

**COUNTY OF CATTARAUGUS
INDUSTRIAL DEVELOPMENT AGENCY**

BOARD MEETING MINUTES

**October 20 2020
CCIDA Offices
Ellicottville, New York
11:15 a.m.**

*** Please note this Board Meeting was conducted via Teleconference due to the Covid-19 Restrictions placed by N.Y.S. ***

Roll Call: -Taken-

Members

Present:

Mr. Thomas Buffamante - Chairman
Mr. Joseph Higgins
Mr. James Snyder
Mr. Brent Driscoll
Mr. Michael Wimer
Mr. John Stahley
Ms. Ginger Schroder

Excused:

CCIDA Staff/Counsel:

Mr. Corey R. Wiktor, Executive Director CCIDA

Mr. George Cregg, Jr. – Legal Counsel, Hodgson Russ
Mr. Christopher Canada – Legal Counsel, Hodgson Russ
Ms. Nadene Zeigler, Esq. - Legal Counsel, Hodgson Russ

Presenters/Guests (Teleconference):

Ms. Crystal Abers – *Catt. County Economic Dev. Planning & Tourism*
Mr. John Thomas – *The Villager Newspaper*

Mr. Rich Yeager – *Olean Area Federal Credit Union*

Mr. Jon Rappe – *CEO, RIC Energy*

Ms. Corina McCandless – *Omni-Navitas Renewables LLC*

Mr. Kevin Loewke - The Loewke Brill Consulting Group
Mr. Jim Loewke - The Loewke Brill Consulting Group

Chairman, Thomas Buffamante called the meeting to order at 11:18 a.m.

A roll call of the Board of Directors of the CCIDA was taken Mr. Buffamante, Mr. Driscoll, Mr. Higgins, Mr. Stahley, Mr. Snyder, Mr. Wimer and Ms. Schroder were present.

APPROVAL OF MINUTES:

A **Motion** was made by Joseph Higgins with a second by Michael Wimer to accept the September 8, 2020 & October 6, 2020 CCIDA Board Minutes as prepared. A Roll Call vote was taken, Mr. Buffamante, Mr. Driscoll, Mr. Higgins, Mr. Snyder, Mr. Wimer, Mr. Stahley, and Ms. Schroder voted yes. **Motion Carried**

New Applications/Projects

(1.) Olean Area Federal Credit Union:

Olean Area Federal Credit Union is asking the CCIDA to consider their application for inducement on a significant investment into the City of Olean. The Credit Union is looking to purchase an existing 20,000 sq. foot (+,-) located on 234 Homer Street which is currently owned by Olean General Hospital and are proposing to convert the building into a “*Back Office Banking Center*” that will house various operations and storage for the Credit Union.

-Total project cost/investment of: \$1,500,000 (+,-).

Mr. Wiktor introduced Mr. Rich Yeager from the Olean Area Federal Credit Union so that he can explain the scope of the project and answer any question that the Board may have. Mr. Yeager thanked the Board for the opportunity to discuss the Olean Area Federal Credit Union project with them. Rich Yeager stated that their current facility has been full to capacity for at least two (2) years and the Credit Union has been actively seeking additional office space in the Olean Area. They just recently were able to negotiate a deal with Olean General Hospital for the building located at 234 Homer Street in Olean, NY. Mr. Yeager said that out of the 20,000 sq. ft. they plan to use approximately 13,000 to house all of the Operations Center out of the new building.

Mr. Yeager also stated that the Credit Union was recently approved to start operations in a few other areas of Cattaraugus County along with Allegany County and into Pennsylvania. Corey Wiktor stated that this is very exciting news for the Credit Union and for Cattaraugus County. This Credit Union has had great growth in the Community in the last few years. The Credit Union has been very helpful to several businesses in the Community and they have filled a much needed niche in the area.

The time frame for this project is to finalize the purchase deal, work on finalizing the blueprints and start the renovations and be operational in third quarter of 2021. They are looking for a 10-year commercial PILOT and sales tax benefit. This property is currently not on the property tax rolls so it will be added onto the tax rolls. This is a great opportunity to help out the Credit Union and retain jobs in the Community.

Mr. Wiktor stated that a new facility is currently under construction in Portville, New York. Wiktor stated that they are looking at purchasing a 20,000 sq. foot building at 234 Homer Street currently being operated by Olean General Hospital. They are looking at renovating this building into a back-office facility for the Olean Area Federal Credit Union. This endeavor will not only retain jobs (28+ full time) it will also have the potential of

additional employees (5/7) over the next 12 months.

RESOLUTIONS:

A Motion was made by James Snyder, seconded by Thomas Buffamante, **RESOLUTION AUTHORIZING THE EXECUTIVE DIRECTOR OF COUNTY OF CATTARAUGUS INDUSTRIAL DEVELOPMENT AGENCY TO HOLD A PUBLIC HEARING REGARDING A PROPOSED PROJECT TO BE UNDERTAKEN FOR THE BENEFIT OF OLEAN AREA FEDERAL CREDIT UNION.** A Roll Call vote was taken, Mr. Buffamante, Mr. Driscoll, Mr. Higgins, Mr. Wimer, Mr. Snyder, and Ms. Schroder voted yes. Mr. Stahley was excused. **Motion Carried.** *(Mr. Buffamante stated that he is a member of the Board of Directors of Olean General Hospital which has agreed to sell the property to the Olean Area Federal Credit Union, however he has no financial interest in the Company or this particular project.)*

A Motion was made by James Snyder, seconded by Ginger Schroder, **RESOLUTION DIRECTING THE EXECUTIVE DIRECTOR OF COUNTY OF CATTARAUGUS INDUSTRIAL DEVELOPMENT AGENCY TO TAKE CERTAIN ACTIONS UNDER ARTICLE 8 OF THE ENVIRONMENTAL CONSERVATION LAW IN CONNECTION WITH A PROPOSED PROJECT TO BE UNDERTAKEN FOR THE BENEFIT OF OLEAN AREA FEDERAL CREDIT UNION.** A Roll Call vote was taken, Mr. Buffamante, Mr. Driscoll, Mr. Higgins, Mr. Wimer, Mr. Snyder, and Ms. Schroder voted yes. Mr. Stahley was excused. **Motion Carried.** *(Mr. Buffamante stated that he is a member of the Board of Directors of Olean General Hospital which has agreed to sell the property to the Olean Area Federal Credit Union, however he has no financial interest in the Company or this particular project.)*

Resolutions from Prior Applications/Projects that are in Process

(#1.) Machias PV, LLC. /RIC:

-Machias PV, LLC had submitted an application to the CCIDA at the July 28, 2020, Board of Directors Meeting regarding their proposed project in Machias, NY. A Public Hearing was held Machias Town Office and also via conference call on **August 25, 2020 at 10:00 AM.** Minutes were included in the Board of Directors packets for Board Members review.

Resolution:

A Motion was made by Ginger Schroder seconded by Joseph Higgins, **RESOLUTION AUTHORIZING EXECUTION OF DOCUMENTS IN CONNECTION WITH A LEASE/LEASEBACK TRANSACTION FOR A PROJECT FOR MACHIAS PV, LLC (THE “COMPANY”).** A Roll Call vote was taken, Mr. Buffamante, Mr. Driscoll, Mr. Higgins, Mr. Wimer, Mr. Snyder, and Ms. Schroder voted yes. Mr. Stahley was excused. **Motion Carried.**

(#2.) GSPP 4474 LOWER BIRCH RUN RD., LLC:

-Omni Navitas Renewables, LLC has asked the CCIDA to change the ownership name from Omni Navitas Renewables to GSPP 4474 Lower Birch Run Rd., LLC. At the time the application was submitted Omni had not found an investor however they have secured an investor to be the ultimate owner of the project and they wanted to be set in its own company name which is GSPP 4474 Lower Birch Run Rd., LLC.

Resolution:

A **Motion** was made by Joseph Higgins, seconded by Brent Driscoll, **RESOLUTION AUTHORIZING THE DESIGNATION OF GSPP LOWER BIRCH RUN RD, LLC AS THE COMPANY WITH RESPECT TO THE OMNI NAVITAS RENEWABLES, LLC PROJECT.** A Roll Call vote was taken, Mr. Buffamante, Mr. Driscoll, Mr. Higgins, Mr. Wimer, Mr. Snyder, and Ms. Schroder voted yes. Mr. Stahley was excused. **Motion Carried.**

Corina McCandless also brought up that Omni-Navitas is working on two (2) other Projects in the Town of Machias. Ms. McCandless stated that the Town has no zoning therefore, Omni-Navitas has requested the CCIDA take the lead agency in the SEQR process. Corina has said that she has sent over the Part I of the SEQR process to Corey and would like to further discuss the possibility of the CCIDA taking the Lead Agency role. One of these projects is a 5 MW project and the other is a 1.75 MW project situated on 31 acres and 17 acres of land respectively. Since this is a unique project Corina would like to discuss these projects further with Corey Wiktor at a later date. Corina from Omni-Navitas mentioned that they do not usually do project in Towns without zoning in place.

Mr. Wiktor stated that the Town of Machias, Town Supervisor had contact him and wanted the CCIDA to take the Lead Agency roll in regards to these two (2) projects. The Town has expressed adamantly that they are not interested in taking the Lead Agency Roll.

Mr. Snyder asked how it affects the CCIDA in regards to taking Lead Agency roll on these Solar Projects. What liability is being placed on the CCIDA by the IDA acting as Lead Agency. Mr. Buffamante asked how long of a liability period would the CCIDA be opening themselves to. Mr. George Cregg, Jr. stated that once the SEQR is approved there is a four (4) month period during which involved agencies can come back in regards to these specific projects.

Ms. Schroder was clear that she feels that Machias should be the one to be Lead Agency for the two (2) projects being discussed. The Town of Machias would be getting the benefits from the Projects being in their Town and Ms. Schroder suggested that the Town pass Solar Laws governing these type of projects as various other Towns have done.

It was decided to table this discussion to a later date by calling for an Executive Session or setting up a Special Meeting to discuss only Solar Projects.

Presentation from Loewke Brill Consulting Group – Mr. Kevin Loewke & Mr. Jim Loewke

Mr. Wiktor next introduced Loewke Brill Consulting Group with Mike and Jim Loewke and Chris Maren. This firm is closely associated with NYSEDC and have made several presentations at EDC meetings. The main goal is to see who the projects are using for General Contractors and what local labor is being used, where the materials are being purchased. The Loewke Brill has several IDA's as clients.

Mr. Mike Loewke stated that the IDA's that they work with are charging back the developer for the cost of their services at the end of the project. Mr. Buffamante also asked if Loewke Brill would be able to monitor job retention/creation down the road. Mr. Mike Loewke said yes, they could monitor jobs for the IDA as requested.

Mr. Jim Loewke stated that Loewke Brill is a Construction consulting firm that assists with delays, issues on construction and local labor monitoring to name a few. They also provide payroll monitoring services along with many other services provide. Jim Loewke stated that COMIDA in Rochester, NY is very unique as it has 100% Local Labor requirement. Because of this requirement all COMIDA projects are monitored very closely to insure the 100% local labor is being utilized. Mr. Loewke mentioned that some of the IDA's that they have as

clients have 70% – 80% goal of local labor to be used. The firm can issue an exemption if non local labor is significantly less costly, a specialized service is not readily available and non-local contractor provides warranty service the firm will do all the investigating and follow through prior to an exemption being issued. The firm also works with the IDA's to develop their labor policy from start to finish.

Mr. Wiktor mentioned to Loewke Brill that recently the IDA has had \$150M in Solar Projects submitted to our Board. Mr. Wiktor stated that this is a learning curve for our IDA as these types of projects are new to our area. Mr. Wiktor said these projects are not job creating projects however they do have a property tax benefit. Mr. Wiktor asked what the cost would be for Loewke Brill to monitor the Solar Projects.

Mr. Loewke stated that normally they do their pricing on a per project basis. If the IDA would like to hire their firm on a specific project, they could give pricing on that also. Mr. Loewke said the first thing they would do is education, sit down with the project developer and advise what is expected from them from the IDA as far as policies, percentage of local labor usage and after the initial meeting they will schedule a once a month visit unannounced to monitor that the IDA's policies are being adhered to. They will also interview workers on site to make sure that what is being reported is actually what is being done on site. Once a month a report would be submitted to the IDA to say there are the people that were on site, these are the amount that were local and these are the amount that were non-local and that a percentage of X is being maintained at this construction site. Mr. Loewke gave an estimate of \$3,000 - \$3,500 per project.

Mr. Loewke said that when they meet with the general contractors, they also assist the general contractors with locating local labor that will fit their needs. In some cases, they may not have received bids for specific labor/goods that are necessary to complete the project.

The Loewke Brill Consulting Group was formed in 1992 by Peter J. Brill. Peter had a wealth of construction and claim knowledge from his 40+ years of service to the industry. In 1998 Mike Loewke and Peter joined forces. The company expanded its capability in 2003 when Jim Loewke joined the team. Peter Brill passed away in the summer of 2003. Today, partners Mike and Jim Loewke and Chris Maren continue to provide quality service as "The Best Defense in the Construction Industry". They are supported by a staff of talented, highly trained professionals that attend to each project with attention to detail.

Loewke Brill Consulting Group has over 15 years of experience in assisting IDA's (Industrial Development Agencies) across New York State. We have a long history working with Imagine Monroe Powered by COMIDA here in Rochester, New York and have brought our services downstate working with the Orange County IDA. Our firm can do it all for your county: helping to create a local labor policy, enforcing local labor, ensuring that IDA's are properly covered on all jobs. *-Please see copy of presentation along with a copy of the IDA's "Claw-back Policy"*

ELECTION OF OFFICERS: 2021 – COUNTY OF CATTARAUGUS INDUSTRIAL DEVELOPMENT AGENCY

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|-----------------------------------|-------------------------------------|
| <u>Chairman:</u> | <u>Mr. Thomas Buffamante</u> |
| First Vice Chairman: | Mr. Joseph Higgins |
| Secretary: | Mr. James (Joe) Snyder |
| First Assistant Secretary: | Mr. Michael Wimer |
| Treasurer: | Mr. Brent Driscoll |
| Director: | Mr. John Stahley |
| Director: | Mrs. Ginger Schroder |

Audit Committee Members of the CCIDA:

Chairman: Mr. Thomas Buffamante
Member: Mr. Brent Driscoll
Member: Mr. Michael Wimer

Governance Committee Members of the CCIDA:

Chairperson: Mr. Joseph Higgins
Member: Mr. James Snyder
Member: Mr. John Stahley
Member: Mr. Ginger Schroder

Finance Committee: Revenue Bond Issuances:

Chairperson: Mr. Brent Driscoll
Member: Mr. Thomas Buffamante
Member: Mr. Michael Wimer

Mr. Driscoll suggested that a specific date be set up to hold a Governance Committee meeting for some time in September 2021. Mr. Wiktor stated that he would contact Mr. Higgins and schedule a meeting of the Governance Committee prior to the October Board Meeting.

A Motion was made by Mrs. Ginger Schroder to accept the 2021 Slate of Officers for the County of Cattaraugus Industrial Development Agency as proposed, seconded by Mr. Thomas Buffamante. All Board Members were in favor. Mr. Stahley was excused. **Motion-Carried**

A Motion was made by Mr. Joseph Higgins, seconded by Mr. Brent Driscoll to accept the 2021 CCIDA Board Committee members as presented. All Board Members were in favor. Mr. Stahley was excused. **Motion-Carried**

The Proposed 2021 CCIDA Board of Director’s Meeting Schedule has been sent to all Board Members with their packets. If any Board Members has any conflict with a date please send a message to Corey Wiktor and we will try to accommodate any changes to the Schedule.

FINANCIAL REPORT:

September Income was \$7,500.00 from Application fees for the five (5) Solar Projects that we have recently received.

October 2020 Income as of (10/20//20) \$74,219.00 has been received from the closing of the *River Valley Solar* Project in Allegany and \$2,959.00 has been received relating to Sales Tax Letters for *Win Sum Ski Corp.* This equals a total of \$77,178.00 received for the Month of October 2020.

A Motion was made by Thomas Buffamante, seconded by Joseph Higgins to approve the Financial Report for **September 2020** as prepared. A Roll Call vote was taken, Mr. Buffamante, Mr. Driscoll, Mr. Higgins, Mr. Snyder Mr. Wimer, and Ms. Schroder voted yes. Mr. Stahley was excused for business/work related meetings. **Motion Carried**

The Proposed 2021 CCIDA Operating Budget has been submitted to the Cattaraugus County Treasurer for any comments and has also been posted on the CCIDA website prior to October 30th to be in compliance with the Authority Budget Office.

Mr. Buffamante suggested that prior to the preparation of the Budget, going forward he would like to have a Finance Committee meeting so that the Board would have more input in regards to preparing the Budget for the following year.

A Motion was made by Brent Driscoll, seconded by Joseph Higgins to adopt the Proposed 2021 Operating Budget for the CCIDA as presented. A Roll Call vote was taken, Mr. Buffamante, Mr. Driscoll, Mr. Higgins, Mr. Snyder Mr. Wimer, and Ms. Schroder voted yes. Mr. Stahley was excused for business/work related meetings.
Motion Carried

Mr. Wiktor mentioned that we are currently working on closing documents relating to fourteen (14) projects at the current time.

Mr. Wiktor went over the next topic which is the decommissioning of Commercial Solar Projects and also the SEQR Lead Agency Issue that has come up recently on several Solar Projects in Towns with no Zoning.

Mr. Buffamante suggested that a conference call for a separate meeting to discuss the topics of Decommissioning Commercial Solar Projects and also the Restated Eligible Projects Policy. The Restated Eligible Projects Policy was just provided to the CCIDA Board with their packets. Mr. Buffamante would like the Board Members to have ample time to review the revised Policy prior to Final Approval.

Mr. Higgins stated that he worked with the Town of Allegany to put together a Solar Project/Decommissioning Plan for the Town. Mr. Higgins stated that they did a lot of research to finalize the plan and he feels that they came up with a very good plan that would be beneficial for the Town of Allegany, NY.

***Discussion of Decommissioning Commercial Solar Panels (Projects):**

Continued discussion from our last Board meeting on October 6th relating to this topic and possible further requirement in IDA Documents. Please see the included information that was provided to us by Hodgson/Russ LLP as published by NYSERDA.

***Executive Directors Reports:**

-Internal (IDA Meetings/Discussions):

- ✓ Met with Legislator and local developer Don Benson to discuss a variety of topics including various sites in the County for development.
- ✓ Meeting with City of Olean Mayor Aiello regarding various projects and updates that are occurring in the City of Olean.
- ✓ County-wide tour and meetings with Jim Fink from Buffalo Business First. This is a yearly event that coincides with Business First' "Core Development" series which will be featured in an upcoming paper.
- ✓ Attended the WIB Board meeting.

- ✓ Met with a developer who is considering doing an Adaptive Reuse Project in Randolph. More to follow should this proposed project proceed.
- ✓ Met with Mark Storch with Storch Development regarding possible district energy plant to be built in the Olean area, should they locate enough businesses willing to go in on it. More to come as well.
- ✓ Attended the monthly CCBDC Board meetings relating to small business loans within Cattaraugus County.
- ✓ Met with Lisa Worth from Worth Pharmacy to finalize and review her application for submission of her proposed project in the City of Olean.
- ✓ Attended the monthly Olean Business Development Board meetings.
- ✓ Met with Matt Hubacher with Invest Buffalo Niagara with 2 Representatives from Newmark Knight Frank from NYC relating to touring three (3) area buildings and land sites within the County. More to follow on this meeting and tours.
- ✓ Zoom meeting with the Director and President of the Board of Directors with Griffis Sculpture Park to discuss ways the IDA could possibly help and assist them with a few ideas that they are considering for growing their tourism venue.
- ✓ WNY Venture Meeting via Zoom. A very good meeting to learn about area “Angel Investors” in WNY and how we can bring funding to various projects here within Cattaraugus County.
- ✓ Met with Earl Wells with E3 Communications regarding his services and what he provides to area IDA’s. More to come on this.
- ✓ Met with Richard Yaeger with the Olean Area Federal Credit Union to discuss their proposed project and investment into the City & County. More to come on this.
- ✓ Had 2 calls/meetings with Solar Companies who are looking to develop commercial solar projects within Cattaraugus County.
- ✓ Attended to Congressmen Reed’s monthly Zoom meetings.
- ✓ Met with a local developer who is working on putting together a “Workforce Housing Project” in the Ellicottville area. We have met with the development team various times over the past few months, the developer is considering submitting an application to the IDA in December. More to follow on this.
- ✓ Met with Richard Schechter to discuss the proposed Amazon project and also talked about a few additional commercial projects within the County.
- ✓ Attended the monthly CARES, Inc. Board meetings.
- ✓ Met with local contractor to discuss a commercial purchase and renovation of an existing building in the Olean area, more to follow on this. We’ve met twice on this proposed deal.
- ✓ Met with Paul Leone and Dave Mingioa of the Amherst and Lancaster IDA’s to review and discuss our commercial solar PILOT’s and past solar projects to assist them and their IDA’s with the creation of such policies.

- ✓ Met with a local contractor who is working on the purchase and renovation with a local investment team relating to a very large building in the Allegany area who will also be submitting an Adaptive Reuse project to the IDA. Possible December application.
- ✓ Met with local brewer to discuss how their business has been going and to discuss a local investment that they are making into the Region.
- ✓ Met with Krog Group to discuss area and County development and existing projects that they have within Cattaraugus County.
- ✓ We had 5 Public Hearings for 5 solar projects.
- ✓ Met with Carl Calabrese to discuss a fiber optic and Wifi proposal. More to follow.
- ✓ Have met with IBN & ESD regarding a proposed large project, “*Project Block*”. We are actively working on this and getting all requested information to the proposed project developer on a few sites within Cattaraugus County.

-External (Points of Interest relating to the CCIDA):

- ✓ **JCC/Feasibility Study** – Zoom meeting held with JCC and Clean Energy developers in regards to a Feasibility Study on Clean Energy. This Focus Group had the first meeting on October 8, 2020 and the meeting information gained was very informative. At this time additional meetings are being planned in the future.
- ✓ **Manufacturing Summit**: You’re Invited! *Rep. Tom Reed’s 2020 Manufacturing Summit to be held September 29 - October 2, 2020.*
- ✓ **Holiday Valley Job Fair**: Job Fair to be held on October 28 and October 31, 2020 at Holiday Valley for their winter employment plans.
- ✓ **Upper Allegany Health System**: Zoom meeting held on September 21, 2020 with the subject of tackling Covid 19 together. Several other meetings will be held as we continue to venture our way through these uncertain times.
- ✓ **Three County Economic Development**: Richard Zink is holding Zoom meetings in regards to the Economic Development in the area’s three Counties.
- ✓ **WNY Venture Association Forum**: This is a great provider of company pitches, and the ability to see a startup community counterpart. These meetings are held by Zoom and are very informative to our Economic growth.
- ✓ **Intandem Solutions**: Intandem has fun and easy part-time work opportunities available to area works that are looking for employment.
- ✓ **PSC March to Common Ground**: PSC is for Problem Solvers Caucus and their primary objective is to inspire the negotiators to return to the table, and provide an objective, bipartisan framework for discussion.

- ✓ **Business First Article:** “Solar farms are cash crops in rural Western New York Towns”. Leasing out farm land for crops goes for \$125 an acre but solar commands \$1,000 to \$1,200 an acre. Solar deals usually come with 20-year leases. Solar is being viewed in a very favorable light and from a cost analysis it works out well for everyone.
- ✓ **Billings Sheet Metal, Inc.:** September Monthly Market Bulletin for 3rd Quarter & 4th Quarter Predictions 2020.
- ✓ **Farm and Dairy Magazine Article:** “Can solar power save rural America?” Solar development is touted as a win all around. It is not extractive. It is renewable and it allows farmers and landowners new opportunities to make money for their properties. Landowners are being cautious, but it could be a new lease on life for the family farm.
- ✓ **Olean Times Herald article:** “Valley View Dental’s newest team member happy to return home”. Dr. Caleb Holmes is the latest addition to the dental staff at Valley View Dental in Allegany which is under the leadership of Dr. Nicholas Porcello.
- ✓ **Jamestown Post Journal article:** “Wind jobs to out of state workers”. Thank you goes out to Ginger Schroder for sending this to us in regards to Cuomo’s Good Paying Local Jobs Go to Out-Of-State Workers. This is a very interesting article in regards to the construction of Cassadaga Wind Farm that is currently under construction.
- ✓ **Manufacturing Summit Follow-up:** PPP information and farmer assistance that is available.

Adjournment:

A Motion was made by Joseph Higgins seconded by Michael Wimer to adjourn the meeting at 1:20 p.m. All in Favor – Motion Carried.

*** Next CCIDA Board of Directors Meeting: Tuesday December 8, 2020 at 11:15 A.M. at the CCIDA Offices in Ellicottville, N.Y. and via Conference Call**