



# Allentown

435 Hamilton Street  
Allentown, Pa. 18101

## Minutes - Final

### City Council

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Wednesday, March 25, 2026

6:30 PM

Council Chambers

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#### Special Council Meeting: Managing Director Nomination

#### Roll Call

Mr. Santo Napoli stated ok, we are going to kick off this Special Meeting and he will open the meeting and first ask our Clerk for a Roll Call, please.

**Present:** 7 - Cynthia Mota, Natalie Santos, Ce-Ce Gerlach, Candida Affa, Santo Napoli, Jeremy Binder, and Cristian Pungo

[15-8317](#)

R48

Appointment of the Managing Director

**Sponsors:** Administration

**Attachments:** [R48 - Managing Director Appointment](#)  
[MD Appointment - Code Requirements](#)  
[Candidate Cover Letter and Resume](#)  
[MD Job Description](#)  
[Org FV](#)

Mr. Santo Napoli stated regarding the purpose of the meeting, tonight they are here to Act on the appointment of Frank Kane as the city's Managing Director. He stated to Mayor Tuerk, you have the floor. He stated he is sorry and asked Mr. Hanlon to read the Resolution, please.

Mr. Michael Hanlon stated Article 123.09 (C) of the Administrative Code requires City Council approval of the Managing Director.

Mayor Matt Tuerk stated that's it and stated that it is a very simple Resolution. He stated thank you and thank you Council President Napoli. He stated thank you members of Council. He stated that he is going to be brief because he wanted to let Frank do the bulk of the talking. He really wants to say two things: 1. Why Frank and stated that he has been mayor now just over four years and spent most of this four years without anybody in the Managing Director role without anybody filling with that particular position. He stated over the course of the past four years, he has spoken with each of them. Many of them about what we need in a position like a Managing Director. He has gotten lots of different opinions and had lots of

different ideas himself. He considered lots of different candidates and every time that he had a discussion when he was engaged in that discussion, the person, the model that he was thinking about and what he wanted the person to do, he was thinking about Frank Kane. He stated that he is going to let Frank introduce himself, but he can tell them why he chose him in brief and it is because this is somebody who fundamentally understands what it means to serve in local government. He stated that his time at the county, his time at the Commonwealth of Pennsylvania has given him a pretty amazing education in how to do public service and stated that he is really excited that events can try to bring him here to us now. There has been lots of conversations about what we need in a role in someone who will fill this role. Over the years, but the time hadn't been right to pick somebody. Again, a lot of good people who work in the city of Allentown who work around the Lehigh Valley, but nobody who quite brought everything that Frank is going to bring. He stated to speak a little bit about the role, Frank's primary responsibility and he will go into it in greater detail and give you his (inaudible) of it, but his primary responsibility is going to be to help a phenomenal group of people and that is the 900 people or the 900 or so people who work for the city of Allentown who are public servants, specifically the members of the cabinet, the people who direct our departments. He stated that Frank will be working right alongside the people who are here today. Vicky Kistler in CED, Mark Shahda in Public Works and Freddie Agosto in Fire and folks like Chief Charles Roca and Mandy Tolin who can't be here with us, as well as, our admin folks Bina, and Gerry and Marty. He stated that Frank's number one job is going to be to help. They are a phenomenal group of people. They do amazing work. They are each uniquely qualified to deliver on the positions that they fill and that they hold, but they like all of us can use that little boost. They can use that thing that connects them. That is one of the things that Frank is going to do, but there is another group of people that Frank is going to be able to help out significantly with and it is not the people in the mayor' office. He is going to be helping them out to, but it is you. He stated that if he been paying attention to local government for the past 15 years, you probably haven't heard much out of the Lehigh County Commissioners. In part because of the job that he thinks Frank has done to engage in work and develop a relationship between commissioners and the administration at Lehigh County. He stated that he thinks that is one of the things he is going to bring to this role is making sure that there is a strong connection between the administration of the city of Allentown and the City Council in the city of Allentown. His primary job is going to be to help us all and that includes all of you so he really likes Frank and thinks he is the model for what we need in a position. He stated that he thinks that his work is going to help them get to the next level in the city of Allentown. He stated he doesn't want to say anymore. He wants to let him say it himself so without further adieu, his candidate for Managing Director, Frank

Kane.

Mr. Frank Kane stated that is a high bar. He stated good evening members of City Council, Allentown residents, and department heads. He stated that he appreciates coming out to support his nomination. He thanked Mayor Tuerk for nominating him and would like to thank all of them for considering his nomination. He stated that he will start by stating that he has been surprised and humbled by how warmly that he feels like he has been received by all of the people who make up Allentown city government. He stated by the various department heads, by the employees that he met along the way. He met all of them really. Either met in person or spoken on the phone. He stated that this is the fourth government that he hopes to become a part of and look forward to your approval to joining this team of dedicated public servants. He stated that they have a City Council and the Mayor who put the city's interests ahead of their own at every decision. He stated that is not always the case in local governments. He stated it is refreshing to see something that he is happy to be a part of. He stated that they have a capable and talented management team who execute well in their mission. He stated before we really get started, he should apologize for setting them a three page resume. It is kind of presumptuous. He stated that the last time he did a resume was on a typewriter. He was trying to justify how a bartender ought to have a state job. He was fortunate and got the job and here he is, but he had to pack a lot of things into a few years. He stated that his hope is that document is something you can all look through and you can see the things he has done. You can probably jog something in your mind and it creates an opportunity to talk about what you hope to do here. He stated that he hopes that his presence here will create a level of focus of transparency and of accountability that appears to not have been the norm in recent years. He stated that if they vote to confirm him, he can serve as a conduit for information and the way it flows between City Council between the mayor's office and between the department heads. He stated that as they set out to govern responsibly over the next four years and into the future, each of you has a vision for what Allentown can be. You all sacrificed your time and your lives, you have been to a million barbeques cookouts and had to do all the things that people had to do to run for office so you can have the chance to bring your vision for Allentown to life. He stated that he hopes that he will be able to integrated the mayor's vision and your and we will be able to put together policies and procedures that everyone could be on board with as we move forward in one cohesive plan. He stated one of his first meetings he asked one of the department heads, are there are weak links on our management team and she said we don't have weak links. We have weak connections. He stated that he thinks that is a wise observation. You can have the best people in the world, but if the processes aren't there and if the system aren't there for them to succeed. He stated you won't succeed. You can have the best

screwdriver money can buy, but if you are trying to hammer nails with it, we are all out of luck. He stated so he thinks that is what's missing and if you agree that these ideas are worth exploring and if Council will confirm him tonight, he plan to quickly undertake a process assessment of what's going on in the city and what's working, what isn't. Where are the roadblocks? Where are the processes and procedures that don't have clear deliverables that we can improve? He hopes to quickly identify some low hanging fruit that maybe we can improve. He stated that the Director of Community and Economic Development, Vicky plays a personal development game with people when they come into meetings, she says tell me three things about you that you wouldn't know by looking at your resume and so he will end with his three: first, is his philosophy of management is one of service. He stated that he thinks you manage people by considering their thoughts, by taking good recommendations, and by getting their by-ins. If you think that you are just going to tell people what to do and they are just going to do it, you are barking up the wrong tree and you won't be successful. He stated number 2, he cares deeply about people and you would know that from someone's resume, but he hopes even on his worst days that he first consider people's basic dignity and their humanity as we make decisions that affect all of the residents here. He stated that their employees and residents. He stated and third, he wants to work very hard to keep Allentown in the newspaper for good things. He thanked Council and stated that he is happy to take their questions.

Mayor Matt Tuerk stated ok, for a closing comment. He stated as you can see that he is hopeful the questions will dig in a little more into Frank's character and the quality of work that he has done, but that closing piece means a lot. For that somebody who spent and this will be the fourth local government, you can't find people out there who like man that guy, he did me dirty, right. He stated Frank is somebody who can help us. He is a master at relationships, but you also find that he stays positive in his relationships and for a group of people who are largely on the same page and suffered most from a lack of communication. He stated that he thinks Frank is going to help to put us over the edge and really kick us into the next development Phase for the city of Allentown. He stated that he is hopeful that after your questions, you will hear everything you need to hear and cast a positive vote for a Confirmation of Frank Kane as our Managing Director. Thank you.

Mr. Santo Napoli stated ok stating thank you Mayor Tuerk and Frank Kane. He stated that he will open up questions or comments from the dais regarding the confirmation.

Ms. Candida Affa stated that she doesn't have any questions because she

met with him. She stated that she had a long, long lunch stating that he answered all her questions. She stated that we had a very nice conversation. She stated that resumes are one thing, but meeting people personally and in a relaxed atmosphere she immediately liked him. She stated that she liked what he had to say. She liked how warm she was with him and believe this is going to be just another step to make our Council even better than it is right now. She stated that she is very happy with Council and she thinks that there are many times she will have questions and she won't have to call Vicky or call the Mayor up or whatever or Mark. She stated that she can go to him and hopes they have a good rapport and if they all can have a good rapport with this, things are going to look good in the city and she stated that she welcomes him.

Mr. Frank Kane stated thanks.

Mr. Santo Napoli stated thank you, Ms. Affa. He asked if there are any other questions or comments. He stated Councilperson Binder, go ahead.

Mr. Jeremy Binder thanked Mr. Napoli. He stated first off he wanted to say he is grateful that this position is being filled. He stated over the past couple of years before running and also in doing the whole campaign process, the recurring theme came up oftentimes was a lack of that role. He stated with respect to the mayor, and whoever is in that role, we are a growing city it is impossible to scale at this point where we are right now. To be able to have someone looking at seeking funding from the federal government, from the state government to working to create jobs and look at local businesses to support community things. He stated all those things that function that a mayor does in addition to managing so many employees. It is impossible to scale. No one person can do it. He stated that he disagreed with the Council years ago when they move this down to a dollar stating that he doesn't know what the reason or rationale was for that at the time, but he is excited to see us to get to that point where we have that ability to scale. He stated that he thinks you are using the word accountability is crucial. He thinks oftentimes in this area accountability is a dirty word and it should be viewed as something that we are all held to. He stated that he thinks it help shape us. It help us all to grow in our roles and looking forward to seeing that in this position, in both directions because he thinks working from the directors down is as well as the mayor's role is up. He stated accountability works to help shape, help respond and help them all grow as a city as individuals. He stated that he just wanted to make those quick comments out of that. He stated that he did have a couple of questions and stated with the and this will be the standard interview question you get everywhere else. He asked given your extensive experience in local government and you had some limited exposure to the city of Allentown and what happened here. He stated you

have been working and functioning in an adjacent government for some time now. If you were to put something down here in 2026 stating he almost gave the wrong year, it will be like a goal or a thing you really want to hit in this year. He asked what would it be like something that this is really something that he is trying to target right now.

Mr. Frank Kane stated to Mr. Binder that he and Councilperson Pungo had a great meeting just an hour ago about the budget process. He stated that he feels like our budget process in the Lehigh County is better. He stated that they start a lot earlier. He stated that is one thing that he didn't hear you all discussed, but he will tell them that they are submitting as a department head, he is submitting his budget final request in the beginning of July and they, he has been operating under the belief that October 31st is our deadline to have a budget passed because many years ago, we had a large tax increase after the election so they backed everything up prior to that and that is one thing that he feels like they and you don't hear about Lehigh County in the news having budget problems. The other thing we do is reach out to our Commissioners early and they are involved in our budget process stating that he hasn't talked to the mayor about this yet, but you know if they include them and they allow them. Once the budget and we are putting it together, we find out what their priorities are. We work with them to see what we agree on and what we all can work together on. If we can have a cohesive comfortable budget process that serves the residents well. He stated that is a big win. Another thing is he wonders why their Bond Rating is an A2. Look at the balance that you carry and look at the actual General Fund revenues that come in. You exceed your FA standard. He stated that he hasn't talked to Bina or the mayor about this either. He stated he probably should have gotten clearance, but if you reach out to your Bond Raters, they often take that as a good thing. If you approach them with a good message he means, you exceed GFO standards especially if you want to go out for debt in the future. You get a better rate. Those are two, they are a lot, but those are two.

Mr. Jeremy Binder stated more specifically, he alluded to the funding before and thinks and know tonight's Resolution is really for the position being filled, but he guesses his question is and he doesn't know if anyone can touch on this. Obviously, there is unless you are working for a dollar which is the currently funded one.

Mr. Frank Kane stated with great benefits.

Mr. Jeremy Binder stated he guesses what he is asking is what is the structural change that we are going to be looking at as a Council because there is going to need to be some way of funding that.

Mr. Frank Kane stated that he was under the impression that you were going to pass that funding ordinance prior to this meeting. He was surprised that it wasn't on the agenda. He stated that he doesn't work here yet.

Mayor Matt Tuerk stated Bina.

Ms. Bina Patel stated that currently there is a Vacancy Savings in the mayor's budget that would found and in the future date, depending on the it might be some reopenings of reorganizations and they are looking at in various departments and if that goes through, there is already savings that would be in the existing budget and they would like to avoid touching the cash reserves stating as Frank just said they are doing financially great and they want to keep showing that they are doing great and increase our credit rating so that is why we are realigning our budget to fund the positions.

<hr />Mr. Jeremy Binder stated just his understanding so is the Plan there for the 2026 Year. He stated that you are just tapping in to what is the surplus in that account for the budgeted amount for 2027, the position will be adjusted out and asked is that what you are planning.

Ms. Bina Patel stated exactly is what she is saying. She stated that they realign the current budget which is 2026 and use some of the vacancies because they are vacancies in various departments an that will help us fund that position.

Mr. Jeremy Binder asked are there any positions that are being and the vacancies eliminated as this process.

Ms. Bina Patel stated that is a restructuring that they revisit in the next few months and will learn about that. Department heads are already working on that and with the help of the HR Director. She stated that they are reviewing the job descriptions and what could be revised and what needs to be either upgraded or the job changed and maybe they need to revise and bring that grade down stating that is the process we are going through, sorry.

Mr. Jeremy Binder stated the surplus is like a stop-gap until we get to that point where we are going to evaluate what's happening in some of these positions.

Mayor Matt Tuerk stated that given that we passed the budget stating that a couple months ago they belong to any reorganization until more like June. He stated that they don't want to reorg everything in a couple of months so

we are going to hold on to that. It would give a better sense of what the budget picture looks like in 2026 and will be as they are preparing the 2027 budget as well, but you can count on seeing some existing positions eliminated as we reorganize to accommodate for the increase in the Managing Director's budget.

Mr. Jeremy Binder stated ok, thank you.

Mayor Matt Tuerk asked can he add real quickly with regard to Frank has his expectation with things that he wants to accomplish stating that I have as mayor has expectations as well. He stated that he has a stack of Plans that our incredible capable directors have been given to execute on. He stated what he wants to see is a little bit more significant progress on those plans. He stated one thing that is defined in the past four years has been a flurry of clergy and activity and handing off to the directors and giving them something more than they can reasonably expect to handle and we have a Managing Director in the city administration and that person will help the city data and all the citywide data strategy, the safe streets plan, and our housing plan, our violence prevention plan which you will see soon and help make all of those things become a reality, quicker. He stated that his team does a phenomenal job. Frank is going to help sew it all together and accelerate the progress and make sure the coordination between the departments on the execution of those plans.

Mr. Santo Napoli stated ok. Thank you and asked if there were any other questions or comments from the dais. He stated go ahead, Ms. Mota.

Dr. Cynthia Mota stated thank you, Mr. President. She stated that she doesn't have a question, she has a statement. She stated that she had the opportunity of meeting Frank Kane and he has an amazing resume and he is also a people person and a great communicator. He stated that he thinks that they will not have a problem. She thinks that will be a great thing to have him within the city. she stated that she is glad and exciting that finally they are getting a Managing Director to support the mayor when it comes to overseeing those who are in his office and those in the city. She stated that it is very encouraging and also exciting to finally have someone like Frank Kane with his experience needed for this role. She stated that she is looking forward to working with Mr. Kane. She stated thank you and by the way, congratulations Frank and the mayor for doing this stating it was time. Thank you.

Mr. Santo Napoli stated go ahead.

Mr. Frank Kane stated he was going to say, you didn't approve me yet. A congratulations is putting the cart before the horse, but thank you.

Mr. Santo Napoli stated it sounds good and asked is there was any and stated Ms. Gerlach.

Ms. Ce Ce Gerlach stated just a quick question, not so much on the appointment of Mr. Kane, but this paper that we received, is this final or is this like projected or what is going on with this.

Mayor Matt Tuerk stated that is the final Organizational Chart.

Ms. Ce Ce Gerlach asked who and asked do we have an Executive Assistant.

Mayor Matt Tuerk stated yes, the position is filled.

Ms. Ce Ce Gerlach stated ok, alright that person and asked is it Ms. Bower.

Mayor Matt Tuerk stated Boyer.

Ms. Ce Ce Gerlach stated Boyer, Michaela and stated ok.

Mr. Jeremy Binder stated just one other.

Ms. Ce Ce Gerlach stated that she is good.

Mr. Jeremy Binder stated that he wasn't sure.

Mr. Santo Napoli stated go ahead, Mr. Binder.

Mr. Jeremy Binder stated that this is more than understanding the Charter, so he apologized for ignorance on this one, but when the mayor is out of town and if you are doing something, is the Managing Director then the De Facto designee.

Mayor Matt Tuerk stated so if he remembers the wording of the Charter specifically. It doesn't specifically state out of town. It says absent. Absence was a different story when in 1997 then it is now. He stated via cell phone and various other technologies available pretty much 24/7. He stated that he does appoint a Deputy Mayor during his absence so if he is either incapacitated or absent from office which hopefully none of these things ever happens, the Deputy Mayor assumes the role, risks and responsibility of the mayor stated at this point the standing Deputy Mayor appointment is Chief Roca. He stated that when Frank comes on board, he will appoint Frank as the Deputy Mayor.

Mr. Jeremy Binder stated thanks for the clarification.

Mayor Matt Tuerk stated yep, any other questions related to the Charter stating that he is happy to recite it chapter and verse.

Mr. Santo Napoli thanked Mayor Tuerk and asked if there were any other questions or comments. He stated Ms. Gerlach.

Ms. Ce Ce Gerlach stated just in terms of communication from Council to department heads. She stated that she knows in the past, there has been communication about not communicating all the time with department heads. She asked if we have a question, if you are appointed do we direct it to you then you will direct it to the department heads or do we communicate directly.

Mayor Matt Tuerk stated that the Charter is very clear on your ability as Council to communicate with directors of departments and you can ask them informational questions. He stated anything you want to ask them, you are free to ask department heads. His request of City Council has always been that City Councilmembers not direct or try to provide direction to the department heads. It is one thing to ask a department head or a managing director for information about if a street has been plowed. He stated that it is an entirely different thing for a City Councilmember to request that the street in question be plowed. That will be provided direction and be completely out of bounds. As far as the flow of information, it is up to the preference and his preference will be that you all work directly through Frank Kane, when and if he is appointed. He stated that his experience working in the city has been in the questions that have been provided to various different department heads to be very distracting from the work that each department head might be doing any given day and if they have to field the question and dig in and do a lot of research, it can get them off of what they do day will look like. Getting those questions to Frank will allow him to triage and sometimes get the answer without going directly to the department head, but give you the best answer stating his goal in this administration is to provide the best possible answer to a City Councilperson so they can act accordingly. He stated that he thinks upon Frank's confirmation, he will be the best equipped to provide you with a good answer.

Ms. Ce Ce Gerlach stated ok, that makes sense.

Mr. Frank Kane stated that he will add if he can that they can call him nights, weekends, or anytime or text or email.

Mr. Santo Napoli stated ok, Ms Affa, go ahead.

Ms. Candida Affa stated that a similar situation where there is a constituent that is annoyed.

Mayor Matt Tuerk stated that he has never heard of an annoyed constituent.

Ms. Candida Affa stated that we have them here and there will call Council and they will try to help them. She stated a hypothetical situation, there is a garbage problem going on and so forth and they are calling and nothing is happening and of course, they reach out to us. She asked at this point, it would be without the Managing Director, she might go to the Sweep Department or Mark Shahda or Vicky Kistler or someone. She asked at this point now, we go to Frank.

Mayor Matt Tuerk stated that will be his preference. Frank is the person who is given that role as Managing Director and if you follow the Org Chart that was provided to all of you. Frank will be the person to be best equipped to find out how to get the work accomplished. Because sometimes that work does not have to involve the department head itself.

Ms. Candida Affa stated that it is a difference between their need to ask a question directly to say Vicky.

Mayor Matt Tuerk stated correct. There is information versus direction.

Ms. Candida Affa stated thank you.

Mr. Santo Napoli stated ok, go ahead Mr. Pungo.

Mr. Cristian Pungo stated that he will just ahead of the interest of the public, it is always great and stated that he appreciates all the questions and the kind words so he just feel like curious of what strengths you felt from the county and what you felt for things that were going pretty well and the strengths you bring here.

Mr. Frank Kane stated that you know he started at the county, he was pretty young and even more than the county, he started at the state. He stated that he was pretty young and was around really accomplished people. When you are a young person around really accomplished people, the only thing you can really do is not talk and watch what they do. He stated that he feels that he learned a lot. He learned how to bring people along when you're and stated that he was the Chief of Staff for the county for many years before he was the Human Services Director and later Director of Community and Economic Development. So the only way you can really

bring people along is by providing value to them. When you are a kid and a couple of years ago you were a bartender and now you are the Chief of Staff to the county and there were very accomplished directors. The only thing you can do is how can I help. What can I do? What can I learn from these people? He was fortunate to learn from some great people along the way and now, he learned and stated that he has a friend that calls it the Quaalude Theory of Management. He was the Buildings and Grounds and the Director of General Services, but then he was the Chief Operating Officer for the Philadelphia School District. It is a really intense job and everybody is intense and everybody is excited. People get really upset. He always felt that his job was to lower the atmosphere and to lower the temperature. He stated that he brings that and feels like that is most (inaudible) of what he provides is just a common sense level headed approach is to respect people. It is important that employees and the public feel respected. One of his favorite things about the city is for the past couple of weeks and it is ending now that he got to stand in the hall and watch how people got treated at counters and watch what happens when some of the people come in and maybe they don't like their or look like they are having some problems and they walk in and the way they get treated he thinks the front desk, especially Odemaris. She is wonderful with those people when they come in. That is great to see. He hopes that continue throughout the organization. He will know more as he sees more. He stated that those things are important, he thinks.

Mr. Cristian Pungo stated that he appreciates that and to echo that he thinks there is such an importance to kind of letting the folks that do their job well, kind of do that. He stated that he thinks that the city has some very good department heads here at the city and he thinks it is very welcomed to have someone finally obtain this position to help align the interest and he thinks he would love to see the strong suits to continue and the areas of improvement kind of develop as they go, but he appreciates that. Thanks.

Mayor Matt Tuerk stated if he can say a quick couple of things relative to that question. He stated first, one thing that hasn't been mentioned yet is that Frank is an affluent Spanish speaker and in a city like Allentown he thinks about Frank being at the front desk and one of the things that make Odemaris so valuable is her ability to communicate clearly in Spanish and English. Frank, also has that ability and it will serve him well in the Mayor's office. The other thing and he just want to say a word of thanks he supposes to County Executive Josh Siegel who he approached. He was the first person he called when he learned that Frank might be somebody that he can bring along here at the city of Allentown. He wanted to make sure that the County Executive understood where he was coming from and respectfully he thinks that it is not the loss of Lehigh County for Frank to come over here. He stated that he thinks that with County Executive

Siegel's and you all saw it here when we had a joint meeting with the Commissioners. County Executive Siegel has laid out a bold plan for county government serving the county residents. He stated that he thinks that Frank being here in the city of Allentown and being here at the city of Allentown and continue to be a servant in a partnership role to the county. It is going to be good for everybody here in the city of Allentown, but also at the county of Lehigh. He stated that this is another case of addition by addition. It is similar to and he thinks when they lost Genesis to City Council from the mayor's office, they saw that as a loss and some respect for the mayor's office. It was kind of a gain for the whole city because she would be able to foster the continued relationship between the mayor's office and add something special to City Council. He sees the same thing here with Frank and the ongoing relationship with the county. He stated that they will be able to do some special things together.

Mr. Santo Napoli stated that well, you stole my thunder to the mayor adding that he was going to bring up the Workshop and the fact the Frank probably has everyone's extension memorized at the county and that could be a good thing for us as we try to get the work done to collaborate with the county so its a plus for sure. He stated that he will quickly add that the best hires are the ones that you are interviewing without knowing you are interviewing them or they don't realize they are being interviewed. He stated that they gotten to know Frank over the y

**A motion was made by Santo Napoli that this Resolution be approved. The motion carried by the following vote:**

**Yes:** 7 - Cynthia Mota, Natalie Santos, Ce-Ce Gerlach, Candida Affa, Santo Napoli, Jeremy Binder, and Cristian Pungo

Enactment No: 31248

**ADJOURNED: 7:05 PM**