



COMMUNITY SERVICES POLICY

Athletics Facility Reservation Policy

City Council Resolution Number: 19-78

City Council Adopted: 05/22/2018

City Council Amended: 08/13/2019


Director of Community Services

1.0 POLICY STATEMENT

The Community Services Department (Department) is responsible for managing the City's athletics facilities for the enjoyment of the public. This Athletics Facility Reservation Policy (Policy) is established to ensure the use of City facilities 1) aligns with the City's core mission, vision, and values; 2) provides equitable and fair access to all users; 3) remains equitably and fairly priced; 4) operates in a fiscally responsible manner; and 5) supports a healthy, safe, vibrant, and sustainable community.

2.0 POLICY PURPOSE AND INTENT

The purpose of the Policy is to provide an effective framework for the administration of reservation permits that provide equitable and reasonable access to City public facilities. In accordance with IMC Sec. 3-4-302, *the appropriate entity shall bear in mind that the public parks are intended for the use and enjoyment of all of the people of the City and uses which will substantially impair the rights of the public in general to use the park in favor of specific individuals or groups should not be permitted.*

The intent of this Policy is to guide access, reservations, and use of the City's athletic facilities by residents, community organizations, businesses, and nonresidents. With the exception of the Orange County Great Park, all City of Irvine fields, courts, and their supporting amenities are governed by this Policy.

3.0 POLICY ESTABLISHMENT AND PERMIT FEES

In accordance with IMC Sec. 3-4-102, *the Community Services Department may from time-to-time establish reasonable rules, procedures, policies or regulations governing the use and enjoyment of any park and open space area, building, structure, equipment, apparatus or appliance thereon in order to maximize the use and enjoyment of parks by the public in addition to those contained in this division, and no person shall disobey or violate the same.*

The Department shall implement and administer the Policy, as adopted by the City Council. The fees and charges associated with this Policy are reviewed and approved by the City Council.

4.0 **RESERVATION PERMIT CATEGORIES**

Reservation permit categories are established to balance reservation requests and a formal permitting process is administered to ensure equitable access for the following groups: private individuals, nonprofit organizations, government agencies, and commercial entities. Priority is given to City of Irvine programs, services, and events.

The resident and non-resident permit categories below define the assignment of fees and scheduling priority. Approved Local Sports Committee Groups are defined within their own category.

| Category | Recreation | Club / Travel |
|--|---|---|
| Approved Local Sports Committee Groups | <ul style="list-style-type: none"> ▪ Maintaining residency participation ≥ 90% (<i>Refer to Sports Committee Bylaws Section 5.1.3</i>) | <ul style="list-style-type: none"> ▪ Maintaining residency participation ≥ 57% (<i>Refer to Sports Committee Bylaws Section 5.1.3</i>) |
| Category | Irvine Residents Permits (R) | Non-Resident Permits (N) |
| A | <ul style="list-style-type: none"> ▪ Youth Non-Profit Organizations ▪ Schools (K-12) ▪ Government | <ul style="list-style-type: none"> ▪ Youth Non-Profit Organizations ▪ Schools (K-12) ▪ Government |
| B | <ul style="list-style-type: none"> ▪ Adult Non-profit Organizations ▪ Households ▪ Universities / Colleges | <ul style="list-style-type: none"> ▪ Adult Non-profit Organizations ▪ Households ▪ Universities / Colleges |
| C | <ul style="list-style-type: none"> ▪ Commercial ▪ For Profit Entity | <ul style="list-style-type: none"> ▪ Commercial ▪ For Profit Entity |

Approved Local Sports Committee Groups Permits

Local Youth Sports Groups who are active members of the Irvine Sports Committee who meet and fulfill all team and organization requirements in accordance with the City Allocation Procedure for Sports Facilities and the Sports Committee Bylaws.

Nonprofit Organization Permits

Includes permits offered for incorporated nonprofit, civic, social, cultural, and religious organizations that are not a member of the Approved Local Sports Committee Groups. To qualify for residency in Category A or B, organizations will need to provide a copy of their current State of California nonprofit incorporation papers and/or tax-exempt IRS 501 (c)(3) and maintain Irvine participation that is equal to, or greater than 57 percent.

Household Permits

Examples of Household reservation requests include: requests for use of sports facilities for private parties, private team activities not associated with a business, and games associated with a family picnic. Reservations that require attendees to pay an admission fee, and/or pay for good or services, shall be invoiced at Category C reservation rates.

Commercial and Profit-Seeking Permits

Applicants may be categorized as private party, nonprofit organization or a noncommercial entity; however, reservations may be prohibited where the primary use is commercial or profit-seeking in nature including, but not limited to, activities charging admission or requiring attendees to pay for goods or services. Reservation requests for these activities

shall be invoiced at Category C reservation rates. This does not apply to facility reservations for philanthropic, fundraising purposes typical for the nonprofit organization (e.g. fees for youth sports activities).

5.0 RESERVATION CALENDAR

Field/Court Allocations

Athletics facilities are provided in seasonal allocations to meet community needs for City programs and approved local youth sports committee groups. Seasonal allocation schedules are reviewed by the Irvine Sports Committee at its regular meetings in January and July.

Tournament Permit Requests

Requests from approved local sports committee groups for international/national championship caliber events, and destination events drawing tourism and team travel to Irvine will receive priority. These requests may be submitted up to 18 months in advance. Other tournament requests will be considered and approved during the seasonal allocation process.

Other Permit Requests

Following the allocation of fields and courts for approved local sports committee groups, reservation requests are accepted and processed on a first-come, first-served basis. Requests are accepted beginning at 8:00 a.m. on July 1 annually. The City will determine which days, times, and fields are available for reservation based on other scheduled use, field capacity, and maintenance requirements.

Requests to reserve a field or court must be received a minimum of 30 days prior to the scheduled activity/event. Requests received with less than 30 days' notice may be accommodated as time and conditions allow. Upon receipt and review of all required documentation, City staff will confirm approval of the reservation in writing.

6.0 PERMIT REQUIREMENTS

As determined by the City, public and private events such as opening day ceremonies, national/international events, festivals, carnivals, or other gatherings with large numbers of attendees that may present public safety and site logistical concerns due to the size and nature of the event, may require any and all of the following:

- Special Event Permit from the Public Safety Department
- Additional liability insurance as determined by the City's Risk Manager
- Hold Harmless Agreement and Certificate of Worker's Compensation
- Security services
- Fees for additional services (e.g. event staff, custodial, parking management, and portable restrooms)
- Additional event plans (e.g. event, marketing, parking, security, crowd-control, ticketing, waste management/recycling)
- List of vendors, including names, addresses, contact information
- Parking of RV's, buses, or oversized vehicles may be restricted
- Installation of temporary structures (e.g. bleachers, stages, fences, tents)
- Additional requirements and City department approvals as identified by the City

Additional Staff

Reservations may require additional program, facility, or maintenance personnel due to the size or nature of the event. This includes staff that are scheduled after regular operating hours for the park, and staff that are scheduled specific for the event/reservation. Full costs associated with the assigned staff will be applied.

Tournament Permit Requirements

City sports facilities are provided to meet the needs of the Irvine community. As space is available, tournament permits will be granted in the following priority: requests from approved local sports committee groups, international/national championship caliber events, and destination events drawing tourism and team travel to Irvine.

Priority requests of organizations in good standing, will receive first consideration for returning tournament dates, but dates and fields cannot be guaranteed. As time permits, all tournaments will be reviewed by the Irvine Sports Committee.

Tournaments and events that draw tourism to Irvine with out-of-town teams, officials, spectators, and staff must meet the requirements below to qualify for consideration.

- a) Organizations must contact Destination Irvine to review accommodations with Irvine hotels.
- b) Organizations directing teams to lodging and accommodations must direct teams to Irvine accommodations, and provide documentation demonstrating these efforts.
- c) Priority for future events will not be provided to organizations not meeting all of the requirements above.

Camp/Clinic Permit Requirements

As space allows, requests for camps and clinics are considered following the completion of the allocation schedule. Clinics and camps may not exceed 50 participants per field. Exceptions may be granted upon written approval of the athletics supervisor.

7.0 FEES, PAYMENTS, DEPOSITS, AND INSURANCE

Fees and Payments

The reservation fees referenced in this Policy are listed in the City Council approved fee schedule (Athletics Facilities Reservation Fees, Deposits, and Capacities) and commencing in FY 2021-2022 the Community Services Department may implement subsequent reservation fee increase up to five percent annually (rounded up to the nearest dollar) in accordance with City Council Resolution 19-78.

With the exception of tournaments, reservation fees must be paid 14 days prior to the reservation. Tournament fees must be paid no later than 30 days prior to the event.

Deposits

Applicants must pay a deposit at the time of application. Deposits will be refunded following the event assuming all conditions set forth in the permit are fulfilled. On-going reservations require a standing deposit via a credit card on file, or payment equal to double the normal event deposit. On-going reservation deposits are not refunded until after the final reservation date.

Any expense incurred by the City to correct facilities and/or equipment not returned to original condition due to the applicant's use will be billed against the applicant's deposit. Any damages to, or defacement of City facilities, equipment and/or park amenities, such as dugouts, backstops, goals, field turf, and court surfacing will be deducted from the deposit and/or billed to the applicant at rates equal to cover repair/replacement costs. The City reserves the right to bill applicant for damages and costs incurred above deposit amount.

Insurance

The City requires applicants to provide liability insurance for an activity/event. Insurance requirements are determined based on the City's risk assessment of the activity/event. Insurance requirements vary by the type of event, facility, and number of anticipated guests, and are subject to change without notice. Insurance requirements must be fulfilled prior to approval of the application; and proof of insurance must be provided 30 calendar days or more prior to the event.

8.0 RESERVATION CANCELLATIONS AND CHANGES

Cancellations

Field/Court cancellations and refunds are processed as follows:

| Cancellation Date | Fees Refunded | Deposit Refunded |
|--------------------------|----------------------|-------------------------|
| 5 days or more | 100% | 100% |
| 4 days or less | 50% | 0% |
| No Show | 0% | 0% |

Tournament cancellations and refunds are processed as follows:

| Cancellation Date | Fees Refunded | Deposit Refunded |
|--------------------------|----------------------|-------------------------|
| 14 days or more | 50% | 100% |
| 13 days or less | 0% | 100% |

All cancellations incur a Processing Fee for each occurrence.

Failure of the applicant or authorized event contact person to arrive at a scheduled event, and/or failure to provide written cancellation notice is considered a No Show. Applicants with three or more No Shows may lose reservation privileges and remaining reservations may be canceled for the calendar year.

Changes

Reservation changes include, but are not limited to: date, time, fields, courts, number of teams/attendees, and amenities. One change is permitted at no charge; a Processing Fee may be charged for each subsequent change.

| Changes | Processing Fee |
|-----------------|--|
| 31 days or more | One change, no charge; a Processing Fee per change thereafter. |
| 30 days or less | First change, 25 percent of total deposit; a Processing Fee per change thereafter. |

On the day of the event, additional fees will be invoiced to the nearest half-hour when any member of applicant's party arrives prior to, or departs after, the approved reservation time. With the exception of tournaments, no refunds or credits will be issued for early departure from an approved reservation permit.

9.0 RESERVATION HOURS

The hours shown below are identified as regular hours for reservation of athletic facilities:

Lighted Facilities 4 p.m. – 10 p.m. (Monday – Friday)
 7 a.m. – 10 p.m. (Saturday and Sunday)

Unlighted Facilities 4 p.m. – Dusk (Monday – Friday)
 7 a.m. – Dusk (Saturday and Sunday)

The sports field light curfew is 11:00 p.m. The Community Services Department will carefully consider request for light use beyond 10:00 p.m.; however, under no circumstances will reservations or activities extend beyond 11:00 p.m.

City sports facilities are closed on recognized City holidays, with the exception of Martin Luther King Day and Veterans Day. Applicants may request use of fields and courts on Holidays, subject to the extended hour rates. (See section 6.0, Additional Staff.)

10.0 FACILITY AND SITE REQUIREMENTS

Reservation permits are required for use of City facilities (except in areas where drop-in use is permitted), and for all gatherings with 50 or more people (IMC Section 3-4-123).

Reservation requests shall be submitted on approved City application forms. Applicants must be at least 21 years of age, and when applicable the applicant must provide evidence they are authorized to reserve facilities on behalf of an organization. Reservation permits are nontransferable. The applicant, or a designated contact person 21 years of age or older, must be present for the entire activity/event. The City may allow reservation permits to designate a limited number of event contact persons to be present in lieu of the applicant.

Unless stated otherwise, reservation periods are in 15-minute increments. The date and hours for the permit shall include the entire activity/event, including time for set-up and clean-up after the activity/event.

Applicants are responsible for following all facility rules, regulations, and requirements of the reservation permit. Failure to comply may result in the forfeit of up to 100 percent of deposit and fees, and the City reserves the right to reject future applications.

The City reserves the right to modify, relocate, or cancel reservations to accommodate unanticipated community needs, maintenance needs, inclement weather, or unforeseen circumstances. As space is available, accommodations will be provided at an alternate field, court, or park site. When alternate facilities are not available or are not acceptable to the applicant, an alternate date or refund will be provided.

A reservation may be canceled by the City when an organization is out of compliance with any City policy. A confirmed reservation may be canceled before or during an event due to unsafe conditions, and/or actions of participants. When appropriate, a mutually agreeable alternate date or a prorated refund may be arranged.

Reservations may be canceled due to the misrepresentation or falsification of information, and/or failure to comply with City Policy and procedural requirements. Such cancellations may be subject to forfeit of all fees and deposits paid.

To ensure public safety, the City may access all activities/events in order to confirm rules, regulations, and to ensure applicable laws are being followed during the reservation.

90' Baseball Fields

90' Baseball Fields are designated for youth teams, 18 years of age or younger.

Occupancy Levels/Americans with Disabilities Act (ADA) Accommodations

To ensure the safety of guests, to accommodate maintenance needs, and to ensure preservation of City sports facilities, applicants are required to observe the maximum capacity of reserved facilities. Field and court capacity shall be determined by the City during the application process. Room capacity has been established by the Orange County Fire Authority and cannot be adjusted to meet the needs of a reservation. Events exceeding capacity are subject to immediate closure. Reasonable accommodations are provided in accordance with ADA.

Smoking

Smoking is prohibited at all City parks, except in designated smoking areas.

Emergency Response

Applicants may be held responsible for all charges related to a police or fire department response associated with the actions and behavior of participants during the reservation.

Drop-In Activities

Unreserved outdoor athletics facilities are available for drop-in use by private parties on a first-come, first-served basis. Reservations have priority over drop-in/walk-on activities. Organized use of fields or courts, such as officiated games, uniformed teams, organized team practices, or activities offered or associated with a for profit or nonprofit organization is prohibited without an approved reservation. Stadium fields, lighted sports fields, and batting cages are not available for drop-in activities. Drop-in use may be limited to accommodate maintenance needs of the turf on lighted soccer fields.

Inspections and Condition of Facilities

Reserved facilities must be left in the same condition as received by the applicant. Any damage or defacement of City facilities, equipment, and/or park amenities will be deducted from the reservation deposit and/or invoiced to the applicant to replace/repair the damage as determined by the City. The City reserves the right to bill the applicant for damages incurred above the deposit amount.

Reservation Walk-Through

The applicant and/or event contact person must arrange and attend a reservation walk-through meeting at the reserved site at least 30 days prior to the reservation. Failure to complete a site meeting may result in event cancellation and forfeiture of fees and deposits.

Equipment Rental

Additional equipment may be available for rent in conjunction with a reservation. Equipment rentals cannot be guaranteed and shall be arranged directly with staff at the reservation walk-through meeting. Fees and/or deposits are required, and must be paid no later than the day of the event.

Concession Stands

Use of concession stands must be requested at the time of application. Concession stands typically are equipped with refrigerators, freezers, and ice machines. As available, this equipment is included with reservation of the Concession Stands. While the City provides ongoing maintenance of this equipment, the City will not be responsible should the equipment be unavailable due to maintenance issues. All supply and utensil needs for the operation of concession stands is the responsibility of the applicant. Refer to the City Council approved fee schedule for concession stand rates (Athletics Facilities Reservation Fees, Deposits, and Capacities).

Additional Permits and Licenses

Applicants are responsible for obtaining all necessary permits and licenses required by the City or other regulatory agencies including, but not limited to: Special Event Permit, Business License, Alcohol and Beverage Control (ABC) Permit, Orange County Health Department Temporary Food Facility (TFF) Inspection Permit, Orange County Fire Authority Permit, Film Permit, Vendor Permit, and Bounce House Permit.

Loading/Unloading and Deliveries

Motorized vehicles may be permitted on facility grounds for loading and unloading of supplies only, with prior approval of the site supervisor. City staff is not authorized to sign for deliveries. Deliveries must be made within the reservation time unless prior arrangements were arranged with the site supervisor.

Mobile Food Trucks

Mobile Food Trucks must be approved during the application process. Vehicle insurance, with specified limits, and food service permits are required as outlined in the terms of the reservation permit.

Advertising

For any event advertised to the public, a copy of the advertisement is required with the following disclaimer printed on the flyer or electronic communication: "*This event is a private reservation and is not endorsed or sponsored by the City of Irvine*". A copy of the flyer and/or electronic communication must be submitted for approval. Use of the City logo is restricted and requires advance written approval of the City's Public Information Office.

Installation of Temporary Structures, Displays, and Exhibitions

Public facilities are intended for the use and enjoyment of City residents. Installation of temporary structures, displays, and exhibits that may substantially impair the rights of the public in general to use the park in favor of specific individuals or groups will not be permitted. Temporary structures, displays, or exhibits associated with an approved reservation must be approved during the application process.

Vendors

Individuals or businesses displaying or selling items, or providing a service (including mobile food trucks and caterers), must have a reservation permit or be under an applicant who has a reservation permit. Vendors must pay a Vendor Permit Fee and must provide a current City Business License. Contact Regulatory Affairs at (949) 724-6310 for information regarding securing a Business License.

The event applicant is responsible for submitting proof of Business License(s) to the site supervisor, or designee, at the reservation walk-through. Due to the nature of the service or items being displayed/sold, proof of liability insurance and an Orange County Health Department TFF inspection permits may be required.

Public Address and Amplified Sound Systems

Use of public address and amplified sound systems may be permitted in designated locations in accordance with the terms of the reservation permit. Requests for public address systems must be approved during the application process (IMC Section 3-4-125).

11.0 COMMERCIAL FILMING AND PHOTOGRAPHY

Commercial filming/photography at a City facility requires a City Film Permit, available through the Irvine Police Department. A detailed description of the activity, type of filming (still or video), and script copy are required. The City may request screen credit be given.

A professional photographer hired by the applicant to shoot a sports event is not required to obtain a Film Permit. The photographer is required to have a City of Irvine business license and provide proof of insurance. If the photographer is making images available for sale, or arranging to make images for sale following the event, the photographer must secure a Vendor Permit from Community Services. The filming/photography location must be returned to its original condition immediately after the filming. All reasonable safety precautions must be observed.

Cancellation of a filming/photography event could occur at the discretion of the Community Services Department if the schedules and restrictions specified in the approved Film Permit are violated. Specific regulations, policies, and procedures may vary by facility.

12.0 ALCOHOL

Permits for alcohol associated with reservation of a sports field or court is limited. When reservation permits are approved for alcohol, applicants must provide the following and pay associated fees:

- Liquor liability insurance
- City of Irvine Alcohol Use Permit
- Licensed bartender or serving attendant who has completed "Special Event Server Training" and is at least 21 years of age
- Security services

Applicants must provide an Alcohol Beverage Control License for events where alcohol is sold, donations are accepted, and/or admission is by fee or donation.

13.0 SECURITY SERVICES

The City may require security guards and/or personnel of the Irvine Police Department at events held at City facilities. Fees are subject to current City security contract rates. Applicants may contract with an independent security company, subject to the review and approval of the Irvine Police Department.

14.0 CUSTODIAL SERVICES

Clean up following a reservation must be accomplished by the end of the approved permit time or additional charges may be assessed. Custodial services (porters) are available and may be required based on the size and nature of event. Custodial services are subject to the current City contract rate. Porters are scheduled for a minimum of four hours.

15.0 ADDITIONAL CITY POLICIES AND AGREEMENTS

This Policy may be subject to other City Council approved policies and agreements that establish separate user reservation relationships and associated fees for specific programs and/or entities.

ATHLETICS FACILITIES RESERVATION FEES - PROPOSED

Effective July 1, 2019

| AREA | HOURLY FEES BY CATEGORY | | | | | | | |
|--|---|--|--|--------------|---|--------------|--------------------------------------|--------------|
| | Approved Local Sports Committee Groups | | A Youth Nonprofit Organizations Schools (K-12) Government | | B Adult Nonprofit Organizations Households Universities/Colleges | | C Commercial For Profit Entity | |
| FIELD RESERVATIONS | RESIDENT (primary Season) ¹ | NON-RESIDENT (annual) ² | RESIDENT ³ | NON-RESIDENT | RESIDENT ³ | NON-RESIDENT | RESIDENT | NON-RESIDENT |
| Soccer/Lacrosse/Football Field | \$10/player | \$150/player | \$25 | \$30 | \$35 | \$40 | \$45 | \$50 |
| Baseball/Softball Field | \$10/player | \$150/player | \$25 | \$30 | \$35 | \$40 | \$45 | \$50 |
| Baseball & Softball Stadium ⁴ | \$10/player | \$150/player | \$35 | \$40 | \$45 | \$55 | \$65 | \$75 |
| Court (Tennis, Pickleball Outdoor Basketball, Sand Volleyball) | \$5/hr | \$7/hr | \$10 | \$12 | \$15 | \$17 | \$20 | \$25 |
| Field Reservations Tournament ^{5, 6 & 7} & Camps ⁸ | \$300/day (\$25/hour) ⁸ | | \$400/day (\$35/hour) ⁸ | | \$500/day (\$45/hour) ⁸ | | \$600/day (\$55/hour) ⁸ | |
| Court Reservations Tournament ^{5, 6 & 7} & Camps ⁸ | \$100/day (\$10/hour) ⁸ | | \$100/day (\$10/hour) ⁸ | | \$150/day (\$20/hour) ⁸ | | \$200/day (\$25/hour) ⁸ | |
| ADDITIONAL FEES AND NOTES | FEE | NOTES | | | | | | |
| Field Deposits | 10% | Applicant must pay a deposit when an approved permit issued. Deposits will be refunded assuming all conditions set forth in the permit are fulfilled. (Refer to Section 7.0 in Athletics Facility Reservation Policy). | | | | | | |
| Concessions (\$300 deposit) | \$150 | Additional charge per reservation day. Deposits will be refunded after the reservation is final or applied for any damages to the facility. No charge for concessions if you are an approved Local Sports Committee Group. | | | | | | |
| Announcers Booth, Press Box, Ticket Booth (\$300 deposit) | \$100 | Additional charge per reservation day. Deposits will be refunded after the reservation is final or applied for any damages to the facility. | | | | | | |
| Fence Rental (\$200 deposit) | \$85 | Additional charge per event per field. Deposits will be refunded after the reservation is final or applied for any damages to the fence. | | | | | | |
| Vendor Permit | \$50 | Fee is charged per event for each vendor (Refer to Section 10.0 in Reservation Policy). | | | | | | |
| Joint Use Agreement (JUA) | Contract Terms | Fee based on agreements which qualify for IUSD and City sponsored and co-sponsored activities. | | | | | | |
| Contract Support | Contract Terms | Reservation support from City contract personnel will be charged at current contract rates. (Examples include: parking management, porters, security.) | | | | | | |
| Additional Staff Support | Varies | Additional staff costs required for reservations are charged to the applicant at full-cost to the City (Refer to Section 10.0 in Reservation Policy). | | | | | | |
| Residents in Approved Local Sports Committee Groups | 1 | Residents in the Approved Local Sports Committee Group shall pay \$10 per player during Primary season. | | | | | | |
| Non-Residents in Approved Local Sports Committee Groups | 2 | Non-Residents in the Approved Local Sports Committee Group shall pay \$150 per player per year. | | | | | | |
| Residency for Categories A & B | 3 | Non-profits that fall into Categories A or B qualify for residency if they are registered with the State of California and maintain participation ≥ 57% | | | | | | |
| Stadiums | 4 | All games and tournaments will be charged at the listed rates. | | | | | | |
| Tournament | 5 | Tournament reservations require a minimum reservation of two or more fields and/or courts for four or more hours. | | | | | | |
| | 6 | Tournaments hosted by approved Local Sports recreation groups will be offered one free tournament per year, which will include staff. Thereafter, tournament day rates will apply. | | | | | | |
| | 7 | At the City's discretion, the hourly rate instead of the day rate may apply to accommodate operational or program needs (e.g. field and/or court are not available for a full-day). | | | | | | |
| Camps | 8 | Reservations with activity outside of team practices and games will be considered at the tournament hourly rate. | | | | | | |

EXHIBIT B