11.7 EXTENSION OF LEASE AND DEED OF CONTRACT TO BELGRAVIA HEALTH & LEISURE GROUP PTY LTD - LOFTUS RECREATION CENTRE - PORTION LOT 501 (99) LOFTUS STREET, LEEDERVILLE

Attachments:

- 1. Loftus Recreation Centre Profit and Loss Statement Confidential
- 2. Loftus Recreation Centre Loan Statement 31 May 2022
- 3. Loftus Recreation Centre Loan Repayment Schedule
- 4. DRAFT Deed of Extension of Lease Belgravia Leisure Confidential
- 5. Belgravia Leisure Counter Party Credit Report 13 July 2022 Confidential

RECOMMENDATION:

That Council:

- 1. APPROVES an extension to Belgravia Health & Leisure Group Pty Ltd (CAN 005 087 463) of the:
 - 1.1 Deed of Contract, governing the operation and management of the Loftus Centre, for a further five (5) years commencing 1 January 2022 and expiring on 31 December 2027 subject to the following:
 - 1.1.1 The annual fee is reduced by an amount equal to 50% of the annual land tax liability on the lease of the Loftus Recreation Centre;
 - 1.1.2 All other terms and conditions remaining the same.
 - 1.2 Lease (including the Car Parking Licence) for part of the Loftus Centre at Lot 501 (99)
 Loftus Street, Leederville, for a further term of five (5) years commencing 1 January 2022
 and expiring on 31 December 2027 subject to the following:
 - 1.2.1 A repayment plan is agreed in writing with the Chief Executive Officer, for the repayment of the Deferred Amount of \$64,900.72, within the term of this contract;
 - 1.2.2 The Lessor and Lessee to agree an annual program of capital works, to include the allocation of the Loftus Recreation Fund, for the purpose of facilitating venue improvements and capital purchases to assist in maintaining the facility and improving profitability of the Loftus Recreation Centre; and
 - 1.2.3 All other terms and conditions remaining the same.
 - 1.3 AUTHORISES the affixing of the Common Seal of the City of Vincent to the extension of the Deed of Contract and Lease in accordance with the City's Execution of Documents Policy.
 - 1.4 REQUESTS the Chief Executive Officer to:
 - 1.4.1 Prepare a paper for the consideration of Council considering options for the operating model and management agreement of Loftus Recreation Centre, no later than 31 December 2026 and
 - 1.4.2 include the Loftus Recreation Centre Options Paper in the Corporate Business Plan 2022-2026.

PURPOSE OF REPORT:

To consider granting an extension of the Deed of Contract and the Lease (including the Car Parking Licence) to Belgravia Health & Leisure Group Pty Ltd (ACN 005 087 463) (**Belgravia**) over the Loftus Recreation Centre (Loftus Centre).

BACKGROUND:

Belgravia leases part of the Loftus Centre at Lot 501 (99) Loftus Street, Leederville pursuant to a Lease (**Lease**) between Belgravia and the City. At the same time the Lease was entered into, the City and Belgravia executed a Deed of Contract (**Contract**). The Contract runs concurrently with the Lease and governs the operation and management of the Loftus Recreation Centre by Belgravia.

The Loftus Recreation Centre provides multi-court sports and fitness programs that are unique recreation offerings for the Vincent community.

The Lease was for an initial term of 10 years commencing 1 January 2007 and expiring 31 December 2016 (this included a further optional term of 10 years, commencing 1 January 2017 and expiring 31 December 2026).

At its Ordinary Council Meeting on 23 August 2016, Council considered the grant of an extension to the Lease and Contract. The following options were considered by Council at the time:

- 1) Grant the Further Term and execute a Deed of Extension to the Contract and Lease;
- 2) Advise Belgravia that the Further Term will not be granted and the City intends to go back to Tender to test the market; or
- 3) Advise Belgravia that the Further Term will not be granted and the City take over the operation.

Council approved the grant of an extension to the Lease and Contract for a further term of 5 years rather than 10 years, commencing 1 January 2017 and expiring 31 December 2021 citing the development of the Leederville Oval Masterplan for the lesser period. A Deed of Extension of Lease dated 12 November 2018 was subsequently executed by the City and Belgravia.

The Contract includes a profit share arrangement and a loan repayment provision relating to the repayment by Belgravia of the City's \$3 million loan which funded the redevelopment of the Loftus Centre. Pursuant to the Contract, Belgravia is required to make Loan repayments to the City in equal monthly instalments in advance and the City is required to use the Loan repayments to pay off the principal and interest owing by the City under the Loan.

The 2017 Contract renewal of 5 years rather than 10 years means the Contract term and loan repayment term are no longer in alignment.

On 30 June 2020, the COVID-19 Relief and Recovery Committee (Committee) at its Meeting approved a deferral of Belgravia's obligations to pay 27 percent of rent, variable outgoings, sinking fund contributions and Loan repayments for the period between 1 April 2020 and 31 July 2020. The total deferred amount is \$64,900.72 (**Deferred Amount**).

On 8 September 2020, the Committee approved for the CEO to enter into a payment arrangement of equal monthly instalments with Belgravia for the repayment of the Deferred Amount to commence after 1 October 2020 and conclude no later than 31 December 2021. No formal payment arrangements were finalised in respect of the Deferred Amount repayment as the City and Belgravia were in negotiations regarding possible new lease arrangements.

At the Ordinary Council Meeting on 8 February 2022, Council approved a 12-month Contract extension to the Contract Council:

- APPROVES an extension to Belgravia Health & Leisure Group Pty Ltd (ACN 005 087 463) of the:
 - 2.1 Deed of Contract, governing the operation and management of the Loftus Centre, for a further term of 12 months commencing 1 January 2022 and expiring on 31 December 2022 subject to all other terms and conditions remaining the same; and
 - 2.2 Lease (including the Car Parking Licence) for part of the Loftus Centre at Lot 501 (99) Loftus Street, Leederville, for a further term of 12 months commencing 1 January 2022 and expiring on 31 December 2022 subject to all other terms and conditions remaining the same

The Contract extension has not been executed as Belgravia have sought to renegotiate the terms. The Lease is currently in holding over.

DETAILS:

Belgravia advise that they have incurred a loss at Loftus Recreation Centre this financial year and cannot commit to the Contract extension as this would compound those losses. Refer Loftus Recreation Centre Profit and Loss for April 2022, at **Confidential Attachment 1**.

Revised Contract Terms

Belgravia seek an extension of the Contract for a further five (5) years to enable Belgravia sufficient time to make a greater investment in the proposed facility upgrades and recover losses incurred during COVID. They also seek a change to the annual lease fee to recognise the Department of Finance's recent decision to impose land tax on the Lease, and other minor contract variations.

Belgravia Leisure and the City of Vincent's management committee will continue to manage the performance of the Centre and will agree a program for the allocation of the Loftus Recreation Reserve Fund for the purpose of facilitating venue improvements that will assist to increase revenue eg gym equipment upgrades.

Proposed Deed and Contract Variations are detailed at Confidential Attachment 4.

CONSULTATION/ADVERTISING:

This paper includes outcomes from extensive discussions with Belgravia Health and Leisure Group and the management of Beatty Park Leisure Centre.

LEGAL/POLICY:

Clause 4.2 of the Contract provides that the City at its sole discretion may extend the Deed of Contract for a further 10-year term, commencing on 1 January 2017.

Similarly, clause 19.1 of the Lease provides that the City at its sole discretion may extend the Lease for a further 10-year term, commencing on 1 January 2017.

Council is therefore in a position to consider granting an extension of the Contract and Lease for a further 5 years to Belgravia.

RISK MANAGEMENT IMPLICATIONS

Low: It is low risk for Council to grant an extension of the Contract and Lease.

A counter party risk assessment is at Confidential Attachment 5.

Belgravia has demonstrated its capacity in managing the Loftus Centre and performing the requirement under the Lease. In addition, the observance of Belgravia's obligations under the Contract and Lease are supported through guarantee provisions under the Contract and Lease and backed by a bank guarantee.

In the event of a default, and after the application of the guarantee provisions, the primary financial risk for the City is the fulfilment of the Loftus Recreation Centre loan which can be paid if the Centre continues trading under a City management structure. We do not anticipate any significant impact on services in this scenario.

STRATEGIC IMPLICATIONS:

This is in keeping with the City's Strategic Community Plan 2018-2028

Connected Community

Our community facilities and spaces are well known and well used.

Thriving Places

Our physical assets are efficiently and effectively managed and maintained.

Innovative and Accountable

Our resources and assets are planned and managed in an efficient and sustainable manner.

SUSTAINABILITY

This does not contribute to any environmental sustainability outcomes in the *City's Sustainable Environment Strategy 2019-2024*,

PUBLIC HEALTH IMPLICATIONS:

This is in keeping with the following priority health outcomes of the City's Public Health Plan 2020-2025:

Increased physical activity

FINANCIAL/BUDGET IMPLICATIONS:

This lease and contract extension is a fiscally responsible approach to managing the ongoing provisions of services. It facilitates the repayment of the Loftus Recreation Centre loan, Belgravia contributions to the Loftus Recreation Centre Reserve, and improved utilisation of the Loftus Recreation Centre Reserve for the benefit of the venue and its operations.

The contract variation proposes that the Lessor and Lessee contribute a 50% share of land tax applying to the Lease, through an equivalent reduction in the annual fees. Land tax was recently imposed on the Lessee and was unanticipated in the original business case. As the management agreement places constraints on the tenant in their utilisation of the venue, and their ability to maximise profit, it is appropriate that the tax burden is shared between the Lessor and Lessee.

The City will improve the management of Loftus Recreation Centre capital works expenditure which will assist in recouping this expense.

COMMENTS:

Benefits to the Vincent community

The Belgravia Contract and Lease has delivered significant benefits for the City of Vincent and its community.

Over the past 15 years Belgravia has provided a financial return to the City of Vincent of approximately \$7.5m through a combination of loan repayments, lease payments, profit share and contribution to the reserve fund.

Belgravia provide an excellent service. They work collaboratively with the Vincent sport and recreation team and deliver against agree key performance indicators. With the exception of business disruption arising from the impact of COVID-19 on the fitness sector, the contract has achieved the required objectives.

Services are delivered almost entirely without cost to the City of Vincent, other than capital works renewal for the building.

There is a benefit to continuing with the agreement for a further 5 years and honouring the original lease term. This allows Belgravia to trade through the recent challenges, repay their fee deferrals and pay out the remaining Loftus Recreation Centre Loan. Belgravia are better able to implement profit-making business strategies if they have a reasonable period of time remaining on the Contract.

Other Options Considered

Alternative Option 1: Vincent Leisure Model – Loftus Recreation Centre and Beatty Park Leisure Centre

In considering the renewal of the Contract, Administration has worked collaboratively with Belgravia to understand the nature of any actual or perceived competitive conflict between the Loftus Recreation Centre

and Beatty Park Leisure Centre businesses. We have also considered a 'Vincent Leisure Model' where there might be commercial or operating benefits to working more closely together.

In particular these discussions considered:

- Financial impact where do the businesses compete against each other
- Service offering what services are provided at each venue, which market segments do they target, and can they complement each other to deliver a suite of solutions to the Vincent community and each business' customers
- Vincent Leisure model are there opportunities to create a joint membership model that delivers a synergistic uplift in profit across both businesses, either as separate entities or as a joint entity
- Opportunities for back-office efficiency are there ways to save money, improve purchasing power or improve efficiency, by integrating back-office processes.

These discussions have identified potential synergies. However, we believe this is a significant piece of work, and a financial investment is required, to modify systems and processes.

Alternative Option 2: Market Testing the Operational Management Agreement

There is the option for Council to seek expressions of interest (**EOI**) from 3rd parties to market test the Operational Management Agreement more generally. The EOI could also include jointly or separately an Operational Management Agreement for the Beatty Park Leisure Centre.

Alternative Option 3: A further term is not granted and the City take over the operation (Insourcing)

Administration also considered the option of the City taking over the operation of Loftus Recreation Centre (insourcing).

Justification for not considering Alternative Options 1 to 3 at this time

Administration does not believe this is the optimal time to consider Alternative Options 1 to 3, for the following reasons:

- **Legal:** The current contract provides for an extension through to 2027 and this is consistent with the timeframes identified in the original tender.
- **Contract Performance:** There are no performance issues in the management agreement and therefore no compelling reasons to go to market right now, other than to test contestability. The proposal ensures no disruption to existing services to the community.
- **Financial:** The existing arrangement is financially acceptable to the City, as the majority of costs relating to the delivery of services are covered by the Contract. Belgravia Leisure is making a financial contribution to the maintenance of the asset, through their contribution to the Loftus Recreation Centre Reserve. Current inflationary conditions raise the likelihood that market testing the agreement may result in an adverse financial outcome to the City.
- Market Competition: There are no compelling competitive issues in the external market, or between Loftus Recreation Centre and Beatty Park (ie Alternative Option 1) that require immediate attention.
- **Sport and Recreation Facility Planning:** Maintaining the status quo is sensible while the sport and recreation facility plan is being undertaken.
- Repayment of the Loan: Extending this arrangement ensures the Loftus Recreation Centre Loan is repaid during the term of the Contract.
- Capability and Capacity: The City's ability to undertake external market testing or insourcing has been impacted by the response needed to respond to COVID-19.

The COVID-19 pandemic has impacted the sport and recreation sector and the Loftus Recreation Centre is in a period of recovery. Extending the contract allows sufficient time for Belgravia Leisure to recover losses, repay referred amounts, and stabilise the business.

A period of business recovery and stabilisation will improve the likelihood of successfully implementing Alternative Options 2 or 3 at a future date.

Options available for Council

If Council would prefer Alternative Options 2 or 3, the following actions would be required:

- The City would take over the management of the centre, either temporarily (Alternative Option 2) or permanently (Alternative Option 3). Additional staffing and budget would be required to manage the site.
- The City would take on the financial obligation of repaying the Loftus Recreation Centre Loan. This would be funded through revenue generated by continued operations.
- Additional operating costs would be expended in communications, IT system and finance system changes.
- Additional capital expenditure would be incurred, in the range of \$70,000 per annum, in lieu of the reserve fund contribution from Belgravia Leisure Centre.

If Council decided to test the market (Alternative Option 2), funding would be required to appoint an external consultant to develop the brief and support the process.

WESTERN AUSTRALIAN TREASURY CORPORATION

Audit Report

Account - General Facility - Annuity Lending

Client Loan ID	WATC Start Date Trade ID		Maturity Date	Int Rate %	CF¹ D	ebt Outstanding 31 May 22	Interest Paid 01 May 22 to 31 May 22 ²	Accrued Interest 31 May 22	Market Value 31 May 22 ⁴
5	49581	02 Jul 07	01 Jul 27	6.3500	М	1,165,481.36	6,251.20	6,167.34	1,259,804.92
						1,165,481.36	6,251.20	6,167.34	1,259,804.92

(1) The compounding frequency of the loan.
(2) Report does not include premium/ discount payments made on early termination of loans.
(3) Weighted Average Interest Rate is annualised rate.
(4) Market valu

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 Loan No 5
 Loftus Recreation Centre & Belgravia Leisure Centre

 Landing Date Maturity Date Loan Amount Schedule Basis Interest Rate
 02/07/2007

 5 3,000,000.00
 3240 months

 6.35% p.s.
 0.53% effective monthly

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1990 01/05/2023 998,834.27 16,884.26 5,215.04 22,099.30 151.17 22,250. 1991 01/05/2023 934,897.23 17,083.43 5,035.87 22,099.30 151.17 22,250. 1993 01/08/2023 971,744.51 17,153.72 4,945.58 22,099.30 151.17 22,250. 1994 01/08/2023 900,199.02 17,244.49 4,854.81 22,099.30 151.17 22,250. 1996 02/10/2023 886.5435.79 17,427.48 4,671.82 22,099.30 151.17 22,250. 1996 03/11/2023 885.435.79 17,427.48 4,671.82 22,099.30 151.17 22,250. 1996 03/11/2023 887.91 17,427.48 4,671.82 22,099.30 151.17 22,250. 1996 03/11/2023 887.91 17,427.48 4,671.82 22,099.30 151.17 22,250. 1996 03/11/2023 887.91 17,427.44 4,488.89 22,099.30 151.17 22,250. 1996 03/11/2024 830,303.68 17,612.41 4,488.89 22,099.30 151.17 22,250. 1996 03/11/2024 830,303.68 17,612.41 4,488.89 22,099.30 151.17 22,250. 2001 01/03/2024 794.798.77 17,795.30 4,300.00 22,099.30 151.17 22,250. 2001 01/03/2024 794.798.77 17,799.30 4,300.00 22,099.30 151.17 22,250. 2011 01/04/2024 786.817.10 17,988.18 4,111.12 22,099.30 151.17 22,250. 2022 01/05/2024 758.817.10 17,988.18 4,111.12 22,099.30 151.17 22,250. 2033 03/06/2024 736.817.10 17,988.18 4,111.12 22,099.30 151.17 22,250. 2044 01/07/2024 758.817.10 17,988.18 4,111.12 22,099.30 151.17 22,250. 2056 01/08/2024 736.817.14 18,083.38 4,015.49 20,099.30 151.17 22,250. 2056 01/08/2024 736.87 31.18 3,633.19 3,303.37 22,099.30 151.17 22,250. 2056 01/08/2024 736.87 31.18 3,633.19 3,303.37 22,099.30 151.17 22,250. 2056 01/08/2024 648.677.39 15,868.91 3,353.37 22,099.30 151.17 22,250. 2056 01/08/2024 648.677.39 15,868.91 3,353.37 22,099.30 151.17 22,250. 2057 01/08/2024 648.677.39 15,868.91 3,353.37 22,099.30 151.17 22,250. 2059 03/01/2024 648.677.39 15,868.91 3,3								22,250.47
1992 0307/2022 991,680,68 16,973,61 5,125,69 22,099,90 151,17 22,250		01/05/2023			5.215.04			22,250.47
1932 030772023 934,597.23 17,083.43 5,035.87 22,099.30 151.17 22,250 194 010972023 900,199.02 17,244.49 4,854.81 22,099.30 151.17 22,250 196 021072023 882,863.27 17,335.75 4,763.55 22,099.30 151.17 22,250 196 021072023 885,455.79 17,427.48 4,854.81 22,099.30 151.17 22,250 196 021072024 830,303.88 17,612.41 4,466.89 22,099.30 151.17 22,250 188 0220172024 830,303.88 17,612.41 4,466.89 22,099.30 151.17 22,250 198 021072024 812,598.07 17,706.61 4,393.69 22,099.30 151.17 22,250 199 010022024 812,598.07 17,706.61 4,393.69 22,099.30 151.17 22,250 199 010022024 776,905.26 17,893.49 4,205.81 22,099.30 151.17 22,250 1010442024 776,905.26 17,893.49 4,205.81 22,099.30 151.17 22,250 1010442024 776,905.26 17,893.49 4,205.81 22,099.30 151.17 22,250 1010442024 776,905.26 17,893.49 4,205.81 22,099.30 151.17 22,250 1010442024 776,905.26 17,893.49 4,205.81 22,099.30 151.17 22,250 1010442024 776,905.26 17,893.49 4,015.94 22,099.30 151.17 22,250 1010442024 776,905.26 17,893.49 4,015.94 22,099.30 151.17 22,250 1010442024 776,905.26 18,179.05 3,920.26 22,099.30 151.17 22,250 1010442024 740,833.74 18,083.36 4,015.94 22,099.30 151.17 22,250 1010442024 740,833.74 18,083.36 3,920.25 22,099.30 151.17 22,250 1010442024 740,833.74 18,275.25 3,824.05 22,099.30 151.17 22,250 1010442024 666,007.48 18,371.96 3,372.34 22,099.30 151.17 22,250 1010442024 666,007.48 18,371.96 3,372.34 22,099.30 151.17 22,250 1010442024 667,538.30 18,669.19 3,533.39 22,099.30 151.17 22,250 1010442024 667,538.30 18,669.19 3,533.39 22,099.30 151.17 22,250 1010442024 667,538.30 18,669.19 3,533.39 22,099.30 151.17 22,250 12,250 12,250 12,250 12,250 12,250 12,250 12,250 12,250 12,250 12,250 12,250 12	191		951,660.66	16,973.61	5,125.69	22,099.30	151.17	22,250.47
194 01/09/2023 900, 199, 02		03/07/2023		17,063.43		22,099.30	151.17	22,250.47
1986 02/10/20/23 882,683.97 17,335.75 4,763.55 22,099.30 151.17 22,250 197 0111/20/23 887,916.09 17,747.48 4,971.82 22,099.30 151.17 22,250 198 02/01/20/24 830,305.86 17,612.41 4,486.89 22,099.30 151.17 22,250 199 0110/20/24 812,596.07 17,705.61 4,393.69 22,099.30 151.17 22,250 199 0110/20/24 794,798.77 17,799.30 4,300.00 22,099.30 151.17 22,250 1010/20/24 776,005.28 17,863.49 4,205.81 22,099.30 151.17 22,250 1010/20/24 776,005.28 17,863.49 4,205.81 22,099.30 151.17 22,250 1010/20/24 776,005.28 17,863.49 4,205.81 22,099.30 151.17 22,250 1010/20/24 776,005.28 17,863.49 4,205.81 22,099.30 151.17 22,250 1010/20/24 776,005.28 17,863.36 4,015.94 22,099.30 151.17 22,250 1010/20/24 776,005.28 17,863.36 4,015.94 22,099.30 151.17 22,250 1010/20/24 740,833.74 18,083.36 4,015.94 22,099.30 151.17 22,250 1010/20/24 666.007.48 18,371.96 3,920.25 22,099.30 151.17 22,250 1010/20/24 666.007.48 18,371.96 3,727.34 22,099.30 151.17 22,250 1010/20/24 666.007.48 18,371.96 3,727.34 22,099.30 151.17 22,250 1010/20/24 666.007.48 18,371.96 3,727.34 22,099.30 151.17 22,250 1010/20/24 666.007.48 18,371.96 3,727.34 22,099.30 151.17 22,250 1010/20/24 666.007.48 18,371.96 3,727.34 22,099.30 151.17 22,250 1010/20/24 666.007.48 18,371.96 3,727.34 22,099.30 151.17 22,250 1010/20/24 666.007.48 18,371.96 3,727.34 22,099.30 151.17 22,250 1010/20/24 666.007.48 18,566.91 3,533.39 22,099.30 151.17 22,250 1010/20/25 697.679.08 18,666.91 3,533.39 22,099.30 151.17 22,250 1010/20/25 697.679.08 18,666.91 3,533.39 22,099.30 151.17 22,250 12,200.20 1010/20/25 697.679.08 18,666.91 3,533.39 20,099.30 151.17 22,250 12,200.20 12,200.20 12,200.20 12,200.20 12,200.20 12,200.20 12,200.20 12,200.20 12,200.				17,153.72				22,250.47
1986								22,250.47
1986 02/01/20204 830,300,88 17,619.70 4,578.60 22,099.30 151.17 22,250 199 01/02/2024 812,586.07 17,706.61 4,486.89 22,099.30 151.17 22,250 200 01/03/2024 794,798.77 17,799.30 4,300.00 22,099.30 151.17 22,250 201 01/04/2024 776,905.28 17,893.49 4,205.81 22,099.30 151.17 22,250 202 01/05/2024 758,917.10 17,988.18 4,111.12 22,099.30 151.17 22,250 203 0306/2024 740,833.74 18,083.36 4,015.94 22,099.30 151.17 22,250 204 01/07/2024 722,656.69 18,179.05 3,920.25 22,099.30 151.17 22,250 204 01/07/2024 722,656.69 18,179.05 3,920.25 22,099.30 151.17 22,250 205 01/08/2024 704,379.44 18,275.25 3,824.05 22,099.30 151.17 22,250 205 01/08/2024 686,007.48 18,371.96 3,727.34 22,089.30 151.17 22,250 206 02/09/2024 686,007.48 18,371.96 3,727.34 22,089.30 151.17 22,250 209 01/10/2024 667,588.30 18,469.18 3,630.12 22,099.30 151.17 22,250 209 02/12/2024 630.306.23 18,665.16 3,434.14 22,099.30 151.17 22,250 209 02/12/2024 630.306.23 18,665.16 3,434.14 22,099.30 151.17 22,250 210 02/01/2025 532,688.39 18,685.16 3,433.59 22,099.30 151.17 22,250 211 03/02/2025 532,688.39 18,685.16 3,433.69 22,099.30 151.17 22,250 212 03/03/2025 537,316.04 18,863.39 3,355.91 22,099.30 151.17 22,250 213 01/04/2025 534,652.65 19,083.39 3,035.91 22,099.30 151.17 22,250 213 01/04/2025 534,652.65 19,083.39 3,035.91 22,099.30 151.17 22,250 214 01/05/2025 534,652.65 19,083.39 3,035.91 22,099.30 151.17 22,250 215 00/06/2025 534,652.65 19,083.39 3,035.91 22,099.30 151.17 22,250 215 00/06/2025 534,652.65 19,083.39 3,035.91 22,099.30 151.17 22,250 215 00/06/2025 534,652.65 19,083.39 3,035.91 22,099.30 151.17 22,250 215 00/06/2025 334,683.39 19,642.85 2,085.65 2,085.85 2,099.30 151.17 22								
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202		01/04/2024						22,250.47
203 0306/2024 740,833.74 18,083.86 4,015.94 22,099.30 151.17 22,250. 204 0107/2024 704,379.44 18,275.25 3,824.05 22,099.30 151.17 22,250. 205 0206/2024 686,607.48 18,371.96 3,727.34 22,099.30 151.17 22,250. 207 0110/2024 687,538.30 18,469.18 3,630.12 22,089.30 151.17 22,250. 208 01111/2024 648,971.39 18,566.91 3,532.39 22,099.30 151.17 22,250. 209 0212/2024 630,006.23 18,666.16 3,434.14 22,099.30 151.17 22,250. 210 02071/2025 611,542.30 18,763.93 3,355.37 22,099.30 151.17 22,250. 211 03002/2025 592,679.08 18,863.22 3,236.08 22,099.30 151.17 22,250. 212 03003/2025 573,716.04 18,963.04 3,136.26 22,099.30 151.17 22,250. 213 0106/2025 535,883.99 19,164.26 2,935.04 22,099.30 151.17 22,250. 214 0105/2025 535,883.99 19,164.26 2,935.04 22,099.30 151.17 22,250. 215 0206/2025 546,626.65 19,063.39 3,355.91 22,099.30 151.17 22,250. 216 0107/2025 496,656.10 19,367.62 2,731.68 22,099.30 151.17 22,250. 217 01006/2025 4477,384.99 19,164.26 2,935.04 22,099.30 151.17 22,250. 218 01009/2025 477,384.99 19,470.11 2,629.19 22,099.30 151.17 22,250. 219 011100/2025 477,384.99 19,470.11 2,629.19 22,099.30 151.17 22,250. 219 011100/2025 438,135.14 19,676.71 2,425.59 22,099.30 151.17 22,250. 220 03111/2025 398,468.80 19,865.51 2,213.79 22,099.30 151.17 22,250. 221 0111/2026 338,381.54 20,066.52 2,007.78 22,099.30 151.17 22,250. 222 02011/2026 338,381.54 20,066.52 2,007.78 22,099.30 151.17 22,250. 223 02010/2026 337,868.91 20,039.77 1,789.53 22,099.30 151.17 22,250. 224 0200/2026 338,381.54 20,066.52 2,007.78 22,099.30 151.17 22,250. 225 01006/2026 237,451.68 20,039.77 1,789.53 22,099.30 151.17 22,250. 226 01006/2026 237,451.68 20,039.77 1,789.53 22,099.30 151.17	202	01/05/2024			4,111.12		151.17	22,250.47
205						22,099.30		22,250.47
2006 02/08/2024 686,007.48 18,371.96 3,727.34 22,099.30 151.17 22,250 2017 01/10/2024 648,971.39 18,566.91 3,533.39 22,089.30 151.17 22,250 2018 01/11/2024 648,971.39 18,566.91 3,532.39 22,089.30 151.17 22,250 2019 02/12/2024 630,006.23 18,665.16 3,434.14 22,099.30 151.17 22,250 2010 02/01/2025 611,542.30 18,763.93 3,353.37 22,099.30 151.17 22,250 2111 03/02/2025 592,679.08 18,863.22 3,236.08 22,099.30 151.17 22,250 2121 03/02/2025 592,679.08 18,863.22 3,236.08 22,099.30 151.17 22,250 2131 01/04/2025 554,652.65 19,063.39 3,035.91 22,099.30 151.17 22,250 2144 01/05/2025 554,652.65 19,063.39 3,035.91 22,099.30 151.17 22,250 2151 02/06/2025 516,222.72 19,265.67 2,833.63 22,099.30 151.17 22,250 2161 01/07/2025 496,865.10 19,367.62 2,731.68 22,099.30 151.17 22,250 2170 01/08/2025 477,384.99 19,470.11 2,629.19 22,099.30 151.17 22,250 2181 01/08/2025 477,384.99 19,470.11 2,629.19 22,099.30 151.17 22,250 2181 01/08/2025 477,384.99 19,470.11 2,629.19 22,099.30 151.17 22,250 2191 01/10/2025 488,135.14 19,676.71 2,422.59 22,099.30 151.17 22,250 2201 03/11/2025 418,354.31 19,676.71 2,422.59 22,099.30 151.17 22,250 2210 03/11/2025 438,354.81 19,676.71 2,422.59 22,099.30 151.17 22,250 2221 02/01/2026 378,478.06 19,990.74 2,108.66 22,099.30 151.17 22,250 2222 02/01/2026 378,478.06 19,990.74 2,108.66 22,099.30 151.17 22,250 2231 01/04/2026 337,869.91 20,096.52 2,002.78 22,099.30 151.17 22,250 2240 02/02/2026 358,381.54 20,096.52 2,002.78 22,099.30 151.17 22,250 2250 01/04/2026 378,478.06 19,990.77 1,788.53 22,099.30 151.17 22,250 2261 01/04/2026 378,689.91 20,030.97 1,788.53 22,099.30 151.17 22,250 2270 01/06/2026 276,596.39 20,525.28 1,574.02 22,099.30								22,250.47
208						22,099.30		22,250.47
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209 02/12/2024 630,306.23 18,665.16 3,434.14 22,099.30 151.17 22,250 100/2025 611,542.30 18,763.93 3,353.37 22,099.30 151.17 22,250 211 03/02/2025 592,679.08 18,663.22 3,236.08 22,099.30 151.17 22,250 212 03/03/2025 573,716.04 18,963.04 3,136.26 22,099.30 151.17 22,250 213 01/04/2025 536,468.39 19,164.26 2,935.04 22,099.30 151.17 22,250 214 01/05/2025 535,468.39 19,164.26 2,935.04 22,099.30 151.17 22,250 215 02/06/2025 156,222.72 19,265.67 2,833.63 22,099.30 151.17 22,250 216 01/07/2025 498,855.10 19,367.62 2,731.68 22,099.30 151.17 22,250 217 01/08/2025 477,384.99 19,470.11 2,629.19 22,099.30 151.17 22,250 218 01/09/2025 477,384.99 19,470.11 2,629.19 22,099.30 151.17 22,250 218 01/09/2025 477,384.99 19,470.11 2,422.99 22,099.30 151.17 22,250 221 01/10/2025 438,435.14 19,676.71 2,422.59 22,099.30 151.17 22,250 221 01/10/2025 418,354.31 19,780.83 2,318.47 22,099.30 151.17 22,250 222 02/07/2026 378,486.80 19,885.51 2,213.79 22,099.30 151.17 22,250 222 02/07/2026 358,386.54 20,096.62 2,002.78 22,099.30 151.17 22,250 222 02/07/2026 358,386.54 20,096.62 2,002.78 22,099.30 151.17 22,250 224 02/03/2026 338,386.54 20,006.62 2,002.78 22,099.30 151.17 22,250 225 01/04/2026 317,869.91 20,006.62 2,002.78 22,099.30 151.17 22,250 226 01/05/2026 276,526.39 20,039.77 1,785.53 22,099.30 151.17 22,250 226 01/05/2026 276,526.39 20,035.26 1,574.02 22,099.30 151.17 22,250 226 01/05/2026 276,526.39 20,035.26 1,574.02 22,099.30 151.17 22,250 226 01/05/2026 276,526.39 20,035.26 1,574.02 22,099.30 151.17 22,250 226 01/05/2026 276,526.39 20,035.26 1,574.65 22,099.30 151.17 22,250 226 01/05/2026 276,526.39 20,035.26 1,574.65 22,099.30 151.17 22,250 230 01/09/							101111	
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214 01/05/2025 535,883,93 19,164,26 2,935,04 22,099,30 151.17 22,250 216 02/06/2025 616,222,72 19,265,67 2,833,63 22,099,30 151.17 22,250 216 01/07/2025 496,855,10 19,367,62 2,731,68 22,099,30 151.17 22,250 218 01/08/2025 457,811,85 19,573,14 2,526,16 22,099,30 151.17 22,250 219 01/10/2025 438,135,14 19,676,71 2,422,59 22,099,30 151.17 22,250 220 03/11/2025 398,468,80 19,885,51 2,318,47 22,099,30 151.17 22,250 221 01/12/2025 398,468,80 19,885,51 2,213,79 22,099,30 151.17 22,250 222 02/01/2026 358,381,54 20,096,52 2,007,78 22,099,30 151.17 22,250 223 02/02/2026 358,381,54 20,096,52 2,002,78 22,099,30 151.17 22,250 224 <td>213</td> <td></td> <td></td> <td>19,063.39</td> <td></td> <td></td> <td>151.17</td> <td>22,250.47</td>	213			19,063.39			151.17	22,250.47
216 0107/2025 496,855.10 19,367.62 2,731.68 22,099.30 151.17 22,250. 217 0108/2025 447,384.99 19,470.11 2,629.19 22,099.30 151.17 22,250. 218 0108/2025 457,811.85 19,573.14 2,526.16 22,099.30 151.17 22,250. 219 01110/2025 438,135.14 19,780.83 2,318.47 22,099.30 151.17 22,250. 220 039/11/2025 398.468.80 19,885.51 2,213.79 22,099.30 151.17 22,250. 221 01/12/2025 398.468.80 19,885.51 2,213.79 22,099.30 151.17 22,250. 222 20/01/2026 358,381.54 20,096.62 2,002.78 22,099.30 151.17 22,250. 224 20/02/2026 358,381.54 20,096.62 2,002.78 22,099.30 151.17 22,250. 224 20/02/2026 317,869.91 20,309.77 1,789.53 22,099.30 151.17 22,250.								22,250.47
217 01/08/2025 477,384.99 19,470.11 2,629.19 22,099.30 151.17 22,250 218 01/08/2025 447,384.99 19,470.11 2,628.19 22,099.30 151.17 22,250 219 01/10/2025 438,135.14 19,676.71 2,422.59 22,099.30 151.17 22,250 220 03/11/2025 418,554.31 19,780.83 2,318.47 22,099.30 151.17 22,250 221 01/12/2025 398,468.80 19,885.51 2,213.79 22,099.30 151.17 22,250 222 02/01/2026 378,478.06 19,990.74 2,108.56 22,099.30 151.17 22,250 223 02/02/2026 338,178.68 20,002.86 2,002.78 22,099.30 151.17 22,250 224 02/03/2026 338,178.68 20,002.86 1,896.44 22,099.90 151.17 22,250 225 01/04/2026 317,868.91 20,309.77 1,789.53 22,099.30 151.17 22,250 226 <td></td> <td>02/06/2025</td> <td></td> <td></td> <td>2,833.63</td> <td></td> <td></td> <td>22,250.47</td>		02/06/2025			2,833.63			22,250.47
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222 02/01/2006 378,478,06 19,990.74 2,108,56 22,099.30 151.17 22,250 223 20/20/2006 358,381.54 20,096.52 2,007.78 22,099.30 151.17 22,250 224 02/03/2026 338,178.68 20,202.86 1,896.44 22,099.30 151.17 22,250 225 01/04/2026 317,868.91 20,309.77 1,788.53 22,099.30 151.17 22,250 226 01/05/2026 276,926.39 20,525.28 1,574.02 22,099.30 151.17 22,250 227 01/06/2026 276,926.39 20,525.28 1,574.02 22,099.30 151.17 22,250 228 01/07/2026 256,929.49 20,633.90 1,465.40 22,099.30 151.17 22,250 229 01/08/2026 235,549.40 20,743.09 1,356.21 22,099.30 151.17 22,250 230 01/08/2026 235,549.40 20,743.09 1,356.21 22,099.30 151.17 22,250 231 <td></td> <td></td> <td></td> <td></td> <td></td> <td></td> <td></td> <td>22,250.47</td>								22,250.47
223 02/02/2006 358,381,54 20,096,52 2,002,78 22,099,30 151,17 22,250 224 02/03/2006 338,178,68 20,202,86 1,896,44 22,099,30 151,17 22,250 225 01/04/2006 317,669,91 20,309,77 1,789,53 22,099,30 151,17 22,250 226 01/05/2026 297,451,67 20,417,24 1,882,06 22,099,30 151,17 22,250 227 01/05/2026 276,924,39 20,525,28 1,574,02 22,098,30 151,17 22,250 228 01/07/2026 256,292,49 20,633,50 1,465,40 22,099,30 151,17 22,250 229 01/08/2026 214,596,55 20,852,85 1,246,45 22,099,30 151,17 22,250 230 01/09/2026 214,596,55 20,852,85 1,246,45 22,099,30 151,17 22,250 232 02/11/2026 172,658,22 21,074,13 1,025,17 22,099,30 151,17 22,250 233 <td>222</td> <td>02/01/2026</td> <td>378,478.06</td> <td>19,990.74</td> <td>2,108.56</td> <td>22,099.30</td> <td>151.17</td> <td>22,250.47</td>	222	02/01/2026	378,478.06	19,990.74	2,108.56	22,099.30	151.17	22,250.47
225 01/04/2026 317,868,91 20,309,77 1,788,53 22,099.30 151.17 22,250 226 01/05/2026 237,451,67 20,417,24 1,682,06 22,099.30 151.17 22,250 227 01/05/2026 276,268,39 20,525,28 1,574,02 22,099.30 151.17 22,250 228 01/07/2026 256,292.49 20,033.90 1,465.40 22,099.30 151.17 22,250 230 01/09/2026 235,549.40 20,743.09 1,356.21 22,099.30 151.17 22,250 230 01/09/2026 214,596.55 20,852.85 1,246.45 22,099.30 151.17 22,250 231 01/10/2026 172,659.22 21,074.13 1,025.17 22,099.30 151.17 22,250 232 02/11/2026 172,659.22 21,074.13 1,025.17 22,099.30 151.17 22,250 233 01/12/2026 175,473.8 21,185.64 913.66 22,099.30 151.17 22,250 234	223		358,381.54		2,002.78		151.17	22,250.47
226 01/05/2026 297.451.67 20.417.24 1,682.06 22,099.30 151.17 22,250 227 01/06/2026 276.926.39 20,525.28 1,574.02 22,099.30 151.17 22,250 228 01/07/2026 256.292.49 20,633.90 1,465.40 22,099.30 151.17 22,250 229 01/08/2026 235.549.40 20,743.09 1,356.21 22,099.30 151.17 22,250 230 01/08/2026 214.696.55 20,852.85 1,246.45 22,099.30 151.17 22,250 231 01/10/2026 193.733.35 20,983.20 1,136.10 22,099.30 151.17 22,250 232 02/11/2026 172,659.22 21,074.13 1,025.17 22,099.30 151.17 22,250 233 01/12/2026 151,473.58 21,185.64 913.66 22,099.30 151.17 22,250 234 04/01/2027 130,178.83 21,297.75 801.56 22,099.30 151.17 22,250 235							101111	22,250.47
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228 01/07/2026 256,292.49 20,633.90 1,465.40 22,099.30 151.17 22,250. 229 01/08/2026 235,549.40 20,743.09 1,356.21 22,099.30 151.17 22,250. 230 01/09/2026 214,696.55 20,852.85 1,246.45 22,099.30 151.17 22,250. 231 01/10/2026 193,733.35 20,963.20 1,136.10 22,099.30 151.17 22,250. 232 02/11/2026 172,659.22 21,074.13 1,025.17 22,099.30 151.17 22,250. 233 01/12/2026 151,475.88 21,185.64 913.66 22,099.30 151.17 22,250. 234 04/01/2027 108,765.88 21,410.45 688.85 22,099.30 151.17 22,250. 236 01/03/2027 187,241.63 21,523.75 575.55 22,099.30 151.17 22,250. 237 01/04/2027 65,603.98 21,637.65 461.65 22,099.30 151.17 22,250. 238 <td></td> <td></td> <td></td> <td></td> <td></td> <td></td> <td></td> <td>22,250.47</td>								22,250.47
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237 01/04/2027 65,603,98 21,637,65 461,65 22,099,30 151,17 22,250. 238 03/05/2027 43,851,83 21,752,15 347,15 22,099,30 151,17 22,250. 239 01/06/2027 21,984,58 21,867,25 232,05 22,099,30 151,17 22,250. 240 01/08/2027 0.00 21,984,58 116,34 22,100,92 151,17 22,250.				21,410.45				22,250.47
238 03/05/2027 43,851.83 21,752.15 347.15 22,099.30 151.17 22,250. 239 01/06/2027 21,984.58 21,867.25 232.05 22,099.30 151.17 22,250. 240 01/08/2027 - 0.00 21,984.58 116.34 22,100.92 151.17 22,250.								22,250.47
239 01/06/2027 21,864.58 21,867.25 232.05 22,099.30 151.17 22,250. 240 01/08/2027 - 0.00 21,884.58 116.34 22,100.92 151.17 22,252.								22,250.47
240 01/08/2027 - 0.00 21,984.58 116.34 22,100.92 151.17 22,252.								22,250.47
		01/06/2027						22,250.47
	240	01100/2027	Totals	3,000,000.00	2,303,833.62	5,303,833.62	36,280.80	5,340,114.42

Item 11.7- Attachment 3 Page 8