No. 18-15386

IN THE

United States Court of Appeals for the Ninth Circuit

RAEF LAWSON, individually and on behalf of all other similarly situated individuals, and in his capacity as Private Attorney General Representative,

Plaintiff-Appellant,

v.

GRUBHUB HOLDINGS INC. and GRUBHUB INC.,

Defendants-Appellees.

From the United States District Court
for the Northern District of California,
Case No. 3:15-cv-05128-JSC,
Hon. Jacqueline Scott Corley presiding

APPELLEES' SUPPLEMENTAL BRIEF

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INTRODUCTION

Plaintiff tried but failed to prove at trial that he was not an independent contractor during the brief four months in late 2015 and early 2016 that he used the Grubhub app to work wherever and whenever he wanted. ER2, 9, 11. He now seeks a second bite at the apple, urging that the ABC test articulated in *Dynamex Operations West Inc. v. Superior Court*, 4 Cal. 5th 903 (2018), should apply to his misclassification claims even though he pled and tried them under *S.G. Borello & Sons, Inc. v. Department of Industrial Relations*, 48 Cal.3d 341 (1989).

The Court should deny Plaintiff's attempt to relitigate his claims. *Borello* continues to govern his expense reimbursement claim because *Dynamex* does not apply to non-wage-order claims, and Assembly Bill 5 ("AB5") does not expand the ABC test retroactively. Moreover, irrespective of what classification test applies to minimum wage and overtime claims, Plaintiff failed to prove the merits of these claims, and to the extent the ABC Test could apply to Plaintiff's minimum wage and overtime claims, Proposition 22 abates those causes of action.

STATEMENT OF THE CASE

On September 26, 2019, the Court stayed this appeal pending a decision by the California Supreme Court on the question certified in *Vazquez v. Jan-Pro Franchising International, Inc.*, 2019 WL 4648399 (9th Cir. Sep. 24, 2019), to determine whether the ABC test as articulated in *Dynamex* applies retroactively.

Dkt. 72. On January 14, 2021, the California Supreme Court answered that question. *See Vazquez v. Jan-Pro Franchising Int'l, Inc.*, 478 P.3d 1207 (Cal. 2021). The Court lifted the stay of this appeal two weeks later. Dkt. 73.

Since this case was stayed, the legal landscape underlying Plaintiff's claims has dramatically shifted. Although the California legislature purported "to codify the decision of the California Supreme Court in *Dynamex* and [to] clarify [its] application in state law" by enacting AB5 (2019 Cal. Legis. Serv. Ch. 296 (A.B. 5)), in fact, AB5 simultaneously expands and narrows the scope of *Dynamex*. More specifically, on the one hand, AB5 extends the ABC test beyond the *Dynamex* wage-order context for "work performed on or after January 1, 2020." Cal. Lab. Code §§ 2775(b)(1), 2785(c). On the other, AB5 limits the test's application via a litany of exemptions, which "apply retroactively to existing claims and actions to the maximum extent permitted by law." *Id.* § 2785(b).[1] Therefore, for the millions of exempted workers, the *Borello* test continues to apply. *See id.* § 2785(d).

In response, the People of California overwhelmingly approved Prop 22 to repeal the "recent legislation"—AB5—that "ha[d] threatened to take away the flexible work opportunities of hundreds of thousands of Californians." Cal. Bus. & Prof. Code § 7449(d). Prop 22's core purpose, which the courts must "effectuate"

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[1] The legislature further expanded the exemptions to the ABC test in Assembly Bill 2257. *See* 2020 Cal. Legis. Serv. Ch. 38 (A.B. 2257).

(Prop 22 § 5), is "[t]o protect the basic legal right of Californians to choose to work as independent contractors with rideshare and delivery network companies throughout the state" (Cal. Bus. & Prof. Code § 7450(a)).

Under Prop 22, app-based drivers are "independent contractor[s] and not … employee[s]" where, as here, a network company (1) "does not unilaterally prescribe" when they "must be logged into the" app; (2) "does not require" them "to accept any specific … delivery service request"; (3) "does not restrict" them "from performing … delivery services" using other apps; and (4) "does not restrict" them "from working in any other lawful occupation or business." *Id.* § 7451. Prop 22 applies "[n]otwithstanding any other provision of law, including, but not limited to, the Labor Code, the Unemployment Insurance Code, and any orders, regulations, or opinions of the Department of Industrial Relations or any board, division, or commission within [that Department]." *Id.* Plaintiff nonetheless persists in this litigation even though Prop 22 makes clear he is an independent contractor.

ARGUMENT

I. *Borello* Continues To Govern Plaintiff's Expense Reimbursement Claim.

Under a plain reading of *Dynamex* and consistent with the overwhelming weight of authority since *Dynamex* was decided, *Borello* should continue to apply to Plaintiff's expense reimbursement claim. *Dynamex* is limited solely to the wage-order context, and AB5 does not expand application of the ABC test retroactively.

In *Dynamex*, the California Supreme Court expressly limited its adoption of the ABC test to "one specific context"—namely, "whether workers should be classified as employees or as independent contractors *for purposes of California wage orders*." *Dynamex*, 4 Cal. 5th at 913; *accord Cal. Trucking Ass'n v. Su*, 903 F.3d 953, 959 n.4 (9th Cir. 2018) ("*Dynamex* did not purport to replace the *Borello* standard in every instance …."). The court specifically declined to consider whether "the wage order definitions should apply to all the relief sought under section 2802," including "fuel and tolls." *Dynamex*, 4 Cal.5th at 915–16 & n.5. And in *Vazquez*, the court reiterated the narrow scope of *Dynamex*, noting that it addressed only "what standard applies in determining" employment status "for purposes of the obligations imposed by California's wage orders." 478 P.3d at 1210–11 ("*Dynamex* was based upon a determination concerning how the term 'suffer or permit to work' in California wage orders should be interpreted for purposes of … the wage orders").

Indeed, California courts have uniformly concluded that *Dynamex* does not extend to non-wage-order claims and that *Borello* is the appropriate standard for such claims. *See*, *e.g.*, *Gonzales v. San Gabriel Transit, Inc.*, 40 Cal. App. 5th 1131, 1140, 1164 (2019) (holding that "statutory claims alleging misclassification not directly premised on wage order protections … are appropriately analyzed under … the '*Borello*' test" and remanding to trial court to "evaluate which Labor Code claims enforce wage order requirements, and which do not"); *Garcia v. Border Transp.*

Grp., LLC, 28 Cal.App.5th 558, 571 (2018) ("*Borello* furnishes the proper standard as to [plaintiff's] non-wage-order claims"); *Rosset v. Hunter Eng'g Co.*, 2018 WL 4659498, at *1, *3 n.2 (Cal. Ct. App. Sept. 27, 2018) (unpublished) (applying *Borello* to plaintiffs' expense reimbursement claim); *Salgado v. Daily Breeze*, 2018 WL 2714766, at *3–4, *15 & n.6 (Cal. Ct. App. June 6, 2018) (unpublished) (same where plaintiff sought "reimbursement of mileage" and other "expenses incurred in providing delivery services").[2] This Court should hold likewise and affirm the trial court's judgment with respect to Plaintiff's expense reimbursement claim for all the reasons explained in our previous briefing. *See* Answering Br. at 15–28.

AB5 does not change the analysis because it does not apply retroactively. *See Haitayan*, 2021 WL 757024, at *5; *Olson v. California*, 2020 WL 905572, at *12 (C.D. Cal. Feb. 10, 2020). AB5 did not become effective until January 1, 2020—nearly four years after Plaintiff *stopped* using the Grubhub app. *See* 2019 Cal. Legis. Serv. Ch. 296 (A.B. 5). "A basic canon of statutory interpretation is that

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[2] *See also*, *e.g.*, *Haitayan v. 7-Eleven, Inc.*, 2021 WL 757024, at *5 (C.D. Cal. Feb. 8, 2021) (holding that *Dynamex* does not apply to plaintiffs' Section 2802 claim); *Henry v. Cent. Freight Lines, Inc.*, 2019 WL 2465330, at *8 (E.D. Cal. June 13, 2019) (same); *Moreno v. JCT Logistics, Inc.*, 2019 WL 3858999, at *8, *12 (C.D. Cal. May 29, 2019) (same where plaintiff sought damages for "unreimbursed costs for fuel and insurance"); *Karl v. Zimmer Biomet Holdings, Inc.*, 2018 WL 5809428, at *3, *9 (N.D. Cal. Nov. 6, 2018) (same where plaintiff sought reimbursement for "gas, smartphone and data plans, [and] travel expenses"); *Alvarez v. XPO Logistics Cartage LLC*, 2018 WL 6271965, *4, 7 (C.D. Cal. Nov. 15, 2018) (same).

statutes do not operate retrospectively unless the Legislature plainly intended them to do so." *W. Sec. Bank v. Super. Ct.*, 15 Cal. 4th 232, 243 (1997). But nothing in the text or legislative history of AB5 suggests a "clear and unavoidable intent to have the statute retroactively impose liability." *McClung v. Emp. Dev. Dep't*, 34 Cal. 4th 467, 476 (2004). To the contrary, the legislature specified that AB5 "appl[ies] retroactively" only "[i]nosfar as the application of [its statutory exemptions] would *relieve* an employer from liability." Cal. Lab. Code § 2785(b) (emphasis added). Otherwise, AB5 governs only "work performed *on or after* January 1, 2020." *Id* § 2785(c) (emphasis added); *United States v. Llamas-Gonzales*, 414 F. App'x 936, 938 (9th Cir. 2011) (statute specifying it applied "on or after" a specific date was not retroactive); *Rose v. A.C. & S., Inc.*, 796 F.2d 294, 297 n.1 (9th Cir. 1986) (same).[3]

Because *Dynamex* does not extend beyond the wage-order context and AB5 does not apply retroactively, *Borello* continues to govern Plaintiff's expense reimbursement claim for work performed in late 2015 and early 2016. This Court should therefore affirm the trial court's judgment under *Borello*.

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[3] While the presumption against retroactivity does not apply to "legislation [that] merely clarifies existing law" (*Balen v. Peralta Junior Coll. Dist.*, 11 Cal. 3d 821, 828 n.8 (1974)), AB5 "is declaratory of[] existing law" solely "with regard to wage orders of the Industrial Welfare Commission ['IWC'] and violations of this code relating to wage orders" (Cal. Lab. Code § 2785(a)). To the extent that AB5 expands the holding of *Dynamex* beyond the wage-order context, AB5 does not do so retroactively. *See id.* § 2785(c).

II. The ABC Test Does Not Affect Plaintiff's Minimum Wage and Overtime Claims.

The Court should also affirm the trial court's judgment because Plaintiff failed to prove the merits of his minimum wage and overtime claims, regardless of what classification test applies. Moreover, to the extent the ABC test applies to Plaintiff's minimum wage and overtime claims, Prop 22 abates those causes of action.

A. Plaintiff's Minimum Wage and Overtime Claims Fail on the Merits.

Although the trial court properly found that Plaintiff is not an employee, the Court need not reach the threshold classification issue with respect to Plaintiff's minimum-wage and overtime claims because it "may affirm based on any ground supported by the record." *Johnson v. Riverside Healthcare Sys., LP*, 534 F.3d 1116, 1121 (9th Cir. 2008). As discussed in Grubhub's answering brief (at 33–36), Plaintiff's minimum wage and overtime claims fail as a matter of law because he did not prove that the entire time he was signed up for a block constituted compensable on-call time. The Court should affirm on this basis alone.

B. Prop 22 Abates Any Claims Arising from the ABC Test.

In addition, the trial court's judgment should be affirmed because Prop 22 abates Plaintiff's claims to the extent they arise under the ABC test. It is "well settled … that an action wholly dependent on statute abates if the statute is repealed without a saving clause before the judgment is final." *Younger v. Super. Ct.*, 21 Cal. 3d 102, 109 (1978); *see also*, *e.g.*, *Daghlian v. DeVry Univ., Inc.*, 574 F.3d 1212, 1213 (9th

Cir. 2009) (dismissing for lack of jurisdiction where legislative repeal abated plaintiff's "wholly statutory" claims).

The doctrine of abatement is "fundamentally distinct" from the presumption against retroactivity. *Rossetti v. Stearn's Prods., Inc.*, 2016 WL 3277295, at *4 (C.D. Cal. June 6, 2016). While a "new statutory scheme is ordinarily construed to operate prospectively rather than retroactively" when it *prohibits* conduct that was previously permitted, "different considerations are implicated in the limited circumstances in which the Legislature enacts a statute that … effectively *permit[s]* previously prohibited conduct." *Rankin v. Longs Drug Stores Cal., Inc.*, 169 Cal. App. 4th 1246, 1253 (2009) (emphasis added); *Physicians Com. for Responsible Med. v. Tyson Foods Inc.*, 119 Cal. App. 4th 120, 125 (2004) ("The repeal of a statutory right or remedy … presents entirely distinct issues from that of the prospective or retroactive application of a statute."). Under these circumstances, courts will "apply the common law principle of abatement to conclude all still pending actions brought under the old statutes must be abated and dismissed." *Rankin*, 169 Cal. App. 4th at 1253.

Courts consider four factors in determining whether an action predicated on superseded law must be abated: (1) "the statutory nature of the plaintiff['s] claim"; (2) "the unvested nature of the plaintiff['s] claimed rights"; (3) "the timing of the elimination of those rights"; and (4) "the nature of the mechanism by which the right

of action was eliminated." *Zipperer v. Cty. of Santa Clara*, 133 Cal. App. 4th 1013, 1023 (2005). All four elements support a finding of abatement here.

First, Plaintiff's minimum wage and overtime claims are "wholly dependent on statute." *Younger*, 21 Cal. 3d at 109. These claims, as reimagined by Plaintiffs, rely on a purported violation of the ABC test as codified in AB5. That test first came into being when the court in *Dynamex* interpreted the "suffer or permit to work" language of the IWC wage orders. *See Dynamex*, 4 Cal. 5th at 958 (recognizing that the wage orders were "intended to be broader and more inclusive than the common law test"). And those orders are "accorded the same dignity as statutes." *Brinker Rest. Corp. v. Super. Ct.*, 53 Cal. 4th 1004, 1027 (2012). In fact, the California Supreme Court has itself described *Dynamex* as a "judicial construction of a statute." *Vazquez*, 478 P.3d at 1211 (citation omitted). Since California's ABC test therefore has no basis in contract or common law but derives solely from statute (*Dynamex*, 4 Cal. 5th at 956 & n.23), Plaintiff "possesse[s] no right or remedy ... which the legislature could not cut off by repeal" (*Zipperer*, 133 Cal. App. 4th at 1024).

Second, Plaintiff has no vested right to employee status under the ABC test or any purported benefits that flow therefrom. "[A] statutory remedy does not vest *until final judgment*" (*Cnty. of San Bernardino v. Ranger Ins. Co.*, 34 Cal. App. 4th 1140, 1149 (1995) (citation omitted)), and "[u]ntil it is fully enforced, a statutory remedy is merely an inchoate, incomplete, and unperfected right, … subject to legislative

abolition" (*Zipperer*, 133 Cal. App. 4th at 1024 (internal quotation marks and citation omitted); *accord Angelotti Chiropractic, Inc. v. Baker* 791 F.3d 1075, 1081–82 (9th Cir. 2015) (a "property interest" does not "vest[]" where it is "contingent and uncertain or the receipt of the interest is speculative or discretionary" (internal quotation marks and citation omitted)). Here, Plaintiff *lost* at trial and therefore cannot claim a vested entitlement to any remedies arising from the ABC test.

Graczyk v. Workers' Compensation Appeals Board, 184 Cal. App. 3d 997 (1986), illustrates this point well. There, a student athlete sought workers' compensation for an injury sustained during a college football game. *Id.* at 1000–01. During the pendency of his case, the legislature amended the relevant statute to exclude student athletes from the definition of employees. *Id.* at 1001–02. Although the plaintiff argued that "he had a 'vested right' in employee status under the law existing at the time of his injuries," the Court of Appeal disagreed, explaining that "[t]he right to workers' compensation benefits is 'wholly statutory' … and is not derived from common law." *Id.* at 1002–03. Because the plaintiff's "[r]ights, remedies and obligations rest on the status of the employer-employee relationship, rather than on contract or tort" (*id.* at 1003), the court held that he "did not have a vested right in employee status at the time of his injury" (*id.* at 1007). So too here.

Third, Plaintiff has not obtained a final judgment in this litigation, much less one in his favor. *See Zipperer*, 133 Cal. App. 4th at 1024 ("Whenever the Legislature

eliminates a statutory remedy before a judgment becomes final, the legislative act destroys the right of action."). For purposes of abatement, "[a] judgment does not become final so long as the action in which it is entered remains pending … and an action remains pending until final determination on appeal." *Ranger*, 34 Cal. App. 4th at 1149; *accord Daghlian*, 574 F.3d at 1213 (abating plaintiff's claims where new legislation was enacted while the case was on appeal). Here, the parties still await this Court's judgment on appeal.

Fourth, Prop 22 eliminated Plaintiff's claims under the ABC test. In determining whether legislation repealed a statutory right, courts "look to the substance of the legislation—not its label"—and consider whether the statute represents "a substantial reversal of legislative policy" and "the adoption of an entirely new philosophy vis-à-vis the prior enactment." *Zipperer*, 133 Cal. App. 4th at 1025. Because "legislative action can effect a partial repeal of an existing statute" (*id.* at 1023 (cleaned up)), abatement applies even where the legislature does "not repeal a statute in its entirety" but merely "take[s] away the right of action in certain situations" (*Fitzpatrick v. Tyson Foods, Inc.*, 2016 WL 5395955, at *3 (E.D. Cal. Sept. 27, 2016), *aff'd*, 714 F. App'x 797 (9th Cir. 2018)).

That is precisely what Prop 22 did. In response to the "recent legislation" that codified the ABC test and "threatened to take away the flexible work opportunities of hundreds of thousands of Californians" (Cal. Bus. & Prof. Code § 7449(d)), the

People approved Prop 22 "[t]o protect the basic legal right of Californians to choose to work as independent contractors with rideshare and delivery network companies throughout the state" (*id.* § 7450(a)). As "a more recent and specific enactment on the subject[] it addresses"—i.e., the classification of app-based drivers—Prop 22 controls and "supersede[s]" the ABC test—the "earlier and more general" standard for worker classification. *Wells v. One2One Learning Found.*, 39 Cal. 4th 1164, 1208 (2006); *Young v. Haines*, 41 Cal. 3d 883, 894 (1986) (same).

Prop 22 makes clear that app-based drivers are independent contractors "*[n]otwithstanding any other provision of law*, including, but not limited to, the Labor Code." *Id.* § 7451 (emphasis added).[4] That statutory phrase unmistakably "declares the legislative intent to override all contrary law" and "to have the specific statute control despite the existence of other law which might otherwise govern." *Klajic v. Castaic Lake Water Agency*, 121 Cal. App. 4th 5, 13 (2004) (collecting cases). Prop 22 thus "takes the place of whatever law would otherwise" apply

[4] Courts have consistently applied abatement based on new laws codified in the Business and Professions Code. *See*, *e.g.*, *Rossetti*, 2016 WL 3277295, at *3; *Fitzpatrick*, 2016 WL 5395955, at *2; *Alaei v. Rockstar, Inc.*, 224 F. Supp. 3d 997 (S.D. Cal. 2016); *Hass v. Citizens of Humanity*, 2016 WL 7097870, at *2 (S.D. Cal. Dec. 6, 2016). Contrary to what Plaintiff might suggest, the Business and Professions Code contains no general savings clause. *See Palmer v. Stassinos*, 419 F. Supp. 2d 1151, 1157 (N.D. Cal. 2005) (holding that Section 4 "does not … operate as a savings clause to alterations to statutes already enacted").

(*People v. Acosta*, 29 Cal. 4th 105, 132 (2002)), "partially repeal[ing]" the ABC test as applied to app-based drivers—a category of workers that indisputably includes Plaintiff (*see United States v. Novak*, 476 F.3d 1041, 1052 (9th Cir. 2007); *James v. Uber Techs. Inc.*, 2021 WL 254303, at *1 (N.D. Cal. Jan. 26, 2021) ("Prop 22 … repeal[ed] AB 5 with respect to app-based drivers")).

The Official Voter Information Guide confirms that Prop 22 and the ABC test (embodied in AB5 and *Dynamex*) are irreconcilable and cannot operate concurrently as to app-based drivers like Plaintiff. It explains that Prop 22 "makes app-based … delivery drivers independent contractors" such that "[t]he new state law that limits the ability of companies to hire independent contractors"—i.e., the ABC test in AB5 and *Dynamex*—"would not apply to drivers." *Prop 22—Analysis by the Legislative Analyst*, https://tinyurl.com/ 9568tkv9 (last visited Apr. 2, 2021). The Attorney General has defended the accuracy of these materials, insisting that "Proposition 22 would supplant the ABC Test under AB 5 and *Dynamex*." Answer to Pet. for Writ of Mandate at 17, 25 *White v. Padilla*, No. 34-2020-8000-3438 (Sacramento Super. Ct. Aug. 3, 2020) (capitalization omitted) (observing that Prop 22's "chief point and purpose" is "to classify 'app-based drivers' to be independent contractors").[5] Indeed, the Attorney General has maintained that app-based drivers "w[ould] not be

[5] A true and correct copy is attached as Exhibit A to Grubhub's accompanying Motion to Take Judicial Notice.

subject to the ABC test" once Prop 22 took effect, at which point their "claims would no longer be viable." Oral Argument at 17:37, 22:35, *Olson v. California*, No. 20-55267 (9th Cir. Nov. 18, 2020), https://bit.ly/374JlFl (last visited Apr. 2, 2021).

Because "all statutory remedies are pursued with full realization that the" voters "may abolish the right to recover at any time"—and, in passing Prop 22, the electorate has done exactly that—Plaintiff's claims are extinguished to the extent they are grounded in the ABC test, and the trial court's judgment should be affirmed. *Younger*, 21 Cal. 3d at 109.[6]

III. If the ABC Test Might Apply to Certain of Plaintiff's Claims, the Court Should Remand for Further Factfinding.

Should the Court decide that the ABC test is relevant to Plaintiff's claims (it is not), this case should be remanded for further development of the record and presentation of argument relevant to that test. Due process requires that a party be "afforded an opportunity to be heard" (*Spector v. Super. Ct.*, 55 Cal.2d 839, 843 (1961)) and "to present every available defense" (*Lindsey v. Normet*, 405 U.S. 56, 66 (1972) (citation omitted)). Consistent with that basic constitutional principle, this Court routinely remands for further discovery and argument where an intervening

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[6] In the alternative, the Court should remand to the trial court to determine this dispositive issue in the first instance. *E.g.*, *Flo & Eddie, Inc. v. Pandora Media, LLC*, 789 F. App'x 569, 572 (9th Cir. 2019) ("[W]hen faced with a determination of applying a new legal principle, a standard practice ... is to remand to the district court for a decision in the first instance." (collecting cases)).

change in the law occurs while an appeal is pending. *See* Answering Br. at 45; *see also*, *e.g.*, *Juarez v. Jani-King of Cal., Inc.*, 728 F. App'x. 755 (9th Cir. 2018) (remanding "for further proceedings in the district court in light of … *Dynamex*").

Furthermore, *People v. Uber Technologies, Inc.*, 56 Cal. App. 5th 266 (2020), does not dictate the outcome of this case under the ABC test. That case involved different app-based platforms, and the court's decision to grant a preliminary injunction does not represent a final judgment on the merits of the ABC test. *Huntington Park Club Corp. v. Cnty. of L.A.*, 206 Cal. App. 3d 241, 248 n.5 (1988).

Accordingly, if this Court believes the ABC test could apply to any of Plaintiff's claims, it should remand to determine whether Grubhub is exempt from or satisfies the test in any event. After all, AB5 created a litany of exemptions to the ABC test which "apply retroactively to existing claims and actions to the maximum extent permitted by law." Cal. Lab. Code § 2785(b). Before the ABC test may be brought to bear on this case, Grubhub thus has a due process right to litigate these statutory exemptions as an affirmative defense. And even if the ABC test ultimately applies, due process requires that Grubhub be afforded an opportunity to demonstrate its compliance with that test. *See* Answering Br. 44–47.

CONCLUSION

For the foregoing reasons, the trial court's judgment should be affirmed.

Dated: April 5, 2021

Respectfully submitted,

GIBSON DUNN & CRUTCHER LLP

/s/ Theane Evangelis
Theane Evangelis

Attorneys for Defendants-Appellees Grubhub Holdings Inc. and Grubhub Inc.

CERTIFICATE OF SERVICE

I hereby certify that I electronically filed the foregoing Appellees' Supplemental Brief with the Clerk of the Court for the United States Court of Appeals for the Ninth Circuit by using the appellate CM/ECF system on April 5, 2021.

Participants in the case who are registered CM/ECF users will be served by the appellate CM/ECF system.

Dated: April 5, 2021 *_/s/ Theane Evangelis_*
Theane Evangelis