

Minutes of the
Fifty Third Meeting of the
Maryland Heritage Areas Authority
Dorchester Center for the Arts
321 High Street
Cambridge MD 21613
October 13, 2011

The fifty third meeting of the Maryland Heritage Areas Authority was held on October 13, 2011 at the Dorchester Center for the Arts, 321 High Street, Cambridge, MD 21613, beginning at approximately 10:15 a.m.

Authority Members/Designees Present: Matthew J. Power, Deputy Secretary, MD Department of Planning (representing Richard E. Hall, Secretary, MD Department of Planning and Chairperson of the Maryland Heritage Area Authority); Marci Ross (representing MD Department of Business & Economic Development Secretary Christian Johansson); Dr. Marty Baker (representing MD Department of Transportation Secretary Beverley Swaim-Staley); Ann Fligsten (Speaker of the House representative); John Fieseler (MD Tourism Development Board representative); John Wilson (representing MD Department of Natural Resources Secretary John R. Griffin); Amy Seitz (representing MD Department of Housing and Community Development Secretary Raymond A. Skinner); Donna Dudley (Public member for Heritage Tourism); Burton Kummerow (recommended by President of the Senate); Emmett V. Jordan (MD Municipal League Representative); Andrea C. Harrison (MD Association of Counties representative); Robert D. Campbell (Governor's Appointee for Historic Preservation Expertise); Roz Racanello (Maryland Coalition of Heritage Areas)

Authority Members/Designees Absent: Donna Ware (recommended by the Speaker of the House); Marcie Taylor-Thoma (representing MD State Department of Education Interim State Superintendent Bernard Sadusky); Vanessa Orlando (representing MD Department of Agriculture Secretary Earl Hance); Wayne E. Clark (recommended by President of the Senate); J. Rodney Little (State Historic Preservation Officer)

Vacancies: Representatives for MD Greenway Commission and MD Higher Education Commission

Staff Present: Bernadette P. Pruitt, Richard Hughes, Jennifer Ruffner, Elizabeth Hughes Shannon Marino

Others Present: Carol Benson (Annapolis, London Town, and South County "Four Rivers" Heritage Area); Jay Parker (Lower Eastern Shore Heritage Area); Mary Ann Lisanti and Brigitte Carty (Lower Susquehanna Heritage Greenway); Deborah Divins-Davis (Stories of the Chesapeake Heritage Area); Amanda Fenstermaker and Linda Cashman (Heart of Chesapeake Country Heritage Area); Aaron Marcavitch (Anacostia Trails Heritage Area); Liz Shatto (Heart of the Civil War Heritage Area); Krassmira Mara (Dorchester County Tourism Staff);

Linda Henry (Board member, Dorchester County Tourism) Mickey Love (Dorchester Center for the Arts); Ronald Mitchell, Shelby Mitchell, Ward Bucher (Historic Easton); Elizabeth Beckley, Tyler Gearheart (Preservation Maryland)

Call to Order

Mr. Power chaired and called the meeting to order at 10:12 a.m. The attendees introduced themselves.

Mr. Power thanked Amanda Fenstermaker, Executive Director of the Heart of the Chesapeake Heritage Area for hosting the MHAA off site meeting that was held in Cambridge at the Dorchester Center for the Arts.

Approval of Minutes for July 7, 2011

Ms. Fligsten offered the following motion:

RESOLVED, that the Authority approves the July 7, 2011, meeting minutes as presented.

The motion was seconded by Mr. Jordan and approved unanimously.

Nominations for Executive Committee Vacancy

At the last meeting, Mr. Power indicated that there is one vacancy (formerly held by Mr. Bruce Reeder) on the Executive Committee. The committee is made up of three members that now include Mr. Power and Mr. Pencek. He asked for nominations to fill the vacancy.

Ms. Dudley offered the following motion:

RESOLVED, that the Mr. Robert D. Campbell is nominated to serve as a member of the Executive Committee of the Maryland Heritage Areas Authority.

The chairman called for discussion, and with no discussion following, the motion was seconded by Mr. Fieseler and approved unanimously.

Management Report

Status of Statewide Heritage Area recognition and certification efforts:

Garrett County Heritage Area Report (R. Hughes)

Mr. Hughes reported that staff have been working with Garrett County and their consultant to address the conditions that were placed on their certification approval at the last MHAA meeting. There were some basic issues like good mapping, as well as some clarification of a few issues, and there were some governance issues about their creation of a heritage area advisory board within the Chamber of Commerce, which is the management entity. The executive committee was delegated final approval, and after the conditions were met, they approved the final certification of the heritage area, which makes the Mountain Maryland Gateway to the West (Garrett County) Heritage Area the 12th Maryland Certified Heritage Area.

Maryland Heritage Areas Authority Financing Fund Report (R. Hughes)

Mr. Hughes reported that as of August 31, 2011, the MHAA financing fund available balance was \$69,281.04 in an interest bearing account. The report was distributed at the meeting. Mr. Hughes indicated that some grants will be closing out at less than the approved amount, and some FY 12 grants were funded at a higher level than what is anticipated to be awarded, so that number will likely go up in the next few months.

FY 2012 Legislative Session Report (M. Power)

Mr. Power stated that as far as the Authority is concerned, there is no direct legislation being put forward. On the MDP side, there are a number of things in the works, including the Septics Task Force, which is looking at last year's septics bill and has a report due out December 1, 2011. MDP has also been the staff arm of the redistricting, so it has been an extremely busy time for the agency.

The Sustainable Growth Commission could come out with legislation. They are looking at revitalization tools and may want to engage the Authority at a future point.

Mr. Power reported that the executive side of the budget has not yet been received, but that the request for funding has been submitted.

Mr. Power asked the other agency representatives to share other items coming out of their agencies for the legislative session.

Mr. Fieseler mentioned the Tourism Tax Codes legislation, which is a formula for future funding for tourism. There is a mechanism that when growth of the tourism tax exceeds 3%, up to \$5 million can go to Maryland tourism development. Based on the FY 11 numbers, the Tourism Board would be eligible to receive \$5 million more. Ms. Ross noted that it is necessary to request a budget enhancement to get the funding – the governor doesn't automatically approve that increase. The money will allow marketing in geographic target markets not normally reached, including New York, Philadelphia and the Southwest), and in mediums not normally utilized, such as television.

Dr. Baker shared that the Blue Ribbon Commission on Transportation Funding is winding up their report, and hopefully there will be legislation addressing transportation funding issues.

Mr. Wilson noted that there are two issues relating to his program, land acquisition. The process that allows the State to legally claim properties with unknown owners is about to sunset, and they are trying to get the authority to claim those properties in perpetuity.

On the local Program Open Space side, there is an issue about funding for indoor versus outdoor facilities, which was discussed in previous sessions, and is back on table for this one.

Mr. Kummerow shared that a meeting of various historical agencies was held, and it was determined that there has to be more education of legislators about the various Maryland Historical Trust funding programs. An Advocacy Day will be held on January 31, 2012.

MHAA Strategic Plan implementation reports (J. Ruffner)

Ms. Ruffner went over the Strategic Plan progress reports, and noted that staff and the heritage area management entities have focused heavily on the development of the five year plan drafts, which are due on December 1.

Mr. Power reminded the group that it has now reached the phase where implementation of the Strategic Plan is critical to the management grants, and to the grants going into the heritage areas, and he emphasized the commitment that has been made to the strategic planning process, and seeing it through.

Ms. Racanello noted that the performance measures are a big stumbling block for the heritage areas, as it is hard to understand how they will be measured, and how data should be gathered. Ms. Shatto agreed, saying the heritage areas have been deferring on the performance measures hoping for more guidance.

Mr. Power stated that the Authority can address those issues, and that there are a host of criteria, which allows for some flexibility – once data is gathered, it will give a better sense of what the meaningful measures are.

Ms. Shatto said the biggest issue is when to begin collecting baseline data and what represents valid ways to collect data. Mr. Power said that the data needs to be measurable and auditable. Ms. Ross said that the Office of Tourism Development would like to be a part of the conversation and help to establish those performance measures. Their concern is that the measurements shouldn't be done by the heritage areas themselves, as that could raise questions, and that instead a mechanism should be found for a more universal way to revise the goals. Mr. Parker stated that he had concerns about one size fits all metrics, as each heritage area is very different from the others. Mr. Power noted that there needs to be a way to measure the heritage areas against each other. The goal is to allow flexibility while at the same time measuring performance and showing the worth of the program.

Mr. Power asked that an interim meeting be held, lead by a coalition designee and Elizabeth Hughes, to work on the issue of performance measures.

Mr. Campbell asked if there was a way on the Quarterly Reports for the heritage areas to provide feedback on why there is not progress in some areas. He noted that it is hard to look at the report and see what is going on – the numbers aren't a good reflection of progress. Ms. Ruffner stated that the reporting tool is an imperfect one, and it does not always reflect the progress being made.

Report on Grants Lifecycle Management Software (J. Ruffner)

Mr. Power reminded the group that MHAA has been working toward the acquisition of a grants lifecycle management software package, which would improve the grants process for the heritage area directors, the applicants and for staff, and that while there have been some delays in getting a request for proposals released, the commitment is still there.

Ms. Ruffner shared that two tracks were taken to acquire the software package. The first was the PORFP process, which involves requesting proposals from State master contractors, a more simplified process than a full RFP. Unfortunately, no suitable vendors were identified in the PORFP process, so now a full RFP process is being pursued.

Update on submission of Match Documentation for FY 2012 Grant Awards (J. Ruffner)

Mr. Power reminded the group that in response to concerns that it was hard to leverage money if MHAA was the last money into project, in the current grant round, grants were awarded even if the match wasn't securely in hand. Grantees were given until October 7, 2011 to document their match.

Ms. Ruffner reported that only two grantees were not able to document their full match by the deadline, and none of the grantees were unable to come up with any match.

Status report on expiration of 10-Year Target Investment Zone (TIZ) authorizations (R. Hughes)

Mr. Power started the discussion by saying that this was an issue that would not be resolved at this meeting. Mr. Hughes stated that the Target Investment Zones, by statute and regulation, expire after 10 years from the date of the first capital grant awarded in the TIZ. A chart of the expiration dates was distributed to the group. The Canal Place TIZ has already expired. As this is a new phase in the process, it was not clear what the next step is – if a TIZ can be reauthorized, or if some different mechanism is required. In consultation with the Attorney General's office, the conclusion was that the statute does not include a mechanism for reauthorization or extension of the 10 year period. In order to renew an existing TIZ that had expired, a new application would need to be made. This can be seen as an opportunity, to really take a close look at the

TIZs, what changes are necessary, how they are defined, and if they are doing what they were intended to do.

Mr. Power stated that the bigger policy issue is that the ten year window was put in place to pick an area, get it up and running, and then let it generate its own private investment – is this original intent how we should continue forward? If TIZs will continue to be reauthorized, do we remove the 10 year window? Do TIZs really last forever? Or do they simply reapply? If a TIZ has only had one grant, is it a success? Mr. Power opened the floor to discussion.

Ms. Seitz stated that the original intent was a good one – that TIZs are an important piece of the program overall, and they have good synergy with Main Street, Arts and Entertainment and Historic District designations. She is interested in knowing why there are 26 TIZs that have not yet been activated, why things didn't happen there yet, and does MHAA need to provide more guidance and direction to those areas?

Mr. Power built on that point, stating that the debate is also about whether TIZs are designed to be created and then the work begins to attract money to it, or is a TIZ created because there is a project to be funded there?

Ms. Racanello noted that originally the entire program had \$1 million, which made it increasingly difficult to fund capital projects, which is one of the reasons it was decided TIZs would be activated when a grant was funded. She pointed out that a non-activated TIZ may have had grants, just not capital grants (or had applied for a capital grant and not received it).

Ms. Hughes shared that often implementation of management plans changes over time, and the five year plans will help to be more realistic guides for what might happen with TIZs. Ms. Seitz said that there should be a process for re-evaluating the TIZs and looking at why some areas were overlooked. Ms. Shatto pointed out that while some TIZs may not have had capital grants yet, the designation has leveraged support from other sources.

Ms. Hughes added that in Plan Maryland, the Growthprint mapping includes TIZs, so the focus shouldn't just be on the role of this program, but also on how they can benefit heritage areas in other venues.

Ms. Ruffner also pointed out that in looking at the role of TIZs, the Authority also needs to clarify their position on exceptions for capital projects located outside TIZs, and whether there is a preference for exceptions, or for more single-site TIZs, or a different way to handle rural sites, trails and other sites that don't fit well into the standard TIZ model.

Action Items

Wye Mills Miller's House: Request to approve amendment to Grant Agreement to change Grantee from Friends of Wye Mill, Inc. to Historic Easton, Inc.

Mr. Power introduced the subject of the Wye Mill Miller's House, and the current request to change the grantee from the Friends of Wye Mill, Inc. to Historic Easton, Inc., noting that while this is a technical change, it is also a substantive change. Mr. Power went over the history of the emergency grant, which was first brought to the Authority in July 2010. Representatives from Preservation Maryland and Historic Easton, Inc. were in attendance and invited to speak.

Mr. Hughes began by saying that the Friends of Wye Mill, Inc. had submitted a statement asking to transfer the grant to Historic Easton, as well as the board minutes from Historic Easton where they approved accepting the grant – both documents were provided to Authority members. He reminded the group that the grant is \$50,000 for acquisition, which requires another \$50,000 in match, 75% of which must be in cash, which will be used for the stabilization of the property. All conditions and components of the scope of work in the original agreement would remain the same, but the entity would change.

Mr. Gearhart thanked the Authority for their patience with the project. The property has been vacant for years, and when it came on the market, there was a fear it would be demolished, so the emergency grant came out of the impetus to stop that. The Miller's House was one of the Endangered Sites for 2010, and is a key resource for the village of Wye Mills.

Ms. Beckley stated that the Friends of Wye Mill were concerned about their capacity moving forward, and Historic Easton was able to step forward. They have a long track record of saving historic properties not just in Easton, but in Talbot County.

The original purchase price of the Miller's House was \$50,000, but because one of the donors for the match was not sure they could make a commitment, the owner agreed to reduce the price to \$44,000, which means they have the complete match in hand. All the other grants received have already been moved to Historic Easton, including \$15,000 from Bartus Trew, \$5,000 from Preservation Maryland, and \$11,500 in private donations and \$1,500 from the Center Foundation. The house is in dire condition, and they are ready to start work as soon as the property is acquired. The building is one of the least altered buildings on the Eastern Shore, built in the late 1750s by Edward Lloyd III.

Ms. Mitchell, President of Historic Easton, stated that the organization has been operating since 1972, and has bought numerous buildings, rehabilitated and resold them. They took on the responsibility for the railroad station in Easton, getting grants to restore, repaint, and install interpretive sign. They have experience handling grants and raising money.

Mr. Wilson stated that while he does not have concerns with Historic Easton taking over the funds, he is concerned that this project came in as an emergency last year, but the house still has not yet been purchased. When it came in as an emergency grant, the Authority was told the

project was ready to go, and that the work needed to be done before winter or the roof would collapse.

Mr. Jordan asked how large a piece of Historic Easton's portfolio the Miller's House would be, and Ms. Mitchell said the emergency stabilization would be a quarter of their work in the coming year.

Ms. Racanello asked if they were working with the Stories of the Chesapeake Heritage Area. Ms. Davis said that Mr. Hughes had been in contact with her and they feel Historic Easton is in a better position to complete the project.

Mr. Kummerow asked what the long term plans and costs for the site were. Mr. Mitchell said that a definitive determination had not yet been made. Wye Mills is underused and under operated in terms of tourism, so the project presents a tremendous opportunity. There will need to be planning and studies, and they plan to meet with the State Highway Administration and the Eastern Shore Land Conservancy to put together a program for Wye Mills in its entirety. Mr. Hughes reminded the group that one of the conditions of the grant is that they have 24 months from the date of acquisition to develop a plan. Ms. Ross noted that they should also work closely with the DMO.

Mr. Campbell asked if the property was in a TIZ, and Mr. Hughes said it had been approved as an exception outside of a TIZ.

Dr. Baker offered the following motion:

RESOLVED, that the Maryland Heritage Area Authority approves the request by the Friends of Wye Mill, Inc. and Historic Easton, Inc., with the support of the Stories of the Chesapeake Heritage Area management entity, to amend the Grant Agreement with Friends of Wye Mill, Inc. dated June 29, 2011 to change the Grantee from the Friends of Wye Mill, Inc. to Historic Easton, Inc. All other terms and conditions of the Grant Agreement shall remain in full force and effect.

The motion was seconded by Ms. Fligsten and approved unanimously.

MHAA Technical Advisory Committee recommendations for revisions to grant review & ranking criteria and evaluation & selection process.

Mr. Power asked the TAC to work through the grant review and ranking criteria and evaluation, to make sure MHAA is funding the best projects, and that the rating, ranking and scoring reflect the work of the Strategic Plan. It is also a goal to have some geographic diversity so there isn't a situation where a heritage area has no funded projects. The TAC was also asked to examine if appropriate weight was given to local management entity rankings. The TAC has had a number of discussions amongst themselves and with the Coalition, and has developed a revised scoring criteria and procedure.

Mr. Hughes indicated that there were two components to the recommendations – seven general recommendations for consideration, and then a draft of the review criteria. He went through the general recommendations, which were distributed to the group.

Mr. Power stated that the idea of the recommendations was to make the process more transparent, to make it more clear what the criteria are, and what the Authority is trying to fund.

Ms. Seitz asked if the intent of Item 4, requiring the submission of an Intent to Apply form, meant that even if you don't submit an Intent to Apply, you can still apply? Mr. Hughes stated that it is different for each heritage area. He noted that one of the items discussed by the TAC is that some heritage areas already provide technical assistance throughout the application process, which can give applicants an advantage that others may not receive, so this item is intended to level the playing field and make it clear that everyone can get technical advice before the final application is submitted.

The group discussed the issue, and agreed that language should be added to make it clear that submission of an Intent to Apply form was not mandatory for full application submittal.

The group discussed the language referring to the local ranking criterion. Ms. Seitz expressed concern that it was important to manage expectations on the weight given to the local ranking. Mr. Campbell pointed out that 20 points out of a total 120 is not a principal criterion, it is a significant criterion, and the group agreed the language should be changed.

Mr. Jordan stated that if an application is not forwarded to the state for review, there needs to be a mechanism to address a good project that just doesn't fit in the local heritage area.

Mr. Jordan also raised the issue of qualitative versus quantitative criteria, stating that the term "numerically-based review" makes it sound like a formula, when there are more subjective measures that may be considered by MHAA as well. Mr. Power stated that there is some subjectivity to applying the numbers. Mr. Hughes noted that the TAC's intent was that the core of the process would be numerical, but not the only thing considered, citing that the heritage areas would provide scores and comments to the TAC. The group discussed, and agreed the language should be changed to make it clear that both qualitative and quantitative criteria would be considered.

Ms. Ruffner went over the proposed review criteria, which were provided to the group.

Mr. Power said that the TAC did a good job coming up with criteria that reflected the discussion, and provided more guidance and transparency. He noted this is an iterative process, and that moving forward, if other issues are raised, changes can be considered to address new issues.

Mr. Campbell stated that he felt the criteria were well done, and asked for some additional discussion to clarify some points.

The group discussed the budget and match criteria, and decided to combine budget and leverage into a single item with a maximum 10 point score.

Ms. Hughes asked if the match requirement that was in place this year, which gave applicants more time to provide proof of match, was going to be in effect again next year. Mr. Power said that would be a topic of discussion at the next meeting.

Mr. Campbell asked if the archaeology, natural resource and education criteria were within the Impact category, or in addition to that. Ms. Ruffner stated they were included in the points for Impact, which will be clarified on the review sheets. Mr. Power noted that this goes back to the strategic planning process, and an effort to encourage these types of projects. He stated that if there ends up being a scenario where there are too many of these types of projects, they can scale back, but that to date there have not been large numbers, particularly of natural resource and archaeology projects.

Ms. Seitz asked about procurement requirements, which Mr. Hughes indicated were in the application. She also asked if TIZs were considered in impact.

Ms. Lisanti asked about the criterion for consistency with local Heritage Area management plans, and whether that should be an eligibility criterion, or something that just is noted to not be consistent. Mr. Power said he gathered the latter; such a project would score poorly enough that it wouldn't be competitive. Ms. Lisanti reiterated that she felt it should be an eligibility criterion, because if the heritage areas go through the planning effort, why waste time on projects that don't meet the goals and objectives.

Ms. Seitz offered the following motion, with the discussed changes to the review criteria:

WHEREAS, the Maryland Heritage Areas Authority's ("Authority") purpose in conducting its grant review, evaluation, and selection process is to ensure the highest and best use of State funds through a process designed to select projects that will best contribute to accomplishing the Goals of the Maryland Heritage Areas Program as presented in the Authority's 2009 Strategic Plan; and,

WHEREAS, the Authority assists Certified Heritage Areas and their partners in carrying out projects that will most effectively accomplish the Goals of the Maryland Heritage Areas Program and the priorities, goals, and objectives outlined in each Certified Heritage Area's ("CHA") Management Plan, 5-Year Plan, and Annual Work Plan;

NOW, THEREFORE, BE IT RESOLVED, that to accomplish these purposes, the Authority approves the adoption of the following recommendations prepared by the Authority's Technical Advisory Committee ("TAC") in consultation with CHA management entities:

- 1. The Authority and the TAC will utilize a quantitative and qualitative, numerically-based review process using defined and publicly-available selection criteria. The**

rankings of grant applications by local CHA management entities will be a significant criterion utilized by the Authority in its grant review process.

- 2. The Authority will define a “Core Set” of qualitative and quantitative grant selection criteria that both the Authority and CHA management entities will utilize in reviewing, evaluating, and selecting grant applications for funding.**
 - a. CHAs may also utilize additional local criteria that take into account the CHA Management Plan, 5-Year Plan, and Annual Work Plan priorities, goals, and objectives.**
- 3. CHAs must provide adequate public notice through website postings, mailings, newsletters, newspaper notices, or other appropriate mechanisms of Authority grant and CHA mini/small-grant opportunities. As part of annual Management Grant Final Reports to the Authority, CHAs will document the steps taken to ensure adequate public notice of grant opportunities.**
- 4. A 2-step grant application process will be utilized by CHAs, as follows:**
 - a. 1st step is submission by applicants of a brief “Intent to Apply” form to the CHA. CHA management entities will provide feedback to applicants on project eligibility, and, for eligible applications, provide technical assistance on how the application may be strengthened, if applicable. CHAs promptly will provide the Authority with a summary list of all submitted Intent to Apply forms.**
 - b. 2nd step is submission by applicants of full grant application forms to CHAs for the CHA’s rating and ranking. An organization may submit an application even if it has not submitted an Intent to Apply form.**
- 5. Upon completion of CHA rating and ranking of all grant applications, CHAs will provide a summary information sheet for each grant application to the Authority that includes the following:**
 - a. Composite CHA scores for each Authority and any local criteria, and any CHA comments for each application that the CHA wishes the Authority to consider.**
 - b. CHAs may decide not to forward some applications to the Authority for its review if the CHA determines the application does not meet the Authority’s grant eligibility requirements and/or a significant number of the Authority’s grant selection criteria. For applications that CHAs choose not to forward to the Authority, a summary information sheet will still be provided to the Authority that includes an explanation of why the**

application was not forwarded. The Authority, at its discretion, may, elect to review applications that the CHA chooses not to forward.

- 6. The Authority will expand its Grant Summary Chart to provide additional information on the criteria and other factors that affected final Authority rating and ranking of applications.**
- 7. Authority staff will provide TAC members with copies of all grant application attachments that are relevant to the rating and ranking process (e.g., resumes of project staff, information on available matching funds, project location maps, capital project plans and specifications, etc.).**

The motion was seconded by Ms. Dudley, and approved unanimously.

Adjourn

The meeting adjourned at 12:21 p.m.

The Business Meeting was followed by a Tour of the Heart Of Chesapeake Country Heritage Area

TOUR AGENDA

- 12:00 p.m. MHAA meeting adjourns, pickup box lunch, board tour bus (lunch on bus).
- 12:30 p.m. Tour bus departs Dorchester Arts Center, Cambridge.
- 1:00 p.m. Arrive Friendship Hall property, Town of East New Market.
Tour of property acquired with MHAA grant assistance (Mayor Caroline Cline).
- 1:45 p.m. Depart East New Market for Town of Vienna.
- 2:15 p.m. Arrive in Town of Vienna for tour of Nanticoke Inn property.
- 3:00 p.m. Board bus, depart for Bucktown.
- 3:30 p.m. Arrive at Bucktown Village Store.
Tour of property restored with MHAA grant assistance, site of Harriet Tubman's first public act of defiance against slavery.
- 4:15 pm. Board bus, depart for return trip to Dorchester Arts Center, Cambridge.
- 4:30 p.m. Arrive Dorchester Arts Center, Cambridge. Tour concluded.