extensive CEO experience; and,
2. Contractor is uniquely qualified to conduct a recruitment process to select a permanent CEO for MOVE as part of the duties of serving as CEO; and,
3. Contractor support following selection of a new Chief Executive Officer may be necessary to ensure a smooth transition to attaining full technical capability,

NOW, THEREFORE, the parties agree as follows:

5. Consideration: The total sum billed under this Agreement shall not exceed the amount of \$25,000 in Fiscal Year 2019/20, \$26,000 in Fiscal Year 2020/21, \$27,000 in Fiscal Year 2021/22 including all costs, overhead, and fixed fee expense up to the specified amount, shall constitute full and complete compensation for Contractor's services. The extensions shall be exercised. The sum billed shall not exceed \$110,000 in Fiscal Year 2022/23 and \$29,000 in Fiscal Year 2023/24. MOVE shall pay Contractor for services rendered pursuant to this Agreement in accordance with the provisions contained in Exhibit "A." The payments specified in Exhibit "A" shall be the only payments made to Contractor for the services rendered pursuant to this Agreement unless otherwise agreed to by both parties in writing. All direct costs billed shall be specifically identified. Any travel costs shall not exceed the mileage rates established by the IRS.

IN WITNESS WHEREOF, THE PARTIES HAVE ENTERED INTO THIS AGREEMENT AS OF THE DATE HEREIN ABOVE APPEARING:

**MOVE STANISLAUS TRANSPORTATION, Inc.**

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Jenny Kenoyer, MOVE Board of Directors Chair

**MCGUIRE MANAGEMENT CONSULTANCY**

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Philip McGuire, McGuire Management Consultancy

# BRIDGES VOLUNTEER DRIVER PERFORMANCE RECORD : Year 11 : July 2022 - June 2023

	July	Aug	Sept	Oct	Nov	Dec	Jan	Feb	Mar	April	May	June	Total
<b>Ridership Statistics</b>													
# of One Way Trips	2,288	2,360	2,183	2,410	2,076								11,312
# Miles of Service Provided	17,801	19,711	18,329	20,328	17,827								93,996
# of Drivers	111	103	99	108	108								529
# of Riders for the month	95	94	90	88	88								91
# of Service Hours	550	598	548	598	537								2,831
Avg. Reimbursement Per Trip	\$4.55	\$4.18	\$4.20	\$4.22	\$4.29								\$4.29
Reimbursement	\$10,413	\$9,855	\$9,164	\$10,164	\$8,914								\$ 48,510.42
<b>Trip Purposes</b>													
Medical	582	662	640	659	594								3,137
Grocery/RX	806	783	817	880	772								4,058
Life Trips	900	915	726	871	710								4,122
<b>Demographic Information on active rider</b>													
Senior 55+ / Disabled	143	186	188	191	195								903
Disabled under 55	81	49	48	50	48								276
<b>Data Entry</b>													
Online	18	20	22	22	22								104
Manually by staff	77	74	68	66	66								351
<b>New applicants</b>													
Active	224	235	236	241	243								1,179
Added new	5	8	13	5	8								37
Denied	0	1	0	2	0								3
Deactivated	0	2	2	1	1								6
Recertified	0	17	22	14	15								68



## PASS PERFORMANCE REPORT 22/23

	July	Aug	Sept	Oct	Nov	Dec	Jan	Feb	Mar	April	May	June	Total
<b>StanRTA</b>													
Half Fare (\$1.00)	48.00	39.00	81.00	210.00	378.00	450.00	0.00	0.00	0.00	0.00	0.00	0.00	1,206.00
Day Pass (\$2.00)	0.00	41.00	150.00	201.00	287.00	350.00	0.00	0.00	0.00	0.00	0.00	0.00	1,029.00
ADA Tickets (\$2.50)	60.00	114.00	155.00	183.00	138.00	166.00	0.00	0.00	0.00	0.00	0.00	0.00	816.00
<b>Total Cost for StanRTA</b>	\$ 198.00	\$ 365.00	\$ 618.50	\$ 868.50	\$ 1,010.00	\$ 1,215.00	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ 4,275.00
<b>Turlock Transit</b>													
Half Fare \$1.00)	9	0	5	50	0	0	0	0	0	0	0	0	64
\$ 10.00 card (ADA and Fix Route)	3	0	6	0	0	0	0	0	0	0	0	0	9
\$5.00 card (ADA and Fix Route)	0	0	0	0	0	0	0	0	0	0	0	0	0
<b>Total Cost for Turlock</b>	\$ 39.00	\$ -	\$ 65.00	\$ 50.00	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ 154.00
<b>Salvation Army ( StanRTA )</b>													
Day Pass ( \$2.00)	0	0	0	450	148	0	0	0	0	0	0	0	598
ADA Tickets (\$2.50)	0	0	0	0	6	0	0	0	0	0	0	0	6
<b>Total for Salvation Army</b>	\$ -	\$ -	\$ -	\$ 900.00	\$ 311.00	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ 1,211.00
<b>VTOP with VSO County (StanRTA only at this time)</b>													
Day Pass (\$2.00)	0	0	0	0	0	0	0	0	0	0	0	0	0
ADA Tickets (\$2.50)	0	0	0	0	0	0	0	0	0	0	0	0	0
Senior Disabled 31 day passes (\$20)	0	0	0	0	10	0	0	0	0	0	0	0	10
31 day passes ( \$ 40)	0	0	0	0	5	0	0	0	0	0	0	0	5
<b>Cost for the month</b>	\$ -	\$ -	\$ -	\$ -	\$ 400.00	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ 400.00
<b>Main Travel Purpose for PASS Program</b>													
Employment, Medical, Life Trips	Medical	Medical	Medical	Life Trips	Medical	Medical							Medical
<b>Highest Travel Area(s)</b>													
Main Service Area	Modesto	Modesto	Modesto	Modesto	Modesto	Modesto							Modesto
<b>Outreach</b>													
Targeted Outreach	4	3	3	3	2	7							16.17
<b>Statistics</b>													
# of active clients	33	44	70	201	331	401	0	0	0	0	0	0	401
# of discontinued clients	0	0	1	4	7	5	0	0	0	0	0	0	2.83
Total number of tickets provided for PASS Program	120	194	397	1,094	972	966	0	0	0	0	0	0	3,753
Total Cost for program	\$ 237.00	\$ 365.00	\$ 683.50	\$ 1,818.50	\$ 1,721.00	\$ 1,215.00	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	6,040
Average Cost per client	7.18	8.30	9.76	9.05	5.20	3.03	0.00	0.00	0.00	0.00	0.00	0.00	2.00

# VetsVan Summary Report

Month	Service Days	Unique Riders	Unique Drivers	Timesheet Hours	Service Hours	Service Miles	Perf	Canc	No Show	Denials			
										Cap	NE	Vol	SN
TOTAL	123			1472.5	499.71	23,797.62	609	213	6	2	12	22	8
Jul 2022	20	30	11	204	71.40	3,466.84	77	20	0	0	0	0	0
Aug 2022	23	41	9	257.5	85.64	4,098.34	101	29	6	0	0	2	0
Sep 2022	21	33	12	263	78.93	3,688.34	114	48	0	2	0	4	4
Oct 2022	21	40	15	273.5	96.44	4,497.27	134	52	0	0	0	0	2
Nov 2022	19	34	12	256	85.80	4,136.99	100	32	0	0	0	12	2
Dec 2022	19	37	9	218.5	81.50	3,909.84	83	32	0	0	12	4	0

01/11/2023

Page 14 of 16

01/11/2023



# TRAVEL TRAINING, EDUCATION, AND OUTREACH PERFORMANCE RECORD 2022/2023

TRAVEL TRAINING ( Individual)	Jul	Aug	Sept	Oct	Nov	Dec	Jan	Feb	Mar	April	May	June	Total
Successfully Trainings	4	5	15	14	12	7							57
Unsuccessful Trainings	0	0	0	0	0	0							0
Continued	3	13	19	5	3	3							46
PARATransit													
ADA Certified Eligible	4	3	4	2	2	3							18
Non-ADA Eligible	0	2	11	12	10	4							39
TRANSIT AGENCIES AND COST AVOIDANCE													
THE S (StanRTA)													
# of participants trained	4	5	15	10	12	5							51
Estimated # of trips monthly	85	128	269	113	80	55							730
*Estimated Value of Trips avoided Monthly	\$5,996	\$9,029	\$18,975	\$7,971	\$5,643	\$3,880							\$51,494
Cost Avoidance for remainder of fiscal year	\$71,951	\$99,320	\$189,753	\$71,739	\$50,789	\$27,158							\$510,710
Turlock Transit													
#of participants trained	1	0	28	4	0	2							35
Estimated # of trips monthly	4	0	112	53	0	20							189
Estimated Value of Trips avoided Monthly	\$360	\$0	\$10,080	\$4,770	\$0	\$1,800							\$17,010
Cost Avoidance for remainder of fiscal year	\$32,400	\$0	\$100,800	\$42,930	\$0	\$12,600							\$188,730
COST AVOIDANCE SUMMARY (ALL AGENCIES)													
Total number of participants trained	4	5	15	14	12	7							57
Estimated Trips Avoided Monthly	89	128	381	166	80	75							919
Estimated Trips Avoided Annually	1068	1536	4572	1992	960	900							11,028
Estimated ADA Mthly Cost Avoidance	\$6,356	\$9,029	\$29,055	\$12,741	\$5,643	\$5,680							\$68,594
Accumulative Annual Estimated Cost Avoidance	22-23												\$699,460
HOURS WITH SUCCESSFUL TRAINEES													
Average Direct	15.25	13.80	2.29	5.07	3.06	2.29							7.0
Average In-direct	1.00	1.40	0.42	1.21	1.08	1.00							1.0
GROUP TRAVEL TRAINING/VIRTUAL													
# of sessions	0	0	2	1	2	0							5
# of trainees	0	0	31	8	8	0							47
EDUCATION AND OUTREACH													
Events/Presentations/Agency Contacts	11	6	4	3	2	2							28
# of Contacts	29	219	208	152	16	10							633



## VOGO MANAGEMENT MONTHLY REPORT 22/23

Ridership Statistics		July	Aug	Sept	Oct	Nov	Dec	Jan	Feb	Mar	April	May	June	Total
# of One Way Trips # Miles of Service Provided Average Trip Leg Mileage # of Drivers Available # of Denied Trips Main Trip Denial Reason Avg. Reimbursement Per Trip Reimbursement Total	# of One Way Trips	0	8	10	20	12	17							67
	# Miles of Service Provided	0	93	131	193	145	223							785
	Average Trip Leg Mileage	0	12	13	10	12	13							10
	# of Drivers Available	0	3	3	5	3	3							3
	# of Denied Trips	0	1	0	2	6	6							3
	Main Trip Denial Reason	0	No Volunteer	0	vol illness	holiday	holiday							multi
	Avg. Reimbursement Per Trip	\$0.00	\$5.00	\$8.19	\$6.03	\$7.59	\$8.18							\$5.83
	Reimbursement Total	\$0	\$58	\$82	\$121	\$91	\$139							\$ 490.65
	Trip Purposes	0												
	Medical	0	3	10	12	6	7							38
Main Travel Area	Grocery	0	1	0	0	2	0							3
	Life Trips	0	0	2	4	4	9							19
	Main traveled Area	0	Riverbank	Riverbank	Riverbank	Modesto	Modesto							Riverbank
Outreach														
	Targeted Outreach	8	6	4	3	2	2							4.17
New Riders														
	Applied	0	0	2	2	2	0							6
	Approved	0	0	2	2	2	0							6
New Volunteers														
	Applied	0	1	0	1	0	0							2
	Approved	0	1	0	1	0	0							2
	Discontinued volunteers	0	2	1	0	0	0							3

01/11/2023