

FILING GUIDELINES FOR ORGANIZATION LOBBYISTS

[Registration Form & Quarterly Disclosure Report]

INTRODUCTION

All types of for-profit and non-profit entities must register with the City Clerk within ten calendar days of qualifying as an “organization lobbyist.” The City’s Lobbying Ordinance defines “organization lobbyist” to mean “any business or organization, including any non-profit entity, that provides compensation to one or more employees for the purpose of lobbying on behalf of the business or organization and who have a total of 10 or more separate contacts with one or more City Officials for that purpose within 60 consecutive calendar days.”

To register as an organization lobbyist, an entity must establish an electronic filing account with the City Clerk’s Office: <https://www.sandiego.gov/city-clerk/elections/lobby/lobbyist>. Contact the City Clerk’s Office at 619-533-4025 for assistance with the electronic filing system.

Each organization lobbyist must electronically file a Registration Form [EC-602], and thereafter a Quarterly Disclosure Report [EC-604] every three months. All statements are filed online; there is no need to also file a paper copy of a lobbying statement.

The City Clerk’s electronic filing system contains instructions on how to complete a Registration Form and Quarterly Disclosure Report. The guidelines contained herein are intended to supplement those instructions and provide a greater understanding of the City’s disclosure requirements. If you have questions regarding the information required to be disclosed on a Registration Form or Quarterly Disclosure Report, please contact the Ethics Commission at 619-533-3476 or ethicscommission@sandiego.gov.

REGISTRATION FORM

Organization lobbyists file one Registration Form to cover the activities of the entire organization. Individual lobbyists do not register separately. All information relevant to an individual lobbyist should be contained within the organization’s Registration Form.

Cover Sheet

Because the electronic filing system will automatically populate fields based on previous filings, make sure that all information displayed is current and correct. When filing an amendment, include details explaining what information is new, corrected, or deleted.

Schedule A: Organization Disclosure

Description of Organization

On Part 1 of Schedule A, describe the nature and purpose of the organization. For example: XYZ Corporation may describe itself as a “commercial real estate development corporation.” Green Energy Now! may describe itself as “a non-profit organization that advocates for the use of environmentally safe energy sources.”

Lobbyist Disclosure

On Part 2 of Schedule A, identify every owner, compensated officer, and employee in the organization who is authorized to lobby the City. The organization should identify each individual who will be communicating with City Officials for the purpose of influencing City Officials on behalf of the organization. The organization should include individuals who will be lobbying, even if lobbying is only a small part of their duties for the organization. Do not, however, list uncompensated officers or any other volunteers in the organization.

Including the name of prospective lobbyists on the Registration Form enables the organization to meet its disclosure obligations without having to amend the form each time another person in the organization starts lobbying the City.

Amendments

If an individual not identified on Schedule A starts lobbying the City, the organization will have to file an amendment within ten calendar days to report that individual as a lobbyist. When amending, in addition to identifying the individual as a lobbyist on Schedule A, make sure you report any fundraising activities, campaign contracts, and City contracts for that individual on Schedule C.

Schedule B: Municipal Decisions

Number of Lobbying Contacts

On Part 1 of Schedule B, state the number of separate lobbying contacts (meetings, telephone calls, letters, e-mails, etc.) that the owners, compensated officers, and employees of the organization had with City Officials during the 60 calendar days prior to registration. State the total number of contacts for all municipal decisions.

The following rules may assist you in determining the correct number of contacts:

- Each meeting with a City Official regarding a single municipal decision counts as 1 contact; a meeting regarding 2 municipal decisions counts as 2 contacts.
- A meeting with a City Official regarding a single municipal decision counts as 1 contact regardless of the number of individuals from the organization who attend the meeting.
- A meeting with a City Official and a member of that official's immediate staff regarding a single municipal decision counts as 1 contact, even if the staff member is also a "City Official."
- Identical or substantially similar letters, faxes, and e-mails count as 1 contact for each municipal decision discussed, regardless of the number of City Officials to whom they are sent. For example, the same e-mail message sent to 9 Councilmembers counts as 1 contact.
- Substantially different letters, faxes, and e-mails pertaining to a single municipal decision count as 1 contact for each different letter, fax, or e-mail. For example, sending a letter to 4 City Officials that emphasizes a project's financial concerns, and sending a different letter to 5 City Officials discussing the project's environmental issues, would count as 2 contacts (1 contact for each different letter).
- A meeting does not have to take place in a City Official's office to count as a contact. A meeting includes any social or political occasion, such as a lunch engagement, cocktail party, reception, fundraiser, or similar event where an individual has direct communication with a City Official regarding a municipal decision. A meeting also includes a chance encounter on the street if it involves an attempt to influence a municipal decision.

When calculating contacts, do not include communications:

- made by the organization's uncompensated officers or any other volunteers of the organization;
- made with City employees who are not "City Officials" (refer to the Ethics Commission website for lists of "City Officials: <https://www.sandiego.gov/ethics/documents/lobbyists>);
- that take place at a City Council meeting, a Council committee meeting, or similar noticed public meeting; or,
- that are subject to one of the exceptions identified in the Lobbying Ordinance. Consult the Ethics Commission's Fact Sheet on Exceptions to the Lobbying Ordinance for additional information.

Description of Municipal Decisions

On Part 2 of Schedule B, describe each municipal decision that the organization (a) is currently seeking to influence or (b) lobbied on during the 60 calendar days prior to registration. Describe either the specific municipal decision for which the organization lobbied (e.g., Living Wage Ordinance) or the general types of municipal decisions for which the organization is lobbying (e.g., matters relating to City storm drain pollution). Organizations may prospectively identify decisions for which it has a reasonable expectation of lobbying on later in the year. If an organization lobbies on a municipal decision not identified on its Registration Form, it must amend the form within ten calendar days of its first lobbying contact on that decision.

Identify the outcome the organization is seeking. For example, “passage of the Living Wage Ordinance” or “the adoption of stricter laws and policies designed to reduce storm drain pollution.”

Note that the information you provide regarding the municipal decision and outcome sought will be automatically entered onto your organization’s quarterly disclosure reports. If you provide general information regarding a municipal decision on your Registration Form, you must add more specific information concerning that decision on the Quarterly Disclosure Report.

Amendments

Schedule B must be amended within ten calendar days if the organization starts lobbying on a municipal decision not already identified on its Registration Form.

Schedule C: Activities Disclosure

Schedule C contains three parts, all seeking information relating to activities of the organization’s owners, compensated officers, and lobbyists during the previous two years. The two year period is based on when the organization registers, except that when filing an amendment to add a new owner, compensated officer, or lobbyist the two year period for the added person is based on the date of the amendment. Note that the term “officer” includes a chief executive officer, chief financial officer, president, and similar positions that bestow a considerable amount of control or influence over the activities of the organization. A position commonly associated with “officer” status, such as a vice president, will be treated as an “officer” under the Lobbying Ordinance unless the position is officially excluded from “officer” status by way of the organization’s bylaws, SEC filings, or other official documentation.

Fundraising Activities

Identify each owner, compensated officer, and lobbyist in the organization who engaged in “fundraising activities” for a current elected City Official within the past two years, along with the name of the applicable City Official. Do not report fundraising activities for a candidate who lost or withdrew from the election.

For purposes of Schedule C, “fundraising activity” means soliciting, or directing others to solicit, campaign contributions from one or more contributors, either personally or by hosting or sponsoring a fundraising event, and either:

- (1) personally delivering \$2,000 or more in contributions to a candidate, a candidate’s controlled committee, or a committee primarily formed to support a candidate, or
- (2) taking credit for the contribution by either personally delivering \$2,000 or more in contributions to a candidate committee, or identifying yourself to a candidate committee as having any degree of responsibility for it receiving \$2,000 or more in contributions as a result of that solicitation.

For purposes of the above rules, a “candidate committee” means any of the following:

- a City candidate’s election campaign committee;

- a City candidate’s controlled ballot measure committee;
- a City candidate’s professional expense committee (i.e., legal defense committee); or,
- an independent political committee primarily formed to support or oppose one or more City candidates

Soliciting contributions can involve more than just sending letters asking for donations. Soliciting contributions also means hosting, co-hosting, or sponsoring a campaign event, and includes the following activities, even if you are only one member of a host committee for an event:

- providing your home or office for a fundraising event (without charging market value);
- providing goods or services at a fundraising event (without charging market value);
- inviting people to attend a fundraising event; and,
- giving a list of prospective invitees or contributors to the candidate or committee.

Hosting a campaign event does not include solely supplying your name to be used on the invitation to an event. This is commonly referred to as an “honorary host.”

When determining whether or not someone has reached the \$2,000 threshold, keep in mind that the amount of contributions attributable to an individual is the total amount raised, even if that individual was one of several persons involved in a fundraising effort. Do not divide the total amount raised by the number of persons involved in the fundraising activities.

Refer to the Ethics Commission’s Fact Sheet on Disclosure of Fundraising Activities for additional information: <https://www.sandiego.gov/sites/default/files/lobbyfundraising.pdf>

Campaign Services

Identify each owner, compensated officer, and lobbyist in the organization who received compensation (including a “win bonus”) to provide campaign-related services, such as serving as a consultant or treasurer, to a current elected City Official within the past two years, along with the name of the applicable City Official.

Do not report volunteer services provided to a campaign.

Do not report services provided to a candidate who lost or withdrew from the election (unless the candidate is still holding elective City office, e.g., a Councilmember who ran unsuccessfully for state office).

Contract Services

Identify each owner, compensated officer, and lobbyist in the organization who received compensation to provide services to a City department, agency, or board within the past two years, along with the name of the applicable City department, agency, or board.

Disclose City employee, City consultant, and City independent contractor contracts. Do not, however, report volunteer services, such as serving on a City board, commission, or committee.

Schedule D: Deleting Lobbyists (Amendments Only)

File an amendment using this schedule to delete former lobbyists from the current year’s registration. Use this schedule to remove lobbyists who will no longer be lobbying for the organization. Note that you are not required to remove a lobbyist from a registration form. If you delete a lobbyist and that individual lobbies the City for your organization later in the year, you will have to file another amendment to the Registration Form.

Do not use Schedule D when filing the organization's initial registration for the year. If using the online system to copy a previous year's Registration Form for use in a new registration, remove any former lobbyists from Schedule B instead.

QUARTERLY DISCLOSURE REPORT

Organization lobbyists must file a Quarterly Disclosure Report to cover the activities of the entire organization during the quarter. Individual lobbyists do not file separate reports. All information relevant to an individual lobbyist should be contained within the organization's report.

Cover Sheet

Because the electronic filing system will automatically populate fields based on previous filings, make sure that all information displayed is current and correct. When filing an amendment, include details explaining what information is new, corrected, or deleted.

Schedule A: City Decisions

Complete this schedule if your organization lobbied any City Officials during the reporting period. Your organization is "lobbying" when any of its owners, compensated officers, or employees have a direct communication (e.g., meeting, telephone call, letter, or e-mail) with a City Official for the purpose of influencing a municipal decision on behalf of the organization.

When describing a municipal decision, be specific. Vague or general descriptions, such as "land use matter" or "property development" are not acceptable. The descriptions you provided on your Registration Form will be automatically entered into your organization's Quarterly Disclosure Reports. Therefore, if you provided general information regarding a municipal decision on your Registration Form, additional specific information concerning that decision must be added to the applicable Quarterly Disclosure Report. Supplement the information in the "Outcome Sought" field if necessary to accurately reflect the organization's goals with respect to the specific municipal decision.

When listing the names of the owners, compensated officers, and employees who lobbied on the decision during the reporting period, do not include uncompensated officers or other volunteers.

If you discover that a person who lobbied on the decision was not previously identified on the organization's Registration Form, you must amend the form immediately (all lobbyists are required to be listed either on the organization's initial Registration Form or on an amended Registration Form filed within 10 calendar days of lobbying).

When identifying City Officials lobbied during the reporting period, you are only required to disclose contacts with certain high-level unclassified officers and employees of the City and City agencies. Refer to the Ethics Commission website for lists of "City Officials": <https://www.sandiego.gov/ethics/documents/lobbyists>. Note that these lists are updated only periodically and may not contain the names of everyone who is currently a "City Official" under the Lobbying Ordinance.

Schedule B: Activity Expenses

Complete this schedule if the organization or its lobbyists made activity expenses during the reporting period.

An "activity expense" means any payment made to, or on behalf of, any City Official or any member of a City Official's immediate family, by an organization lobbyist, or any of its lobbyists. Activity expenses include gifts, meals, consulting fees, salaries, and any other form of compensation to a City Official or a City Official's immediate family, but do not include campaign contributions. For example, a \$3,000 consulting fee paid to a Department Director's spouse would be considered a reportable activity expense. If an organization lobbyist hires a City Official or a member of his or her immediate family, disclose the approximate total amount of

compensation provided to, or on behalf of, that individual during the reporting period, including bonuses and benefits.

City law limits gifts (e.g., meals, tickets to events) from organization lobbyists and their individual lobbyists to an aggregate total of \$10 per City Official within a calendar month. This means, for example, that if a lobbyist in your organization purchases an \$8 sandwich for a particular City Official, neither the organization nor any of its lobbyists may purchase a \$3 beverage for that official in the same calendar month. Because the Activity Expenses schedule requires only the reporting of activity expenses that exceed \$10, your organization should have no gifts to report.

Tickets and invitations to events held for non-profit entities (e.g., the Chamber of Commerce, Father Joe's Villages) are not considered "gifts" for purposes of the Lobbying Ordinance. Accordingly, they are not subject to the \$10 limit and need not be reported on the Quarterly Report Form. Note, however, that such tickets and invitations may be considered "gifts" under the City's Ethics Ordinance and could subject the recipient to that Ordinance's gift limits, reporting requirements, and disqualification rules.

Schedule C: Campaign Disclosures – City Candidates

Complete this schedule if one or more of the organization's owners, compensated officers, or lobbyists made contributions totaling \$100 or more during the reporting period to a City candidate's committee or to a committee primarily formed to support or oppose a City candidate. Also fill out Schedule C if the organization itself (or any political committee or "PAC" sponsored by the organization) made contributions totaling \$100 or more during the reporting period to a committee primarily formed to support or oppose a City candidate. Finally, also use Schedule C to report any contributions of \$100 or more made to a candidate's or elected official's professional expense committee (i.e., legal defense committee) during the quarter.

For example, Jane is the President of an organization lobbyist. In October, she writes a personal check for \$250 and gives it to a candidate seeking office in an upcoming City election. Later that month, Jane's organization writes a \$5,000 check to a committee primarily formed to support a different City candidate. When the organization prepares its October-December disclosure report, it must identify the \$250 and \$5,000 contributions on Schedule C.

Another example: The San Diego Energy Association [Association] is an organization lobbyist. It sponsors a committee called SD Energy PAC to support various political causes. The Association does not spend any of its own money on San Diego campaigns, but in March the PAC makes a \$15,000 contribution to a committee primarily formed to support the candidacy of Smith, who is running for Mayor. When the Association prepares its January-March disclosure report, it must identify the \$15,000 contribution made by its sponsored committee.

Note that elected City Officials (the Mayor, City Councilmembers, and the City Attorney) are considered "candidates" for as long as they remain in office.

For example, after Councilmember Lopez is sworn into office, she sends out mailers soliciting contributions to retire her campaign debt. Richard, one of the organization's lobbyists, sends a personal check for \$300 to Councilmember Lopez' committee. Even though the Councilmember is now an officeholder, she is also still a "candidate," and Richard's organization must disclose the \$300 contribution on its next quarterly disclosure report.

The term "candidate" also includes an elected City official running for office in a different jurisdiction. For example, a City Councilmember running for State Assembly is a "candidate" for purposes of these disclosure rules, and any contributions of \$100 or more to the Councilmember's Assembly campaign must be disclosed.

Only contributions from the same source with an aggregate total of \$100 or more made during the quarter must be disclosed. For example, a lobbyist who made a \$75 contribution to a committee does not need to disclose

that contribution on Schedule C unless he or she made another contribution of \$25 or more to the same committee in the same quarter (in which case both the \$75 and \$25 contributions would be disclosed separately on Schedule C).

Do not use Schedule C to report contributions made to support a candidate-controlled ballot measure committee; use Schedule D instead.

Keep in mind that contributions made directly to a candidate are reportable, as are contributions to a committee that makes campaign expenditures independent of the candidate (i.e., a primarily formed recipient committee). When completing Schedule C, therefore, identify the full name of the committee to which the contribution was made, not just the name of the candidate.

Contributions made to oppose a candidate are also reportable. If, for example, a lobbyist contributes \$200 to a committee entitled “Vote No on Smithers for City Council in 2016,” the organization must report that contribution on Schedule C.

The term “contribution” includes non-monetary, or “in-kind” payments. For example, a lobbyist who provides a candidate’s committee with \$100 worth of office supplies has made a contribution that must be reported on Schedule C.

Schedule D: Campaign Disclosures – Candidate Controlled Ballot Measure Committees

Complete this schedule if the organization or any of its owners, compensated officers, or lobbyists made contributions totaling \$100 or more during the reporting period to a City ballot measure committee controlled by a City candidate. As indicated above, elected City Officials are considered “candidates” under campaign laws for as long as they remain in office.

It is not difficult to determine if a candidate “controls” a ballot measure committee. Under the City’s campaign laws, when a candidate “controls” a committee, that candidate’s name must appear in the committee’s name and on all of the committee’s campaign literature, including its door hangers, mailers, and yard signs.

Only contributions from a single source with an aggregate total of \$100 or more made during the quarter must be disclosed. A lobbyist who made a \$75 contribution to a candidate-controlled committee does not need to disclose that contribution on Schedule D unless he or she made another contribution of \$25 or more to the committee in the same quarter (in which case both the \$75 and \$25 contributions would be disclosed separately on Schedule D).

For example, Oscar is one of the organization’s lobbyists. In August, he writes a personal check for \$500 to support a City ballot measure that would increase in the City’s transient occupancy tax. He gives the check to a ballot measure committee controlled by Councilmember Jones. That same month, Oscar’s employer writes a check for \$3,000 and gives it to a committee that supports the same ballot measure but is not controlled by a candidate. When the organization prepares its July-September disclosure report, it must identify Oscar’s \$500 contribution. The \$3,000 contribution made by Oscar’s employer does not need to be disclosed because its contribution went to a committee that was not controlled by a candidate.

Schedule E: Fundraising Activities

Complete this schedule if one or more of the organization’s owners, compensated officers, or lobbyists engaged in “fundraising activities” with an aggregate total of \$2,000 or more during the reporting period to support or oppose a candidate for City office or for a ballot measure committee controlled by a candidate.

For purposes of Schedule EC, “fundraising activity” means soliciting, or directing others to solicit, campaign contributions from one or more contributors, either personally or by hosting or sponsoring a fundraising event, and either:

- (1) personally delivering \$2,000 or more in contributions to a candidate, a candidate's controlled committee, or a committee primarily formed to support a candidate, or
- (2) taking credit for the contribution by either personally delivering \$2,000 or more in contributions to a candidate committee, or identifying yourself to a candidate committee as having any degree of responsibility for it receiving \$2,000 or more in contributions as a result of that solicitation.

For purposes of the above rules, a "candidate committee" means any of the following:

- a City candidate's election campaign committee;
- a City candidate's controlled ballot measure committee;
- a City candidate's professional expense committee (i.e., legal defense committee); or,
- an independent political committee primarily formed to support or oppose one or more City candidates

Soliciting contributions can involve more than just sending letters asking for donations. Soliciting contributions also means hosting, co-hosting, or sponsoring a campaign event, and includes the following activities, even if you are only one member of a host committee for an event:

- providing your home or office for a fundraising event (without charging market value);
- providing goods or services at a fundraising event (without charging market value);
- inviting people to attend a fundraising event; and,
- giving a list of prospective invitees or contributors to the candidate or committee.

Hosting a campaign event does not include solely supplying your name to be used on the invitation to an event. This is commonly referred to as an "honorary host."

When determining whether or not someone has reached the \$2,000 threshold, keep in mind that the amount of contributions attributable to an individual is the total amount raised, even if that individual was one of several persons involved in a fundraising effort. Do not divide the total amount raised by the number of persons involved in the fundraising activities.

For example, Mary is an owner of an organization that employs two lobbyists, John and Bill. Candidate Smith asks Mary, John, and Bill to help raise money for his campaign. Candidate Smith gives each of them a stack of remittance envelopes and asks them to help raise money for his campaign. Mary hosts a fundraiser at her house, collects \$5,500 in contribution checks, and delivers them to Candidate Smith. John writes his name on a corner of each envelope and mails them to a dozen of his associates, asking them to place a contribution in the envelope and send it to the candidate. John later finds out (through his associates or the candidate) that those associates contributed a total of \$2,000 to Candidate Smith. Bill calls ten of his friends and encourages them to go to Mary's fundraiser. He takes no further action.

When the organization prepares its quarterly disclosure report, it must identify Mary's and John's fundraising activities. Both solicited campaign contributions, and both made sure the candidate knew they were responsible for more than \$2,000 in contributions. Bill's fundraising activities do not need to be disclosed, even though he solicited his friends on behalf of Candidate Smith; he never obtained any credit for contributions that might have resulted from his solicitations.

Fundraising directly for a candidate is reportable, as is fundraising for a committee that makes campaign expenditures independent of the candidate (i.e., a primarily formed recipient committee). When completing

Schedule E, therefore, identify the full name of the committee for which an individual engaged in fundraising activities, not just the name of the candidate. If you are not sure of the full name of a committee, you can search or browse for committee names in the City Clerk's electronic filing system (<http://nf4.netfile.com/pub2/Default.aspx?aid=CSD>).

Fundraising to oppose a candidate is also reportable. If, for example, a lobbyist hosts a fundraiser for a committee entitled "Vote No on Smithers for City Council in 2016," the organization must report that fundraising activity on Schedule E (assuming that the \$2,000 threshold was reached).

Refer to the Ethics Commission's Fact Sheet on Disclosure of Fundraising Activities for additional information: <https://www.sandiego.gov/sites/default/files/lobbyfundraising.pdf>

Schedule F: Campaign Services

Complete this schedule if one or more of the organization's owners, compensated officers, or lobbyists provided compensated campaign services (e.g., consulting services) to a City candidate during the reporting period. Include campaign services that are provided pursuant to a contingency fee agreement, such as a "win bonus." Reportable services include those that are related to the candidate seeking office or to a ballot measure committee controlled by the candidate. The services must be performed in exchange for a salary, bonus, or some other form of economic consideration. Do not disclose volunteer work performed for a candidate.

For example, Tim is a lobbyist who works for an organization lobbyist. Outside the scope of that employment, Tim occasionally works as a campaign consultant. In November, he starts working on a campaign for a Councilmember seeking re-election the following year. When his employer prepares its October-December disclosure report, it must identify Tim's campaign activities, including the name of the candidate and the office that candidate is seeking, the approximate amount of compensation he received from the candidate during the reporting period, and a description of the campaign services he provided to the candidate during the reporting period.

Another example: Aidan is a lobbyist who worked on a Mayoral candidate's campaign under an agreement that he would volunteer his services, but be entitled to a "win bonus" in the amount of \$2,500 if the candidate won the election. The candidate won the election in November and paid Aidan the \$2,500 in January of the following year. When completing its fourth quarter report, the organization will report the \$2,500 that Aidan earned in the quarter, even though the actual payment wasn't made until the first quarter of the following year. The organization will not report the payment on its first quarter report for the following year.

If the individual identified has not yet earned any compensation, but could be entitled to a contingency-based form of compensation in the future (e.g., a "win bonus"), check the "contingency" box.

The term "candidate" includes an elected City official running for office in a different jurisdiction. For example, a City Councilmember running for State Assembly is a "candidate" for purposes of these disclosure rules.

Schedule G: City Contract Services

Complete this schedule if one or more of the organization's owners, compensated officers, or lobbyists provided compensated services during the reporting period under a City contract either as an employee, consultant, or independent contractor. If, for example, one of the organization's owners was hired by the Mayor's office to provide consulting services in connection with outsourcing a City function, then the organization must report these consulting services.

Note that "City" includes all of the City's departments, agencies (such as Civic San Diego and the Housing Commission), boards, and commissions.

For example, Malcolm is a lobbyist employed by an organization lobbyist and he specializes in environmental matters. Because of his expertise, the City's Environmental Services Department retains him as a consultant to evaluate the impact of a proposed hazardous waste program. Malcolm starts and completes the contract in March. He submits a bill for \$2,500 and he's paid in April. When the organization prepares its January-March quarterly disclosure report, it must report that (1) Malcolm provided services to the City; (2) the services were provided to the Environmental Services Department; (3) Malcolm earned \$2,500 for the services he provided; and (4) Malcolm's work involved evaluating the environmental impact of a proposed hazardous waste program. Note: when the organization prepares its April-June quarterly disclosure report, it need not disclose this consulting contract even though the payment was received in April (because the payment was "earned" and reported in the prior quarter).

2/1/16