



**City of Portland, Oregon**  
**Bureau of Development Services**  
**Land Use Services**

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[www.portlandonline.com/bds](http://www.portlandonline.com/bds)

**Date:** March 26, 2009  
**To:** Interested Person  
**From:** Noelle Elliott, Land Use Services  
503-823-7812 / [Noelle.Elliott@ci.portland.or.us](mailto:Noelle.Elliott@ci.portland.or.us)

## **NOTICE OF A TYPE II DECISION ON A PROPOSAL IN YOUR NEIGHBORHOOD**

The Bureau of Development Services has approved a proposal in your neighborhood. The reasons for the decision are included in this notice. If you disagree with the decision, you can appeal it and request a public hearing. Information on how to appeal this decision is listed at the end of this notice.

### **CASE FILE NUMBER: LU 09-102533 HDZ – RENOVATION AT 11 SW PENNOYER STREET**

#### **GENERAL INFORMATION**

**Applicant:** John G Jones, Listed Owner  
9904 Spirehaven Lane  
Dallas, TX 75238

**Representative:** Walter Jones, Applicant  
11 SW Pennoyer St  
Portland, OR 97239  
503-432-7450

**Site Address:** 11 SW Pennoyer Street

**Legal Description:** E 50' OF W 80' OF S 22.4' OF LOT 3 BLOCK 147 E 50' OF W 80' OF LOT 4 BLOCK 147, CARUTHERS ADD

**Tax Account No.:** R140913900

**State ID No.:** 1S1E10CB 02300

**Quarter Section:** 3429

**Neighborhood:** South Portland NA., contact Jim Davis at 503-248-9820.

**District Coalition:** Southwest Neighborhoods Inc., contact Leonard Gard at 503-823-4592.

**Zoning:** R2: Low Density Multi-dwelling zone

**Case Type:** HDZ: Historic Design Review

**Procedure:** Type II, an administrative decision with appeal to the Landmarks Commission.

#### **Proposal:**

The applicant seeks Historic Design Review approval to renovate the day-lit basement level of a single-family residence located within the South Portland Historic District. The proposal includes installing a total of eight new vinyl windows, including both casement and awning style, that include five on the east (side) façade facing SW Naito Parkway, two on the north (rear) façade facing a neighboring lot, and one in an existing window opening on the west (side) façade. A new wood and glass door will be installed in the existing opening on the rear façade. The new windows will be set back from the outer plane of the wall 2-inches, to reflect the

placement of historic basement level windows. All five of the windows on the east façade will be placed in new openings, while one of the windows on the north façade will be placed in an existing window opening. A consistent window head-height will be maintained across all the new windows, and will match the head height of the door. The two casement windows on the east façade measure 4'-6" tall by 3'-0" wide. The awning style windows on the east and north facades measure 2'-0" tall by 3'-0" wide, while the awning style window on the west façade measures approximately 2'-0" tall by 4'-0" wide to correspond to the existing window opening.

**Note:** *Since the proposal notice was mailed to the neighborhood a new wooden canopy over the rear door has been withdrawn from the proposal.*

Because the proposal is in a Historic District and exterior alterations are proposed, Historic Design Review is required.

**Relevant Approval Criteria:**

In order to be approved, this proposal must comply with the approval criteria of Title 33, Portland Zoning Code. The relevant criteria are:

- Chapter 33.846 Historic Design Review
- *Lair Hill Historic Conservation District Design Guidelines*

## ANALYSIS

**Site and Vicinity:** The 3,620 square-foot site is located within the South Portland Historic District at the corner of SW Pennoyer Street and SW Naito Parkway. The site is developed with a two-story house with a daylight basement. Although the house was constructed in 1884, during the primary period of significance in the district, it has undergone significant renovations and is considered a non-contributing structure to the historic district. In 1946 the house was moved from its original location at 3527 SW Front Avenue to its current site. In 1962 the porch and steps were added, and in 1975 the back porch was enclosed and the original windows were replaced. The building's first and second floor windows are primarily vinyl slider style windows, a marked change from historic style wood double-hung windows prevalent throughout the Historic District.

The South Portland Historic District is significant under Criterion A for its historic associations and under Criterion C for its architectural merit. The modest architecture of the South Portland neighborhood is indicative of the neighborhood's development as a working class immigrant community in the latter decades of the 19<sup>th</sup> century.

Portland's *Transportation System Plan* classifies SW Naito Parkway as a Neighborhood Collector Street, Transit Access Street, Local Service Bikeway and Walkway, and Community Corridor. SW Pennoyer Street is a Local Service Bikeway and Walkway.

**Zoning:** The Residential 2,000 (R2) zone allows multi-dwelling residential development up to a maximum density of one unit per 2,000 square feet of site area, and requires a minimum density of one unit per 2,500 square feet of site area. Newly created lots in the R2 zone must be at least 4,000 square feet in area for multi-dwelling development, 1,600 square feet for development with attached or detached houses, and 4,000 square feet for development with duplexes. Minimum lot width and depth standards may apply.

The Historic Resource Protection overlay zone is comprised of Historic and Conservation Districts, as well as Historic and Conservation Landmarks. The regulations that pertain to these properties protect certain historic resources in the region and preserve significant parts of the region's heritage. Historic preservation beautifies the city, promotes the city's economic health, and helps to preserve and enhance the value of historic properties.

**Land Use History:** City records do not indicate prior land use reviews for this site.

**Agency Review:** A “Notice of Proposal in Your Neighborhood” was mailed on February 26, 2009. The following Bureaus have responded with no issues or concerns:

- Portland Fire & Rescue;
- Portland Water Bureau;
- Bureau of Environmental Services;
- Urban Forestry Division of Portland Parks & Recreation;
- Development Review Section of the Bureau of Transportation;
- Site Development Section of the Bureau of Development Services;
- Life Safety (Building Code) Section of the Bureau of Development Services.

**Neighborhood Review:** A Notice of Proposal in Your Neighborhood was mailed on February 26, 2009. No written responses have been received from either the Neighborhood Association or notified property owners in response to the proposal.

## **ZONING CODE APPROVAL CRITERIA**

### **Chapter 33.846, Historic Reviews**

#### **Purpose of Historic Design Review**

Historic Design Review ensures the conservation and enhancement of the special characteristics of historic resources.

#### **Historic Design Review Approval Criteria**

Requests for historic design review will be approved if the review body finds the applicant has shown that all of the approval criteria have been met.

**Findings:** The site is located within the South Portland Historic District. Therefore the proposal requires historic design review approval. The relevant approval criteria are the Lair Hill Historic Conservation District Design Guidelines.

#### **Lair Hill Historic Conservation District Design Guidelines**

Historically, Lair Hill was a neighborhood of residences and small businesses. Many of the businesses, such as the numerous groceries on First Avenue, primarily served the surrounding neighborhood. Lair Hill provided for many of the daily needs of its residents with a library, stores, places of worship, and even a settlement house. Public transportation- first trolleys, then buses- was readily available. The private automobile was not needed as a primary source of transportation. Thus, the streets contained a great deal of pedestrian activity.

The Lair Hill streetscape is full of visual interest. The lively facades, porches, entryways, and even small storefronts are inviting to the passerby. The architecturally rich street facades, with their ornate detailing and celebration of entrances serve to provide the visual cohesiveness and quality of neighborliness characteristic to the district.

A great variety of architectural styles appeared as the neighborhood evolved over a period of time. Yet there remain enough elements in common to create a neighborhood that is visually continuous but that contains highly individualized areas.

Today, the neighborhood is still primarily made up of small-scale residences and businesses. Buildings of worship, the settlement house and a neighborhood grocery still exist. But many of these buildings, and the newer office buildings, now serve people who do not live in the neighborhood. Yet, the streets still reflect the more leisurely pace of the first part of the century. Neighborhood residents have worked to limit the automobile through-traffic. Many residents still walk to visit neighbors, shop or catch a bus. The intimate relationship between the passerby and the surrounding buildings still exists.

The following guidelines are specific elements to be incorporated into building design. Each guideline relates to goals, which are aims agreed upon by the neighborhood, that will maintain the special historic qualities of Lair Hill in ways appropriate to current times. For an in-depth discussion of each goal and how it relates to the guidelines, see the Lair Hill Historic Conservation District Design Guidelines.

*Staff has responded to the relevant Guidelines, as follows:*

**1. How the Building Relates to the Street. How the Building Relates to Adjacent Buildings.**

**Front Yard.** A distance equal to the average of the front setbacks of the immediately adjacent buildings. Where there are no adjacent buildings, the recommended setback is 8’.

**Side Yard.** Average of adjacent setbacks. If no adjacent buildings, the recommended setback is 5’.

**Rear Yard.** Average of adjacent setbacks. If no adjacent buildings, the recommended setback is 15’

**Findings:** The proposal is limited to the installation of new windows at the basement level of an existing house, and a new rear entrance, all of which have limited visibility from the street and surrounding properties. The footprint and height of the existing structure remains unchanged. The visual impact of the new windows on the side and rear facades is limited due to the mostly below-grade location of the basement level, with a sunken yard and a retaining wall located to the east of the building. The changes proposed to the building’s secondary facades are minimal and should have little visibility from the street and neighboring properties, while the building’s street-facing façade remains unchanged. *Therefore, these guidelines are met.*

**2. Parking**

1. It is strongly recommended that parking be in the building structure.
2. No ground floor street façade should be composed solely of parking or parking accesses. Ground floor facades must have pedestrian entrances and/or windows. (see Guideline 6)
3. On-site parking should be appropriately landscaped so as to screen the parking.
4. On-site parking should not completely fill any front or rear yard.
5. No parcel of land should be converted solely for parking.

**Findings:** There are no changes proposed to the existing two-car driveway on the site, and no additional parking is proposed. *This guideline is therefore met.*

**3. Building Shape – Height.** No building height should exceed three stories or forty-five feet.

**Findings:** There are no changes to the building height. *This guideline is therefore met.*

**4. Building Shape – Massing.** Buildings that are fifty feet or longer should be divided into modules of twenty-five feet, or less, in length. This modulation can be created by changes in the façade plane. (See “B Architectural Specifics.”)

**Findings:** There are no changes to the plane of the façade. *This guideline is therefore met.*

**5. Building Shape – Roof Shape.**

1. Pitched roofs should have a pitch of at least 6:12.
2. Flat roofs should be surrounded by a parapet.

**Findings:** There are no changes to the roofline. *This guideline is therefore met.*

**6. Architectural Specifics – Entryways.**

1. All buildings should have a permanently protected entryway. (Awnings are not permanent

protection).

2. On corner lots the main entrance should be on the nearest major street.
3. All main entrances should face the street.

**Findings:** The proposal introduces a new door at the rear of the home within an existing door opening. The new door exhibits a paneled wood base with a horizontal panel orientation below true divided lites, and closely resembles historic doors installed in the rear of single-family residences in the District. The building's street-facing front door is not altered by the proposal. *This guideline is therefore met.*

## 7. Architectural Specifics – Windows.

1. Wood sash is the preferred window material.
2. No pane of glass in any window unit should be larger than 30" wide by 84" high.
3. Windows on wood buildings should be surrounded by exterior trim on the top and sides that is 5 ½" minimum width.
4. Glass should be clear or stained.

**Findings:** The proposed changes to the building's basement level fenestration are relatively modest and generally reflect the style and form of basement level windows in historic single-family residential buildings in the District. The proposal includes installing a total of eight casement and awning style vinyl windows: five on the east (side) façade facing SW Naito Parkway, two on the north (rear) façade facing a neighboring lot (one new and one in an existing window opening), and one in an existing window opening on the west (side) façade. While wood sash windows are the preferred choice for the Historic District, in this case the vinyl windows are consistent with the vinyl material of the building's existing upper floor windows, and may provide greater durability due to their location within the basement wall. The glazing proposed is clear vision glass, as is supported by the Guideline.

The physical proportion of the new awning style windows is based on the approximate height and width of the building's existing basement level window openings. The majority of the new awning style windows draw their width from existing basement level window on the north (rear) façade. Their height has been increased a few inches in order to maintain consistency between the head heights of the windows and the existing door opening. The width of the new awning windows is a foot narrower than the existing basement level window on the west (side) façade, and is more in keeping with the historic character of the District's fenestration patterning which is typically narrow and vertically oriented. The two casement style windows provide a more vertical proportion without appearing to have the size and increased architectural significance as the building's first or second floor windows. The intention is that their more stout proportion will help differentiate them from the more vertical proportion of the District's historic double-hung wood windows, which are less common in the basement level of buildings, and have been removed entirely from this residence. The casement windows allow greater light penetration to the basement level living space, and meet the building code requirement for emergency egress.

The new windows lack the trim details of ground floor and upper floor windows on neighboring historic buildings due to their basement location. Instead, they more closely resemble the appearance of the building's existing basement windows, with a simple installation set back 0'-2" from the outer face of the wall, and no exterior trim. In addition, the upper floor windows of this particular building lack all historic features associated with a building of its era, including window proportion, set back, materiality, and trim. The building's existing first and second floor windows are vinyl slider style windows that sit proud of the face of the building and lack window trim. The new basement level windows are consistent with both the modern simplicity of the upper floor windows, and are generally consistent to the historic fenestration pattern of basement level windows in the District. They have been carefully installed to reflect a

0'-2" setback from the outer face of the wall, matching a historic window installation. *This guideline is therefore met.*

- 8. Architectural Specifics – Siding.** Horizontal wood siding, brick or stucco should be used for exterior finish. Vertical wood siding may be used in board and batten form. Shingles should only be used in conjunction with horizontal wood siding. The use of rough sawn finishes is discouraged.

**Findings:** No changes are proposed to the siding materials. *This guideline is not applicable.*

**9. Architectural Specifics – Exterior Finish.**

1. Wood siding and shingles should be finished with a full-bodied paint, preferably of a semi-gloss finish.
2. Staining of wood shakes/shingles used for roofing is acceptable. Otherwise staining is not a preferred finish.

**Findings:** No changes are proposed to the exterior finish materials. *This guideline is not applicable.*

**10. Other Building Components.** Where appropriate, new buildings should incorporate architectural detailing from the building components listed [below]:

- a. dormers
- b. bays
- c. bracketing
- d. cornice
- e. trim

**Findings:** The proposed windows and door are recessed into the basement wall and are devoid of exterior trim in an effort to match the building's existing window and door characteristics. *No other elements are added or modified by the proposal, thus this guideline is met.*

**11. Plantings.**

1. New buildings should be landscaped and the landscaping should include the parking strip.
2. No exposed plastic or bark mulch (except in rose beds or beds of other acid loving plants) should be used as a permanent ground cover.
3. New ground cover planting should be in sufficient density to fill out the area planted within a season or two. (Ex. Ivy should be spotted 12" to 18" apart or less.) Larger shrubs and smaller trees should infill no later than five years and sooner if possible.
4. Existing trees should be left in place if possible and appropriate.

**Findings:** No changes are proposed to the existing landscaping. *This guideline is not applicable.*

**12. Fences.**

1. Fences should be below 42" in height and of an open pattern.
2. Chain link fences should not be erected unless used as a trellis.

**Findings:** No fencing is proposed. *This guideline is not applicable.*

## DEVELOPMENT STANDARDS

Unless specifically required in the approval criteria listed above, this proposal does not have to meet the development standards in order to be approved during this review process. The plans submitted for a building or zoning permit must demonstrate that all development standards of

Title 33 can be met, or have received an Adjustment or Modification via a land use review prior to the approval of a building or zoning permit.

## CONCLUSIONS

The purpose of the historic design review process is to ensure that exterior alterations to existing buildings protect the integrity of the special characteristics of the historic resources. The proposal meets the applicable design guidelines and therefore warrants approval. The new windows and rear entry are designed to complement the building and respect the character of the building's basement level, as well as the character of more intact historic buildings in the South Portland Historic District. The new windows are relatively modest in size and treated in a similar manner to existing basement level windows within the house, with a two-inch set back from the outer plane of the wall and a lack of window trim. The new wooden door resembles the historic paneling and proportions of older doors in the district and is placed in the basement akin to the existing rear door.


## ADMINISTRATIVE DECISION

Approval of a basement remodel in the South Portland Historic District including:

1. Eight vinyl windows including two casement windows measuring 4'-6" tall by 3'-0" wide on the east façade, five awning style windows measuring 2'-0" tall by 3'-0" wide on the east and north façade, and one awning style window measuring 2'-0" tall by 4'-0" on the west façade.
2. One wooden and glass door on the north (rear) façade.

Per the approved site plans, Exhibits C-1 through C-7, signed and dated March 24, 2009, subject to the following conditions:

- A. As part of the building permit application submittal, each of the 4 required site plans and any additional drawings must reflect the information and design approved by this land use review as indicated in Exhibits C.1-C.7. The sheets on which this information appears must be labeled, "Proposal and design as approved in Case File # LU 09-102533 HDZ. No field changes allowed."

Decision rendered by:  on March 24, 2009

By authority of the Director of the Bureau of Development Services

**Decision mailed: March 26, 2009**

**Staff Planner: Noelle Elliott**

**About this Decision.** This land use decision is **not a permit** for development. Permits may be required prior to any work. Contact the Development Services Center at 503-823-7310 for information about permits.

**Procedural Information.** The application for this land use review was submitted on January 15, 2009, and was determined to be complete on **February 23, 2009**.

*Zoning Code Section 33.700.080* states that Land Use Review applications are reviewed under the regulations in effect at the time the application was submitted, provided that the application is complete at the time of submittal, or complete within 180 days. Therefore this application was reviewed against the Zoning Code in effect on January 15, 2009.

ORS 227.178 states the City must issue a final decision on Land Use Review applications within 120-days of the application being deemed complete. The 120-day review period may be

waived or extended at the request of the applicant. In this case, the applicant did not waive or extend the 120-day review period.

**Some of the information contained in this report was provided by the applicant.**

As required by Section 33.800.060 of the Portland Zoning Code, the burden of proof is on the applicant to show that the approval criteria are met. The Bureau of Development Services has independently reviewed the information submitted by the applicant and has included this information only where the Bureau of Development Services has determined the information satisfactorily demonstrates compliance with the applicable approval criteria. This report is the decision of the Bureau of Development Services with input from other City and public agencies.

**Conditions of Approval.** If approved, this project may be subject to a number of specific conditions, listed above. Compliance with the applicable conditions of approval must be documented in all related permit applications. Plans and drawings submitted during the permitting process must illustrate how applicable conditions of approval are met. Any project elements that are specifically required by conditions of approval must be shown on the plans, and labeled as such.

These conditions of approval run with the land, unless modified by future land use reviews. As used in the conditions, the term “applicant” includes the applicant for this land use review, any person undertaking development pursuant to this land use review, the proprietor of the use or development approved by this land use review, and the current owner and future owners of the property subject to this land use review.

**Appealing this decision.** This decision may be appealed to the Landmarks Commission, which will hold a public hearing. Appeals must be filed **by 4:30 PM on April 9, 2009** at 1900 SW Fourth Ave. Appeals can be filed on the first floor in the Development Services Center until 3 p.m. After 3 p.m., appeals must be submitted to the receptionist at the front desk on the fifth floor. **An appeal fee of \$250 will be charged.** The appeal fee will be refunded if the appellant prevails. There is no fee for ONI recognized organizations appealing a land use decision for property within the organization’s boundaries. The vote to appeal must be in accordance with the organization’s bylaws. Low-income individuals appealing a decision for their personal residence that they own in whole or in part may qualify for an appeal fee waiver. In addition, an appeal fee may be waived for a low income individual if the individual resides within the required notification area for the review, and the individual has resided at that address for at least 60 days. Assistance in filing the appeal and information on fee waivers is available from BDS in the Development Services Center. Fee waivers for low-income individuals must be approved prior to filing the appeal; please allow 3 working days for fee waiver approval. Please see the appeal form for additional information.

The file and all evidence on this case are available for your review by appointment only. Please contact the receptionist at 503-823-7967 to schedule an appointment. I can provide some information over the phone. Copies of all information in the file can be obtained for a fee equal to the cost of services. Additional information about the City of Portland, city bureaus, and a digital copy of the Portland Zoning Code is available on the internet at [www.portlandonline.com](http://www.portlandonline.com).

**Attending the hearing.** If this decision is appealed, a hearing will be scheduled, and you will be notified of the date and time of the hearing. The decision of the Landmarks Commission is final; any further appeal must be made to the Oregon Land Use Board of Appeals (LUBA) within 21 days of the date of mailing the decision, pursuant to ORS 197.620 and 197.830. Contact LUBA at 550 Capitol St. NE, Suite 235, Salem, Oregon 97301, or phone 1-503-373-1265 for further information.

Failure to raise an issue by the close of the record at or following the final hearing on this case, in person or by letter, may preclude an appeal to the Land Use Board of Appeals (LUBA) on that issue. Also, if you do not raise an issue with enough specificity to give the Landmarks



Commission an opportunity to respond to it, that also may preclude an appeal to LUBA on that issue.

**Recording the final decision.**

If this Land Use Review is approved the final decision must be recorded with the Multnomah County Recorder. A few days prior to the last day to appeal, the City will mail instructions to the applicant for recording the documents associated with their final land use decision.

- *Unless appealed*, The final decision may be recorded on or after **April 10, 2009 – (the day following the last day to appeal)**.
- A building or zoning permit will be issued only after the final decision is recorded.

The applicant, builder, or a representative may record the final decision as follows:

- By Mail: Send the two recording sheets (sent in separate mailing) and the final Land Use Review decision with a check made payable to the Multnomah County Recorder to: Multnomah County Recorder, P.O. Box 5007, Portland OR 97208. The recording fee is identified on the recording sheet. Please include a self-addressed, stamped envelope.
- In Person: Bring the two recording sheets (sent in separate mailing) and the final Land Use Review decision with a check made payable to the Multnomah County Recorder to the County Recorder's office located at 501 SE Hawthorne Boulevard, #158, Portland OR 97214. The recording fee is identified on the recording sheet.

For further information on recording, please call the County Recorder at 503-988-3034

For further information on your recording documents please call the Bureau of Development Services Land Use Services Division at 503-823-0625.

**Expiration of this approval.** An approval expires three years from the date the final decision is rendered unless a building permit has been issued, or the approved activity has begun.

Where a site has received approval for multiple developments, and a building permit is not issued for all of the approved development within three years of the date of the final decision, a new land use review will be required before a permit will be issued for the remaining development, subject to the Zoning Code in effect at that time.

Zone Change and Comprehensive Plan Map Amendment approvals do not expire.

**Applying for your permits.** A building permit, occupancy permit, or development permit may be required before carrying out an approved project. At the time they apply for a permit, permittees must demonstrate compliance with:

- All conditions imposed herein;
- All applicable development standards, unless specifically exempted as part of this land use review;
- All requirements of the building code; and
- All provisions of the Municipal Code of the City of Portland, and all other applicable ordinances, provisions and regulations of the City.

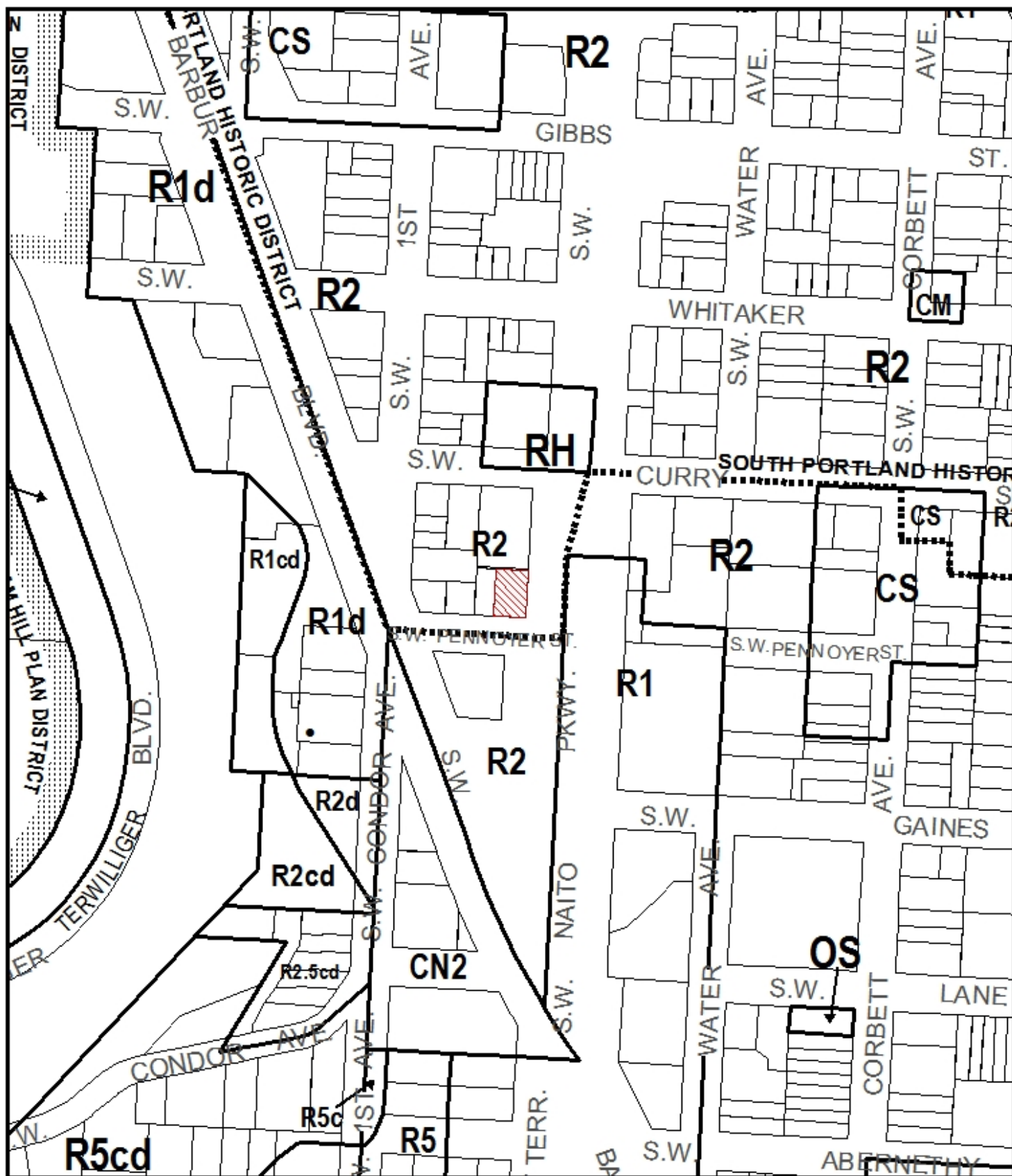
**EXHIBITS**

NOT ATTACHED UNLESS INDICATED

- A. Applicant's Statement
  - 1. Statement and Drawings

- 2. Additional Information
- B. Zoning Map (attached)
- C. Plans/Drawings:
  - 1. Site Plan (attached)
  - 2. East (Side) Elevation (facing Naito Parkway) (attached)
  - 3. North (Rear) Elevation (attached)
  - 4. West (Side) Elevation
  - 5. Window Section
  - 6. Window Manufacturer's Cutsheet
  - 7. Door Manufacturer's Cutsheet
- D. Notification information:
  - 1. Mailing list
  - 2. Mailed notice
- E. Agency Responses: None
- F. Correspondence: None
- G. Other:
  - 1. Original LU Application
  - 2. Site History Research

**The Bureau of Development Services is committed to providing equal access to information and hearings. If you need special accommodations, please call 503-823-0625 (TTY 503-823-6868).**



# ZONING



Site



Historic Landmark



NORTH

This site lies within the:  
SOUTH PORTLAND HISTORIC DISTRICT HISTORIC DISTRICT

File No. LU 09-102533 HDZ

1/4 Section 3429

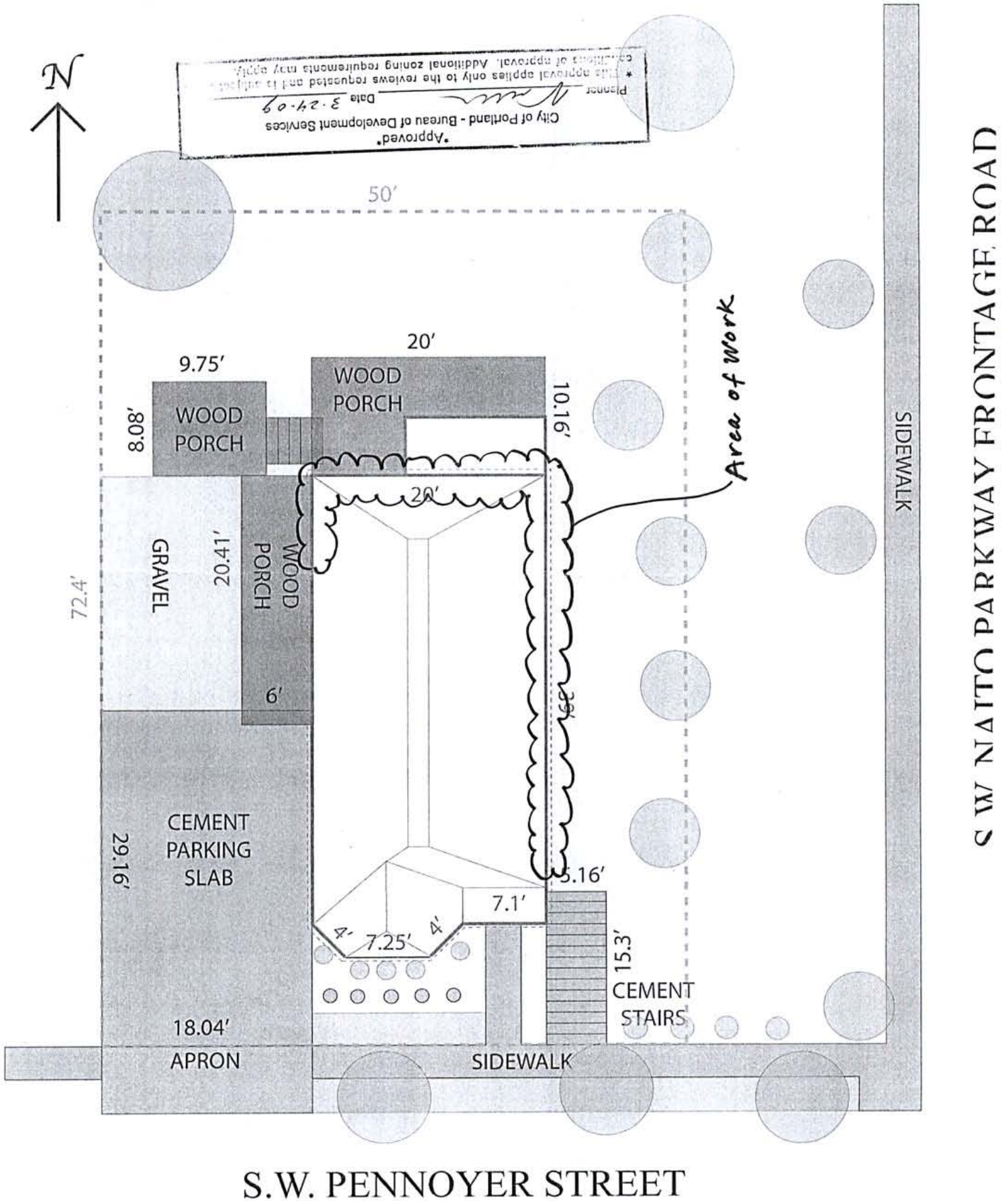
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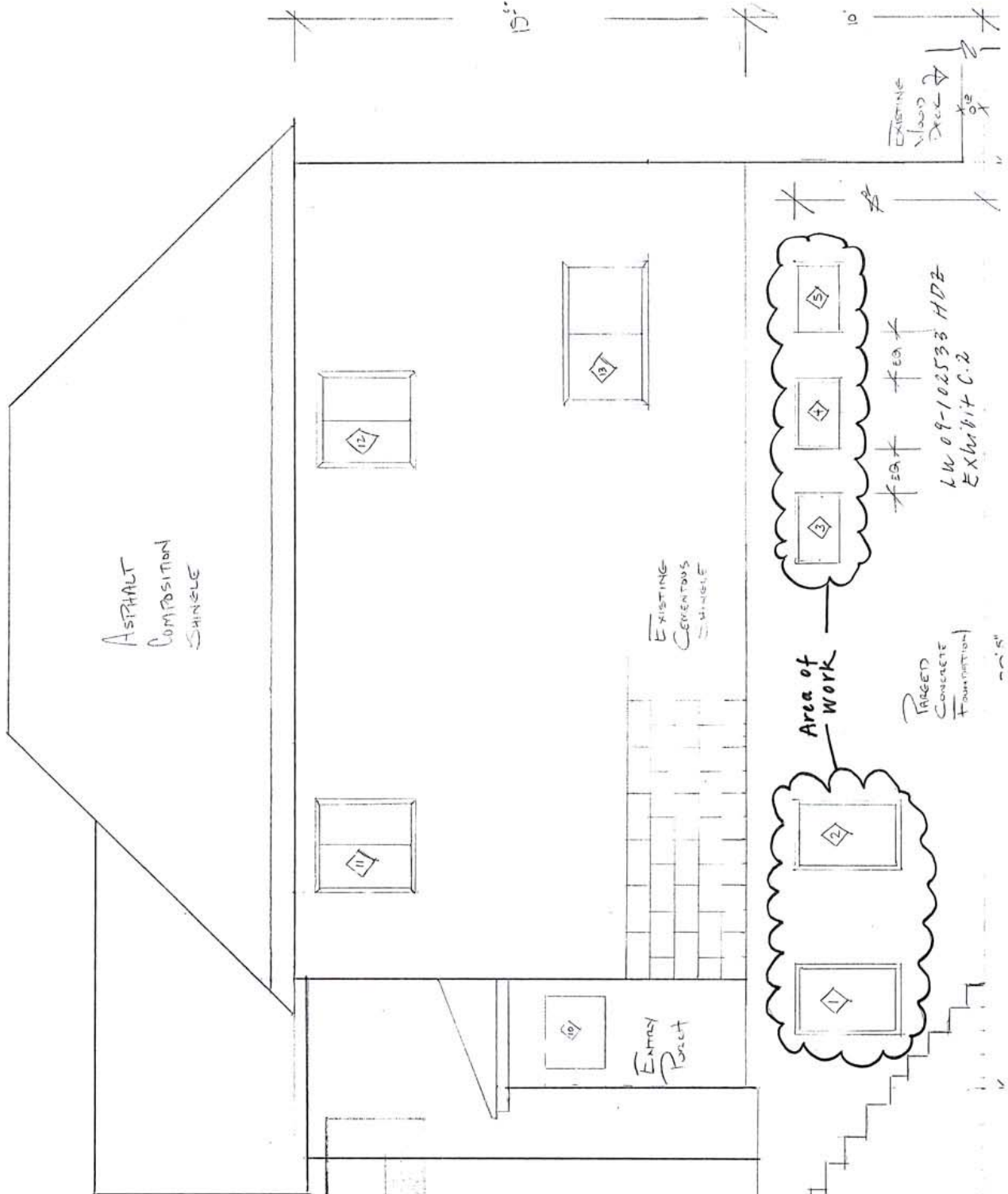
Exhibit B (Jan 20, 2009)

1/4" = 1'

----- = PROPERTY LINE



LN 09-102533 HDZ  
Exhibit C.1



Approved\*  
 City of Portland - Bureau of Development Services  
 Planner *[Signature]* Date 3-24-09  
 \* This approval applies only to the reviews requested and does not constitute an endorsement of approval. Additional zoning requirements may apply.

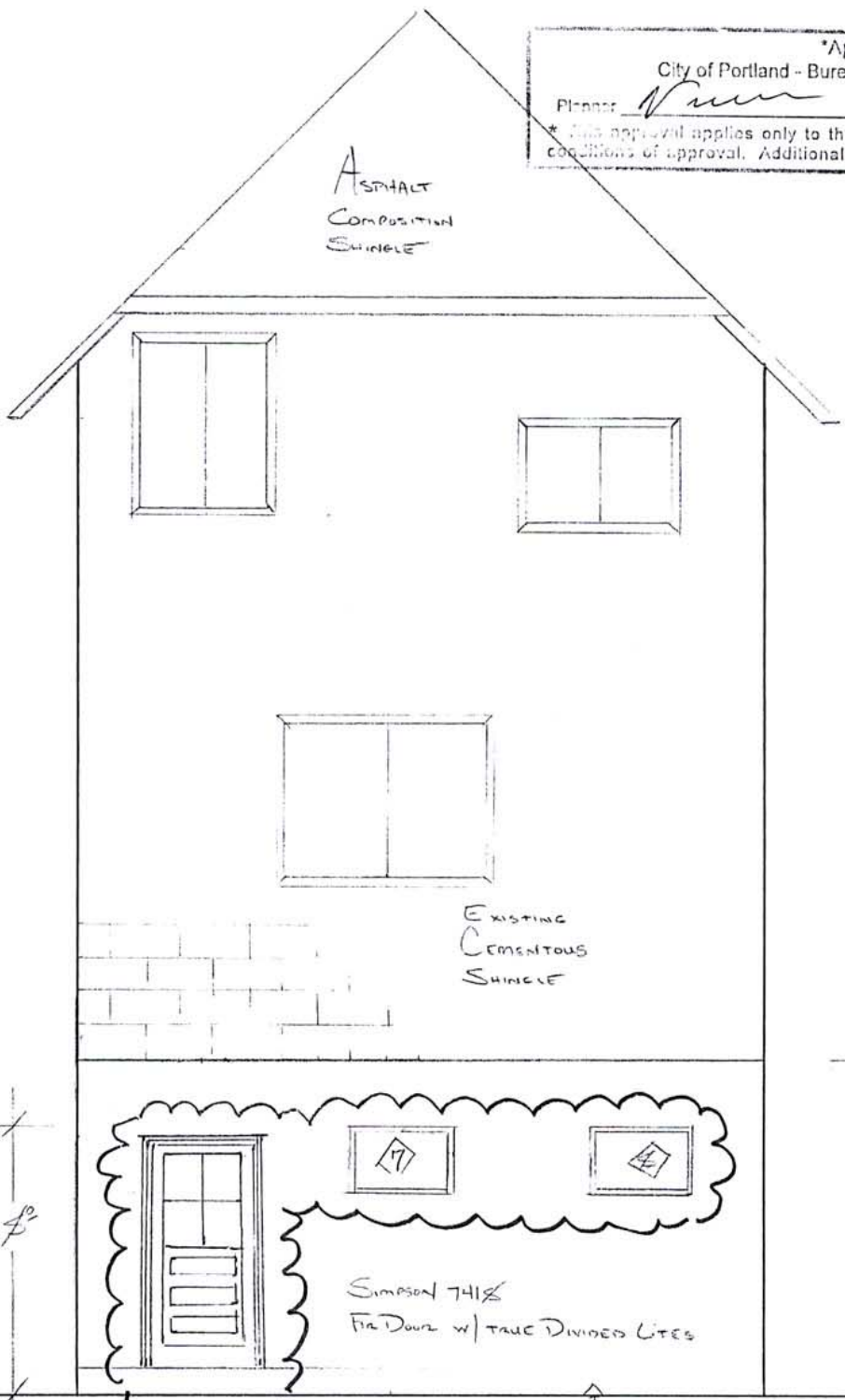
FAST ELEVATION 1/4" = 1'0"

LW 09-102533 HDZ  
 EXHIBIT C.2

[GRADE, IS LEVEL]



\*Approved\*  
City of Portland - Bureau of Development Services  
Planner N. Munn Date 3-24-09  
\*This approval applies only to the reviews requested and is subject to conditions of approval. Additional zoning requirements may apply.



Area of work

NORTH ELEVATION 1/4" = 1'0"

LU 09-102533 HDZ  
Exhibit C.3