

LBH Britannia Phase 2b Sales Agent Procurement**CONTRACT APPROVAL****Key Decision No. FCR S113****CPIC MEETING DATE
(2022/2023)**

13 June 2022

CLASSIFICATION:

Open with Exempt Appendices

If exempt, the reason will be listed in the main body of this report.**WARD(S) AFFECTED**

Hoxton East and Shoreditch

CABINET MEMBER

Mayor Philip Glanville

KEY DECISION

Yes

REASON

Spending

GROUP DIRECTOR

Group Director, Finance and Corporate Resources

1. CABINET MEMBER'S INTRODUCTION

- 1.1. The Council's flagship Britannia project has already delivered a state-of-the-art new leisure centre, a brand new secondary school, and we are now setting out in this report how we will, in the next phase, build the promised genuinely affordable new Council homes for the local community.
- 1.2. Last summer the new Britannia Leisure Centre opened its doors, with hundreds of thousands of visitors already making use of the high-quality new facilities, alongside the new City of London Academy Shoreditch Park building providing a dedicated sixth form centre, top-of-the-range science laboratories and high-quality music and theatre facilities for 1,100 local pupils.
- 1.3. Our focus now is building the 81 genuinely affordable new homes promised through the Britannia masterplan, the majority of which will be Council homes for social rent, with the marketing and selling of outright sale homes helping fund both these and the wider facilities already benefiting Hackney residents. I am proud that this procurement process has delivered competition and new ideas, with the appointment outlined in the report leading to a partnership with a sales agent grounded in Hackney and what we want to achieve.
- 1.4. I'm proud that we're still directly delivering much-needed Council housing and social infrastructure for Hackney in-house, using every tool we have to overcome the challenges of more than a decade of austerity and the continued absence of sufficient external funding.

2. GROUP DIRECTOR'S INTRODUCTION

- 2.1. With Phase 1 of the Britannia masterplan now operational, the project's focus turns to the delivering the 81 affordable homes, and the private for sale income which is fundamental to the financial business case for the masterplan and recovering the upfront capital investment in the new school and Britannia Leisure Centre (BLC).
- 2.2. Following on from the latest update to Cabinet on 14 March 2022, a Business Case to Hackney Procurement Board (HPB) on 12 April 2022 set out the next steps in relation to procuring sales and marketing expertise to support the next phase of the Britannia Masterplan project.
- 2.3. These services are critical to securing the forecast sales values which are contained within the financial business case, requiring agents who are industry leaders, and able to understand and tap into both an international and domestic sales market.

- 2.4. Following approval of that Business Case and completion of the procurement via the Notting Hill Genesis Estate Agents' Framework, this report recommends the Contract Award of the Sales Agent services to Bidder E.
- 2.5. The Contract Award report for the Marketing and Branding Agent services also approved at HPB on 12 April 2022 will be brought to the July CPIC. Both of these agents will work hand in hand to deliver a cohesive sales and marketing strategy.

3. RECOMMENDATION(S)

3.1. Cabinet Procurement and Insourcing Committee is recommended to:

- 3.1.1. **Award the contract for Sales Agent services for Britannia Phase 2b to Bidder E by way of a call off from the Notting Hill Genesis Estate Agents' Framework in line with the fee set out in Exempt Appendix A - Tender Evaluation Detail, and**
- 3.1.2. **Enter into a call off contract and any other ancillary legal documentation necessary relating thereto with Bidder E for the Services under such terms as shall be agreed by the Director of Legal, Democratic and Electoral Services, and authorise the Director of Legal, Democratic and Electoral Services to prepare, agree, settle and sign the necessary legal documentation to effect the proposals contained in this report.**

4. RELATED DECISIONS

- 4.1. LBH Britannia Update and Next Steps (FCR S039) - 14 March 2022.
- 4.2. Procurement of Sales Agent Services and Marketing And Branding Agent Services for LBH Britannia Phase 2b - HPB And Medium Risk Business Case - 12 April 2022.

5. REASONS FOR DECISION/OPTIONS APPRAISAL

- 5.1 This report outlines the process which has been followed to select a preferred bidder for the provision of Sales Agent services for LBH Britannia Phase 2b during the Strategy, Pre-Sales and Sales Phase of the project's delivery.
 - 5.1.1 The role of Sales Agent for private for sale homes of this scale and nature is a commodity service from the market, with a number of well known agents available in the market, many of whom have provided similar services to LBH on previous projects.

- 5.1.2 As set out in the Business Case, the procurement for a Sales Agent was carried out using Lot 2 and Lot 3 suppliers on the Notting Hill Genesis Estate Agents' Framework. This accessed 10 suppliers who had already demonstrated the capabilities to carry out Sales Agent services for private sales.
- 5.1.3 This role will commence with a review and finalisation of the delivery phase Sales and Marketing Strategy, working with the Marketing and Branding Agent, and Development Manager to ensure a coordinated and appropriate response for the LBH Britannia Phase 2b project.
- 5.1.4 The engagement will then move into the Implementation Phase, in line with the agreed Implementation Plan and budget agreed during the Strategy Phase. This Implementation Phase will be split into the Pre-Sales Phase and the Sales Phase. A move to commence the Sales Phase of the project will be subject to Cabinet approval, as part of the Contract Award report for the selection of a Design and Build Contractor for the Phase 2b project. This is currently programmed for January 2023.
- 5.1.5 The expedient instruction of the Sales Agent is key to ensure that this Strategy and Pre-Sales work is completed in order to enable a Sales Launch at the earliest opportunity during the construction phase - this is of particular importance given the requirement to de-risk the development by way of off plan sales. The precise nature and timing of this launch will be subject to the agreed Sales & Marketing Strategy which is the first deliverable of this appointment.
- 5.1.6 As part of the Quality bid (10% of the 60% weighting), bidders were required to commit to specific outcomes in response to Hackney's Sustainable Procurement Strategy. The response and commitments of the recommended bidder are set out in paragraph 7 to this report.
- 5.1.7 In line with industry practice, the fee for Sales Agent Services is predominantly based on a sales commission (percentage) rather than up front Fixed Price costs. To enable flexibility in the commercial models of each bidder, and to pre-empt any additional services which may be called off in the future, each bidder was also asked to submit a schedule of rates. Commission rates were requested for both domestic and international sales, and assumptions clarified to ensure normalisation across each bidder.
- 5.1.8 As the final fee for the engagement will be subject to actual gross sales achieved, the award of contract is on the basis of any up front Fixed Fees tendered, an agreed Schedule of Rates, and a domestic and international sales commission percentage. An analysis of this by bidder is set out at Exempt Appendix A - Tender Evaluation Summary.

5.2 **ALTERNATIVE OPTIONS (CONSIDERED AND REJECTED)**

5.2.1 The services of a Sales Agent are required in order to deliver the outcomes of the Britannia Masterplan. As such a 'Do Nothing' option is not a viable option. The tender process provided a transparent and clear outcome, with high scoring bids from three of the six respondents. As such, there is no reason why the services should not progress to be awarded in line with this outcome.

6. PROJECT PROGRESS

6.1. **Developments since the Business Case approval.** NONE

6.2. **Whole Life Costing/Budgets:** the contract fee for the Sales Agent is within the gross sales commission budget which was reported to Cabinet on 14 March 2022 and HPB on 12 April 2022. This is set out in Exempt Appendix B - Financial Implications. The majority of the fee will relate to the level of sales income secured on the scheme (including the final split between domestic and international sales) and may vary from the estimates provided.

6.3. **SAVINGS:** No cashable savings will be generated as the revenue stream is Capital Expenditure, with no repeatable revenue expenditure. Best value for money has been evidenced through the competitive tender processes.

7. SUSTAINABILITY ISSUES

7.1. **Procuring Green** Each bidder set out their corporate commitment to 'going' Green and how this would specifically apply to their delivery of the Britannia engagement.

7.1.1. The recommended bidder set out a corporate commitment to be a net zero carbon business by 2030, backing this up with a 36% reduction already achieved since 2018. At a corporate level, their commitment to environmental management was demonstrated by their Environmental Management Systems ISO 4001 accreditation, and dedicated Corporate Social Responsibility Team to monitor progress in relation to net zero targets.

7.1.2. The recommended bidder set out the measures which they will include as part of their sales and marketing approach:

- Provision of virtual tours and engagement
- Electronic leaflets/branding instead of hard copy and/or use of recycled materials
- highlighting the green credentials of the development from a building's perspective

7.2. **Procuring for a Better Society** Each bidder set out their corporate commitment to being a good corporate citizen and how this would specifically apply to their delivery of the Britannia engagement.

7.2.1. The recommended bidder committed to continuously consider how, as a local team, they could deliver a positive impact on social, environmental and economic well-being through the project. The following Key Initiatives were highlighted:

- Employment Opportunities - a local core team; a corporate Apprenticeship programme, with the aspiration to have 15% of applicants from Hackney; 2-week work experience opportunities
- Training and Workshops, e.g. CV writing, mock interviews, social media profile assistance, IT software training
- Partnering with Schools within Hackney, e.g. deliver presentations on careers in the real estate industry/promote career routes and apprenticeships; partnering with local professionals - commitment to reach out to two initial schools
- Partnering with Local Businesses, e.g. interior design professionals
- Charity Donations - Confirmation on existing support to Hackney charities - commitment that a declared percentage of their fee will be donated to a local charity of choice (refer Appendix A - Tender Evaluation Summary).

7.3. **Procuring Fair Delivery** Each bidder set out their corporate commitment to Fair Delivery and how this would specifically apply to their delivery of the Britannia engagement.

7.3.1. The recommended bidder set out their commitment to Diversity and Inclusion. The following Key Initiatives were highlighted:

- An 11 stage Diversity & Inclusion (D&I) training programme
- A dedicated D&I group, with 6 sub groups (Age, Ethnicity, Disability, Gender, LGBTQ+, Socio-economic), each with committed objectives by 2023, e.g. to employ at least 100 apprentices across the UK with a 50:50 male to female ratio
- Diversity in the Supply Chain - to ensure they are compliant with the Equalities Act 2010
- Changing the Face of Property - industry leading property companies working together to increase D&I in the industry

7.3.2. The call off award for the Sales Agent will ensure that the following provisions are appropriately included in order to meet the Council's requirements:

- Bribery, Corruption and Gratuities
- Modern Slavery and Human trafficking
- London Living Wage for direct and indirect employees

7.4. **Equality Impact Assessment and Equality Issues:** No specific issues were identified.

8. ALTERNATIVE OPTIONS (CONSIDERED AND REJECTED)

8.1. The Business Case presented the Alternate Options which were considered to procure the services required for the project. This included:

- Option 1. The use of Hackney Sales - in house sales services.
- Option 2. Procurement via a Framework Agreement.
- Option 3. Procurement via a PCR (FTS) Open / Restricted Procedure tender process.

8.2. In the case of the Sales Agent services, Option 2 was recommended and approved. The Notting Hill Genesis Estate Agents' Framework offered an expedient route to access an appropriate list of pre qualified suppliers who were able to carry out the required industry standard commodity services. This then allowed the focus during the tender and evaluation phase to focus on the specific experience and approach which each supplier would bring to the Britannia project. This route has proved an expedient and successful route to access appropriate suppliers, with 6 tenders received, three of which scored more than 80% of the total marks available.

8.3. The Britannia project team has considered the use of Hackney Sales for the private for sale homes as well as the Shared Ownership homes. Hackney Sales is not currently set up to take on the risk profile associated with the quantum, absorption rates, and international sales strategy which would be required for Phase 2b (314 homes). In particular, this would present a risk profile which the team is not resourced to support, nor would they have the existing reputation and brand within the private for sale international and domestic markets to meet the basecase targets.

8.4. A focus on maximising sales values, and doing so through leveraging existing developed networks and client databases of potential clients looking for high end property sales in East London is a skillset which is best sourced through external partners who specialise in and have a reputation for this service. To deviate from this strategy would present a significant sales risk to the Council and would not be advisable as a viable alternative.

9. TENDER EVALUATION

9.1. **Evaluation:** All suppliers on Lot 2 and Lot 3 of the Notting Hill Genesis Estate Agents' Framework were invited to tender for the opportunity via Pro-Contract.

9.1.1. This includes the following potential suppliers:

Lot 2 Suppliers – Private Sale:
<ul style="list-style-type: none">• Chesterton Global Limited• Dexters London Limited• Countrywide PLC (Trading as Hamptons International)• Kinleigh Folkard & Hayward Limited
Lot 3 Suppliers – Shared Ownership and Private Sale:
<ul style="list-style-type: none">• Connells Limited• Countrywide Estate Agents• Jones Lang LaSalle Limited• Knight Frank LLP• Savills (UK) Limited• Site Sales Marketing Limited

9.1.2. Bids were received from six bidders.

9.1.3. Evaluation Criteria. The bids were scored on a 60% quality to 40% cost basis. Quality bids were scored on a scale of 0 (wholly unsatisfactory) to 5 (Excellent), in line with a scoring mechanism set out in the ITT.

9.1.4. The Quality Questions were grouped under the following headings, and weightings applied accordingly:

Question Nr	Question Heading	Weighting (%)
1	Relevant Experience	10
2	Market Analysis & Insight	10
3	Tailoring the Sales & Marketing Strategy	5
4	Resources	10
5	Management & Communication	10
6	Response to Market Forces	5

Question Nr	Question Heading	Weighting (%)
7	Commitment to Sustainable Procurement Strategy Outcomes	10
Total Quality Score		60

9.1.5. Bidders were asked to provide the following Cost information:

- Fixed Price costs for each of the three Phases
- A Schedule of Rates applicable to all Phases
- Sales Commission for both International and Domestic sales, including any third party introducer assumptions

9.1.6. Sales Commission - In order to compare all cost bids on an equal footing, an estimated Sales Commission fee was calculated using a notional 50% domestic to 50% international sales split. Gross sales projections were taken from the March 22 Cabinet report, in order to calculate an estimated Sales Commission fee.

9.1.7. Schedule of Rates - a blank schedule of rates was provided to bidders for them to complete. The total of one day of each resource at all grades was then totalled, to give a Schedule of Rates score. Given that it is unlikely that this Schedule of Rates will be used in the future, this plays a minimal part in the overall Total Estimate Fee calculation.

9.1.8. Evaluation Team. The evaluation team scored the bids on the following basis:

Role	Name	Evaluation Areas
Phase 2b Project Director	Hayley Miller	All Cost and Quality
Development Project Manager & Residential Lead	Quentin Keeble	All Cost and Quality
Head of Sales & Marketing, Regeneration and Capital Delivery	Melodie Hampson	Quality (Q1, Q4 & Q5)
Britannia PMO	Justin Feltham	Cost and Quality (Q7)

9.1.9. Evaluation Scoring. The scoring for the bid was carried out on an individual basis, and then a unanimous score was agreed at a moderation meeting. Moderated scores were only agreed between evaluators who were scoring a particular question, and not across all evaluation team members. Prior to finalising individual scoring, clarification interviews were held with all bidders.

9.1.10. Following the moderation meeting, and a due diligence to check the cost scoring, the following Quality and Cost scores were confirmed and ranked. In the table below, green highlighted cells pull out the top scoring bid(s) for cost and quality; yellow the second highest scoring bid.

Bidder	Total Quality Score	Total Cost Score	Total Score	Rank
Bidder A	20.00	26.96	46.96	6
Bidder B	44.00	40.00	84.00	3
Bidder C	22.00	27.78	49.78	5
Bidder D	53.00	31.67	84.67	2
Bidder E	53.00	37.49	90.49	1
Bidder F	36.00	30.01	66.01	4

9.2. **Recommendation:** Following this outcome, it is recommended to award the contract to Bidder E, who came joint top on the Quality response and second on the Cost scoring. Further details are available at Exempt Appendix A - Tender Evaluation Summary.

10. CONTRACT MANAGEMENT ARRANGEMENTS

10.1. **Resources and Project Management (Roles and Responsibilities):** The Britannia Phase 2b project is led and project managed under the same governance arrangements and contracts which were put in place to support the development of the masterplan in 2017 and have progressed the design aspects of the Phase 2b residential project since Stage 0. This team is procured via Consultancy Agreements which are in place through the Local Education Partnership (LEP), which continue to ensure continuity of resource, and agreed call off rates and scope of services.

10.1.1. The Project Director is responsible to the Senior Responsible Officer (SRO), Group Director Finance & Corporate Resources, and the Britannia Board for the delivery of the project, supported during the procurement and delivery phase of the project by the following core team:

- Development Project Managers - London Home Quarters
- PMO Officer - LBH
- Procurement Category Lead and Coordinator - LBH

10.1.2. This core team is supported by the design team, who will engage with the sales and marketing team in relation to the final specification of the residential buildings prior to design responsibility being handed over to the

Design & Build contractor at award of contract (estimated January 2023).
Key design team members include:

- Masterplan and Residential Architects - FCB Studios
- Multi-Disciplinary Engineers - Buro Happold
- Construction Advisors - Blue Sky Building

10.1.3. The Phase 2b project management team act as developer, and engage with Regeneration and Housing Services colleagues (who act in the role of client) for the affordable housing aspects of the delivery. This coordinated approach is carried out for all aspects of the project and whilst the Sales and Marketing Strategy of the Shared Ownership properties will be managed by Hackney Sales, and has different drivers to the private sales strategy, there will be the need to jointly consider the development of these strategies so that they appropriately read together. As such the project team will engage with Regeneration and Housing Services colleagues to develop a coordinated position that can be presented and recommended to the Board.

10.1.4. In order to ensure best practice in project delivery across the Council, and lessons learned between housing delivery teams, the Project Director will have fortnightly 221s with both the SRO and Strategic Director, Inclusive Economy, Regeneration and New Homes.

10.2. **Key Performance Indicators:** The Key Performance Indicators for the project will be delivery of the required outcomes at each Phase of the project. This is set out in headline as follows:

Main KPI Targets Set	Monitoring
<p>1. In the Strategy Phase, the overarching outcome is to:</p> <ul style="list-style-type: none"> - Deliver a coordinated Sales and Marketing Strategy (backed up by a clear Brand Identity), together with a clear Implementation Plan and budget forecast which meets the financial business case needs of the project - Contribute to the successful approval of the Sales and Marketing Strategy by the Senior Responsible Officer (SRO) and Britannia Project Development Board 	<p>Fortnightly (initially), leading into weekly review meetings at project team level, feeding into routine Britannia Monitoring, i.e. monthly Steering Group and bi-monthly Board.</p>
<p>2. In the Pre-Sales Phase, the overarching outcome is to:</p>	

Main KPI Targets Set	Monitoring
<ul style="list-style-type: none"> - Prepare the project in line with the Implementation Plan agreed as part of the Sales and Marketing Strategy - Ensure the project is in a position to launch successfully in readiness to deliver the targets set out in the Sales and Marketing Strategy 	
<p>3. In the Sales Phase, the overarching outcome is to:</p> <ul style="list-style-type: none"> - Deliver the sales targets as set out in the Sales and Marketing Strategy - Execute the Marketing Strategy to support the delivery of the Sales and Marketing Strategy - Adapt the Sales and Marketing Strategy as required during the Sales Phase to ensure the delivery of capital receipts in line with, or in excess of, the financial business case 	<p>Go / No Go - via Cabinet</p> <p>Weekly sales reports/review meetings at project team level, feeding into routine Britannia Monitoring</p>
<p>4. All Phases - Performance against instructed Phase Fixed Price budgets, agreed Schedule of Rates, and commission arrangements</p>	<p>Monthly project Principals contract monitoring review meeting.</p>
<p>5. All Phases - Adherence and delivery of sustainable procurement commitments</p> <ul style="list-style-type: none"> - Development and delivery of a Social Value Plan - Commitment to donate a declared percentage of fees to charity 	<p>Monthly project Principals contract monitoring review meeting.</p>

11. COMMENTS OF THE GROUP DIRECTOR OF FINANCE AND CORPORATE RESOURCES

- 11.1. The fees for the Sales Agent's commission and costs set out in this report fall under the overall masterplan budget for Phase 2b. These budget assumptions were set out in the paper to the 14 March 2022 Cabinet and within the Business Case presented to Hackney Procurement Board.

- 11.2. Out of the 6 bidders, 4 submitted a commercial approach which was 100% based on Sales Commissions, i.e. there were no up front costs. Where up front costs were bid - to cover the Strategy and/or Pre Sales period, these were not substantive to the outcome of bid, nor the Total Estimated Fee.
- 11.3. From a budget perspective, the Britannia masterplan financial model assumes that 3.5% is taken off the gross sales values, to allow for sales, marketing and legal transaction costs. This is applied to all private sales, irrespective of whether these are sold domestically or internationally.
- 11.4. In practice, the cost of selling domestically compared to internationally differs. As such, the actual cost of sales will depend on the split of sales domestically and internationally. In order to normalise this split for cost evaluation purposes, Bidders were asked to confirm their sales commission for both domestic and overseas sales, based on a notional split of 50% in each arena (across the 314 private for sale homes in Phase 2b). Suppliers also clarified at interview whether this commission level would change if the split was different, say 75% domestic and 25% international. In most cases (including that of the preferred Bidder), this would not change.
- 11.5. All of the Bidders submitted a higher rate of commission for international sales compared to domestic sales. In addition, international sales are often dependent on a third party introducer market. Bidders clarified the additional percentage which would be applied to their fees should the client instruct any sales transactions which were reliant on such a third party. This fee uplift is standard practice with agents who operate in certain overseas markets where this is required.
- 11.6. The Total Estimated Fee submitted by Bidder E was the second lowest cost tender (scoring 38% out of a maximum of 40% available) and is within the budget allowance which is included within the Britannia masterplan financial model. A breakdown of the cost bid is included at Exempt Appendix A - Tender Evaluation Detail. The recommended Bidder's Total Estimated Fee is then compared to the project budget in Exempt Appendix B - Financial Implications.
- 11.7. Further due diligence on the 3.5% gross sales commission budget allowance will be carried out alongside the development of the Sales and Marketing Strategy. This will enable a more detailed estimate prior to the next presentation to Cabinet in January 2023. This estimate will take on board:
- An updated valuation on the gross income which will be delivered by the scheme (current day)
 - The likely split of Domestic to International Sales
 - An assumption in relation to the likely % of sales which will be accessed via the introducer market
 - A cost build up to cover all sales and marketing fees

- Revised construction programme and sales absorption rates (and thus finance implications)
- 11.8. As developer, one of the main financial risks to the delivery of the Britannia masterplan project is the risk of poor sales. The appointment of our Sales Agent for the delivery phase of the project is thus a key appointment. The weighting of the evaluation on a 60% quality and 40% cost is appropriate, and whilst the level of commission awarded as part of this bid is fixed, the ultimate success of the engagement will be to help the Council mitigate sales risk and optimise sales receipts to the Council.
- 11.9. It is noted that in the case of all Bidders, no claims for costs would be made should the Council cancel the engagement at any point prior to actual Sales being achieved.

12. VAT Implications on Land & Property Transactions

- 12.1. The disposal of the private for sale units is zero-rated for VAT purposes.

13. COMMENTS OF THE DIRECTOR, LEGAL, DEMOCRATIC & ELECTORAL SERVICES

- 13.1. Paragraph 2.7.7 of Contract Standing Orders states that, in respect of procurements with a risk assessment of "Medium Risk", Cabinet Procurement and Insourcing Committee will determine the award of contracts above the value of £2m. The estimated maximum value of the contract in this Report is above £2m so therefore Cabinet Procurement and Insourcing Committee can agree the recommendation in this Report.
- 13.2. Details of the procurement process undertaken by officers are set out in this report.

14. COMMENTS OF THE PROCUREMENT CATEGORY LEAD

- 14.1. This report provides the Cabinet Procurement and Insourcing Committee with the outcome of the procurement exercise undertaken to secure a Sales Agent to sell the private for sale homes on Phase 2b of the Britannia development. Officers have deployed a selection approach which has ensured that the successful supplier will not only effectively deliver the core services, but will also work with the Council to deliver wider community benefits for the people of Hackney.
- 14.2. The proposed award is supported on the basis that the recommended Bidder has submitted the most economically advantageous tender services. As detailed in the report, Bidder E has also demonstrated a clear understanding of Council's commitment to the delivery of sustainability and social value outcomes, and submitted a proposal which meets the Council's expectations in this regard.

APPENDICES

EXEMPT

Exempt Appendix A - Tender Evaluation Summary

Exempt Appendix B - Financial Implications

By Virtue of Paragraph(s) 3 Part 1 of schedule 12A of the Local Government Act 1972 this report and/or appendix is exempt because it contains Information relating to the financial or business affairs of any particular person (including the authority holding the information) and it is considered that the public interest in maintaining the exemption outweighs the public interest in disclosing the information.

BACKGROUND PAPERS

In accordance with The Local Authorities (Executive Arrangements) (Meetings and Access to Information) England Regulations 2012 publication of Background Papers used in the preparation of reports is required

Description of document (or None)

None

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