

HOUSE COMMITTEE ON NATURAL RESOURCES ENVIRONMENT AND ENERGY SUBCOMMITTEE

June 7, 1993 Hearing Room D 1:30 p.m. Tapes 131 - 133

MEMBERS PRESENT: Rep. Bob Repine, Chair Rep. Marilyn Dell, Vice-Chair
Rep. Sam Dominy Rep. Bill Fisher Rep. Carl Hosticka Rep. Dennis Luke
Rep. Bill Markham Rep. Nancy Peterson Rep. Ray Baum

STAFF PRESENT: Kathryn Van Natta, Committee Administrator Karen
McCormac, Committee Clerk

MEASURES CONSIDERED: Public Hearing - HB 2070 - HB 2214 - SB 96
A-Engrossed

Public Hearing and Possible Work Session - HB 2190 - HB 2191 - HB 2020

WITNESSES: FRED HANSEN, Director, Department of
Environmental Quality MARTIN LORING, Manager, Waste Water Finance
Section,

Water Quality Division, Department of Environmental

Quality HARVEY ROGERS, Bond Counsel for DEQ; Preston

Thorgrimson DONALD SCHUT, City of McMinnville ERIC KVARSTON, City of
Independence STAN KENYON, City Manager, City of Monmouth OLIVIA CLARK,
Department of Environmental Quality JOHN KOWALCZYK, Manager, Planning
and Development

Section, Department of Environmental Quality RON HOUSEHOLDER, Manager,
Vehicle Inspection Program, Department of Environmental Quality

[--- Unable To Translate Graphic ---]

These minutes contain materials which paraphrase and/or summarize
statements made during this session. Only text enclosed in
quotation marks report a speaker's exact words. For complete contents
of the proceedings, please refer to the tapes. [--- Unable To Translate
Graphic ---]

JOE BERNARD, JR., Executive Director, Automotive Services Association of
Oregon JIM CRAVEN, Oregon Council of American Electronics

Association; Associated Oregon Industries JONATHAN DOHERTY, Director,
Columbia River Gorge

Commission GREG WOLF, Deputy Director, Department of Land

Conservation and Development DALE BLANTON, Policy Analyst,
Department of Land

Conservation and Development REP. GAIL SHIBLEY JERRY POWELL, Land Use
Co-Chair of Goose Hollow Foothills League

TAPE 131, SIDE A

005 CHAIR REPINE: Calls meeting to order at 1:47 p.m.

OPENS PUBLIC HEARING ON HB 2070

027 FRED HANSEN, Department of Environmental Quality: Presents written testimony (EXHIBIT A) in support of HB 2070.

073 REP. MARKHAM: At one point, weren't the federal grants free to the cities?

075 HANSEN: No. There was always some level of matching.

077 REP. MARKHAM: The state had discretion over five percent of the money they could grant.

080 HANSEN: Discretionary dollars were available for certain types of funding. However, there was always some level of local matching, except for a very narrow category.

Continues testimony.

129 REP. MARKHAM: Would it be fair to say that the other 64% of the 243 cities are in good shape, if only a small percentage responded?

130 HANSEN: Technically, you are right, but this was estimated against current needs. We estimate that future needs would not be reported

here.

Concludes testimony.

266 REP. DELL: It looks as though almost any project which has anything to do with sewers is covered here.

272 HANSEN: Yes, except for the hookups of individual homes. Martin Loring can fill you in on the more detailed requirements.

283 REP. DELL: In McMinnville, we will need to deal with rain seepage and storm drain water out of our treatment, which involves work on sewers

which are in streets, front lawns, gutters, etc. Would this program incorporate that type of problem?

291 MARTIN LORING, Manager, Waste Water Finance Section, Water Quality Division, Department of Environmental Quality: Yes. The engineers call

that inflow and infiltration removal, and is an important part of many of the programs we finance through this program. Virtually anything that has to do with sewers is eligible for financing. The criteria are weighted towards solving environmental priorities. Not every project

which is eligible would receive assistance. I can think of only one activity which federal statute prohibits us from funding, which is the purchase of land which is not actively used as part of the treatment system.

310 REP. PETERSON: Are there any disadvantages to this bill?

314 HANSEN: One is whether we want the flexibility of bonding to be able to put more upfront money into the program at the beginning. We are paying an interest rate, which will cost us something over time and leaves

fewer dollars at the end of the program. By putting the administrative costs of running the program into the loan charge, you're saying that the borrowers will have to pay some amount for the program.

340 REP. PETERSON: What would the administrative costs be for a borrower?

344 LORING: The traditional grant allowance is 4% of each grant. That has been carried over into the loan program. We don't spend that 4% in the

year that we earn it, but we may take eighteen months to spend it. It's difficult to forecast because we're still administering the grant program. The fee is already in rule. There is a conflict between state and

federal law. Currently under state statute, any fees we collect must be deposited into the Water Pollution Revolving Fund. The feds say that

any money that goes into that fund is subject to the same 4% cap as the federal money, so even if someone won the lottery and deposited it into the fund, it couldn't be used for administrative purposes.

370 HANSEN: We're at two-thirds of the municipal bond rate. We'll still produce a borrowable rate well below that municipal bond rate. Whatever we spend must be approved through the legislature.

385 CHAIR REPINE: In implementing this measure, are you anticipating additional FTE?

389 LORING: There were 2 FTE in the budget; during consideration of the department's budget, one Management Services position was approved,

which would keep track of program people and is not subject to the additional workload of this bill. The other FTE, an Accountant I, was held in abeyance.

404 CHAIR REPINE: Shouldn't there be more of a flat fee for loan applications?

414 LORING: There are many different ways to equitably apportion the cost of running a program. We visited with our technical advisory committee, and they thought the proposed structure seemed to be the best. We had

no adverse testimony about the mechanism or the amount to be charged.

431 HANSEN: We could have determined who causes the most work and charge them accordingly. The smaller communities would be charged more because they are less sophisticated than other cities, and we would be doing

more work with them. This spreads charges evenly, without unduly affecting those smaller communities. Our advisory committee concluded that this was the best way to do it.

TAPE 132, SIDE A

020 CHAIR REPINE: Does this affect the state's bond rating?

025 HANSEN: This should not affect the state's bond rating, insofar as any bond issuance by the state means there is some level of debt. Oregon is considered financially sound. These are general obligation bonds, and

are part of the state's overall debt burden, but the dollar amount is relatively small. Over the long haul, we need to be able to pay the debt service on issued bonds, which is over the 20-year life of the bonds. The current budget will use lottery dollars, and other sources will be used in future years.

042 CHAIR REPINE: What happens if a municipality does not pay?

047 HANSEN: If there is a default, the loan fund would suffer. If we chose not to go after a delinquent account, there would just be less money to lend in future years.

056 LORING: That's one of the key pieces of this bill. This loan fund would be used to protect the bond fund. One of the things our advisory

committee looked at is having a 50% reserve to secure the general obligation issue. It's not common to have that reserve, but we would look there first to protect the state's credit, and to earn interest on that reserve to subsidize the rates to cities.

077 CHAIR REPINE: Are there restrictions on this due to Ballot Measure 5?

082 HARVEY ROGERS, Bond Counsel for DEQ; Preston Thorgrimson: The state's general obligation bonds are exempt from Measure 5. There

have been

concerns that certain sewer fees could not be imposed under Measure 5.

Refers to the "Roseburg Case" recently handed down by the Oregon Supreme Court, which held that those kinds of fees were not limited by Measure

5.

093 CHAIR REPINE: Does this bill accomplish its goal?

097 ROGERS: Yes.

108 DONALD SCHUT, City of McMinnville: Testifies in support of HB 207 0. McMinnville's Yamhill River Basin was defined as a water quality limited stream, and new restrictions were put on us and other communities which require us to meet very stringent water equality standards. Refers to

community newsletter produced by the City of McMinnville regarding

future water reclamation facility (EXHIBIT B). 176 REP. DELL: These sewer increases come from a community which planned this well in advance. It would be much worse without planning.

184 ERIC KVARSTON, City of Independence: Testifies in support of HB 207 0. A loan program which allows communities to implement studies to develop projects is invaluable.

210 CHAIR REPINE: How do you feel about the 1 1/2% fee?

214 KVARSTON: The current approach is very equitable.

220 STAN KENYON, City Manager, City of Monmouth: Testifies in support of HB 2070. This is a prudent and responsible way to help cities to comply

with the Clean Water Act.

234 REP. LUKE: How is the cleanup going with the recent aSB estos water problem in Monmouth?

239 KENYON: It will be a few months before we find out whether we comply. Describes procedures used to rectify the problem.

262 CHAIR REPINE: This bill is scheduled for a work session on Wednesday.

Addition to the record: HB 2070 Staff Measure Summary (EXHIBIT C)

CLOSES PUBLIC HEARING ON HB 2070

OPENS PUBLIC HEARING ON HB 2214

281 KATHRYN VAN NATTA, Committee Administrator: Reviews meeting materials, including a hand-engrossed version of HB 2214 with the -2 amendments and the Proposed -2 Amendments to HB 2214 (EXHIBIT D). This bill was

assigned to the House Committee on Natural Resources, and was then sent

for review by the House Special Task Force on Vehicle Emissions. The task force returned the bill to the House Committee on Natural Resources, which held a public hearing on April 21, in which Rep. Tom Brian gave the committee an overview.

313 CHAIR REPINE: This bill got derailed mostly due to extensive hearings on HB 3661.

321 OLIVIA CLARK, Department of Environmental Quality: Presents written testimony (EXHIBIT E) in support of HB 2214. There were basically only

two changes made from the version produced in April. One change is on Page 1a of the engrossed version, beginning on Line 26a, which removes the specific emission reduction credits associated with each of the strategies listed beginning on Line 26a. We had a specific target emission reduction associated with every strategy, and testimony in April requested that we remove that language.

The second change is on Page 1b, Section 3, which allows more flexibility, so the boundary could be drawn into other counties.

407 REP. LUKE: Does this still basically limit this to the Portland metropolitan area? 410 CLARK: Yes. But it also includes commuters who have a direct effect on nonattainment areas.

425 REP. LUKE: Would this extend as far south as Marion County?

430 CLARK: No.

TAPE 131, SIDE B

008 CHAIR REPINE: Should we define the nonattainment area as being near Portland?

011 CLARK: We're specifically referring to the "extended metropolitan area boundary," which is on Page 1b, Lines 26uu through 26yy of the

hand-engrossed version.

016 JOHN KOWALCZYK, Manager, Planning and Development Section, Department of Environmental Quality: Your suggestion is appropriate. There are many

nonattainment areas in the state, and here we are just referencing the Portland nonattainment area.

027 REP. DELL: Has this area expanded because of those items listed on Page 1a?

028 KOWALCZYK: No. All the other programs would stay within the nonattainment boundary.

032 REP. DELL: Would this also include Yamhill County and Newberg?

035 KOWALCZYK: Probably.

036 REP. DELL: How much authority does DEQ have in policing programs such as the employer trip reduction program?

044 CLARK: This gives us the authority to implement such programs.

050 REP. DELL: How easy will it be to approach employers with this program?

054 KOWALCZYK: We would expect that initially they would start designing programs which achieve those levels. One of the recommendations of the

House Special Task Force was to include emission reductions that might come from the federal energy tax. That is not a certainty at this point, so we may have to make some adjustments in the program to compensate for that.

064 REP. PETERSON: What would a privatized program be like?

067 KOWALCZYK: With more elaborate vehicle inspections nationwide, contractors can develop and administer these programs at a lower cost

than the government can. Legislation requires us to conduct a study to determine which administration would be least costly.

078 REP. PETERSON: When southern Oregon was added to the vehicle inspection program in 1985, there was no interest in privatizing. Is that because

the new test will be more complex?

083 CLARK: Statute requires us to look into privatization. Before we choose that option, however, I assume the department will put together

an advisory committee which would conduct an evaluation.

092 REP. FISHER: Does this allow us to have control over pollution from the state of Washington?

105 KOWALCZYK: No. However, Washington recently implemented vehicle inspections in the Vancouver area on June 1, 1993. We're looking at

various options of expanding the current boundary, including a small portion of Columbia and Yamhill counties.

125 CHAIR REPINE: What sort of fee will be charged for the vehicle testing program?

130 KOWALCZYK: It could be between \$5 to \$20 more per inspection. The exact amount is unknown at this time.

135 CHAIR REPINE: Is there any chance the fee will be lower?

138 KOWALCZYK: That is unlikely. With new computerized vehicles, we need a different type of test.

142 CHAIR REPINE: Does testing in other states give different measurements based on meteorological factors?

148 KOWALCZYK: Cars emit more carbon monoxide in colder climates, so there may be slight differences.

160 CLARK: Eighty-three other cities are also looking at implementing an enhanced vehicle inspection program.

163 REP. LUKE: What happens to cars which don't meet the standards?

168 KOWALCZYK: The cars would have to either be repaired or retested.

177 REP. MARKHAM: What standards does the state of Washington have?

173 RON HOUSEHOLDER, Manager, Vehicle Inspection Program, Department of Environmental Quality: The standards are similar to our current

standards, but the test procedure is different. Their older vehicle standards are less stringent than ours. Vancouver is using an expansion of the test that's been used in the Seattle and Spokane areas for some time.

210 JOE BERNARD, JR., Executive Director, Automotive Service Association of Oregon: Presents written testimony (EXHIBIT F) in opposition to HB

2214.

323 REP. LUKE: How much time do you think the new testing would take?

328 BERNARD: It currently takes about five minutes. This enhanced program would at least double that time. We would be paying a lot of money for

little improvement.

365 CHAIR REPINE: Requests elaboration of problems which may occur with passage of bill.

371 BERNARD: Auto shops currently have equipment which is as sophisticated as current DEQ equipment, and we can normally assure a customer that

their vehicle will pass DEQ's test if we've made the proper adjustments.

395 CHAIR REPINE: Are shops which currently make repairs certified by DEQ?

396 BERNARD: No.

402 CHAIR REPINE: Would it help the process if shops could certify vehicles?

418 BERNARD: That is already being done in other states. However, few small shops could afford the equipment.

TAPE 132, SIDE B

014 REP. FISHER: Is there any truth to the rumor that even much older vehicles are passing these tests?

017 BERNARD: The standards aren't as stringent for older vehicles. Six-cylinder Plymouths probably no longer need to be tested, since

they're over 20 years old and are exempt.

026 CHAIR REPINE: The air is also getting cleaner because of auto industry standards for new vehicles.

029 REP. HOSTICKA: How is the air conditioning recycling program going?

031 BERNARD: It's working very well.

058 JIM CRAVEN, Oregon Council of American Electronics Association; Associated Oregon Industries: Testifies in support of HB 2214 and the

-2 amendments.

071 CHAIR REPINE: CLOSING PUBLIC HEARING ON HB 2214

073 OPENS PUBLIC HEARING ON SB 96 A-ENGROSSED

080 VAN NATTA: Introduces meeting materials, including Proposed -3 Amendments to SB 96 A-Engrossed, a staff measure summary, Senate

Amendments to SB 96, a Senate vote sheet, a fiscal analysis showing minimal effect on expenditures, and a revenue impact analysis (EXHIBIT G).

Senate Bill 96 reconciles the Columbia River Gorge National Scenic Area Management Plan requirements with state and local government land-use planning requirements.

121 JONATHAN DOHERTY, Director, Columbia River Gorge Commission: Testifies in support of SB A-Engrossed.

The -3 amendments contain an emergency clause, which has been requested by Wasco County and Representative Walden. The urgency is that land-use ordinances are going into effect in several Oregon counties, and having the bill take effect immediately will resolve whether counties have to meet both standards at exactly the same time.

157 CHAIR REPINE: This bill is scheduled for work session on Wednesday.

167 CLOSES PUBLIC HEARING ON SB 96 A-ENGROSSED

168 OPENS PUBLIC HEARING ON HB 2190

184 VAN NATTA: House Bill 2190 was previously before this committee in a public hearing on April 28. It comes to us from the Department of Land

Conservation and Development. Due to questions during testimony at the last public hearing, the HB 2190-1 amendments have been drafted (EXHIBIT H). The fiscal impact assessment (EXHIBIT I) which analyzes the -1 amendments shows there is no fiscal impact. We do not yet have an updated revenue impact analysis.

219 GREG WOLF, Deputy Director, Department of Land Conservation and Development: This bill started as a housekeeping measure to address

items which were not dealt with last session, such as HB 2261, which created a category of limited land-use decisions. There were problems with Chapter 92 regarding subdivisions and partitions which prevented us from using the limited land-use technique.

235 DALE BLANTON, Policy Analyst, Department of Land Conservation and Development: Explains changes made by -1 amendments.

294 REP. FISHER: What does this do to the fees?

300 BLANTON: Cities and counties are able to charge fees for appeal hearings up to the cost of conducting those hearings. There is no

specific limit.

310 REP. FISHER: So if a case caused a lot of time and trouble, it might be several thousand dollars?

316 BLANTON: Normal appeal fees are set by most local governments.

341 REP. LUKE: Does the fee apply to both parties?

345 BLANTON: Yes.

Additions to the record: HB 2190 Testimony (EXHIBIT J)

359 CHAIR REPINE: CLOSES PUBLIC HEARING ON HB 2190

OPENS PUBLIC HEARING ON HB 2191 362 VAN NATTA: House Bill 2191 is also from the Department of Land Conservation and Development. Meeting materials include a copy of the

Land Use Board of Appeals' Land Use Decision Appellate Review Process, a staff measure summary, a fiscal impact assessment and a revenue impact analysis (EXHIBIT K).

House Bill 2191 modifies the Land Use Board of Appeals (LUBA) duties regarding mediation notices.

398 GREG WOLF, Deputy Director, Department of Land Conservation and Development: We've been using a mediation grant fund to give local

governments money to hire mediators for difficult cases, and have found it very successful.

417 REP. PETERSON: Is there money left in the grant program?

418 WOLF: We have spent the grant fund for this biennium, and are borrowing money from our technical assistance fund to supplement the mediation

fund for the remainder of the biennium.

420 REP. PETERSON: Will this be in the budget for the next biennium?

421 WOLF: Yes. It's a continuation of the existing grant fund.

425 REP. LUKE: Do both parties sign an agreement that they will abide by the mediator's decision?

429 WOLF: There is a provision in the statute which allows the parties to stay their appeal. It's during that period that they see whether they

can resolve the problem through mediation. If they can, they withdraw the appeal.

435 REP. LUKE: So if they're not satisfied with the mediator's decision, they can still appeal?

438 WOLF: That is correct. Mediation is a voluntary process, and parties can always withdraw if they feel their interests are not being

addressed.

TAPE 133, SIDE A

009 CHAIR REPINE: So this is really a continuation of the mediation process which is already in effect?

010 WOLF: Yes. But this bill does help us, because it informs

people who receive LUBA notices of the mediation alternative.

016 CHAIR REPINE: If there are no funds available, who pays?

017 WOLF: If there are no funds, we'll have to confront that difficulty. However, we do require in our grants that the parties contribute to the mediation.

023 CHAIR REPINE: How successful is the mediation?

025 WOLF: We have very good case histories. Hundreds of thousands of dollars in litigation had been spent regarding a homeless shelter in

Tillamook, and within one week, a mediator was able to bring all the parties together and settle the case.

030 CHAIR REPINE: What's the success rate in the types of people who are filing appeals? Is there more success with two lay people rather than a lay person and a special interest group?

031 WOLF: That depends. Mediation allows citizens to be heard in a more direct way. We're able to get to the heart of the issue when there is a neutral party involved.

041 CHAIR REPINE: CLOSING PUBLIC HEARING ON HB 2191

046 OPENS WORK SESSION ON HB 2191

047 MOTION: REP. BAUM: Moves HB 2191 to the Full Committee on Natural Resources with a DO PASS RECOMMENDATION.

048 CHAIR REPINE: Restates motion and calls for discussion.

050 VOTE: REPS. BAUM, FISHER, HOSTICKA, LUKE, PETERSON and CHAIR REPINE vote AYE. REPS. DELL, DOMINY and MARKHAM are EXCUSED.

053 CHAIR REPINE: The motion CARRIES.

CLOSING WORK SESSION ON HB 2191

OPENS PUBLIC HEARING ON HB 2020

057 VAN NATTA: House Bill 2020 comes to us from Rep. Shibley, and directs LUBA to award attorney fees and expenses to the prevailing party. This

measure was in a public hearing on April 28. Meeting materials include the -1 amendments (EXHIBIT L), a fiscal analysis and a revenue impact analysis (EXHIBIT M). Reads into the record a letter from Mary Kyle McCurdy of 1000 Friends of Oregon dated April 28, 1993 in opposition to HB 2020 (EXHIBIT N).

112 REP. GAIL SHIBLEY: Presents written testimony (EXHIBIT O) in support of HB 2020. I introduced this bill at the request of my constituent, Jerry Powell, who is active in a neighborhood

association. There are 90

neighborhood associations in Portland, and they are all non-profit corporations. As public corporations, they are not allowed to appear

before LUBA without an attorney. As more communities are incorporating, this issue needs to be addressed. Reads into record a letter dated June 7, 1993 from Mary Kyle McCurdy of 1000 Friends of Oregon, which approves HB 2020 with the addition of the -1 amendments (EXHIBIT P). Refers to memo dated June 7, 1993 from

Edward J. Sullivan (EXHIBIT Q), in which changes to the original HB 2020 are suggested, and which have been embodied in the -1 amendments.

181 REP. PETERSON: If a neighborhood association goes to LUBA and ends up winning the appeal, they can obtain attorney fees? 184 REP. SHIBLEY: Yes.

194 REP. PETERSON: If a neighborhood association came to LUBA and lost, would they be liable for all fees?

196 REP. SHIBLEY: Potentially yes. It would be LUBA's decision, because the language says "the Board may award..."

200 REP. MARKHAM: What's the legal obligation? How is that levied against the members of the association?

205 REP. SHIBLEY: You would levy a lien as you would against any corporation. In the City of Portland, neighborhood associations are appropriated a certain amount of money every year. 214 JERRY POWELL, Land Use Co-Chair of Goose Hollow Foothills League: As a non-profit corporation, we can levy funds on our membership, we can do any type of fund-raising an individual can do, and we also get a small purse to initiate operations every year from the City of Portland.

234 REP. MARKHAM: Does this open up a levy against people who voted for the non-profit corporation who didn't have that liability when it was

formed?

237 POWELL: It could. But it's probably no more than the costs they would pay by going to court.

242 REP. HOSTICKA: How do the -1 amendments change the law?

244 REP. SHIBLEY: They make minor rewording changes, and clarify that attorney fees and costs shall not exceed \$10,000.

268 POWELL: Testifies in support of HB 2020. LUBA is intended to provide an independent, quasi-judicial review of land-use decisions, which you

cannot get at the local level. We're trying to level the playing field of the cost of appeals to LUBA, since these appeals can sometimes be

very expensive.

375 CHAIR REPINE: We are due on the floor at 4:00, so we'll have to reschedule this bill since we were not able to hear all witnesses who

signed up today.

CLOSES PUBLIC HEARING ON HB 2020

Adjourns meeting at 4:00 p.m.

Submitted by:

Reviewed by:

Karen McCormac
Administrator

Kathryn Van Natta Assistant

EXHIBIT LOG:

A - HB 2070 Testimony - Fred Hansen - 25 pages B - HB 2070 Testimony - Donald Schut - 6 pages C - HB 2070 Staff Measure Summary - Staff - 2 pages D - HB 2214 Hand-Engrossed with HB 2214-2 Amendments (LC 850), 5-27-93 - Staff - 12 pages E - HB 2214 Testimony - Fred Hansen - 12 pages F - HB 2214 Testimony - Joe Bernard, Jr. - 3 pages G - Proposed -3 Amendments to SB 96 A-Engrossed (LC 512), 6-1-93, SB 96-A Staff Measure Summary, Senate Amendments to SB 96, SB 96 Senate Vote Sheet, SB 96-A Fiscal Analysis, SB 96-A Revenue Impact Analysis - Staff - 6 pages H - Proposed -1 Amendments to HB 2190 (LC 525), 4-30-93 - Staff - 5 pages I - HB 2190-1 Fiscal Impact Assessment - Staff - 1 page J - HB 2190 Testimony - Kelly Ross - 1 page K - Land Use Decision Appellate Review Process, HB 2191 Staff Measure Summary, HB 2191 Fiscal Impact Assessment, HB 2191 Revenue Impact Analysis - Staff - 4 pages L - Proposed -1 Amendments to HB 2020 (LC 3493), 5-25-93 - Staff - 1 page M - HB 2020 Fiscal Analysis and Revenue Impact Analysis - Staff - 2 pages N - HB 2020 Testimony - Mary Kyle McCurdy - 3 pages O - HB 2020 Testimony - Rep. Gail Shibley - 1 page P - HB 2020 Testimony - Mary Kyle McCurdy - 3 pages Q - HB 2020 Testimony - Edward J. Sullivan - 3 pages