

GRANT REQUEST FORM (GRF)



New Agreement ARV-18-026 (To be completed by CGL Office)

Division	Agreement Manager:	MS-	Phone
600 Fuels and Transportation Division	Larry Rillera	27	916-651-6178

Recipient's Legal Name	Federal ID Number
Proterra, Inc.	27-1878459

Title of Project
Scaling Zero-Emission Vehicle Manufacturing in California Project

Term and Amount	Start Date	End Date	Amount
	06 / 12 / 2019	5 / 30 / 2022	\$ 1,817,709

Business Meeting Information

ARFVTP agreements \$75K and under delegated to Executive Director.

Proposed Business Meeting Date	06 / 12 / 2019	<input type="checkbox"/> Consent	<input checked="" type="checkbox"/> Discussion
Business Meeting Presenter	Larry Rillera	Time Needed:	5 minutes

Please select one list serve. **Altfuels (AB118- ARFVTP)**

Agenda Item Subject and Description

PROTERRA, INC. Proposed resolution approving Agreement ARV-18-026 with Proterra, Inc. for a \$1,817,709 grant to install manufacturing equipment at their all-electric bus manufacturing facility in the City of Industry and adopting staff's determination that this action is exempt from CEQA. The Recipient will use the equipment to expand zero-emission bus manufacturing which will benefit the environment and workers in disadvantaged communities in the Los Angeles Area. (ARFVTP funding) Contact: Larry Rillera (Staff presentation: 5 minutes)

California Environmental Quality Act (CEQA) Compliance

1. Is Agreement considered a "Project" under CEQA?
 Yes (skip to question 2) No (complete the following (PRC 21065 and 14 CCR 15378)):
 Explain why Agreement is not considered a "Project":
 Agreement will not cause direct physical change in the environment or a reasonably foreseeable indirect physical change in the environment because .

2. If Agreement is considered a "Project" under CEQA:
 a) Agreement **IS** exempt. (Attach draft NOE)
 Statutory Exemption. List PRC and/or CCR section number:
 Categorical Exemption. List CCR Cal. Code Regs., tit. 14, §§ 15301.
 section number:
 Common Sense Exemption. 14 CCR 15061 (b) (3)
 Explain reason why Agreement is exempt under the above section:

 The proposed project will provide funding to install manufacturing equipment, including cranes and lifts, for electric bus manufacturing at Proterra's existing 157,000 square foot plant. Installation of the new manufacturing equipment will require minor modifications or alterations to the existing plant floor for fixed equipment. There is no possibility that the project will have a significant effect on the environment and the work proposed falls within section 15301.

b) Agreement **IS NOT** exempt. (Consult with the legal office to determine next steps.)
 Check all that apply
 Initial Study Environmental Impact Report
 Negative Declaration Statement of Overriding Considerations
 Mitigated Negative Declaration

List all subcontractors (major and minor) and equipment vendors: (attach additional sheets as necessary)

Legal Company Name:	Budget
Schultz Controls	\$ 130,287
	\$
	\$

GRANT REQUEST FORM (GRF)

CEC-270 (Revised 10/2015)

CALIFORNIA ENERGY COMMISSION



List all key partners: (attach additional sheets as necessary)
Legal Company Name:

Budget Information			
Funding Source	Funding Year of Appropriation	Budget List No.	Amount
ARFVTP	17/18	601.118 J	\$1,817,709
Funding Source			\$
R&D Program Area:	Select Program Area	TOTAL:	\$1,817,709
Explanation for "Other" selection			
Reimbursement Contract #:		Federal Agreement #:	

Recipient's Administrator/ Officer				Recipient's Project Manager			
Name:	Kent Leacock			Name:	Kent Leacock		
Address:	1815 Rollins Road			Address:	1815 Rollins Road		
City, State, Zip:	Burlingame, CA 94010			City, State, Zip:	Burlingame, CA 94010		
Phone:	650-689-8256	Fax:	- -	Phone:	650-689-8256	Fax:	- -
E-Mail:	kleacock@proterra.com			E-Mail:	kleacock@proterra.com		

Selection Process Used	
<input checked="" type="checkbox"/> Competitive Solicitation	Solicitation #: GFO-18-605
<input type="checkbox"/> First Come First Served Solicitation	

The following items should be attached to this GRF			
1. Exhibit A, Scope of Work	<input checked="" type="checkbox"/>	Attached	
2. Exhibit B, Budget Detail	<input checked="" type="checkbox"/>	Attached	
3. CEC 105, Questionnaire for Identifying Conflicts	<input checked="" type="checkbox"/>	Attached	
4. Recipient Resolution	<input checked="" type="checkbox"/>	N/A	<input type="checkbox"/> Attached
5. CEQA Documentation	<input checked="" type="checkbox"/>	N/A	<input type="checkbox"/> Attached

_____ Agreement Manager	_____ Date	_____ Office Manager	_____ Date	_____ Deputy Director	_____ Date
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EXHIBIT A

SCOPE OF WORK

TECHNICAL TASK LIST

Task #	CPR	Task Name
1		Administration
2	X	Facility Readiness
3	X	Manufacturing Readiness
4	X	Equipment Validation and Manufacturing
5	X	Data Collection and Analysis

KEY NAME LIST

Task #	Key Personnel	Key Subcontractor(s)	Key Partner(s)
1	Kent Leacock		
2	Jeff Hurtig	Schultz Controls	
3	Lalit Savalia		
4	Lalit Savalia		
5	Kent Leacock		

GLOSSARY

Specific terms and acronyms used throughout this scope of work are defined as follows:

Term/ Acronym	Definition
ARFVTP	Alternative and Renewable Fuel and Vehicle Technology Program
CAM	Commission Agreement Manager
CPR	Critical Project Review
FTD	Fuels and Transportation Division
Recipient	Proterra, Inc.
ZE	Zero-Emission
ZEV	Zero-Emission Vehicle

Background

Assembly Bill (AB) 118 (Núñez, Chapter 750, Statutes of 2007), created the Alternative and Renewable Fuel and Vehicle Technology Program (ARFVTP). The statute authorizes the California Energy Commission (Energy Commission) to develop and deploy alternative and renewable fuels and advanced transportation technologies to help attain the state's climate change, clean air, and alternative energy policies. AB 8 (Perea, Chapter 401, Statutes of 2013) re-authorizes the ARFVTP through January 1, 2024. The ARFVTP has an annual budget of approximately \$100 million and provides financial support for projects that:

- Reduce California's use and dependence on petroleum transportation fuels and increase the use of alternative and renewable fuels and advanced vehicle technologies.
- Produce sustainable alternative and renewable low-carbon fuels in California.
- Expand alternative fueling infrastructure and fueling stations.
- Improve the efficiency, performance and market viability of alternative light-, medium-, and heavy-duty vehicle technologies.
- Expand the alternative fueling infrastructure available to existing fleets, public transit, and transportation corridors.

- Establish workforce training programs and conduct public outreach on the benefits of alternative transportation fuels and vehicle technologies.

The Energy Commission issued solicitation GFO-18-605 for Zero-Emission Vehicle (ZEV) and ZEV Infrastructure Manufacturing projects. To be eligible for funding under GFO-18-605, projects must also be consistent with the Energy Commission's ARFVTP Investment Plan, updated annually. In response to GFO-18-605, Recipient submitted application 2, which was proposed for funding in the Energy Commission's Notice of Proposed Awards (NOPA) on April 11, 2019. GFO-18-605 and Recipient's aforementioned applications are hereby incorporated by reference into this Agreement in their entirety.

In the event of any conflict or inconsistency between the terms of the Solicitation and the terms of the Recipient's Application, the Solicitation shall control. In the event of any conflict or inconsistency between the Recipient's Application and the terms of the Energy Commission's Award, the Energy Commission's Award shall control. Similarly, in the event of any conflict or inconsistency between the terms of this Agreement and the Recipient's Application, the terms of this Agreement shall control.

Problem Statement:

Manufacturing production capacity for zero-emission (ZE) heavy-duty vehicles is inadequate to meet current and growing demands for ZE public transit buses throughout the Western United States. Increased manufacturing capacity of ZE transit buses is needed in California to meet the State's environmental goals.

Due to significant demand for ZE buses, Recipient's manufacturing facilities have a growing backlog of ZE buses, prompting the need to scale manufacturing in California. Work under this Agreement will deploy state-of-the-art manufacturing equipment to accelerate the production of ZE buses, improve quality control and safety, lower production costs, and reduce the upfront cost of ZE buses.

Goals of the Agreement:

The goals of this Agreement are to:

- Scale ZE transit bus manufacturing and associated supply chains in California.
- Accelerate zero-emission bus production and improve economies of scale.
- Spur state and local investment and job opportunities in California.
- Reduce manufacturing, service, and maintenance costs.

Objectives of the Agreement:

The objectives of this Agreement are to:

- Deploy manufacturing equipment to optimize and scale the production of ZE buses.
- Create jobs in the San Gabriel Valley.
- Manufacture more vehicles by the end of the grant term.
- Reduce greenhouse gas emissions.

TASK 1 ADMINISTRATION

Task 1.1 Attend Kick-off Meeting

The goal of this task is to establish the lines of communication and procedures for implementing this Agreement. The CAM shall designate the date and location of this meeting and provide an agenda to the Recipient prior to the meeting.

The Recipient shall:

- Attend a “Kick-Off” meeting with the Commission Agreement Manager, the Grants Officer, and a representative of the Accounting Office. The Recipient shall bring its Project Manager, Agreement Administrator, Accounting Officer, and others designated by the Commission Agreement Manager to this meeting.
- Discuss the following administrative and technical aspects of this Agreement:
 - Agreement Terms and Conditions
 - Critical Project Review (Task 1.2)
 - Match fund documentation (Task 1.6); no reimbursable work may be done until this documentation is in place.
 - Permit documentation (Task 1.7)
 - Subcontracts needed to carry out the project (Task 1.8)
 - The CAM’s expectations for accomplishing tasks described in the Scope of Work
 - An updated Schedule of Products and Due Dates
 - Monthly Progress Reports (Task 1.4)
 - Technical Products (Product Guidelines located in Section 5 of the Terms and Conditions)
 - Final Report (Task 1.5)

Recipient Products:

- Updated Schedule of Products
- Updated List of Match Funds
- Updated List of Permits

Commission Agreement Manager Product:

- Kick-Off Meeting Agenda

Task 1.2 Critical Project Review (CPR) Meetings

CPRs provide the opportunity for frank discussions between the Energy Commission and the Recipient. The goal of this task is to determine if the project should continue to receive Energy Commission funding to complete this Agreement and to identify any needed modifications to the tasks, products, schedule or budget.

The Commission Agreement Manager may schedule CPR meetings as necessary, and the Recipient will bear meeting costs.

Meeting participants include the CAM and the Recipient and may include the Commission Grants Officer, the Fuels and Transportation Division (FTD) biofuel lead, other Energy Commission staff and Management as well as other individuals selected by the CAM to provide support to the Energy Commission.

The CAM shall:

- Determine the location, date, and time of each CPR meeting with the Recipient. These meetings generally take place at the Energy Commission, but they may take place at another location.
- Send the Recipient the agenda and a list of expected participants in advance of each CPR. If applicable, the agenda shall include a discussion on both match funding and permits.

- Conduct and make a record of each CPR meeting. Prepare a schedule for providing the written determination described below.
- Determine whether to continue the project, and if continuing, whether or not modifications are needed to the tasks, schedule, products, or budget, or both for the remainder of the Agreement. Modifications to the Agreement may require a formal amendment (please see section 8 of the Terms and Conditions). If the CAM concludes that satisfactory progress is not being made, this conclusion will be referred to the Lead Commissioner for Transportation for his or her concurrence.
- Provide the Recipient with a written determination in accordance with the schedule. The written response may include a requirement for the Recipient to revise one or more product(s) that were included in the CPR.

The Recipient shall:

- Prepare a CPR Report for each CPR that discusses the progress of the Agreement toward achieving its goals and objectives. This report shall include recommendations and conclusions regarding the continued work of the projects. This report shall be submitted along with any other products identified in this scope of work. The Recipient shall submit these documents to the CAM and any other designated reviewers at least 15 working days in advance of each CPR meeting.
- Present the required information at each CPR meeting and participate in a discussion about the Agreement.

CAM Products:

- Agenda and a list of expected participants
- Schedule for a written determination
- Written determination

Recipient Product:

- CPR Report(s)

Task 1.3 Final Meeting

The goal of this task is to close out this Agreement.

The Recipient shall:

- Meet with Energy Commission staff to present the findings, conclusions, and recommendations. The final meeting must be completed during the closeout of this Agreement.
This meeting will be attended by, at a minimum, the Recipient, the Commission Grants Office Officer, and the Commission Agreement Manager. The technical and administrative aspects of Agreement closeout will be discussed at the meeting, which may be two separate meetings at the discretion of the Commission Agreement Manager.
The technical portion of the meeting shall present an assessment of the degree to which project and task goals and objectives were achieved, findings, conclusions, recommended next steps (if any) for the Agreement, and recommendations for improvements. The Commission Agreement Manager will determine the appropriate meeting participants.

The administrative portion of the meeting shall be a discussion with the Commission Agreement Manager and the Grants Officer about the following Agreement closeout items:

- What to do with any equipment purchased with Energy Commission funds (Options)
- Energy Commission's request for specific "generated" data (not already provided in Agreement products)
- Need to document Recipient's disclosure of "subject inventions" developed under the Agreement
- "Surviving" Agreement provisions
- Final invoicing and release of retention
- Prepare a schedule for completing the closeout activities for this Agreement.

Products:

- Written documentation of meeting agreements
- Schedule for completing closeout activities

Task 1.4 Monthly Progress Reports

The goal of this task is to periodically verify that satisfactory and continued progress is made towards achieving the objectives of this Agreement on time and within budget.

The objectives of this task are to summarize activities performed during the reporting period, to identify activities planned for the next reporting period, to identify issues that may affect performance and expenditures, and to form the basis for determining whether invoices are consistent with work performed.

The Recipient shall:

- Prepare a Monthly Progress Report which summarizes all Agreement activities conducted by the Recipient for the reporting period, including an assessment of the ability to complete the Agreement within the current budget and any anticipated cost overruns. Each progress report is due to the Commission Agreement Manager within ten days of the end of the reporting period. The recommended specifications for each progress report are contained in Section 6 of the Terms and Conditions of this Agreement.
- In the first Monthly Progress Report and first invoice, document and verify match expenditures and provide a synopsis of project progress, if match funds have been expended or if work funded with match share has occurred after the notice of proposed award but before execution of the grant agreement. If no match funds have been expended or if no work funded with match share has occurred before execution, then state this in the report. All pre-execution match expenditures must conform to the requirements in the Terms and Conditions of this Agreement.

Product:

- Monthly Progress Reports

Task 1.5 Final Report

The goal of the Final Report is to assess the project's success in achieving the Agreement's goals and objectives, advancing science and technology, and providing energy-related and other benefits to California.

The objectives of the Final Report are to clearly and completely describe the project's purpose, approach, activities performed, results, and advancements in science and technology; to present a public assessment of the success of the project as measured by the degree to which goals and objectives were achieved; to make insightful observations based on results obtained; to draw conclusions; and to make recommendations for further projects and improvements to the Energy Commission project management processes.

The Final Report shall be a public document. If the Recipient has obtained confidential status from the Energy Commission and will be preparing a confidential version of the Final Report as well, the Recipient shall perform the following activities for both the public and confidential versions of the Final Report.

The Recipient shall:

- Prepare an Outline of the Final Report, if requested by the CAM.
- Prepare a Final Report following the latest version of the Final Report guidelines which will be provided by the CAM. The CAM shall provide written comments on the Draft Final Report within fifteen (15) working days of receipt. The Final Report must be completed at least 60 days before the end of the Agreement Term.
- Submit one bound copy of the Final Report with the final invoice.

Products:

- Outline of the Final Report, if requested
- Draft Final Report
- Final Report

Task 1.6 Identify and Obtain Matching Funds

The goal of this task is to ensure that the match funds planned for this Agreement are obtained for and applied to this Agreement during the term of this Agreement.

The costs to obtain and document match fund commitments are not reimbursable through this Agreement. Although the Energy Commission budget for this task will be zero dollars, the Recipient may utilize match funds for this task. Match funds shall be spent concurrently or in advance of Energy Commission funds for each task during the term of this Agreement. Match funds must be identified in writing and the associated commitments obtained before the Recipient can incur any costs for which the Recipient will request reimbursement.

The Recipient shall:

- Prepare a letter documenting the match funding committed to this Agreement and submit it to the Commission Agreement Manager at least two working days prior to the kick-off meeting. If no match funds were part of the proposal that led to the Energy Commission awarding this Agreement and none have been identified at the time this Agreement starts, then state such in the letter. If match funds were a part of the proposal that led to the Energy Commission awarding this Agreement, then provide in the letter a list of the match funds that identifies the:
 - Amount of each cash match fund, its source, including a contact name, address and telephone number and the task(s) to which the match funds will be applied.

- Amount of each in-kind contribution, a description, documented market or book value, and its source, including a contact name, address and telephone number and the task(s) to which the match funds will be applied. If the in-kind contribution is equipment or other tangible or real property, the Recipient shall identify its owner and provide a contact name, address and telephone number, and the address where the property is located.
- Provide a copy of the letter of commitment from an authorized representative of each source of cash match funding or in-kind contributions that these funds or contributions have been secured. For match funds provided by a grant, a copy of the executed grant shall be submitted in place of a letter of commitment.
- Discuss match funds and the implications to the Agreement if they are reduced or not obtained as committed, at the kick-off meeting. If applicable, match funds will be included as a line item in the progress reports and will be a topic at CPR meetings.
- Provide the appropriate information to the Commission Agreement Manager if during the Agreement additional match funds are received.
- Notify the Commission Agreement Manager within ten days if during the Agreement existing match funds are reduced. Reduction in match funds must be approved through a formal amendment to the Agreement and may trigger an additional CPR meeting.

Products:

- A letter regarding match funds or stating that no match funds are provided
- Copies of each match fund commitment letter(s) (if applicable)
- Letter(s) for new match funds (if applicable)
- A letter if match funds were reduced (if applicable)

Task 1.7 Identify and Obtain Required Permits

The goal of this task is to obtain all permits required for work completed under this Agreement in advance of the date they are needed to keep the Agreement schedule on track.

Permit costs and the expenses associated with obtaining permits are not reimbursable under this Agreement. Although the Energy Commission budget for this task will be zero dollars, the Recipient shall budget match funds for any expected expenditures associated with obtaining permits. Permits must be identified in writing and obtained before the Recipient can make any expenditure for which a permit is required.

The Recipient shall:

- Prepare a letter documenting the permits required to conduct this Agreement and submit it to the Commission Agreement Manager at least two working days prior to the kick-off meeting. If there are no permits required at the start of this Agreement, then state such in the letter. If it is known at the beginning of the Agreement that permits will be required during the Agreement, provide in the letter:
 - A list of the permits that identifies the:
 - Type of permit
 - Name, address and telephone number of the permitting jurisdictions or lead agencies

- The schedule the Recipient will follow in applying for and obtaining these permits.
- Discuss the list of permits and the schedule for obtaining them at the kick-off meeting and develop a timetable for submitting the updated list, schedule and the copies of the permits. The implications to the Agreement if the permits are not obtained in a timely fashion or are denied will also be discussed. If applicable, permits will be included as a line item in the Progress Reports and will be a topic at CPR meetings.
- If during the Agreement additional permits become necessary, provide the appropriate information on each permit and an updated schedule to the Commission Agreement Manager.
- As permits are obtained, send a copy of each approved permit to the Commission Agreement Manager.
- If during the Agreement permits are not obtained on time or are denied, notify the Commission Agreement Manager within five working days. Either of these events may trigger an additional CPR.

Products:

- A letter documenting the permits or stating that no permits are required
- Updated list of permits as they change during the term of the Agreement (if applicable)
- Updated schedule for acquiring permits as changes occur during the term of the Agreement (if applicable)
- A copy of each final approved permit (if applicable)

Task 1.8 Obtain and Execute Subcontracts

The goal of this task is to ensure quality products and to procure subcontractors required to carry out the tasks under this Agreement consistent with the Agreement Terms and Conditions and the Recipient’s procurement policies and procedures. It will also provide the Energy Commission an opportunity to review the subcontracts to ensure that the tasks are consistent with this Agreement and that the budgeted expenditures are reasonable and consistent with applicable cost principles.

The Recipient shall:

- Manage and coordinate subcontractor activities.
- Submit a draft of each subcontract required to conduct the work under this Agreement to the Commission Agreement Manager for review.
- Submit a final copy of the executed subcontract.
- If Recipient decides to add new subcontractors, then the Recipient shall notify the CAM.

Products:

- Draft subcontracts
- Final subcontracts

TECHNICAL TASKS

TASK 2 FACILITY READINESS

The goal of this task is to prepare and ready the existing factory in the City of Industry for installation of manufacturing equipment.

The Recipient shall:

- Prepare the site for the installation of the bridge cranes and bus body cranes.
- Prepare the factory floor for the installation of the end-of-line tester (dynamometer).
- Procure and install additional racking for increased inventory to address increased production.
- Prepare photographs of the facility and factory floor.

Products:

- Photographs of Facility and Factory Floor.

[CPR WILL OCCUR DURING THIS TASK. See Task 1.2 for details.]

TASK 3 MANUFACTURING READINESS

The goal of this task is to procure equipment, install machinery, and deploy equipment necessary to ready the manufacturing process.

The Recipient shall:

- Procure and install lifting cranes and attachments.
- Procure and install testing equipment.
- Procure and deploy equipment at assembly stations.
- Conduct training on the use of all new equipment.
- Prepare manuals and training materials.
- Prepare list of equipment procured, installed, and deployed that includes vendor and vendor contact information.
- Install end-of-line tester (dynamometer).

Products:

- Copies of Manuals and Training Materials.
- List of Equipment with Vendor Contact Information

[CPR WILL OCCUR DURING THIS TASK. See Task 1.2 for details.]

Task 4 EQUIPMENT VALIDATION AND MANUFACTURING

The goal of this task is to test and validate the new manufacturing equipment.

The Recipient shall:

- Complete initial build of electric bus to test and validate the new equipment.
- Reconfigure and finalize manufacturing facility layout and processes as needed.
- Test and validate customer service experience/acceptance area and lifts to present completed tested buses to customers.
- Prepare end-of-line tester (dynamometer) report with bus diagnostics.

Products:

- End-of-Line Report with Bus Diagnostics.

[CPR WILL OCCUR DURING THIS TASK. See Task 1.2 for details.]

TASK 5 DATA COLLECTION AND ANALYSIS

The goal of this task is to collect project and operational data from the project, to analyze that data for economic and environmental effects, and to include the data and analysis in the Final Report.

The Recipient shall:

- Develop a data collection outline and plan.
- Identify key project issues encountered and resolution of the issues.
- Collect a minimum of 6 months of project and operations data.
- Identify the number and description of units produced from product beta testing and validation through commercial production. The Recipient shall also characterize the use of these products after the project.
- Provide data on specific jobs and economic impact as a direct result of the project. Additionally, provide estimates of future jobs, economic impact, and revenues to the state and local governments.
- Describe the market(s) for the manufactured products, and compare the market status from the time of the original project proposal to the time of the project's completion.
- Provide a projection of the number of units to be manufactured per year, for the products identified in the original application, 5 years after the completion of the project. The Recipient shall also provide assumptions for projected growth.
- Compare project performance and expectations provided in the original project proposal with actual project performance, results, and accomplishments.
- Collect data, information, and analysis described above and include in the Final Report.

Products:

- Data collection information and analysis will be included in the Final Report

[CPR WILL OCCUR DURING THIS TASK. See Task 1.2 for details.]

STATE OF CALIFORNIA

STATE ENERGY RESOURCES
CONSERVATION AND DEVELOPMENT COMMISSION

RESOLUTION - RE: PROTERRA, INC.

RESOLVED, that the State Energy Resources Conservation and Development Commission (Energy Commission) adopts the staff CEQA findings contained in the Agreement or Amendment Request Form (as applicable); and

RESOLVED, that the Energy Commission approves Agreement ARV-18-026 with Proterra, Inc. for a \$1,817,709 grant to install manufacturing equipment at their all-electric bus manufacturing facility in the City of Industry and adopting staff's determination that this action is exempt from CEQA; and

FURTHER BE IT RESOLVED, that the Executive Director or his/her designee shall execute the same on behalf of the Energy Commission.

CERTIFICATION

The undersigned Secretariat to the Commission does hereby certify that the foregoing is a full, true, and correct copy of a Resolution duly and regularly adopted at a meeting of the California Energy Commission held on June 12, 2019.

AYE: [List of Commissioners]

NAY: [List of Commissioners]

ABSENT: [List of Commissioners]

ABSTAIN: [List of Commissioners]

Cody Goldthrite,
Secretariat