

Village of Buchanan
Mayor & Board of Trustees
Village Board
Organizational Meeting
April 6, 2015

PRESENT:

Mayor Theresa Knickerbocker

Trustees Richard A. Funchion, Nicholas Zachary, Duane M. Jackson and Cesare Pasquale

Village Administrator Kevin Hay

Village Attorney Stephanie V. Porteus

Village Board Secretary Susan F. Matthews

1. PLEDGE OF ALLEGIANCE:

Mayor Knickerbocker opened the meeting at 7:30 PM, welcomed everyone and informed them of the fire regulations and led the Pledge of Allegiance.

2. READ RESULTS OF THE MARCH 18, 2015 VILLAGE ELECTION:

Mayor Knickerbocker read the results (*copy attached*).

3. ADMINISTER OATH OF OFFICE TO NEWLY ELECTED OFFICIALS:

Mayor Knickerbocker administered the Oath of Office to Trustee Duane Jackson. Trustee Jackson introduced Linda Jackson, his wife of 35 years. He said that he was grateful to be here and have another opportunity to serve the Village for another two years.

Trustee Cesare Pasquale's daughter Jasmine administered the Oath of Office to him. He said it was an honor and privilege to be able to serve Buchanan for another two years. He introduced his wife Jackie and daughters Jasmine and Lisa Marie.

Mayor Knickerbocker thanked both Trustees and welcomed them back to the Village Board. She said she has always known Trustee Pasquale by the first name of "Cheech" which is "Frank" in Italian. She thanked Trustee Jackson and said that it has been a pleasure working with him and that she is glad to have him back. She noted that he has gotten more involved with our Historical Society and continues to work with that. She said that he jumps right in and is part of the team here. The Mayor commented that there is a lot of time put in with these positions and not everyone is willing to do that. She thanked Trustee Jackson for being willing to do that. She noted that he was first appointed to the Board by former Mayor Sean Murray. Trustee Jackson

noted that this will be the start of his second term. He completed the unexpired term of former Trustee Jane Hitney after she moved out of state.

Mayor Knickerbocker said that after she was elected Mayor last year, she appointed Trustee Pasquale to fill her remaining one year term as Trustee. She advised that they are not related. She said that the reason why she appointed him last year is because she knew him and that he comes from a very good family. He is a retired police officer and has a good heart. He helped his elderly neighbor for many years and when that person passed away, he had time so she asked him to join the Board.

The Mayor commented that everybody on this Board has a different background. Trustee Jackson is a business owner. Trustee Pasquale is retired from the NYPD. She said that they all come from different backgrounds. She has known him for many years. He has lived in the Village for many years. The Mayor commented that his mother would be very proud of him and she is sure that his father is too. His mother was a lovely woman who passed away a few years back. Trustee Pasquale gave the Mayor an appreciative hug. Mayor Knickerbocker said that they are not really related. Her First Cousin is married to Trustee Pasquale's brother. She joked that as Trustee Zachary would know, with the Greeks everyone is related if you go back enough generations.

4. COMMENTS FROM THE FLOOR (agenda items only):

None

5. APPOINT DEPUTY MAYOR:

Mayor Knickerbocker appointed Trustee Richard Funchion as Deputy Mayor (*copy attached*). She thanked him for accepting that appointment. Trustee Funchion thanked the Mayor for appointing him Deputy Mayor.

6. ASSESSMENT REVIEW BOARD APPOINTMENT:

Mayor Knickerbocker appointed Mr. Brian Neurauter (*copy attached*).

The Mayor advised that we had a death on that board this year and Mr. Neurauter filled that position and did a great job. He is willing to continue in that position.

A MOTION to accept this appointment was made by Trustee Funchion, seconded by Trustee Pasquale with all in favor.

7. MAYOR'S ANNUAL APPOINTMENTS (including Planning and Zoning Board):

Mayor Knickerbocker read the appointments (*copy attached*).

A MOTION to accept these appointments was made by Trustee Funchion, seconded by Trustee Zachary with all in favor.

Mayor Knickerbocker noted that Sal Botiglieri's term was up. He served for many years as Chairman of the Zoning Board. He felt it important that someone else have a turn. He is being reappointed to the Zoning Board and Gary Bell has been appointed to replace him as Chairman. The Mayor thanked him for accepting that position. Mr. Bell commented that a few years ago, in 1993 and 1994, he served with Sal Botiglieri on the Zoning Board. He appreciates his coming back for another term. Mr. Bell said that Mr. Botiglieri has a grasp of the Zoning Book and he is an asset. He wanted to step down as Chairman and asked Mr. Bell to replace him. The Mayor noted that Gary Bell served as a Village Trustee for 16 years and on the Zoning Board for 20 years and also the Planning Board. The Mayor said that Mr. Bell has a wealth of knowledge.

8. APPOINTMENTS TO COMMITTEES:

Mayor Knickerbocker read the appointments (*copy attached*).

Mayor Knickerbocker advised that these are mayoral appointments and no vote is necessary.

9. 15-11 RESOLUTION ESTABLISHING MEETING DATES, ADOPTION OF RULES OF PROCEDURE AND OPEN MEETINGS LAW, SETTING DATES FOR PUBLIC HEARING ON THE TENTATIVE 2015-2016 VILLAGE BUDGET, DESIGNATING VILLAGE DEPOSITORIES, DESIGNATING OFFICAL VILLAGE NEWSPAPER, ESTABLISHING THE MILEAGE ALLOWANCE RATE FOR REIMBURSEMENT, ADOPTING VILLAGE PROCUREMENT POLICY, AND AUTHORIZATION TO ATTEND CONFERENCES AND SEMINARS.

Mayor Knickerbocker read the Resolution (*copy attached*).

A MOTION to adopt this Resolution as presented was made by Trustee Funchion, seconded by Trustee Jackson with all in favor.

Mayor Knickerbocker advised that we will be changing the Village Board meetings to the first Tuesdays of the month. She noted that sometimes there are holidays on a Monday and sometimes things happen over the weekend and we need the extra time to get things together for the Board meeting. She commented that something else that will help us is that some of the Trustees spoke of going to the NYCOM training in the beginning of May. It is on Sunday,

Monday and a half a day Tuesday, so the Board would still be able to come back to have the Village Board meeting on the first Tuesday of May. Trustee Zachary commented that we had rescheduled that meeting for the following week and wanted to confirm that it will now be on the Tuesday. The Mayor advised that was correct. She is a very big proponent of training for anybody in the Village to be up to speed on all the current laws and anything that is happening. The NYCOM training for the Village Board is excellent. There are many different subjects and she always got a lot of information out of there. The Board will be getting ready to do that and advised that whoever on the Board wanted to attend can now plan to do that.

10. COMMENTS FROM THE FLOOR (agenda items only):

None.

11. COMMENTS FROM THE BOARD MEMBERS:

Trustee Zachary thanked Trustees Pasquale and Jackson for serving. He commented that you have to give a lot of yourself whether you are on the Village Board or Planning or Zoning Boards. He commented that a lot of people do not want to be involved. He appreciates that they were willing to step up and welcomes them back.

Trustee Jackson said that he wants to say that it is good to see Gary Bell here. He remembered when he moved here in 1995, one of the first knocks on his door was from Gary Bell. He has been a steadfast neighbor to all and Trustee Jackson thanked him for accepting the appointment.

12. NEW BUSINESS:

Mayor Knickerbocker announced that we would now open a Public Hearing on the Payment In Lieu Of Taxes [PILOT] agreement with Entergy for Indian Point 2 and 3. The Mayor commented that before opening the Public Hearing she wanted to say that we have been working on the Entergy agreement. She wanted it understood that from the beginning, when this started a year ago, we left on the table whether this was going to be a PILOT or if they would be put back on the tax rolls. There was never a decision made from the beginning. The Mayor said that we had a great negotiating team: Village Administrator Kevin Hay, Village Attorney Stephanie Porteus and Trustee Richard Funchion and herself, and toward the end of the negotiations Trustee Zachary was able to join them. We joined in with the Town of Cortlandt and we had Town Attorney Tom Wood. The Mayor commented that we were very lucky to have him. He was there when the first PILOT was done. He had a lot of information. He had dealt with those people before and he was a very good resource. We also joined with the school district and the Verplanck Fire Association. We felt that by having a larger group there was strength in numbers to negotiate the best deal possible. The Mayor commented that we had to make a decision along the way whether it was going to be a PILOT or back on the assessment rolls. We did our due

diligence. We hired Sansouci Associates, an engineering firm. The Mayor noted that before you can put a nuclear power plant on the tax rolls, you have to know how to assess them. We all paid for the expense of speaking with this firm. They gave us an indication of where we were with the negotiations. The Mayor said that we were comfortable after we spoke to them. They told us that there were situations - one of the places being Oswego, NY - where they had been in battle with Entergy for years. Oswego wanted to put Entergy back onto the tax rolls. It was a long and lengthy, expensive process. They are still fighting what they want to be doing. Currently there are over \$3 million dollars just in engineering fees. The Mayor commented that for the Village of Buchanan to go that alone would have bankrupted us. It would have been the end. There was no way we had over \$3 million dollars to do that. We decided that it was in the best interest of the Village to go back to a PILOT. The Mayor commented that it was a long process. There was a lot of back and forth. We are going to have the Public Hearing and anyone who wants to speak after we give all the information is welcome to do so.

What we are going to be getting per year will start at \$2,624,000. It is a 10 year agreement. Each year it will be increased up to 2%. The Mayor noted that the previous PILOT was flat with the money coming in. With this one, we will see an annual increase up to 2% on the amount. The Mayor commented that we are going to go for the best deal possible. She said that after all the information and after they checked with the engineering firm, we all felt that this would be the best way to go and in the best interest of the Village.

The Mayor said that we would now open the Public Hearing on the PILOT program.

a) PUBLIC HEARING: A PUBLIC HEARING ON A RESOLUTION TO AUTHORIZE THE MAYOR TO EXECUTE A PAYMENT IN LIEU OF TAXES AGREEMENT WITH ENTERGY NUCLEAR INDIAN POINT 2 LLC AND ENTERGY NUCLEAR INDIAN POINT 3 LL.

At 8:00 PM a MOTION to open the Public Hearing was made by Trustee Funchion, seconded by Trustee Jackson with all in favor.

Mayor Knickerbocker noted that Village Attorney Porteus was in the negotiations and asked if she wished to make any comments. Village Attorney Porteus said that the Mayor had summed it up. It was a long year. They did the best they could. It was critical to get the expert that we did because when we did we realized how unfamiliar we were with how to negotiate when we did not have a value on a nuclear plant, so when Entergy came in with an offer we would know how to counter and should we counter. She thought that was critical. She commented that spending those few hours and learning that we were in the ball park and going back knowing that we knew what we were talking about gave us some "bite behind our bark". She thinks our team was great. We did the best we could. Personally she thinks that it would have been disastrous to put this on

the assessment rolls because they were so over-assessed. She noted that after this one there is a second part which the Mayor initiated. The PILOT agreement is \$2.64 million. We had a negotiating team with the Town, the County, the school district and the fire district. But we were unique. The Village always felt that we were the host community. Village Attorney Porteus said that going back and forth the other members of the team were ready earlier on to say that we were good. The Village felt that we were not so good. It was Mayor Knickerbocker's idea to suggest a sort of an infrastructure agreement. It would separate us from the others on the team without stepping on toes. We felt that the Village is unique; that we have some really unique infrastructure impact to our water, sewer and lights that the others do not. That opened the door for a separate agreement that will follow the PILOT tonight. It provides for an extra \$250,000 to the Village. It is a quarter million dollars on top of the \$2.6 million. She commented that the Mayor said that we would get the best deal possible and Village Attorney Porteus felt that that really sealed the deal for us. She congratulated Mayor Knickerbocker for doing a great job. Mayor Knickerbocker said that she had a great negotiating team. She said that Trustee Zachary was there also.

Eileen Absenger, 138 Tate Avenue, wanted to know what they meant by "up to 2%" increase. Trustee Zachary advised that the way that it is written it will increase at the amount of the annual New York State tax levy which is a 2% tax cap. But when the State announces the actual tax cap it may be less than 2%. So it will either be the actual tax cap announced by New York State or 2%, whichever is less. If the tax cap is more than 2% in any year or if New York State abandons it, it reverts to 2%.

Ms. Absenger wanted to know when you compare what the tax assessment would have been to what we are actually being given, how close or how far apart it might be percentage-wise without taking into account that you might have to go to court. Trustee Funchion advised that it is not "might have to" go to court. It is "would have to" go to court. Entergy has the same right as any other tax payer to file certiorari. That is what they would do immediately. Ms. Absenger wanted to know if we were to assume that we got the tax certiorari that was filed and we had to lower it, would it be comparable or close. Village Attorney Porteus believes that with the infrastructure agreement we are above what we would have done on a tax certiorari. Entergy filed a tax certiorari in the Town of Cortlandt and valued themselves at \$535 million. We thought that was good. That was the offer that they first made. Village Administrator Hay advised that at \$2.6 million it equates to a number higher than the \$535 million. With the infrastructure on top of that, it is even higher. He believes that we did better than we could have done with a tax certiorari. Ms. Absenger commented that there will be disgruntled residents who will say that we should have gone for this or for that and not accepted it as it is. She wanted to know if there was a way to tell if this was a fair deal and what would have happened if they had filed the tax certiorari.

Trustee Jackson commented that when this started, he and Trustee Funchion were in the camp to put them on the tax rolls. As we went through the whole process we found that the mechanics of that would be that if we did that and started getting in that tax money, we would have to put our legal expenses to the side. Then we were hit with learning that the State permits municipalities to put only so much money into a reserve fund. So it would have been a Catch 22 situation. He and Trustee Funchion thought that was something that should be explored. Then we had the idea of going with the consultant to give it a better footing. Trustee Jackson commented that his feeling had been why should Entergy be different from any other company or commercial entity in the Village?

Ms. Absenger commented that she thinks of Clarkstown across the river in Rockland County where the school district had to bond \$24 million. She commented that if we had to bond anything remotely close to that, we would be dead in the water. The tax payers would be hit terribly. Mayor Knickerbocker advised that is why we hired that engineering firm. They told us at that point what the value would be without us spending a ton of money. They felt that we were within range. The Mayor commented knowing that, she tried to get more. She advised that this year's tax cap is 1.68%. We looked at both sides of the issue. We did not just take what they handed us or wanted to hand us. The Mayor commented that we wanted more and like we said from the beginning, we wanted to get the best deal that we could get.

Gary Bell, Henry Street, wanted to know if Entergy has not gotten an extension on their license then how are they legally able to negotiate these PILOT programs with the school district, the Town and all without a license. He commented that when he had his business, if he did not have a license from the County he would have been shut down. Village Attorney Porteous advised that they have an extension. Trustee Zachary advised that they operate under their previous license as long as there is a negotiation on the new license agreement. It is in the process of being reviewed and is going to get delayed for years. So when their license expires they operate under the previous license for as long as the next license is being held up in the courts. Mayor Knickerbocker advised that there are a lot of things that still have to be negotiated. One of the big things is the DEC and whether they are going to use the mesh wire. There are different things they have to address. Mr. Bell commented that it seems strange to him that a company can operate without a license. The Mayor commented that if they did not allow them to, they would have to shut down. She advised that tomorrow night we will be talking about planning for the future too with our budget.

Reed Outhouse, 241 Westchester Avenue, wanted to know what happens to the agreement if next week they decide to fold. He commented that obviously the reactors and fuel pools and all of that are not going anywhere. He wanted to know if Entergy bails out like they did in another plant do they have to pay off the PILOT or is it discontinued. Village Attorney Porteous advised that it is handled in the PILOT under permanent shut down. She believes that they pay 70% the

first year. Mr. Outhouse wanted to know what would happen if Entergy did a spin off where the plant is going to be decommissioned and they change themselves into a different company. Trustee Zachary advised that it would void the PILOT because that is with Entergy. It is a phase out if they cease operation. He believes it is about 30% per year until after three years when they would pay 10% for as long as they own the property. Village Attorney Porteus added or we can opt out, cancel the PILOT and put them back on the assessment rolls. At that time we would figure out which is the better deal for the Village, either 10% of the PILOT for the remainder of the PILOT term or putting them back on and doing an appraisal again.

At 8:12 PM a MOTION to close the Public Hearing was made by Trustee Funchion, seconded by Trustee Zachary with all in favor.

**b) 15-12 RESOLUTION AUTHORIZING THE MAYOR TO EXECUTE A PAYMENT
IN LIEU OF TAXES AGREEMENT WITH ENTERGY NUCLEAR INDIAN POINT 2
LLC AND ENTERGY NUCLEAR INDIAN POINT 3 LLC.**

Mayor Knickerbocker read the Resolution (*copy attached*).

A MOTION to adopt the Resolution as presented was made by Trustee Funchion, seconded by Trustee Zachary with all in favor.

**c) 15-13 RESOLUTION AUTHORIZING THE MAYOR TO ENTER INTO AN
INFRASTRUCTURE AGREEMENT WITH ENTERGY NUCLEAR INDIAN POINT
2 LLC AND ENTERGY NUCLEAR INDIAN POINT 3 LLC.**

Mayor Knickerbocker read the Resolution (*copy attached*).

Mayor Knickerbocker commented that during the negotiations she kept sitting there and saying we are the host community but we have other impacts. Entergy is our largest water user. They use 48% of our water. That affects our water infrastructure. The Mayor commented that she kept thinking that we should have more because they affect our little village very strongly. We were able to negotiate an addition \$250,000. The Mayor feels that is a pretty good agreement. She advised that with the PILOT and the infrastructure agreement the total additional amount over previous years that we are going to get will be \$714,500. The Mayor advised that tomorrow night we will be talking about the budget and how that money will be used. She hopes a lot of residents come out to that. It is going to be used a lot for infrastructure and things that we just have not had the money to do. This is a positive thing.

A MOTION to adopt the Resolution as read was made by Trustee Funchion, seconded by Trustee Zachary with all in favor.

d) 15-14 RESOLUTION AUTHORIZING THE USE OF A VILLAGE FACILITY.

Mayor Knickerbocker read the Resolution (*copy attached*). She noted that we have the insurances and everything we need for this Resolution.

The Mayor advised that we do this every year. We allow the Little Leagues to use our field on Westchester Avenue behind our highway garage. The Mayor commented that she thinks this is great because we see so many children on the computers and not playing outside. She thinks it is great that Michael Vaccaro and those on the Cortlandt Little League who work with the kids are teaching them how to play baseball. She commented that there is a lot more that you learn when you play sports like team work. The whole Board is definitely behind this. This Saturday, April 11, is Opening Day for the Little League. The Mayor commented that it is cute to see the kids playing.

A MOTION to adopt the Resolution as presented was made by Trustee Funchion, seconded by Trustee Jackson with all in favor.

13. COMMENTS FROM THE FLOOR:

Eileen Absenger, Tate Avenue, wanted to know if anybody is been in touch with the County concerning the full day meeting they held last week about the deer population. It was a discussion for culling the deer population, and controlling reproduction and stopping it from eating all our landscaping. She wanted to know if we can find out what happened in that meeting. Village Administrator Hay will contact the County. Ms. Absenger commented that it was open to the county but it was more for the officials. She commented that Croton has a problem with deer and so do we. Mayor Knickerbocker commented that our deer population seems to be exploding. She commented that she knows that they have to have a place to live too but it seems like they are everywhere. She said that we will try to have an answer for Ms. Absenger at tomorrow's budget hearing.

14. TRUSTEE'S REPORTS:

Trustee Jackson thanked everyone who came out to vote even though there were no contested races. He commented that you always want to have as many people out participating in their civic duties. It was a chilly day on Election Day. He commented that we will continue our municipal record of having people come out and participate.

Trustee Jackson said that the Saint Patrick's Day Parade was fantastic. He thanked everyone for coming out and supporting it. A good time was had by all. He joked that Trustee Zachary should wear the green beard again next year. People missed it this year.

Trustee Jackson reminded that Memorial Day is coming up. The Tri-Village firemen's parade is also coming up this year in September. Buchanan Engine Company will be celebrating their 75th anniversary. He encouraged residents to come out and support them.

Trustee Jackson commented that Spring is here and summer is around the corner. He asked residents to be mindful of the kids on bikes and to have the kids always wear a helmet.

Trustee Funchion thanked Village Administrator Hay and Village Attorney Porteus for the great job they did with the PILOT. A lot of the community does not realize how much work is involved. They did a yeoman's job. He has no doubt that we got the best deal possible. We got the most money possible out of Entergy that we could. He thanked Trustee Zachary and Mayor Knickerbocker for working on the committee. It is very strenuous and you are going up against hardnosed professionals. Our committee did a fantastic job.

Trustee Funchion reported that the Saint Patrick's Day Parade was great. Karen Park and Sheri Jahoda were the heads of the committee. He thanked them. Sheri is moving to Wisconsin. She will be a great loss. She was the one who started the committee after the Village gave up on the parade. It is great to witness how people in our community were so dedicated and put the whole parade together. It was a great day. Mayor Knickerbocker thanked Trustee Funchion for being part of the Saint Patrick's Day Parade Committee. They did a fantastic job. It is always a great day for the Village.

Trustee Zachary wanted to echo Trustee Funchion's thanks to Village Administrator Hay and Village Attorney Porteus for their work on the PILOT Agreement. It was a lot of work and we would not have gotten to this point without them.

Trustee Zachary reported on upcoming events. Buchanan Day will be on September 26. He does not think there will be a committee meeting this month because he will be away for a couple of weeks. We will have a Buchanan Summer Concert Series. There will be four concerts; one each in June, July, August and September. Three of the dates are booked. Something will be in next month's Newsletter. Trustee Zachary commented that he was glad to see the snow gone.

Trustee Pasquale joked that he just returned from Florida and that he brought the good weather back with him. He wanted to follow up on what Trustee Jackson said about everybody coming out and voting. It was the first time he was ever involved in this. He commented that it was nice to see everyone coming out to vote for him. He is looking forward to working with this wonderful crew and promised that he would talk a little more now and to watch out. He thanked everyone again for voting.

15. MAYOR'S REPORT:

Mayor Knickerbocker commented that this has been an unbelievably busy year. There was West Point Partners and joining with the Town to fight that. There were meetings and a lot going on. There was the Spectra Gas Line. We had a press conference last week. Town Supervisor Linda Puglisi held it. There were other public officials there. What we are asking is that FERC reopen the hearing because there are a lot of issues that were not addressed. The Mayor noted that Senators Schumer and Gillebrand and Representative Nita Lowey are now on the band wagon. We are asking for an independent audit and analysis of the project. The Mayor commented that the Village's big points are headed by its being just 450 feet away from the school. There is more information wanted to see what would be the impact on Indian Point. We are hoping that the hearing opens up again. If it does, we will be back doing that. The Mayor commented that between that and West Point Partners, it took a huge amount of time. She is on the task force for both of those. It has taken a tremendous amount of time doing that.

Mayor Knickerbocker reported that the Entergy agreement was very time consuming. There were a lot of meetings. Village Administrator Hay and Village Attorney Porteus did a great job. It took a lot of time and effort. The Mayor commented that they were constantly bouncing things off each other. She knows it was a lot of work and she thanked them both. She thanked Susan Matthews, Secretary to the Village Board. The Mayor commented that we had a lot of late night meetings and she was great. They updated a lot of things in the Code. The union negotiations are still on-going. It is a very timely thing. It takes a lot of time to go back and forth with the negotiations. Trustee Funchion is doing our negotiations and has spent a lot of time doing that with the police contract as well. Trustees Funchion and Pasquale spent a lot of time with that. The Mayor commented that next year we all look forward to doing a lot of positive things with the money we now have for the Village. We are going to discuss it tomorrow night. It is going to be a good year and we will get a lot done and move forward.

Mayor Knickerbocker reported that the Easter Egg hunt was great. It started snowing that morning and we had to hold it at the pavilion. But the bunny rabbit was there and everyone had a good time.

Mayor Knickerbocker reported that tomorrow night is the Budget Hearing. On April 21 there will be an informational meeting to discuss the proposed Senior multi-family affordable housing project. Norma Drummond, Deputy Commissioner of the Westchester County Department of Planning will be here. She will answer questions on affordable housing and Westchester County's affordable housing settlement. A Public Hearing will be scheduled in May for the Senior multi-family housing project because if the Board decides to go forward with this, there will be a special use zoning change.

16. BOARD MEMBER REBUTTALS:

None.

17. EXECUTIVE SESSION (Employee Issues):

At 8:36 PM a MOTION to enter into Executive Session was made by Trustee Funchion, seconded by Trustee Pasquale with all in favor

At 9:38 PM a MOTION to exit Executive Session was made by Trustee Funchion, seconded by Trustee Jackson with all in favor.

Mayor Knickerbocker advised that no monies were spent or decisions made.

18. ADJOURNMENT:

At 9:40 pm a MOTION to adjourn this meeting was made by Trustee Funchion, seconded by Trustee Zachary with all in favor.