Amended and Restated

Chapter 100 Industrial Development Plan "Grand Reserve"

This Amended and Restated Chapter 100 Industrial Development Plan ("The this "Plan") provides information required by State Statute 100.050 and Committee Substitute for Resolution No. 041033. The This Plan supports the issuance of Chapter 100 bonds for Delta Quad Holdings LLC ("Company"), as a business engaged in real estate development pursuant to RSMo 100.710. Ordinance approval of the Chapter 100 Plan also authorizes the City to issue Taxable Industrial Revenue Bonds in an amount not to exceed \$135,000,000. This Plan amends and restates the Chapter 100 Industrial Development Plan approved by Committee Substitute for Ordinance 160163

A. Plan requirements per Missouri State Statute 100.050

1) Project Description

The Grand Reserve Redevelopment Project calls for the redevelopment of the former Federal Reserve Bank of Kansas City tower, along with the rehabilitation of an existing adjacent 150approximately 450-stall parking garage, and a four story Annex Building, all within an area generallycomprising a substantial portion of the block bounded by E. 9th Street on the north, McGee Street on the east, E. 10th Street on the south, and Grand Boulevard on the west in Kansas City, Jackson County, Missouri as more specifically described in the Grand Reserve Tax Increment Financing Plan as amended by the First Amendment to the Grand Reserve Tax Increment Financing Plan (the "TIF Plan"). Capitalized terms used but not defined in this Plan have the same meaning given to such term in the TIF Plan.

The development plan includes (A) the historic rehabilitation and adaptive reuse of the approximately 301,533 square foot, 21- story former Federal Reserve Bank of Kansas City building located at 925 Grand Boulevard into a 301an all-suite approximately 284 room hotel that will include restaurants, meeting and event facilities within Redevelopment Project Area 1 (the "Hotel") and (B) the redevelopment of a four story Annex Building into a 24 room boutique hotel and coffee house, along with an approximately 86,44340,000 square foot datafamily entertainment center (the "FEC") and the rehabilitation of the existing adjacent 150approximately 450-stall parking garage in an area adjacent to (and not within) Redevelopment Project Area 1 (the "Garage") and (C) any and all necessary infrastructure to support Redevelopment Project Area 1.

The Chapter 100 request covers (A) the real property comprising the New Tower-Hotel Parcel, the New Boutique Hotel Parcel, the New Data Center Parcel, the FEC and the New Garage Parcel for a twentyseventeen year term, (B) the personal property used in the Tower-Hotel for a ten year term, and (C) the personal property used in the Boutique Hotel, the Data Center FEC and the Garage for a five year term.

The Chapter 100 request includes an \$112,105,010116,664,102 investment in real property over twentyseventeen years and \$19,566,23126,949,102 investment in personal property for up to ten years. In order to generate a reasonable return on the project as calculated by Springsted, IncorporatedBaker Tilly Municipal Advisors in connection with the consideration of a companion tax increment financing plan, Grand Reservethe TIF Plan, the Company is requesting 100% exemption of the real estate for 2017 years and 100% exemption of certain personal property for 10 years and other personal property for 5 years. There are anticipated to be 263126 new jobs created atwith respect to the locationHotel over the next 5 years with an average wage of approximately \$34,413. 33,929, and 35 new jobs created with respect to the FEC over the next 5 years with an average wage of approximately \$28,571.

The total eostamount of all costs of development of the project is expected to be approximately \$146,622,421.—182,171,333, of which (1) \$153,033,919 represents the total budget of the TIF Redevelopment Project and the rehabilitation of the Garage, (2) \$17,511,995 represents the total budget of the development of the FEC, and (3) \$11,625,419 represents the projected cost of replacement personal property for the Hotel after the fifth year of operations. The City has offered a maximum \$135,000,000 in Ch.Chapter 100 bond issuance to fund the acquisition and redevelopment of real property of the facility and the acquisition and installation of furniture, fixtures and equipment and other business personal property at the facility. The real and personal property purchased with bond proceeds will be owned by the City and leased back to the Company. The Company intends to sublease the FEC premises and the FEC personal property to an affiliate of the Company that will be the operator of the FEC. The bonds will be repaid solely by Delta Quad Holdings LLCthe Company under the terms of the lease agreement.

The project will benefit from ad valorem tax abatement and sales tax exemption on the purchase of personal property. Personal property tax abatement will be for a period of ten years at 100% for all property purchased as a part of Phase 1 (Towerthe Hotel) and for a period of 5 years at 100% for all property purchased as a part of Phase 2 (Data Center and Boutique Hotel)the FEC and the Garage following project commencement. Staff estimates total personal property tax abatement to be \$1,152,0021,583,292 during the tax abatement period. The City's portion of this tax abatement is approximately \$227,970.310,862. Real property taxes will be paid through an annual PILOT of \$277,451,281,617, which is derived from the current (2015) assessed value of the property and 2019 tax levy rates. The City will cooperate with The Company which seeks approvals and certifications required to cause eligible purchases of certain construction materials, furnishings, fixtures and equipment being incorporated into the leasehold estate to be purchased and titled in such a fashion as to be exempt from state and local sales taxes, subject in all respects to approval by the State of Missouri, and solely to the extent permitted by State law. Total sales tax abatement for the project's construction materials is estimated at \$2,470,590.4.628.452 based upon an assumed cost of construction materials purchased of \$53,819,208 as stated on Attachment 3. This estimate is not a guarantee of results, and as noted, sales tax abatement is only available to the extent permitted by State law and is subject to all required approvals by the State of Missouri. The City's portion of the total estimated sales tax abatement is approximately **\$850,652.1,614,576** as stated on Attachment 3.

The Company will be subject to performance standards commensurate with the anticipated investment for this project which will be incorporated into the Lease Agreement.

COST CATEGORIES	TOTAL	COSTS FINANCED WITH]
	AMOUNT	BOND PROCEEDS*	
Real Property	\$ 112,105,010 <u>11</u>	\$ 112,105,010 <u>116,664,102</u>	2) Cost
	<u>6,664,102</u>		Estimat
Personal Property	\$ 19,566,231 <u>15</u> ,	\$ 19,566,231 <u>15,323,683</u>	e
	<u>323,683</u>		
Replacement Personal Property (Yr. 6)	<u>\$11,625,419</u>	\$3,012,215	*Approx
Other	\$ 11,622,421 <u>38</u> ,	<u>N/A</u>	imate;
	<u>558,129</u>		Amount
TOTAL PROJECT COSTS	\$ 143,293,662 <u>18</u>	\$ 131,671,241 135,000,000	s in each
	<u>2,171,333</u>		category

may vary, provided the total project costs financed with bond proceeds do not exceed \$135,000,000

See Attachment 1 for estimated real and personal property investment by year

3) Sources of Funds

SOURCES	AMOUNT
Bond Proceeds	\$135,000,000
Other Financing	\$ 11,622,421 4
_	<u>7,171,333</u>
TOTAL	\$ 146,622,421
	182,171,333

4) Lease/Disposal Terms

The Company, as the City's contractor, will purchase and install personal property on the project site in accordance with the lease agreement. The City shall be the sole owner of the personal property during the lease term. While the personal property is owned by the City and is subject to the lease, the Company's leasehold interest will be exempt from all ad valorem property taxes. The Company will make PILOT payments as described in Section 1. Each item of real property shall be conveyed by the City to the Company on the 2017th anniversary of Thethe Company's first conveyance thereof to the City (or sooner at the Company's option), each item of personal property in the Tower Hotel shall be conveyed by the City to the Company on the 10th anniversary of Thethe Company's first conveyance thereof to the City (or sooner at the Company's option) and each item of personal property in the Data Center, Boutique Hotel or FEC and Garage shall be conveyed by the City to the Company on the 5th anniversary of Thethe Company's first conveyance thereof to the City (or sooner at the Company's option).

5) Affected Taxing Jurisdictions

The following taxing jurisdictions will be affected by this project: Kansas City, Jackson County, Jackson County Mental Health Fund, Development Disabilities Services (EITAS), Kansas City Public Schools, Kansas City Public Library, Metropolitan Community Colleges, Blind Pension Fund, Kansas City Zoological Fund District, and the State of Missouri. The Company will pay PILOTs with respect to the real property annually during the period the real property is exempt

from ad valorem taxes, based upon the prior to the approval of the TIF Plan.	equalized assessed	d value of the real pr	roperty in the year
phor to the approval of the Hr Flan.			

6) a) Equalized Assessed Valuation of Real Property/Personal Property in Project – Before Development

Real Property: \$2,944,000 Personal Property: \$0

b) Equalized Assessed Valuation of <u>Real Property/</u>Personal Property in Project – After Development

Development						
	Real Property					
Year	Market Value	Equalized- Assessed- Value		Year	Market Value	Equalized- Assessed- Value
2016	9,200,000	2,944,000		2028	43,204,181	13,825,338
2017	39,131,358	12,522,035		2029	44,068,265	14,101,845
2018	39,131,358	12,522,035		2030	44,068,265	14,101,845
2019	39,913,985	12,772,475		2031	44,949,630	14,383,882
2020	39,913,985	12,772,475		2032	44,949,630	14,383,882
2021	40,712,265	13,027,925		2033	45,848,623	14,671,559
2022	40,712,265	13,027,925		2034	45,848,623	14,671,559
2023	41,526,510	13,288,483		2035	4 6,765,595	14,964,990
2024	41,526,510	13,288,483		2036	4 6,765,595	14,964,990
2025	42,357,040	13,554,253		2037	47,700,907	15,264,290
2026	42,357,040	13,554,253		2038	47,700,907	15,264,290
2027	43,204,181	13,825,338		2039	48,654,925	15,569,576

	Real Property					
<u>Year</u>	<u>Market</u> <u>Value</u>	Equalized Assessed Value		<u>Year</u>	Market <u>Value</u>	Equalized Assessed Value
1	42,275,000	13,528,000		<u>10</u>	45,759,820	14,643,142
<u>2</u>	42,275,000	13,528,000		<u>11</u>	46,675,016	14,936,005
<u>3</u>	43,120,500	13,798,560		<u>12</u>	46,675,016	14,936,005
<u>4</u>	43,120,500	13,798,560		<u>13</u>	<u>47,608,516</u>	15,234,725
<u>5</u>	43,982,910	14,074,531		<u>14</u>	<u>47,608,516</u>	15,234,725
<u>6</u>	43,982,910	14,074,531		<u>15</u>	48,560,687	15,539,420
<u>7</u>	44,862,568	14,356,022		<u>16</u>	48,560,687	15,539,420
<u>8</u>	44,862,568	14,356,022		<u>17</u>	49,531,900	15,850,208
9	45,759,820	14,643,142				

Personal Property			
		Equalized	
Year	Appraised	Assessed	

	Value	Value	
		33.33 <u>33.3</u> %	
2017 1	13,025,131	4,341,710	
2018 2	9,117,591	3,039,197	
2019 <u>3</u>	6,382,314	2,127,438	
2020 4	3,829,388	1,276,463	
2021 <u>5</u>	1,532,368	510,789	
2022	3,606,166		1,202,055
	2,524,316 <u>9,8</u>	841,439<u>3,2</u>	Starting in year 6,
2023 6	<u>81,606</u>	<u>93,869</u>	appraised values include
	176,021 <u>6,917</u>	589,007 2,3	only personal property in
2024 <u>7</u>	<u>.124</u>	<u>05,708</u>	the Hotel because
	1,060,213 <u>4,8</u>	353,404<u>1,6</u>	exemption for FEC and
2025 <u>8</u>	<u>41,987</u>	<u>13,996</u>	Garage ends in year 5
	424,255 2,905	141,418 <u>96</u>	
2026 9	<u>,192</u>	<u>8,397</u>	
	3,981,498 <u>1,1</u>	1,327,166 <u>3</u>	
2027 <u>10</u>	<u>62,542</u>	<u>87,514</u>	

- 7) 23 Year Cost/Benefit Analysis (50% Fixed Costs)
 - a) City of Kansas City: \$\frac{19,885,153}{40,763,056}\$
 - b) Jackson County: \$4,240,4487,096,753
 - c) Jackson County Mental Health Fund: \$\frac{1,643}{101,126}
 - d) Development Disabilities Services (EITAS): \$4,79169,364
 - e) Kansas City Public Schools: (\$460,165)\$4,851,235
 - f) Kansas City Public Library: \$\frac{30,687}{642,277}\$
 - g) MCC: (\$10,241) \$181,756
 - h) Blind Pension Fund: \$9,503 54,132
 - i) Kansas City Zoological Fund: \$438,148623,697
 - j) State of Missouri: \$25,293,97031,115,454

See Attachment 2 for cost/benefit analysis. Cost Benefit Analysis prepared by Baker Tilly Municipal Advisors dated March 4, 2020 and the Update dated April 16, 2020, both attached as Attachment 2. Amounts above are contained in the April 16, 2020 Update.

8) Anticipated PILOTs and Disposition of Payments

See Attachment 3 for PILOT Schedules.

B. Community Impact Statement Requirements (Resolution No. 041033)

1) Project Integration with FOCUS

The site under consideration is located in the East-Central Core Urbanized Zone a FOCUS Development Priority Zone.

- 2) Cost/Benefit of the Project 23 YEAR ECONOMIC IMPACT (FIXED COSTS 23-year Economic Impact (50% fixed costs)
 - a) City of Kansas City: \$\frac{19,885,153}{40,763,056}\$
 - b) Jackson County: \$4,240,4487,096,753
 - c) Jackson County Mental Health Fund: \$\frac{1,643}{101,126}
 - d) Development Disabilities Services (EITAS): \$4,79169,364
 - e) Kansas City Public Schools: (\$460,165)\$4,851,235
 - f) Kansas City Public Library: \$30,687642,277
 - g) MCC: (\$10,241) \$181,756
 - h) Blind Pension Fund: \$9,503 54,132
 - i) Kansas City Zoological Fund: \$438,148623,697
 - j) State of Missouri: \$<mark>25,293,970</mark>31,115,454

See Attachment 2 for complete cost/benefit analysis. See Cost Benefit Analysis prepared by Baker Tilly Municipal Advisors dated March 4, 2020 and the Update dated April 16, 2020, both attached as Attachment 2. Amounts above are contained in the April 16, 2020 Update.

3) Project Compliance with City Affirmative Action Policies

The Company will comply, and will cause its contractors to comply, with the nondiscrimination and equal employment requirements of the City of Kansas City, Missouri, and with affirmative action in employment requirements applicable to the Project.

4) Other Evaluation Criteria

a) Number of New Jobs/Retained Jobs

The proposed project will result in the creation of 263161 new jobs in Kansas City, MO, comprised of 126 new jobs created with respect to the Hotel and 35 new jobs created with respect to the FEC.

b) Total Amount of Projected Investment

Total investment is approximately \$146,622,421.182,171,333.

c) Average Wage

The average wages for this project are \$34,413; \$33,535 average wage for hotel employees and \$54,545 average wage for data center employees.approximately \$33,929 with respect to the Hotel, which exceeds the \$32,420 national median annual wage for an employee in the traveler accommodation industry. The average wages for this project are approximately \$28,571 with respect to the FEC, which exceeds the \$23,590 Kansas City MSA median annual wage for an employee in the food preparation and serving related occupations.

d) Capability to Attract sales from Outside KCMO

The Grand Reserve <u>project's Hotel and FEC</u> will attract new visitors and spending on datacenter usage to Kansas City, MO resulting in increased sales from outside of KCMO.

e) Financial Strength of the Business

The Developer of the Project is Delta-Quad Holdings, LLC owns and develops real estate. The Developer presently owns the Project site. The Developer intends to lease the entirety of the Project site and the personal property directly from the City. The 301284 room hotelHotel in the 21 story former Federal Reserve tower and the Garage would be operated and managed by a national hotel brand on behalf of the Developer. The 24 room boutique hotel would be managed on behalf of the Developer by an experienced hospitality company that specializes in smaller boutique hotels. The Data Center intendedFEC to be developed under the former Federal Reserve tower and the parking garage to the east (both the real estate and the equipment and other personal property) would be subleased by the Developer to an experienced data center operator.

f) Additional Residents to the Area

The workers are assumed to be part of the existing populations or to reside outside the County and would not contribute to housing starts or residential per-capita costs.

g) Potential for Future Expansion

The Company anticipates additional equipment investments in year 2022, 2027, 2032, and 2037 years 6, 11, 16 and 21 following commencement of operations in conjunction with on-going operations of the facility. Additional growth will be dependent upon the tourism industry overall.

h) Existing versus New Business to the City

The **hotel** and **data center** the FEC are new businesses to Kansas City.

i) General Environmental Impact on the Area

The Company is not aware of any detrimental environmental impact that will result from the proposed project.

j) Use of Federal and State Incentives for the Project

Delta Quad Holdings LLC has been offered incentives estimated in the gross amounts of \$\frac{44,432,622}{42,377,114}\$ in State and Federal Historic Tax Credits (net proceeds based on expected market conditions would be \$\frac{41,320,502}{35,973,461}\$) and \$\frac{\$1,250,088}{(as indicated on Attachment 3) \$1,614,567}\$ in State Sales Tax Exemptions.

k) Evidence of the Need for Chapter 100 Bonds

Chapter 100 was a critical incentive (as evidenced by the financial analysis prepared by Springsted, IncorporatedBaker Tilly Municipal Advisors in connection with the companion tax increment financing planTIF Plan) in the City's ability to attract this company's investment to increasecreate unique lodging and entertainment options in the downtown urban core and to renovate an historic building.

1) Evidence of Support by Affected Taxing Jurisdictions

All taxing jurisdictions will be notified in accordance with Missouri State Statute 100.059. In addition, EDC staff and the applicant will respond to questions regarding the project with the taxing jurisdictions in advance of the City Council hearing.

m) Estimated Impact to Proximate Businesses/Competition in KCMO

The <u>hotel Hotel</u> operations provide hotel stay and <u>more particularly</u> hotel suite service not currently offered in the northeast area of the downtown loop. Furthermore, this product is

rgeting institutional and entertainment users that currently do not have hotel stay options i is area of the downtown loop.	n

ATTACHMENT 1:

ANNUALIZED ESTIMATED ANNUAL REAL AND PERSONAL PROPERTY COST BREAKDOWN

2016	\$112,105,010
2017	\$15,323,683
2018	\$0
2019	\$0
2020	\$0
2021	\$0
2022	\$4,242,548
2023	\$0
2024	\$0
2025	\$0
2026	\$0
2027	\$0

Year 1 (cumulative since property acquisition)	<u>\$87,500,000</u>
Year 2	<u>\$44,487,785</u>
Year 3	<u>\$0</u>
Year 4	<u>\$0</u>
Year 5	<u>\$0</u>
Year 6	<u>\$11,625,419</u>
Year 7	<u>\$0</u>
Year 8	<u>\$0</u>
Year 9	<u>\$0</u>
<u>Year 10</u>	<u>\$0</u>

ATTACHMENT 2:

COST/BENEFIT ANALYSIS

ATTACHMENT 3:

PILOT SCHEDULE

ATTACHMENT 4:

AdvanceKC Analysis (Ordinance No. 140031)

A. Jobs-Based Project Priorities:

Compete for Quality Jobs

- 1) Retained jobs are as valuable as new jobs # New Jobs = $\frac{263.161}{100}$. # Retained Jobs = 0
- 2) Focus on AdvanceKC Target Sectors
 Data Processing, Hosting, and Related Services (518200 NAICS) is an identified subsector within the AdvanceKC "Financial and Technical Services" target sector. The Hotel (721100 NAICS) industry offers and the FEC (713120 NAICS) offer new and unique options for those taking part in institutional and entertainment uses and also directly supports support the convention and tourism industry. The companies support but are not part of AdvanceKC Target Sectors.
- 3) Focus jobs in growth sectors

 According to the Target Sector Analysis that was completed by the City in the fall of 2013, NAICS 5182 experienced a 6.4% decline over the past 5 years in percentage of the local workforce. That has since reversed with a recent recovery/increase of 4.8% over the past two years.

 N/A
- 4) Focus on companies that provide competitive wages for their industry
 - The average wages for this project are \$34,413. Average mean wage for the hotel industry is \$30,060, while the average anticipated wage for hotel jobs in this project is \$33,535 or above the national average. Average mean wage for the data processing is \$75,620, while the average anticipated wage for data center jobs in this project is \$54,545 or below the national average but nationally competitive for the specific jobs offered approximately \$33,929 with respect to the Hotel, which exceeds the \$32,420 national median annual wage for an employee in the traveler accommodation industry. The average wages for this project are approximately \$28,571 with respect to the FEC, which exceeds the \$23,590 Kansas City MSA median annual wage for an employee in the food preparation and serving related occupations.
- 5) Promote comprehensive opportunities for education, skill development and lifelong learning to preserve and enhance Kansas City's workforce

 The Company and the operators/leases have not received reimbursements from the State for Customized Training.

B. Site-Based Project Priorities:

1) Provide incentives for real estate projects to encourage economic, social, and environmental sustainability

This project does not involve any specific sustainability elements.

2) Maintain and develop quality and workforce housing opportunities consistent with market needs of existing and prospective residents $\rm N\!/\!A$

3) Support projects that benefit surrounding neighborhoods

This project creates employment opportunities for residents of Kansas City and maintains existing property values through reinvestment in an existing facility.

4) Support projects that are consistent with City Area Plans and the City's Consolidated Plan

This project is consistent with the City's Area Plan of record for the area – Greater Downtown Area Plan. This is not a housing related project.

- 5) Support early risk takers, especially in City Council priority development areas

 This is an existing facility was originally built in 1921 and has sat vacant for 8 years_

 before the Company proposed this project.
- 6) Target areas of historic underinvestment
 - a. Focus on areas of long term declining property values

 This facility is located within a Distressed Median Family Income Census Tract
 (based upon NMTC eligibility criteria).

 N/A
 - b. **Encourage geographic equity of development patterns** This facility is located within Council District # 4
- 7) Support projects that increase density in the urban core with a greater emphasis within the streetcar corridors

This project does not represent infill development restores commercial activity to a long vacant building of historical significance. The project is located two blocks east from an existing streetcar corridor (Main Street).

C. Fiscal Responsibility Policies:

1) Promote good stewardship of the City's resources.

This project will help to expand the city's current tax base and create jobs. This project is anticipated to generate \$19,885,15340,763,056 in net new public revenues to the City over a ten 23-year period, which could be lost should this facility not be redeveloped.

- 2) Provide incentives for real estate projects only as necessary to fill the financial gap. The Chapter 100 Bond issuance for this project serves to fill a financial gap as indicated in the Financial Analysis ("But-For") included in the Grand Reserve TIF Plan.
- 3) Support pay-as-you-go projects and discourage the use of City debt.

- Ch. 100 bonds are conduit debt and do not involve any guarantees or obligations of the City.
- 4) Super TIF should be used with great discretion and requires the support of a super majority (two-thirds) of the City Council, except when needed to access incentives from other public jurisdictions or to promote quality residential development.

 N/A
- 5) Encourage retail projects that result in capture of net new consumer spending versus substitution of spending from other markets within KCMO.

 N/A
- 6) Limit the use of incentives to reasonable and appropriate project expenses which have a public benefit and are essential to the successful completion of projects.

 Incentives used in this project will be used to increase the city's competitive position in supporting a the information technology industry as well as the convention and tourism industries through the redevelopment of existing historic structures and the purchase of new equipment to be used in the data center operations offering of an all-suite hotel which is appealing to the family tourism market.
- 7) All projects should meet the "but for" test, either financially or competitively or should address the City Council's strategic priorities.

 The Chapter 100 Bond issuance for this project serves to fill a financial gap as indicated in the Financial Analysis ("But-For") included in the associated Grand Reserve TIF Plan.
- 8) Promote a positive fiscal impact on taxing jurisdictions in the use of incentives.

 The cost benefit analysis for this project shows a net positive to the impacted impact to the City of \$19,885,15340,763,056 at the end of the abatement period; mostall other taxing jurisdictions show a net positive as well; two taxing jurisdictions show a net cost, as described in Attachment 2.
- 9) Direct earnings tax incentives are prohibited. N/A
- **10)** The City's incentives should be used to maximize private investment. The abatement for this project will be used for real and personal property.
- 11) Business types ineligible for incentives include: the sale of package liquor* or firearms*, pawn shops, short term loan establishments, gambling, blood/plasma centers, "adult-oriented" businesses, cigarette*/smoke shops and hookah lounges, scrap metal operations, tattoo/piercing parlors, and used car lots.
 - * These business types are only ineligible when the indicated (*) product comprises more than 30% of retail sales or the sales display area (Example: A liquor store would be ineligible but a grocery store that sells liquor would be eligible)

Hotels and Data Center Facilities family amusement centers are eligible business types for these incentives.

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Moved to	0
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Format changed	0
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